



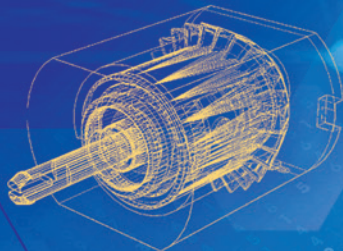
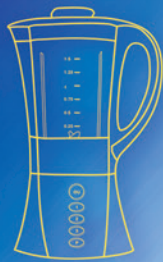
KIN YAT HOLDINGS LIMITED 建溢集團有限公司

website 網址 : <http://www.kinyat.com.hk>

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 638)



ANNUAL REPORT 年度報告

for the year ended 31 March 2022
截至二零二二年三月三十一日

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Cheng Chor Kit
(Chairman and Chief Executive Officer)
Mr. Liu Tat Luen
Mr. Cheng Tsz To
Mr. Cheng Tsz Hang
Mr. Lee Kim Wa, Winston*

Non-executive Director

Dr. Fung Wah Cheong, Vincent**

Independent non-executive Directors

Mr. Wong Chi Wai
Dr. Sun Kwai Yu, Vivian
Mr. Cheng Kwok Kin, Paul
Mr. Cheung Wang Ip

* Mr. Lee Kim Wa, Winston was appointed as an executive Director on 1 April 2021.

** Dr. Fung Wah Cheong, Vincent resigned as an executive Director and was re-designated as a non-executive Director on 1 April 2021.

COMPANY SECRETARY

Mr. Hung Kam Wing, Timmy

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

7/F., Galaxy Factory Building
25-27 Luk Hop Street
San Po Kong, Kowloon
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

董事會

執行董事

鄭楚傑先生
(主席兼行政總裁)
廖達鸞先生
鄭子濤先生
鄭子衡先生
李劍華先生*

非執行董事

馮華昌博士**

獨立非執行董事

黃弛維先生
孫季如博士
鄭國乾先生
張宏業先生

* 李劍華先生於二零二一年四月一日獲委任為執行董事。

** 馮華昌博士於二零二一年四月一日辭任執行董事並調任為非執行董事。

公司秘書

洪錦榮先生

總辦事處及主要營業地點

香港
九龍新蒲崗
六合街25至27號
嘉時工廠大廈7樓

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

CORPORATE INFORMATION

公司資料

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM 08
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE*

Tricor Tengis Limited
Level 54, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants and Registered PIE Auditor

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited

CORPORATE WEBSITE

www.kinyat.com.hk

* *With effect from 15 August 2022, Tricor Tengis Limited, the Hong Kong Branch Share Registrar and Transfer Office of the Company will change its address to 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong.*

百慕達主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM 08
Bermuda

香港股份過戶登記分處*

卓佳登捷時有限公司
香港灣仔
皇后大道東183號
合和中心54樓

核數師

羅兵咸永道會計師事務所
執業會計師及註冊公眾利益實體核數師

主要往來銀行

香港上海滙豐銀行有限公司
恒生銀行有限公司

公司網站

www.kinyat.com.hk

* *自二零二二年八月十五日起，本公司的香港股份過戶登記分處卓佳登捷時有限公司之地址將更改為香港夏慤道16號遠東金融中心17樓。*

CHAIRMAN'S STATEMENT

主席報告

Dear valued shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Kin Yat Holdings Limited (the "Company" or "Kin Yat", and, together with its subsidiaries, the "Group"), I am pleased to present the results for the year ended 31 March 2022 (the "Year") to our shareholders.

MARKET OVERVIEW

After encountering the rather unknown COVID-19 in 2020, the world strived to adapt to the pandemic in 2021, attempting to establish a new normal despite the virus continued to evolve and mutate. Yet, despite we are more experienced in handling uncertainties, the macro operating environment continued to deliver new challenges: new variants caused major markets to implement various outbound travel restrictions, lockdown measures and quarantine regulations, leading to a drag to consumer sentiment and business activities; surge in commodity prices and Renminbi appreciation have led to a significant increase in raw materials and production cost; all at the same time, the global freight market was severely impeded by the pandemic, leading to a spike in freight charges, which is part of customers' total cost, forcing them to mitigate risks by reducing orders or delaying shipment.

Over the years, manufactures in China also faced growing uncertainties. The worsening Sino-U.S. trade tension gave companies food for thought, and the rising labour costs, along with the occasional production disruption and lockdowns, provided the incentives to establish new sites in order to diversify supply chain, become closer to end markets, and be more competitive in cost. The stringent travelling restrictions that come with the zero-COVID policy also made executives travelling difficult, posing further operational challenges. In fact, research firm Gartner revealed last year that, a third of supply chain leaders had plans to move at least some of their manufacturing out of China before 2023. Despite China continues to be a good place for manufacturing due to its established and efficient supply chain system, some brand owners still consider a "China Plus One" strategy to be more agile and sustainable, favouring manufacturers with diversified production solutions and extensive client reach.

致各位股東：

本人謹代表建溢集團有限公司(「本公司」或「建溢」，連同其附屬公司統稱「本集團」)董事(「董事」)會(「董事會」)欣然向股東提呈截至二零二二年三月三十一日止年度(「本年度」)的業績。

市場概覽

於二零二零年遭逢2019新型冠狀病毒病疫情，各界對這種疾病所知甚少，及至二零二一年，即使病毒不斷進化及變種，全球各地努力適應疫情，試圖建立新常態。雖然我們在處理不確定因素方面饒具經驗，但宏觀營商環境帶來一個又一個新考驗：新型變種病毒導致主要市場實施各種出入境旅遊限制、封鎖措施及檢疫規定，拖累消費者意欲及商業活動；商品價格飆升及人民幣升值導致原材料及生產成本大幅上漲；同時間，全球貨運市場受疫情嚴重阻礙，導致客戶總成本當中的貨運開支驟升，迫使彼等透過縮減訂單或延後付運去減輕風險。

這些年來，中國製造業面臨的不確定因素有增無減。中美貿易角力加劇使商界不得不檢討策略，而不斷上漲的勞工成本以及間中出現的生產中斷及封鎖，更激使企業建立新基地，從而實現供應鏈多元化、向終端市場靠攏，並在成本方面提高競爭力。清零政策伴隨的嚴格外遊限制也導致管理高層難以出差，帶來更多營運難題。事實上，研究公司Gartner去年披露，多達三分之一的供應鏈龍頭計劃於二零二三年之前至少將部分製造工序遷出中國。即使中國憑藉完善且高效的供應鏈系統而繼續成為製造業的理想據點，但部分品牌擁有人亦認為「中國加一」的策略更加靈活及具可持續性，於是傾向於備有多元化生產方案及廣泛客戶覆蓋的生產商。

CHAIRMAN'S STATEMENT

主席報告

RESULTS OVERVIEW AND KEY ACHIEVEMENTS IN FY2021/22

Due to the combination client mix optimisation as well as the aforementioned adverse impact of the COVID-19 pandemic, the Group recorded a decline in revenue by 14.0% year-on-year (“yoy”) to HK\$2,316,315,000 (2020/21: HK\$2,693,865,000). In-line with the decrease in revenue, gross profit decreased from HK\$319,645,000 of last Year to HK\$245,532,000 of the Year, with gross profit margin largely held firm at 10.6%, as the Group continued to implement a series of stringent cost control measures, including stabilising raw materials cost and labour cost, maintaining a good balance between production schedules, as well as continuing the diversification and optimisation of product mix. However, because of the decrease in turnover, along with the impairment loss from changes in fair value of the Group's real estate development projects in Dushan County, China, as well as the absence of certain COVID-19-related grants and subsidies, profit attributable to equity holders of the Company decreased by 45.1% to HK\$56,858,000 (2020/21: HK\$103,626,000).

Nonetheless, FY2021/22 marked a year of change and transformation for Kin Yat. Since 2019, the Group has strategically reduced the revenue contribution from a single significant customer, in order to free up the resources and capacity for other new initiatives, while reducing its client concentration risk. This year, the Group has officially completed the long-term order with the significant customer, paving the way for acquiring new clients, tapping into new industries, or working with existing customers on more product categories. We are glad that our initial attempts in gearbox, beverage machine, and other juvenile products proved to be successful. Although they may not be able to compensate the loss of significant order in the short-term, the move would make us more sustainable, as we now derive income from more industries, and is better positioned to capture the next growth driver. We are also able to switch from a volume-driven strategy to a margin-driven strategy, given their smaller project scale and higher margin nature.

業績概覽及於二零二一／二二財年內的主要成就

由於改善客戶組合以及上述2019新型冠狀病毒病疫情的不利影響使然，本集團的收入按年（「按年」）減少14.0%至2,316,315,000港元（二零二零／二一財年：2,693,865,000港元）。隨著收入減少，毛利亦由上年度的319,645,000港元減少至本年度的245,532,000港元，但由於本集團繼續實施一連串嚴格的成本控制措施，包括穩定原材料成本及勞工成本，保持平衡的生產期，以及繼續拓展及改善產品組合，因此毛利率大致平穩，維持於10.6%。然而，由於營業額下降，加上本集團於中國獨山縣的房地產開發項目的公平值變動產生的減值虧損，以及並無收取與2019新型冠狀病毒病疫情相關的若干補助及補貼，因此本公司股東應佔溢利減少45.1%至56,858,000港元（二零二零／二一財年：103,626,000港元）。

儘管如此，二零二一／二二財年是建溢變革和轉型的一年。自二零一九年起，本集團有策略地減少來自單一主要客戶的收入貢獻，藉此騰出資源及產能於其他新舉措，同時有效降低客源集中的風險。於本年度，本集團與該名主要客戶的長期訂單已圓滿結束，為吸納新客戶、進軍新行業或與現有客戶合作開發更多類型產品鋪路。我們在齒輪箱、飲料機及其他少兒產品方面小試牛刀，並取得可觀成果。雖然這些項目未必能夠在短期內彌補重大訂單的流失，但此舉使我們更具持續性，我們現時能夠在更多行業賺取收入，並具備優勢把握下一個增長源動力。鑑於項目的規模較小但利潤率較高，我們亦能夠將營運策略從以量取勝轉型至以利潤率取勝。

CHAIRMAN'S STATEMENT

主席報告

FUTURE DEVELOPMENT STRATEGIES

Looking ahead, we will continue to embrace our diversification strategy in order to mitigate the risks from concentrated customer portfolio and production base. As a leading manufacturing solutions provider with good reputation in the industry, we will continue to expand our customer portfolio by exploring potential customers in different industries, especially in emerging markets such as electric vehicles and coffee machines, where we already have presence. As COVID-19 has boosted the demand of some businesses, we will target those sectors to further expand our revenue stream and increase our market share.

On existing customers, the Group will look to maintain good relationship with them to ensure stable order volume and cash flow. Leveraging our production expertise and technological know-how, we will also look to provide them with more products and value, such as offering gearbox to our existing motor customers.

In addition to our traditional manufacturing business, the Group will also utilise the spared resources and capacities to explore the Original Brand Manufacturing (OBM) business. Under its house brand, Kin Yat has already housed its 'Standard Motor'. In the medium-term, the Group will actively seek OBM opportunities that are complementary to our existing clients to enhance brand awareness and profit margin. The evolvement into a brand and patent owner should also greatly increase the sustainability of our businesses.

Meanwhile, many brand customers have been seeking flexible production solutions since the Sino-US trade tension in 2018. The pandemic only reinforces the idea as a countermeasure to the global unpredictability. Hence, in addition to our dual manufacturing base in China and Malaysia, we are also actively looking to set up another new production site in Southeast Asia, providing our customers with potentially lower direct labour cost, logistics cost, and closer proximity to destination markets.

未來發展策略

放眼未來，我們將繼續奉行多元化策略，以減輕客源及生產基地集中所帶來的風險。作為行內聲譽卓著的領先生產方案供應商，我們將繼續發掘不同行業的潛在客戶去擴大客源，特別是在我們已經開展業務的新興市場，例如電動汽車及咖啡機。由於2019新型冠狀病毒病疫情使一些企業的需求激增，我們將瞄準這些行業，進一步擴大我們的收入來源並提高市場份額。

對於現有客戶方面，本集團將尋求與彼等維持良好關係，以確保訂單量及現金流穩定。我們亦會憑藉卓越的研發及生產實力，為他們提供更多產品及價值，例如為現有的電機客戶提供齒輪箱。

除傳統製造業務外，本集團亦將利用騰出的資源及產能探索原品牌製造（「OBM」）業務。建溢的自家品牌包括「標準電機」。在中期內，本集團將積極尋求現有客戶以外的OBM商機，藉此提高品牌知名度及利潤率。相信轉型為品牌及專利擁有人能夠使我們的業務行穩致遠。

同時，自二零一八年中美貿易局勢緊張以來，不少品牌客戶一直尋求具彈性的生產解決方案。疫情之下，這種方案更成為應對全球不可預測因素的對策。因此，除了設於中國及馬來西亞的雙重生產基地外，我們亦積極研究在東南亞建立另一個新生產基地，為客戶提供可能更低的直接勞工成本、物流成本，且更靠近目標市場。

CHAIRMAN'S STATEMENT

主席報告

FUTURE DEVELOPMENT STRATEGIES

(continued)

To prepare for the unexpected, the Group would continue its stringent cost measures to cope with the rising labour, raw materials and logistic costs. The Group will also maintain its solid financial position, by remaining prudent on investment and be open to asset optimisation opportunities, in order to generate stable cashflow for business development.

ACKNOWLEDGEMENTS

Lastly, on behalf of the Board, I would like to send our heartfelt gratitude to our shareholders, customers, business partners and our professional teams for their dedicated support and devoted contribution. The Group is confident that with a strong foundation and vision for further development, we can stand firm in a volatile environment and move forward steadily.

Cheng Chor Kit

Chairman and Chief Executive Officer

Hong Kong, 29 June 2022

未來發展策略 (續)

為了防患於未然，本集團將繼續採取嚴格的成本措施，以應對勞工、原材料及物流成本上漲。本集團在投資方面亦將步步為營，以維持財務狀況穩健，但仍對資產優化機遇持開放態度，從而產生穩定的現金流用於業務發展。

致謝

走筆至此，本人謹代表董事會向股東、客戶、商業夥伴及專業團隊的鼎力支持及默默耕耘致以由衷感謝。本集團深信，憑藉穩固的基礎及一往無前的願景，我們定必能夠在動盪的局勢中站穩腳步，邁步向前。

鄭楚傑

主席兼行政總裁

香港，二零二二年六月二十九日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Kin Yat is one of the leading industrial enterprises primarily engaged in the development and production of niche, technology-driven and quality electrical and electronic products as well as a premier provider of electric motor drives and related products under its own house brand. Leveraging its four decades of experience in the industry and strong research and development (“R&D”) capability, the Group has been strengthening its resilience in riding the waves of changes in geo-political and macroeconomic landscape by deploying a multi-pronged strategy which would involve rebalancing of customer mix, geographical diversification in production base and reshaping of product mix with the aim to grow a more sustainable future. In particular, to kick off the initiatives to reshape the product portfolio, the Group established its house brand for healthcare products at the beginning of 2020 supported by the existing core advanced production equipment and technological know-how.

FINANCIAL REVIEW

For the year ended 31 March 2022 (the “Year” or “FY2022”), the global operating environment continued to fluctuate as COVID-19, supply chain disruption, and geopolitical disputes lingered, while governments and consumers slowly adapting to the “new normal” with new-found optimism. On such backdrop, the Group is committed to adapting, transforming, and diversifying in order to become more sustainable. In particular, a necessary business transformation by strategically reducing the orders from its significant customer of the Electrical and Electronic Products Business Segment (the “E&E Segment”) has been completed. With the last batch of orders with respect to such significant customer being completed by the third quarter of the Year, the previously occupied production capacity has been released, so that the Group can explore other industries and niche markets facilitating the E&E Segment to transit from a volume-driven growth to a margin-driven growth strategy. In light of the tough operating environment amidst the surging production and operating costs during the Year, the Motors Business Segment (the “Motors Segment”) has no alternative but to call for a price increase notwithstanding that it could cause a short-run decrease in orders. As a result, the Group’s turnover during the Year recorded a year-on-year (“YoY”) decrease of 14.0%, from approximately HK\$2,693,865,000 to approximately HK\$2,316,315,000.

建溢是領先工業企業之一，專門以科技生產優質電器及電子產品，亦為以自家品牌供應電機驅動器及相關產品的優質供應商。憑藉四十年的行業經驗及雄厚的研究與開發（「研發」）實力，本集團一直自強不息，以抵禦地緣政治及宏觀經濟環境變化，並部署多管齊下的策略，包括重新平衡客源、設於多個地區的生產基地及重整產品結構，期望迎接可持續發展的未來。具體而言，為展開重整產品組合的舉措，本集團利用現有的核心先進生產設備及技術知識，於二零二零年初建立自家保健產品品牌。

財務回顧

截至二零二二年三月三十一日止年度（「本年度」或「二零二二財年」），2019新型冠狀病毒病疫情、供應鏈斷裂及地緣政治角力揮之不去，使全球營商環境持續波動，政府及消費者以全新的樂觀態度逐漸適應「新常態」。在如此局勢中，為了在可持續發展方面更進一步，本集團矢志適應形勢、採取業務轉型及擁抱多元化。特別是，本集團有策略地減少電器及電子產品（「電子產品」）業務分類的主要客戶訂單，成功將本集團的業務轉型。在該主要客戶的最後一批訂單於本年度第三季度交付後，先前被佔用的產能已經釋放，使本集團能夠開拓其他行業及利基市場，促進電子產品業務分類的增長策略由以量取勝過渡至以利潤率取勝。由於本年度的生產及經營成本飆升，營商環境嚴峻，電機（「電機」）業務分類在別無選擇下，唯有承受短期內訂單可能減少的風險而提出加價。因此，本集團於本年度的營業額按年（「按年」）減少14.0%，由約2,693,865,000港元減少至約2,316,315,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (continued)

In terms of segmental breakdown of total external turnover,

- E&E Segment: HK\$1,267,957,000, representing 54.7% of the Group's consolidated turnover for the Year (for the Year ended 31 March 2021 ("2021"): HK\$1,639,837,000, 60.9%);
- Motors Segment: HK\$1,044,052,000, contributing 45.1% of the Group's consolidated turnover for the Year (2021: HK\$1,048,551,000, 38.9%);
- Real Estate Development Business Segment: HK\$4,306,000, 0.2% (2021: HK\$5,477,000, 0.2%).

In addition to the decrease in revenue, the prolonged supply chain disruption, along with occasional lockdowns, production interruption, as well as the Renminbi appreciation, have together put pressure on the Group's gross profit. Overall gross profit margin decreased 1.3 percentage point from 11.9% to 10.6%, with gross profit decreased 23.2% from HK\$319,645,000 to HK\$245,532,000.

In light of a decline in gross profit, the Group has devoted efforts to rein in costs. Among indirect expenses, administrative expense decreased YoY as no impairment loss on properties under development was recognised in the Year. Selling and distribution expense, however, recorded an increase on elevated transportation costs for delivering products to customers under ever-rising oil price and COVID-19 induced global logistics bottlenecks. Besides, other income and gains also saw a plunge mainly attributable to the absence of certain COVID-19 related grants and subsidies and a fair value loss on investment properties recognised in the Year. As a result, profit attributable to equity holders of the Company decreased 45.1% YoY from approximately HK\$103,626,000 to HK\$56,858,000. Basic earnings per share for the Year was HK12.95 cents (FY2021: HK23.61 cents).

財務回顧(續)

營業總額中各業務分類的明細如下：

- 電子產品業務分類：1,267,957,000港元，佔本集團於本年度之綜合營業額54.7%（截至二零二一年三月三十一日止年度（「二零二一年」）：1,639,837,000港元，60.9%）；
- 電機業務分類：1,044,052,000港元，佔本集團於本年度之綜合營業額45.1%（二零二一年：1,048,551,000港元，38.9%）；
- 房地產發展業務分類：4,306,000港元，0.2%（二零二一年：5,477,000港元，0.2%）。

除收入減少外，由於供應鏈長期受阻，以及間中實施封鎖及生產受阻，加上人民幣升值，均使本集團的毛利受壓。整體毛利率由11.9%減少1.3個百分點至10.6%，而毛利則由319,645,000港元減少23.2%至245,532,000港元。

由於毛利減少，故本集團致力於控制成本。在間接開支中，由於本年度並無確認發展中物業之減值虧損，因此行政開支按年減少。然而，由於油價不斷上漲以及2019新型冠狀病毒病疫情引發全球物流瓶頸，導致向客戶交付產品的運輸成本有所增加，因此，銷售及分銷開支錄得有所上升。此外，其他收入及收益亦大幅減少，主要是由於並無與2019新型冠狀病毒病疫情有關的若干補助及補貼，加上本年度確認的投資物業之公平值虧損。因此，本公司權益持有人應佔溢利由約103,626,000港元按年減少45.1%至56,858,000港元。本年度每股基本盈利為12.95港仙（二零二一財年：23.61港仙）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONAL REVIEW

The Group operates two manufacturing business streams on three major production centres in the PRC, of which two production centres are based in Guangdong Province, situated in Songgang, Baoan District, Shenzhen City (“Shenzhen”) and Shixing County, Shaoguan City (“Shixing”), respectively, with the third being located in Dushan County (“Dushan”), Guizhou Province. The Group’s production bases are also supplemented by a motors and encoder related product facility in Malaysia for the Motors Segment and also a manufacturing facility for the E&E Segment in Malaysia. During the Year, the Shenzhen centre continued to focus on handling high value-added processes for robotics and smart products, whereas the Shixing centre remained as the major production base for motor drives and other electrical and electronic products. The Dushan centre currently houses motors production and sub-assembly business.

Electrical and Electronic Products Business Segment

The E&E Segment engages in the development, design, and manufacturing of three main product categories: (i) robotics, (ii) juvenile products and baby care products, and (iii) smart products.

The Year represents a new beginning for the Group’s E&E Segment. Previously, the Segment was predominantly led by one of the Group’s significant customers from the robotics sector. With the aim to expand margin and diversify its concentration risk, the Group has started to reduce its single client concentration since 2019. By the end of the Year, the Group has completed its service contract with the significant customer, freeing up the necessary production capacity to tap into new industries and customers that offer higher margin. Hence, despite the short-term decrease in revenue from the robotics sector, the strategic move should yield long-term benefits.

業務回顧

本集團在中國三個主要生產中心經營兩大製造業務分支，當中兩個生產中心分別位於廣東省深圳市寶安區松崗（「深圳」）及韶關市始興縣（「始興」），第三個生產中心則位於貴州省獨山縣（「獨山」）。本集團的生產基地亦包括電機分類旗下設於馬來西亞的電機及編碼器相關產品廠房，以及電子產品分類旗下設於馬來西亞的生產設施。於本年度，深圳中心繼續專門處理機械人和智能產品等高增值製造工序，始興中心則作為電機驅動器及其他電器電子產品的主要生產基地。目前獨山中心用於電機生產及組件裝配業務。

電器及電子產品業務分類

電子產品業務分類從事開發、設計及製造三種主要產品：(i) 機械人；(ii) 少兒產品及嬰兒護理產品；以及(iii) 智能產品。

本年度對本集團的電子產品業務分類而言可謂新開始。此前，本業務分類主要由本集團在機械人行業分類的一位主要客戶帶動。為擴大利潤率及將集中的風險分散，本集團由二零一九年開始減少集中於單一客戶。於本年度年底，本集團與該主要客戶的服務合約已圓滿完成，並騰出所需的產能去開拓利潤較高的新行業及客戶。因此，即使於短期內機械人行業分類的收入有所減少，但相信這項策略能夠產生長線效益。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONAL REVIEW *(continued)*

Electrical and Electronic Products Business Segment *(continued)*

Under the customer portfolio adjustment, the Group also freed up additional production capacity and resources for other product categories. With COVID-19 forcing people to change living and working habit, there was development in stay-at-home economy, and that has in turn, increased the demand of the Group's juvenile products and baby care products. The sector is expected to enjoy a positive outlook in the near future. According to a report by Grand View Research, the global baby care products market is expected to reach USD25.4 billion by 2028, at a CAGR of 4.3% from 2021 to 2028. The rising disposable income and parental concerns also support a growing spending on baby and childcare products.

Apart from the good performance from the juvenile products and baby care products sector, the Group continued to be benefited from the emerging smart home trend during the Year. Riding on the spread of COVID-19, as well as the Group's strong R&D and Internet of Things ("IoT") capability, the Group was able to introduce new household products, and acquire new customers for its Smart Products sector. Moter Intelligence also pointed out that, the smart home market is expected to enjoy a strong CAGR growth of 25.3% from 2022 to 2027, reaching USD313.95 billion by 2027.

On the other hand, the rise in consumer health awareness has led to a strong growth in health-oriented appliances. The Group sees the medical sector as a new direction for its product diversification and future development. Thus, the sector has been actively exploring the possibility to collaborate with different customers on new projects. During the Year, this Segment has confirmed a number of new projects and mass production of such new projects is scheduled to kick-off in the financial year ending 31 March 2023 ("FY2023").

業務回顧 *(續)*

電器及電子產品業務分類 *(續)*

本集團亦透過調整客戶組合來為其他產品類別騰出額外產能及資源。2019新型冠狀病毒病疫情迫使普羅大眾改變生活及工作習慣，「宅」經濟不斷發展，繼而帶動對本集團的少兒產品及嬰兒護理產品的需求增加。預計此行業分類於不久將來的前景相當可觀。根據 Grand View Research 的報告，估計全球嬰兒護理產品市場到二零二八年將達到254億美元，於二零二一年至二零二八年期間的複合年增長率為4.3%。可支配收入增加以及父母愈來愈愛護子女，亦使嬰兒及兒童護理產品的支出增長。

除少兒產品及嬰兒護理產品行業分類的亮眼表現外，於本年度本集團繼續受惠於新興的智能家居趨勢。受2019新型冠狀病毒病疫情傳播所帶動，加上本集團的強大研發及物聯網（「物聯網」）實力，本集團成功推出嶄新家居產品，並為智能產品行業分類獲得新客戶。Moter Intelligence亦指出，於二零二二年至二零二七年間，估計智能家居市場將錄得25.3%的強勁複合年增長率，至二零二七年的市場規模將達到3,139.5億美元。

另一方面，消費者愈漸注重健康亦使以保健為賣點的電器出現強勁增長。本集團將醫療行業分類視為產品多元化及未來發展的新方向。因此，本行業分類一直積極探索與不同客戶合作開展新項目的可能性。於本年度，本業務分類確認多個新項目，有關新項目定於截至二零二三年三月三十一日止財政年度（「二零二三財年」）開始量產。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONAL REVIEW *(continued)*

Electrical and Electronic Products Business Segment *(continued)*

Overall, the external turnover of E&E Segment decreased by 22.7% to HK\$1,267,957,000 in the Year (2021: HK\$1,639,837,000), while this Segment remained the major contributor to the overall turnover of the Group, accounting for 54.7% (FY2021: 60.9%) of it. In the face of supply chain disruptions and rising raw material costs, overall segment profit recorded a decrease of 72.8% from approximately HK\$138,447,000 to HK\$37,648,000 during the Year, despite the Group's best effort in product price adjustment and cost control.

For the future view

The E&E Segment has achieved a remarkable transformation in product development and client acquisition under the gloom of COVID-19 and supply chain issues with a multifold rise in the number of customers and product categories. Looking forward, the reducing reliance on a single customer would free up additional resources, allowing the Segment to explore new products and markets, and shift its positioning from a volume-driven business to a margin-driven business. In particular, the Group will continue to deploy more resources in exploring new products and customers. That includes a gradual shift towards juvenile products and baby care products, and uncover new overseas markets using its Malaysia plant or other overseas setup, in order to offer a cost-competitive and reliable service to its existing and new customers.

The Group is also committed to strengthening its R&D capabilities by investing further in IoT, as the rise of smart home technologies would demand new and better products, which also have higher ticket price and margins. Leveraging its technological know-how and production excellence, the Group will also explore the potential of house brand products.

業務回顧 *(續)*

電器及電子產品業務分類 *(續)*

總括而言，電子產品業務分類於本年度的對外營業額減少22.7%至1,267,957,000港元（二零二一年：1,639,837,000港元），而本業務分類依然是本集團整體營業額的主要貢獻分類，佔總營業額54.7%（二零二一財年：60.9%）。面對供應鏈中斷及原材料成本上漲，即使本集團盡力調整產品價格及控制成本，惟年內整體業務分類溢利仍由約138,447,000港元下降72.8%至37,648,000港元。

未來展望

在2019新型冠狀病毒病及供應鏈問題的陰霾下，電子產品業務分類在產品開發及吸納客戶方面成功轉型，客戶數目及產品類別錄得倍數增長。放眼未來，減少依靠單一客戶能釋放更多資源，使本業務分類能夠探索嶄新產品及市場，並將其定位由以數量帶動轉型至以利潤率帶動。特別是，本集團將繼續部署更多資源發掘新產品及客戶。此舉包括逐步傾向少兒產品及嬰兒護理產品，並利用設於馬來西亞的廠房或其他海外機構去發掘全新海外市場，為現有及新客戶提供具有成本競爭力的可靠服務。

由於智能家居科技興起意味出現對更優質新產品的渴求，這些產品的售價及利潤更高，因此本集團亦致力透過進一步投資物聯網以加強研發實力。憑藉其技術專長及生產優勢，本集團亦將探索自家品牌產品的潛力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONAL REVIEW *(continued)*

Motors Business Segment

The Motors Segment focuses on the development, design, manufacturing and sales of electric motor drives and related products, ranging from direct-current (“DC”) motors to encoders and related products. Recently, its product offering was extended to larger-sized motor drives and brushless DC motors, as its attempt to capture the latest technological trends and market demand. Supported by its major production facilities located in Shixing and Dushan, which are supplemented by the production facility in Malaysia, the Motors Segment has essentially established a dual-base production and R&D platform, able to provide customers with innovative, flexible, closer-to-market, yet cost-competitive manufacturing solutions. The Motors Segment has been categorised into four sectors of application, namely automobiles, office automation equipment, toys, and household appliances.

Despite the emergence of the Delta and Omicron variant, most developed countries were able to recover, with people slowly resuming normal consumption, especially in the U.S. and Europe. However, the sporadic COVID-19 resurgence has also caused borders and factories to temporarily close down, disrupting raw material supply and goods flow. Facing unprecedented pressure in direct cost including the surging copper price of approximately 26% in 2021 after another approximately 25% rise in 2020, the Motors Segment had proactively reached out to its customers, and was able to shift the rising cost amid the challenging situation. Nonetheless, due to the limited visibility, customers generally remained prudent when placing orders, and sales volume recorded a minor drop during the Year. As a result, external turnover for the Year was HK\$1,044,052,000 (2021: HK\$1,048,551,000), representing a slight drop of 0.4% YoY. Gross profit margin slightly increased, while segment profit recorded an increase of 27.4% YoY, reaching HK\$71,350,000 (FY2021: HK\$55,994,000).

業務回顧 *(續)*

電機業務分類

電機業務分類專注於開發、設計、生產及銷售電機驅動器及相關產品，包括直流電（「直流電」）電機以至編碼器及相關產品。最近，本業務分類提供的產品延伸至更大型的電機驅動器及無刷直流電機，力求緊貼最新技術趨勢及市場需求。本業務分類的主要生產設施位於始興及獨山，以及位於馬來西亞的生產設施，電機業務分類已築成一個擁有兩大基地的生產及研發平台，為客戶提供嶄新、靈活、緊貼市場，還具有成本競爭力的製造解決方案。電機業務分類分為四個不同應用分類，分別為汽車、辦公室自動化設備、玩具及家庭電器。

即使Delta及Omicron變種病毒出現，但大多數發達國家，特別在美國與歐洲等地，仍然成功恢復正常運作，而普羅大眾亦逐漸恢復正常消費。不過，2019新型冠狀病毒病在少數地區死灰復燃而引致邊境及工廠暫時關閉，妨礙原材料供應及貨物運輸。面對空前的直接成本壓力，包括銅價繼二零二零年上升25%後，於二零二一年再飆升約26%，電機業務分類已經主動與客戶聯絡，成功在困難重重之下轉嫁成本上漲壓力。然而，礙於前景未明，客戶下訂時普遍保持謹慎，於本年度的銷量輕微下降。因此，本年度的對外營業額為1,044,052,000港元（二零二一年：1,048,551,000港元），按年微跌0.4%。毛利率則微升，業務分類溢利按年升27.4%至71,350,000港元（二零二一財年：55,994,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONAL REVIEW *(continued)*

Motors Business Segment *(continued)*

Riding on the recovery momentum of the global economy, the Segment has been actively acquiring new customers to diversify its revenue stream. During the Year, the Motors Segment has successfully acquired a number of new customers particularly from the automobile sector and home appliance sector, with mass production in FY2023.

Apart from new customers, the Segment has also developed the gearbox as a new product, which is under the category of 'Motor Plus', for an existing home appliance customer. The Motors Segment has recruited new R&D team members for the long term development of this product line and category, which has a relatively high unit price and margin than other standard motors. This demonstrated the fact that, by leveraging its long-term business relationship and industry know-how, the Motors Segment was able to seize the opportunity to further satisfy its customer, while expanding its revenue stream and margin in the long run.

For the future view

Looking into FY2023, the Motors Segment will closely monitor the price of raw materials, and actively discuss with its suppliers to maintain sufficient inventories at a reasonable price level. To cater the demand of customers, the Motors Segment will also ensure an on-time delivery of goods, and adjust its price points when necessary in order to maintain margin while being competitive.

業務回顧 *(續)*

電機業務分類 *(續)*

隨著全球經濟復甦，本業務分類一直乘勢獲取新客戶，開拓多元化的收入來源。於本年度，電機業務分類成功新增多名客戶，特別是來自汽車行業及家電行業，定於二零二三財年開始量產。

除新客戶外，本業務分類亦為一名現有家電客戶開發「電機+」旗下的齒輪箱新產品。電機業務分類已招募新研發人員參與這個產品系列及類別的長期發展，有關產品的單價及利潤率較其他標準電機相對高。這顯示出電機業務分類能夠利用長期業務關係及行業知識去把握商機，進一步滿足客戶所需，從長遠而言甚至能擴大收入來源及利潤。

未來展望

展望二零二三財年，電機業務分類將密切監視原材料的價格，並積極與供應商協商，以合理價格維持足夠存貨。為滿足客戶的需求，電機業務分類也將確保準時交付，並於有需要時調整其售價，以保持利潤率及競爭力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONAL REVIEW (continued)

Motors Business Segment (continued)

For the future view (continued)

Apart from cultivating the newly-acquired customers, particularly the Motors Segment has actively grown its presence in the European markets by increasing the number of sales and marketing personnel there since last year, the Group will continue to explore different pipelines to further diversify its customer portfolio and enhance its revenue stream. Equipped with strong R&D capability and a comprehensive and flexible manufacturing solution, the Motors Segment is keen on serving customers from different industries, with tailor-made product request at smaller order volume. This would allow the Group to expand its capability, improve order visibility, and enhance margin, laying a solid foundation for future growth.

Looking forward, the Motors Segment will continue to invest in R&D to develop more sophisticated products at higher-ticket price, and at the same time, working with existing customers to explore other motor plus products to raise customer stickiness and order volume.

Non-manufacturing Businesses

Real Estate Development Business Segment

During the Year, the Segment continued its engagement in the two residential and commercial property development projects in Dushan Economic Development Zone, namely *The Royale Cambridge Residences* and *The Jardin Montsouris*.

The Segment was at a loss of HK\$13,503,000 during the Year (2021: a loss of HK\$24,989,000). As the final acceptance certificates for such project were not obtained yet, contracted sales of *The Jardin Montsouris* were not able to be recognised as revenue during the Year. Besides, an impairment loss from changes in fair value of *The Royale Cambridge Residences* of HK\$2,601,000 (2021: HK\$16,938,000) were incurred, which is non-cash and non-recurring and non-cash in nature.

業務回顧 (續)

電機業務分類 (續)

未來展望 (續)

本集團致力維繫新客戶，特別是電機業務分類自去年起增加派駐歐洲市場的銷售及營銷人員，積極拓展歐洲市場業務，除此以外，本集團亦將繼續發掘不同渠道去進一步豐富客戶組合，鞏固收入來源。憑藉強大研發實力及靈活的全方位製造方案，電機業務分類矢志為不同行業的客戶提供服務，乃至處理小批量的訂製產品要求。此舉有助本集團擴大產能，提高訂單能見度及利潤率，為未來增長奠定紮實基礎。

展望未來，電機業務分類將繼續投資研發，開發更先進的高產值產品，同時與現有客戶合作，發掘其他「電機+」產品，提高客戶的黏著度及訂單量。

非製造業務

房地產發展業務分類

於本年度，本業務分類繼續於獨山經濟開發區參與兩項住宅及商業物業發展項目，即劍橋皇家及蒙蘇里花園。

於本年度，本業務分類虧損13,503,000港元（二零二一年：虧損24,989,000港元）。由於蒙蘇里花園尚未取得最終合規證書，故有關項目的合約銷售於本年度未能確認為收入。此外，劍橋皇家的公平值變動產生非現金及非經常性質的減值虧損2,601,000港元（二零二一年：16,938,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONAL REVIEW *(continued)*

Non-manufacturing Businesses *(continued)*

Real Estate Development Business Segment *(continued)*

China's real estate market was hard hit during the Year. On the supply side, the property market was weakened by a government clampdown on excessive borrowing from developers. On the demand side, residential property market remained sluggish as China continued to uphold its zero-COVID policy and mortgage, with the lingering COVID-19 pandemic leading to lockdowns as well as restricted daily activities. According to the National Bureau of Statistics of China, the growth rate of investment in real estate development in 2022 apparently slowed from 7.0% to 4.4% in 2021.

Hence, the demand of the Group's real estate project in Dushan was severely impacted. Under such circumstances, no significant sales of property units took place during the Year. Up to 31 March 2022, the aggregate number of residential units contracted for sale for *The Jardin Montsouris* project was 248 with a total consideration of approximately RMB108,353,000. Only 2 units of *The Royale Cambridge Residences* were sold during the Year.

Looking ahead, despite the introduction of easing policies including the cancellation of home purchase restrictions, cuts in mortgage rates, and the requirement of smaller down-payments, China's property market condition is unlikely to improve in the short run, with prices remaining flat and sales and investment falling further. The recurring COVID-19 is also expected to put further pressure on the already fragile demand. In face of the uncertainties and gloomy operating environment, the Segment has put the development of other phases of the project on hold, and would instead, focusing its efforts and resources to complete the remaining minor construction work and auxiliary works that would bring the Phase 1A of *The Jardin Montsouris* project to practical completion. Once securing the relevant final acceptance certificates, the Group is looking to sell the remaining completed property units in the ensuing future.

業務回顧 *(續)*

非製造業務 *(續)*

房地產發展業務分類 *(續)*

本年度，中國樓市遭受重挫。供應方面，政府打擊發展商過度借貸導致樓市疲弱。需求方面，由於中國堅持清零及按揭政策，再者2019新型冠狀病毒病疫情持續，遂實施封鎖及限制日常活動，故住宅市場仍然低迷。根據中國國家統計局數據，於二零二二年，房地產開發投資增長由7.0%放緩至二零二一年的4.4%。

因此，對本集團的獨山房地產項目的需求受到嚴重影響。在如此形勢中，本年度並無售出大量物業單位。截至二零二二年三月三十一日，蒙蘇里花園項目已訂約出售的住宅單位總數為248個，總代價約為人民幣108,353,000元。於本年度僅售出兩個劍橋皇家單位。

展望未來，即使已放寬多項政策，包括取消購房限制、削減按揭貸款息率及降低首期付款金額，但中國樓市於短期內難以好轉，樓價將保持平穩，而銷售及投資將進一步下降。2019新型冠狀病毒病疫情反覆，相信亦會導致脆弱的需求進一步受壓。面對不明朗因素及黯淡的經營環境，本業務分類已擱置此項目其他期數的發展，只會集中精力及資源完成餘下的小規模建築工程及配套設施，使蒙蘇里花園項目第1A期能夠正式落成。一旦獲得相關的最終合規證書，本集團期望於日後出售餘下的已落成物業單位。

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OUTLOOK

According to the World Economic Outlook April 2022 published by the International Monetary Fund, the Russian-Ukraine conflict is likely to have a damaging impact on the global economy in 2022. The growing risk of inflation and interest rate hike, the unpredictability that comes with the withdrawal of fiscal support in many countries have all casted further doubts to the near-term outlook although China has set its GDP growth rate target for 2022 as high as 5.5%.

Facing these uncertainties, the Group will remain prudent in its operation, able to satisfy customer needs in a timely manner. While progressively expanding its customer portfolio, the Group will also maintain a healthy financial position by closely monitoring its working capital and adopting a stringent cost control measure, in order to prepare for the unexpected.

Since the Sino-U.S. trade tension, the Group has actively expanded its footprint by offering dual-production solutions. Given the uncertain economic outlook, the Group will continue to cautiously evaluate the Myanmar investment plan, as well as other possible options, to further diversify its manufacturing solutions in the long run. To drive efficiency enhancement and margin enhancement of existing plants, the Group is also looking to further adjust its production resources across PRC and Malaysia.

Lastly, the Group will continue to improve its core competency by increasing its investment in R&D on product enhancement and high value-added products development. By adopting the aforesaid strategies, the Group believes that it is well-positioned to start a new page for its journey, delivering higher value to its stakeholders.

前景

根據國際貨幣基金組織發佈的二零二二年四月《世界經濟展望》，俄烏衝突有可能對二零二二年的全球經濟造成破壞。通脹及利率上行帶來的風險，不少國家撤銷救市措施，其後果難以預測，雖則中國將二零二二年的國內生產總值增長目標定於進取的5.5%，但種種因素使近期的前景堪憂。

面對這些不確定因素，本集團將保持審慎經營，並如期達到客戶的需求。在逐步擴大客戶組合的同時，本集團亦將未雨綢繆，透過密切監察營運資金及採取嚴格的成本控制去維持財務狀況穩健。

自從中美爆發貿易角力後，本集團提供雙重生產方案，積極擴大業務範圍。由於經濟前景難料，本集團將繼續謹慎評估於緬甸的投資計劃以及其他可行選項，以便在長遠而言進一步提供多地區的生產解決方案。為提高現有廠房的效率及提高利潤率，本集團亦期望進一步調整於中國及馬來西亞的生產資源。

最後，本集團將繼續投資更多於產品改造及高增值產品的研發，藉此提高核心競爭力。透過採取上述策略，相信本集團已做足準備去譜寫旅程的新篇，為其持份者締造更高價值。

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DIVIDENDS

The Board has resolved not to declare any final dividend for the Year (2021: Nil).

FINANCIAL CONDITIONS, LIQUIDITY AND FINANCIAL RESOURCES

The Group primarily used its internally generated cash flows and banking facilities to finance its operations and business development. The Group has always been executing a prudent and conservative strategy in its financial management. As at 31 March 2022, the Group had time deposits of HK\$13,355,000 (31 March 2021: HK\$13,607,000), cash and bank balances of HK\$257,584,000 (31 March 2021: HK\$390,556,000), and net current assets of HK\$525,724,000 (31 March 2021: HK\$417,886,000). As at 31 March 2022, shareholders' equity was HK\$1,589,910,000 (31 March 2021: HK\$1,499,496,000). Total consolidated banking facilities of the Group from all banks as at 31 March 2022 amounted to approximately HK\$661,742,000 (31 March 2021: HK\$1,013,939,000). As at 31 March 2022, total bank borrowings amounted to HK\$529,147,000 (31 March 2021: HK\$659,546,000).

As at 31 March 2022, the bank borrowings of the Group was repayable within one year amounted to HK\$417,347,000 (31 March 2021: HK\$467,672,000) and the remaining balance of HK\$111,800,000 (31 March 2021: HK\$191,874,000) was repayable within second to fifth years.

As at 31 March 2022, the current ratio of the Group (current assets divided by current liabilities) was maintained at 1.46 times (31 March 2021: 1.29 times) and the gearing ratio of the Group (total bank borrowings divided by total equity) was 33.3% (31 March 2021: 44.0%).

股息

董事會議決不宣派本年度之末期股息(二零二一年：無)。

財務狀況、流動資金及財務資源

本集團主要以其內部產生的現金流及銀行融資為其營運及業務發展提供資金。本集團一向在財務管理方面奉行審慎及保守政策。於二零二二年三月三十一日，本集團的定期存款為13,355,000港元(二零二一年三月三十一日：13,607,000港元)、現金及銀行結餘為257,584,000港元(二零二一年三月三十一日：390,556,000港元)，而流動資產淨值為525,724,000港元(二零二一年三月三十一日：417,886,000港元)。於二零二二年三月三十一日，股東權益為1,589,910,000港元(二零二一年三月三十一日：1,499,496,000港元)。於二零二二年三月三十一日，本集團從各銀行獲取的綜合銀行融資總額約為661,742,000港元(二零二一年三月三十一日：1,013,939,000港元)。於二零二二年三月三十一日，銀行總借貸為529,147,000港元(二零二一年三月三十一日：659,546,000港元)。

於二零二二年三月三十一日，本集團須於一年內償還之銀行借貸為417,347,000港元(二零二一年三月三十一日：467,672,000港元)，須於兩年至五年內償還之餘額為111,800,000港元(二零二一年三月三十一日：191,874,000港元)。

於二零二二年三月三十一日，本集團流動比率(流動資產除以流動負債)維持於1.46倍(二零二一年三月三十一日：1.29倍)；而本集團資本負債比率(銀行借貸總額除以權益總額)為33.3%(二零二一年三月三十一日：44.0%)。

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CAPITAL STRUCTURE

As at 31 March 2022, the total issued share capital of the Company was HK\$43,896,000 (31 March 2021: HK\$43,896,000), comprising 438,960,000 (31 March 2021: 438,960,000) ordinary shares of HK\$0.10 each. There was no change in the share capital of the Company during the Year.

CHARGE ON THE GROUP'S ASSETS

The Group's bank deposits of HK\$12,326,000 (31 March 2021: HK\$17,975,000) and an investment property of HK\$46,789,000 (31 March 2021: HK\$47,556,000) were pledged to a bank in the PRC for banking facilities of HK\$61,631,000 as at 31 March 2022 (31 March 2021: HK\$95,867,000).

FOREIGN CURRENCY EXPOSURE

The Group's monetary assets, liabilities and transactions are principally denominated in Hong Kong dollars and RMB or U.S. dollars. The Group does not have a foreign currency hedging policy on it. In order to manage and minimise the foreign exchange risk, the management shall from time to time review and monitor the foreign exchange exposure and will consider hedging the significant foreign currency exposure when appropriate and necessary.

INTEREST RATE RISK

The Group's financial facilities are denominated in Hong Kong dollars and RMB and interests on bank borrowings are chargeable based on certain interest margin over the Hong Kong Interbank Offered Rate and the People's Bank of China lending rate which are therefore of floating rate in nature. The Group has not entered into any interest rate risk hedge to mitigate exposure to interest rate risk during the Year.

資本結構

於二零二二年三月三十一日，本公司的已發行股本總額為43,896,000港元（二零二一年三月三十一日：43,896,000港元），包括438,960,000股（二零二一年三月三十一日：438,960,000股）每股面值0.10港元的普通股。本公司之股本於本年度概無變動。

本集團的資產抵押

於二零二二年三月三十一日，本集團為數12,326,000港元（二零二一年三月三十一日：17,975,000港元）之銀行存款及46,789,000港元（二零二一年三月三十一日：47,556,000港元）之一項投資物業已抵押予一間位於中國的銀行以取得61,631,000港元銀行融資（二零二一年三月三十一日：95,867,000港元）。

外匯風險

本集團之貨幣資產、負債及交易主要以港元及人民幣或美元計值。本集團並無就此訂有外幣對沖政策。為了管理及減低外匯風險，管理層會不時對外匯風險作出檢討及監察，並將於適當及需要時考慮對沖重大外幣風險。

利率風險

本集團之財務融資以港元及人民幣計值，而銀行借貸之利息乃按香港銀行同業拆息及中國人民銀行貸款利率加若干息差計算，因此其性質為浮動利率。於本年度，本集團並未進行任何利率風險對沖以減輕利率風險。

MANAGEMENT DISCUSSION AND ANALYSIS

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EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2022, the Group employed around 5,600 full-time employees, of which less than 70 of them were stationed in Hong Kong headquarters with the remaining working in the PRC and Malaysia.

The Board's remuneration committee of the Company made recommendation to the Board on the policy and structure of the Company for all remuneration of Directors, reviewed and determined the remuneration package of individual executive Director and senior management of the Company with reference to the Board's corporate goals and objectives, responsibilities and employment conditions elsewhere within the Group and in the market. The Group remunerates its employees largely in accordance with prevailing industry standards. In Hong Kong, the Group's employee benefits include staff retirement scheme, medical scheme and performance bonus. In the PRC and Malaysia, the Group provides its employee's staff welfare and allowances in accordance with the prevailing labour laws. The Group has also put in place a share option scheme to motivate and reward staff with outstanding performance. At the discretion of the Board, the Group's employees will be granted the options, of which the number of options granted is determined by individual performance and level of responsibilities.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, 16 August 2022 to Friday, 19 August 2022, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the annual general meeting of the Company to be held on Friday, 19 August 2022, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 15 August 2022.

Cheng Chor Kit

Chairman and Chief Executive Officer
Hong Kong, 29 June 2022

僱員及薪酬政策

於二零二二年三月三十一日，本集團聘有約5,600名全職僱員，其中駐守香港總部的僱員不到70位，其餘則於中國及馬來西亞工作。

本公司之董事會轄下薪酬委員會就本公司有關全體董事薪酬的政策及架構向董事會提出建議，及參照董事會所訂之企業方針及目標、職責和本集團及市場內同類職位的實際情況，來審閱及釐定本公司個別執行董事及高級管理人員的薪酬待遇。本集團主要按照現行之行業標準釐定其僱員報酬。於香港，本集團之僱員福利包括員工退休計劃、醫療計劃及績效花紅。於中國及馬來西亞，本集團按照現行勞動法為其僱員提供員工福利及津貼。本集團亦制訂一項購股權計劃，以鼓勵及獎勵表現優異之員工。本集團僱員將由董事會酌情授出購股權，所授出之購股權數目則按個別僱員表現及職級而釐定。

暫停辦理股份過戶登記

本公司之股東名冊將於二零二二年八月十六日(星期二)至二零二二年八月十九日(星期五)(包括首尾兩日)期間內暫停辦理股份過戶登記手續。如欲符合資格出席本公司於二零二二年八月十九日(星期五)舉行之股東週年大會及於大會上投票，所有股份過戶文件連同相關股票必須於二零二二年八月十五日(星期一)下午四時三十分前送交至本公司位於香港灣仔皇后大道東183號合和中心54樓之香港股份過戶登記處卓佳登捷時有限公司，以辦理股份過戶登記手續。

鄭楚傑

主席兼行政總裁

香港，二零二二年六月二十九日

BIOGRAPHICAL DETAILS OF THE DIRECTORS

董事履歷詳情

EXECUTIVE DIRECTORS

Mr. Cheng Chor Kit, aged 70, is the chairman and the chief executive officer of the Company. He is the founder of the Group and is responsible for the Group's overall operation and strategic planning. He is also a member of the Board's remuneration committee and nomination committee. Mr. Cheng served as a member of the Guangdong Provincial Committee of the Chinese People's Political Consultative Conference (the "CPPCC") and a Standard member of the Shaoguan Committee of the CPPCC. Mr. Cheng has over 40 years of experience in the toy industry.

Mr. Liu Tat Luen, aged 57, is an executive Director since December 2009. Mr. Liu holds a Bachelor Degree in Science (Quantity Surveying) from the University of Hong Kong and a Master Degree in Business Administration from the Chinese University of Hong Kong. Prior to joining the Company, Mr. Liu served as a director and a responsible officer in a corporate finance advisory firm (type 6 regulated activities under the Securities and Futures Ordinance (the "SFO")) in Hong Kong and has over 20 years of working experience in the financial industry in Asia as a whole.

Mr. Cheng Tsz To, aged 35, is an executive Director since June 2014. After graduating with a Master's degree of Engineering in Mechatronics with honors from the University of Sheffield, the United Kingdom, Mr. Cheng joined the Group in 2010. He is the son of Mr. Cheng Chor Kit, the executive Director and the controlling shareholder (as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules")) of the Company and is the younger brother of Mr. Cheng Tsz Hang, the executive Director of the Company.

執行董事

鄭楚傑先生，七十歲，本公司主席兼行政總裁。彼為本集團創辦人，並負責本集團整體營運及策略規劃。彼亦為董事會轄下薪酬委員會及提名委員會成員。鄭先生歷任中國人民政治協商會議（「中國人民政治協商會議」）廣東省委員會委員，及中國人民政治協商會議廣東省韶關市委員會常務委員。鄭先生於玩具業擁有逾四十年經驗。

廖達鸞先生，五十七歲，自二零零九年十二月起出任執行董事。廖先生持有香港大學之工料測量理學士學位，並持有香港中文大學之工商管理碩士學位。於加入本公司前，廖先生於香港一間企業融資諮詢公司（可進行香港證券及期貨條例（「證券及期貨條例」）項下第6類受規管活動業務）出任董事及負責人員職務，且於整個亞洲金融行業擁有逾二十年之工作經驗。

鄭子濤先生，三十五歲，自二零一四年六月起出任執行董事。於英國謝菲爾德大學畢業及取得機械電子學榮譽碩士學位後，鄭先生於二零一零年加入本集團。彼為本公司執行董事兼控股股東（定義見香港聯合交易所有限公司證券上市規則（「上市規則」））鄭楚傑先生之兒子及本公司執行董事鄭子衡先生之胞弟。

BIOGRAPHICAL DETAILS OF THE DIRECTORS

董事履歷詳情

EXECUTIVE DIRECTORS *(continued)*

Mr. Cheng Tsz Hang, aged 38, is an executive Director since March 2016. After studied Physics and Mathematics in the Loughborough University, the United Kingdom, Mr. Cheng joined the Group in 2007. He is the chief executive officer of the Motors Business Segment of the Group since July 2013. Mr. Cheng is the son of Mr. Cheng Chor Kit, the executive Director and the controlling shareholder (as defined under the Listing Rules) of the Company and is the elder brother of Mr. Cheng Tsz To, the executive Director of the Company.

Mr. Lee Kim Wa, Winston, aged 58, is an executive Director appointed on 1 April 2021 and he joined the Group in December 2019 as the deputy chief executive officer of the Electrical and Electronic Products Business Segment of the Group. Mr. Lee holds a Higher Diploma in Electronic Engineering from the Hong Kong Polytechnic (currently known as "The Hong Kong Polytechnic University") and a Master Degree in Engineering Management from the University of Technology, Sydney. Mr. Lee has over 30 years of experience in the field of product development and sourcing with regard diversity of electrical and electronic consumer products. Immediately prior to joining the Group, Mr. Lee was a vice president of Hasbro Far East Limited.

NON-EXECUTIVE DIRECTOR

Dr. Fung Wah Cheong, Vincent, aged 66, was appointed as an executive Director in August 2005 and a director of certain subsidiaries of the Company. On 1 April 2021, Dr. Fung resigned as the executive Director and all the directorship of the subsidiaries of the Company, and was simultaneously re-designated as a non-executive Director of the Company. Dr. Fung has been, and shall remain as, the member of the Board's remuneration committee and nomination committee prior to and upon his re-designation. Dr. Fung holds a Master of Science Degree in Engineering Business Management from the University of Warwick, and a Doctoral Degree in Engineering from the Hong Kong Polytechnic University. Dr. Fung has over 30 years of experience in the toy industry. Prior to joining the Group, he worked as an engineering director in a sizeable toys manufacturing and distribution company.

執行董事 *(續)*

鄭子衡先生，三十八歲，自二零一六年三月起出任執行董事。於英國拉夫堡大學修讀物理及數學後，鄭先生於二零零七年加入本集團。彼自二零一三年七月起為本集團電機業務分類之行政總裁。鄭先生為本公司執行董事兼控股股東(定義見上市規則)鄭楚傑先生之兒子及本公司執行董事鄭子濤先生之胞兄。

李劍華先生，五十八歲，於二零二一年四月一日獲委任為執行董事，彼於二零一九年十二月加入本集團，擔任本集團電器及電子產品業務分類之副行政總裁。李先生持有香港理工學院(現稱「香港理工大學」)電機工程學高級文憑及悉尼科技大學工程管理碩士學位。李先生於各類電器及電子消費產品的產品研發及採購方面擁有逾三十年經驗。緊接加入本集團前，李先生曾出任孩之寶遠東有限公司副總裁。

非執行董事

馮華昌博士，六十六歲，自二零零五年八月起出任執行董事並擔任本公司若干附屬公司之董事。於二零二一年四月一日，馮博士辭任本公司執行董事及其附屬公司所有董事職務，同時調任為本公司非執行董事。馮博士在其調任前及調任後將繼續出任董事會轄下薪酬委員會及提名委員會的成員。馮博士持有華威大學工程業務管理之理學碩士學位及香港理工大學工程學博士學位。馮博士於玩具業擁有逾三十年經驗。於加入本集團前，彼曾於一間大型玩具製造及分銷公司任職工程總監。

BIOGRAPHICAL DETAILS OF THE DIRECTORS

董事履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Chi Wai, aged 56, has been an independent non-executive Director since September 2004. He is the chairman of the Board's nomination committee and a member of the Board's audit committee and remuneration committee. Mr. Wong currently serves as an independent non-executive director of C&D International Investment Group Limited (stock code: 1908) and Arts Optical International Holdings Limited (stock code: 1120), all of which are listed on the Main Board of the Stock Exchange. From June 2003 to 21 September 2020, Mr. Wong also served as an independent non-executive director of Bonjour Holdings Limited (stock code: 0653). Mr. Wong obtained a Bachelor's Degree in Social Science and was awarded a post-graduate certificate in laws by the University of Hong Kong in 1988 and 1993, respectively. He is a practising certified public accountant in Hong Kong and an associate member of the Institute of Chartered Accountants in England and Wales ("ICAEW"). He has over 30 years of experience in the accountancy profession. Other than his private practice in accounting, Mr. Wong has been admitted as a solicitor at the High Court in March 2019 and currently practices as a consultant in a law firm.

Dr. Sun Kwai Yu, Vivian, aged 60, has been an independent non-executive Director since September 2004. She is the chairperson of the Board's audit committee and a member of the Board's remuneration committee and nomination committee. Dr. Sun is a fellow member of the Hong Kong Institute of Certified Public Accountants ("HKICPA") and of the CPA Australia.

獨立非執行董事

黃馳維先生，五十六歲，自二零零四年九月起出任獨立非執行董事。彼為董事會轄下提名委員會主席兼董事會轄下審核委員會及薪酬委員會成員。黃先生現時為建發國際投資集團有限公司(股份代號：1908)及雅視光學集團有限公司(股份代號：1120)(上述公司均於聯交所主板上市)之獨立非執行董事。於二零零三年六月至二零二零年九月二十一日，黃先生亦出任卓悅控股有限公司(股份代號：0653)之獨立非執行董事。黃先生分別於一九八八年及一九九三年獲香港大學社會科學學士學位及法學研究生證書。彼為香港執業註冊會計師及英格蘭及威爾斯特許會計師公會(「英格蘭及威爾斯特許會計師公會」)會員。彼於會計專業積逾三十年經驗。除在會計方面的私人執業外，黃先生於二零一九年三月獲高等法院接納為律師並現於一家律師事務所出任顧問。

孫季如博士，六十歲，自二零零四年九月起出任獨立非執行董事。彼為董事會轄下審核委員會主席以及董事會轄下薪酬委員會及提名委員會成員。孫博士現為香港會計師公會(「香港會計師公會」)及澳洲會計師公會資深會員。

BIOGRAPHICAL DETAILS OF THE DIRECTORS

董事履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS *(continued)*

Mr. Cheng Kwok Kin, Paul, aged 70, has been an independent non-executive Director since June 2014. He is the chairman of the Board's remuneration committee and a member of the Board's audit committee and nomination committee. Mr. Cheng qualified as a Chartered Accountant in 1976 and he has been a fellow member of the ICAEW and of the HKICPA since 1982 and 1990 respectively. Mr. Cheng was a member of the Council of HKICPA in 2006 and 2007 and a member of the Corporate Finance Committee of HKICPA from 2006 to 2012. Currently, he is a deputy chairman of the Professional Conduct Committee of HKICPA. Mr. Cheng was appointed as an independent non-executive director of Xinyi Solar Holdings Limited ("Xinyi Solar", stock code: 0968) in 2013. Upon the conclusion of the annual general meeting of Xinyi Solar held on 2 June 2022, Mr. Cheng retired as the independent non-executive director of the company. In June 2017, Mr. Cheng was appointed as an independent non-executive director of Bank of Shanghai (Hong Kong) Limited, a restricted licence bank in Hong Kong.

獨立非執行董事 (續)

鄭國乾先生，七十歲，自二零一四年六月起出任獨立非執行董事。彼為董事會轄下薪酬委員會主席及董事會轄下審核委員會及提名委員會成員。鄭先生於一九七六年成為英國特許會計師，彼亦分別自一九八二年及一九九零年起成為英格蘭及威爾斯特許會計師公會及香港會計師公會資深會員。鄭先生於二零零六年及二零零七年曾任香港會計師公會理事會理事及自二零零六年至二零一二年曾任香港會計師公會企業融資委員會成員。現時，彼為香港會計師公會專業行為委員會副主席。鄭先生於二零一三年獲委任為信義光能控股有限公司（「信義光能」，股份代號：0968）之獨立非執行董事。於信義光能於二零二二年六月二日舉行的股東週年大會結束後，鄭先生退任該公司之獨立非執行董事。自二零一七年六月，鄭先生獲委任為上海銀行（香港）有限公司（一間香港受限制持牌銀行）之獨立非執行董事。

BIOGRAPHICAL DETAILS OF THE DIRECTORS

董事履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS *(continued)*

Mr. Cheung Wang Ip, aged 61, has been an independent non-executive Director since July 2014. He is a member of the Board's audit committee, remuneration committee and nomination committee. Mr. Cheung is a Chartered General Practice Surveyor by profession and has over 30 years of professional work experience in the property industry and related fields, including valuation and feasibility study. Mr. Cheung is a corporate member of both the Royal Institute of Chartered Surveyors and the Hong Kong Institute of Surveyors (General Practice) as well as a member of Associacao da Avaliacao da Propriedade de Macau. He is a member of the China Real Estate Chamber of Commerce Hong Kong Chapter and a member of China Real Estate Appraiser in the PRC. In addition, Mr. Cheung is serving as a member of the 12th Shanxi Provincial Committee of the CPPCC. Currently, Mr. Cheung is the Operation Head of Hong Kong and Macau and an executive director of Vigers Appraisal and Consulting Limited ("Vigers"), he is also an executive director of Vigers Macao Company Limited (Vigers is an indirectly wholly-owned subsidiary of a listed company whose shares listed on the Singapore Exchange Securities Trading Limited). Prior to joining Vigers in 2006, Mr. Cheung was a senior director of the Valuation and Consultancy Department in Savills Hong Kong Limited, where he held the position of the Head of Hong Kong and Macau valuation team. He had held various positions in companies including the Mass Transit Railway Corporation, Guangzhou Investment Company Limited and Jones Lang Wootton.

獨立非執行董事 *(續)*

張宏業先生，六十一歲，自二零一四年七月起出任獨立非執行董事。彼為董事會轄下審核委員會、薪酬委員會及提名委員會的成員。張先生為專業特許產業測量師及於房地產行業及相關領域(包括估值及可行性研究)擁有逾三十年專業工作經驗。張先生為英國皇家特許測量師學會及香港測量師學會(產業測量)之公司會員，並為澳門房地產評估業協會之會員。彼為全國工商聯房地產商會香港分會有限公司成員並為中國房地產估價師學會成員。此外，張先生現為第十二屆中國人民政治協商會議山西省委員會之委員。現時，張先生為威格斯資產評估顧問有限公司(「威格斯」)之香港及澳門營運總監兼執行董事，彼亦為威格斯澳門有限公司(威格斯為一間股份於新加坡證券交易所有限公司上市之上市公司的間接全資附屬公司)之執行董事。於二零零六年加入威格斯之前，張先生曾為第一太平戴維斯香港有限公司之估值及顧問部高級董事，擔任香港及澳門估值團隊主管。彼曾於包括香港鐵路有限公司、越秀投資有限公司及仲量行等公司擔任不同職位。

REPORT OF THE DIRECTORS

董事會報告

The Directors of the Company present their report and the audited financial statements for the year ended 31 March 2022.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the Company's principal subsidiaries are set out in Note 14 to the financial statements. The principal activities of the subsidiaries consisted of the design, manufacture and sale of electrical and electronic products, motor drives, other manufacturing businesses and real estate development. There were no significant changes in the nature of the Group's principal activities during the Year.

RESULTS AND DIVIDENDS

The Group's profit for the Year and the Group's financial position at that date are set out in the financial statements on pages 86 to 227 of this annual report.

The Board does not recommend the payment of a final dividend to the shareholders for the Year.

DONATIONS

During the Year, the Group made charitable donation of HK\$30,000 (2021: HK\$187,000).

BUSINESS REVIEW

A review of the business and the performance of the Group for the year ended 31 March 2022 is provided in the chapters of "Chairman's Statement" and "Management Discussion and Analysis" set out on pages 4 to 7 and pages 8 to 20, respectively, of this annual report.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's main operations are carried out both in Hong Kong and Mainland China and are regulated by the local laws and regulations accordingly. During the Year and up to the date of this annual report, the Group has complied with the relevant laws and regulations that have significant impact on Hong Kong and Mainland China.

本公司董事謹此提呈董事會報告及截至二零二二年三月三十一日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股。本公司主要附屬公司之主要業務詳情載於財務報表附註14。附屬公司之主要業務包括設計、製造及銷售電器及電子產品、電機、其他製造業務及房地產發展。於本年度內，本集團主要業務性質概無任何重大變動。

業績及股息

本集團之本年度溢利以及本集團於該日之財政狀況載於本年報第86至227頁之財務報表。

董事會不建議向股東派發本年度之末期股息。

捐款

於本年度，本集團作出30,000港元（二零二一年：187,000港元）之慈善捐款。

業務回顧

截至二零二二年三月三十一日止年度之本集團業務回顧及業績表現載於本年報第4至7頁的「主席報告」及第8至20頁的「管理層討論及分析」章節。

遵守法律法規

本集團的主要業務於香港及中國內地運營，並受該等地區之法律法規所監管。於本年度及截至本年報日期，本集團一直遵守香港及中國內地具重大影響之相關法律及法規。

REPORT OF THE DIRECTORS

董事會報告

PRINCIPAL RISKS AND UNCERTAINTIES

The Group faces various risks and uncertainties in operations. To cope with the risks, the Group's risk management and internal control systems are in place to ensure the principal risks are continuously identified, monitored and managed on an established basis.

COVID-19 global pandemic

Since its global outbreak in 2020 and has continued through the first quarter of 2022, the COVID-19 pandemic has aggravated the level of risk facing the Group at all levels of the business, in particular, heightened the level of risk associated with the Group's ongoing operations. Governments' guidelines on social distancing, business travelling and import/export restrictions have brought about significant business uncertainty and have led to restricted operations in a number of our products during the Year, the financial impact continues to pose a key risk to the business.

Macroeconomic and political environments

The Group's operations are predominately located in Hong Kong and Mainland China with products distributed worldwide to customers. The Group's financial performance and business are all impacted by geopolitical influences and economic factors not just in the countries in which the Group is operating, but also the markets in which the Group's products are ultimately distributed and consumed. The key macroeconomic and political factors include, without limitation to, exchange rate fluctuations, a shift in government policy or regulations, political instability, elevating inflation, or the introduction of trade tariffs, embargos and economic sanctions. The changes in these factors may adversely affect the Group's financial condition, operating performance, and prospects domestically or abroad.

Details of the Group's foreign currency exposure and interest rate risk are provided in the chapter of "Management Discussion and Analysis" set out on pages 8 to 20 of this annual report.

主要風險及不明朗因素

本集團於營運中面對多項風險及不明朗因素。為應對風險，本集團設立風險管理及內部監控制度以確保主要風險可持續地按照既定基準來識別、監察及管理。

全球2019新型冠狀病毒病疫情

始於二零二零年，2019新型冠狀病毒病疫情在全球爆發並延續至二零二二年第一季，使本集團各業務層面所面對的風險加劇，特別是使本集團持續經營相關的風險水平上升。政府頒佈有關社交距離、出差以及進出口限制的指引所帶來的重大商業不確定因素，並導致我們的若干產品於本年度的交付受到制肘，其財務影響持續對業務構成重大風險。

宏觀經濟及政治環境

本集團的業務主要位於香港及中國內地，產品行銷世界各地客戶。本集團的財務業績及業務俱受地緣政治影響及經濟因素所影響，這並不局限於本集團經營所在的國家，亦包括本集團產品最終分銷的市場以及使用本集團產品的市場。主要宏觀經濟及政治因素包括但不限於：匯率波動、政府政策或法規轉變、政局不穩、通脹上升，或實施貿易關稅、禁運及經濟制裁。這些因素的變化有可能對本集團於國內外的財務狀況、經營業績及前景造成不利影響。

本集團外匯及利率風險之詳情載於本年報第8至20頁的「管理層討論及分析」章節內。

REPORT OF THE DIRECTORS

董事會報告

PRINCIPAL RISKS AND UNCERTAINTIES *(continued)*

Supply chain risks

As a manufacturing corporation, a stable supply of quality materials is a prerequisite for and pivotal to the production of excellent products. The COVID-19 induced lockdowns have caused severe disruptions in the supply chain and logistics. Strong demand for a variety of products colliding with persistent supply shortages not only drives widespread prices of materials up but also makes the Group arduous to scout out a stable yet quality supply. Nonetheless, through the long-term business relationship with a number of suppliers, we perceive the risk of supply chain still manageable and are confident that we can secure a stable supply of required materials at reasonable prices to fulfill our operational needs.

People risks

The Group's future development strongly relies on recruiting the right people. The shortage or loss of personnel with appropriate skills or experience could pose a potential risk in achieving the Group's strategic goal. The Group offers competitive remuneration and benefits package to attract and retain qualified personnel to satisfy the needs of the corporate development.

The abovementioned do not present an exhaustive picture of the risks and uncertainties facing the Group. The Management of the Group would closely monitor these factors and evaluate their impacts on the Group's operation from time to time, and formulate and devise appropriate policies and measures to cope with the threats of the risks posed to the operation.

主要風險及不明朗因素 *(續)*

供應鏈風險

作為製造商，生產出色的產品之首要條件是穩定及質優的物料供應。2019新型冠狀病毒病引發的封鎖導致供應鏈及物流出現混亂。對各種產品的需求殷切加上持續的供應短缺，不僅使材料價格整體上漲，亦使本集團難以物色穩定且質優的供應。儘管如此，透過與多名供應商建立長期業務關係，我們認為供應鏈的風險仍然可控，並有信心以合理價格獲取所需材料的穩定供應，滿足我們的營運需求。

人才風險

本集團的未來發展將很大程度上取決於能否吸納合適人才。具備合適技能或經驗的人才短缺或流失，可能構成本集團實現策略目標的潛在風險。本集團提供具競爭力的薪酬及福利待遇，以吸引及挽留合資格人才，從而滿足企業發展的需要。

上文所述並未詳盡呈列本集團所面對之風險及不明朗因素。本集團管理層將密切留意該等因素，不時評估其對本集團營運的影響，並訂立及擬定適當的政策及措施，以應對這些風險對業務營運造成的威脅。

REPORT OF THE DIRECTORS

董事會報告

KEY RELATIONSHIPS WITH STAFF, CUSTOMERS, SUPPLIERS AND SHAREHOLDERS

The Group's success depends on the support from key stakeholders which comprise our staff, customers suppliers as well as our shareholders.

The Group values our employees as the most significant and valuable assets to the Group, a comprehensive benefit package is offered to each employee for recognising their efforts. The Group also has a significant mission for providing a healthy and safety workplace to all employees. During the Year, no significant accident occurred due to workplace accident.

The Group commits to provide quality services and products to each customer, any complaints from our customers are handled and investigated in thorough and efficient manner.

The purchase of goods and contracting of services are based solely on need, quality and price of the goods and services. A fair and open competition in procurement with high ethical standards promoted by the Group assure high products quality at all times to gain the confidence of customers.

For details of relationship with the shareholders of the Company can be found in the chapter of "Corporate Governance Report" set out on pages 44 to 70 of this annual report.

FINANCIAL SUMMARY

A summary of the consolidated results, assets and liabilities of the Group for the last five financial years is set out on page 228 of this annual report. The summary does not form part of the audited financial statements.

BORROWINGS

Particulars of the Group's bank borrowings as at 31 March 2022 are set out in Note 28 to the financial statements.

與員工、客戶、供應商及股東之主要關係

本集團的成功乃倚賴我們的員工、客戶、供應商及股東等主要持份者的支持。

本集團視我們的員工為本集團最重要及寶貴的資產，向各員工提供全面的福利待遇以認同彼等之努力。為全體員工提供健康及安全的工作場所亦是本集團的重要使命。本年度內，工作場所中並無發生任何重大意外事故。

本集團致力於向各客戶提供高品質的服務及產品，並以徹底高效的方式處理及調查任何來自客戶的投訴。

貨物採購及服務訂約僅基於貨物及服務之需求、質量及價格。本集團提倡按高道德標準就採購進行公平及公開競爭，確保產品維持一貫的高品質來贏得客戶信任。

有關與本公司股東關係的詳述，可參閱本年報第44至70頁所載之「企業管治報告」章節。

財務概要

本集團過去五個財政年度之綜合業績、資產及負債概要載於本年報第228頁。此概要並不組成經審核財務報表之部份。

借貸

本集團於二零二二年三月三十一日之銀行借貸詳情載於財務報表附註28。

REPORT OF THE DIRECTORS

董事會報告

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the share capital and the share options of the Company during the Year, together with the reasons therefor, are set out in Note 30 and Note 31 to the financial statements, respectively.

RESERVES

Details of movements in the reserves of the Company and the Group during the Year are set out in Note 32 to the financial statements and in the consolidated statement of changes in equity, respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the bye-laws of the Company (the "Bye-Laws") or the laws of Bermuda, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

DISTRIBUTABLE RESERVES

As at 31 March 2022, the Company's reserves available for cash distribution and/or distribution in specie, comprising the contributed surplus and the retained profits, amounted to HK\$458,185,000. Under the Companies Act 1981 of Bermuda, the Company's contributed surplus of HK\$104,750,000 may be distributed under certain circumstances. In addition, the Company's share premium account with a balance of HK\$156,015,000 may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, sales to the Group's five largest customers accounted for 59% of the total sales for the Year and sales to the largest customer included therein amounted to 27% of the total sales.

Purchases attributable to the Group's five largest suppliers accounted for 16% of the total purchases of the Group for the Year and purchases from the largest supplier included therein amounted to 3% of the total purchases.

As far as the Directors are aware, neither the Directors, their associates (as defined under Listing Rules), nor those shareholders which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital, had any beneficial interest in the Group's five largest customers and suppliers.

股本及購股權

本公司於本年度之股本及購股權變動詳情及變動之原因分別載於財務報表附註30及附註31。

儲備

本公司及本集團於本年度之儲備變動詳情分別載於財務報表附註32及綜合權益變動表內。

優先購買權

根據本公司之公司細則(「公司細則」)或百慕達法例概無有關本公司須按比例向現有股東提呈新股份之優先購買權之規定。

可分派儲備

於二零二二年三月三十一日，本公司可作現金分派及／或實物分派之儲備，包括繳入盈餘及保留溢利，為458,185,000港元。根據百慕達一九八一年公司法，於若干情況下本公司可分派為數104,750,000港元之繳入盈餘。此外，本公司之股份溢價賬結餘為156,015,000港元，可以繳足股款紅股之形式分派。

主要客戶及供應商

本年度內，本集團五大客戶之銷售額佔本年度銷售總額59%，其中最大客戶之銷售額佔銷售總額27%。

本集團五大供應商之採購額佔本集團之本年度採購總額16%，其中最大供應商之採購額佔採購總額3%。

就董事所知，各董事、彼等之聯繫人(定義見上市規則)或就董事所知持有本公司已發行股本5%以上之股東，概無擁有本集團五大客戶及供應商之任何實益權益。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS

The Directors during the Year and up to the date of this annual report were:

Executive Directors

Mr. Cheng Chor Kit (*Chairman and Chief Executive Officer*)
Mr. Liu Tat Luen
Mr. Cheng Tsz To
Mr. Cheng Tsz Hang
Mr. Lee Kim Wa, Winston*

Non-executive Director

Dr. Fung Wah Cheong, Vincent**

Independent non-executive Directors

Mr. Wong Chi Wai
Dr. Sun Kwai Yu, Vivian
Mr. Cheng Kwok Kin, Paul
Mr. Cheung Wang Ip

* *Mr. Lee Kim Wa, Winston was appointed as an executive Director on 1 April 2021.*

** *Dr. Fung Wah Cheong, Vincent resigned as an executive Director and was re-designated as a non-executive Director on 1 April 2021.*

Biographical details in respect of the Directors at the date of this annual report is provided in the chapter of "Biographical Details of the Directors" set out in pages 21 to 25 of this annual report.

In accordance with the Bye-Laws, Mr. Liu Tat Luen, Mr. Cheng Tsz Hang, Mr. Wong Chi Wai and Dr. Sun Kwai Yu, Vivian, being the Directors who should retire by rotation, will retire at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election at the annual general meeting of the Company.

The Directors confirm that the Company has received from each of its independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules, and the Company considers the independent non-executive Directors to be independent.

董事

本年度及截至本年報日期之董事如下：

執行董事

鄭楚傑先生 (*主席兼行政總裁*)
廖達鸞先生
鄭子濤先生
鄭子衡先生
李劍華先生*

非執行董事

馮華昌博士**

獨立非執行董事

黃弛維先生
孫季如博士
鄭國乾先生
張宏業先生

* 李劍華先生於二零二一年四月一日獲委任為執行董事。

** 馮華昌博士於二零二一年四月一日辭任執行董事並調任為非執行董事。

於本年報日期有關董事之履歷詳情載於本年報第21至25頁之「董事履歷詳情」章節。

根據公司細則，應輪值告退之董事廖達鸞先生、鄭子衡先生、黃弛維先生及孫季如博士將於本公司應屆股東週年大會上告退，惟符合資格並願意於本公司股東週年大會上膺選連任。

董事確認，本公司已接獲其各獨立非執行董事發出之年度確認函，根據上市規則第3.13條確認彼等各自的獨立身份，本公司亦確認各獨立非執行董事為獨立人士。

REPORT OF THE DIRECTORS

董事會報告

PERMITTED INDEMNITY PROVISION

Pursuant to the Bye-Law 166 of Bye-Laws, subject to the applicable laws, every Director shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which he/she may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of his/her office. The Company has taken out insurance against the liability and costs associated with defending any proceedings which may be brought against the Directors.

DIRECTORS' SERVICE CONTRACTS

Mr. Cheng Chor Kit, the executive Director and the chairman of the Board, entered into a service contract with the Company commencing from 1 August 2005 without a fixed term but subject to termination by either party giving not less than six months' notice in writing to the other party.

Dr. Fung Wah Cheong, Vincent, after his resignation as executive Director and re-designated as a non-executive Director, has entered into a new service contract with the Company commencing from 1 April 2001 (for a term of two years), subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. The service contract, unless terminated by either party giving not less than one month's notice in writing to the other party, the termination of which should not be later than the end of the two years.

獲准許彌償條文

根據公司細則第166條，在適用法律規限下，各董事均有權就其因於履行其職務時作出、同意或不作出或與之有關之任何作為而可能產生或蒙受之所有訴訟、費用、訟費支出、損失、賠償及開支自本公司之資產中獲得彌償，免受損害。本公司已就可能針對董事提出之任何法律訴訟之相關法律責任及費用投購保險。

董事之服務合約

執行董事兼董事會主席鄭楚傑先生已與本公司訂立一份由二零零五年八月一日起生效並無固定任期的服務合約，惟其中一方可向另一方發出不少於六個月書面通知予以終止。

馮華昌博士辭任執行董事及調任為非執行董事並與本公司已訂立新服務合約，自二零零一年四月一日開始（為期兩年），彼須根據公司細則於本公司之股東週年大會上輪席告退及重選。除非其中一方向另一方發出不少於一個月的書面通知予以終止，否則服務合約的終止日期不得遲於該兩年期間結束當日。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' SERVICE CONTRACTS

(continued)

Saved as disclosed above, all the Directors entered into a service contract with the Company for a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. Each of the executive and independent non-executive Directors, unless terminated by either party giving not less than six months' notice and three months' notice, respectively, in writing to the other party, the termination of which should not be later than the end of the three years.

Apart from the foregoing, no Director proposed for re-election at the forthcoming annual general meeting of the Company has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事之服務合約 (續)

除上文披露者外，所有董事均已與本公司訂立一份服務合約，為期三年，彼等須根據公司細則於本公司之股東週年大會上輪席告退及重選。各執行及獨立非執行董事，除非其中一方向另一方發出分別不少於六個月或三個月的書面通知予以終止，而終止日期不得遲於該三年期間結束當日。

除上文披露者外，於本公司之應屆股東週年大會上獲建議重選連任之董事概無與本公司訂立本公司無需支付賠償（法定賠償除外）而可於一年內終止之服務合約。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2022, the interests of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he/she is taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code of Securities Transactions by directors of Listed Issuers (the "Model Code") to be notified to the Company and the Stock Exchange, were as follows:

(a) Interests in the shares of the Company and its associated corporations

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉

於二零二二年三月三十一日，本公司董事及最高行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中擁有須(a)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益（包括根據證券及期貨條例的有關條文彼被當作或視為擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條須記入登記冊內之權益；或(c)根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益如下：

(a) 於本公司及其相聯法團之股份的權益

Number of ordinary shares held 所持普通股股份數目

	Personal interests 個人權益	Spouse interests 配偶權益	Corporate interests 法團權益	Total 總計	Approximate percentage of shareholding 概約佔股權的百分比 (Note 1) (附註1)
The Company 本公司					
Mr. Cheng Chor Kit 鄭楚傑先生	26,634,000	3,700,000	252,920,000 (Note 2) (附註2)	283,254,000	64.52%
Mr. Liu Tat Luen 廖達鸞先生	2,000,000	-	-	2,000,000	0.45%
Mr. Cheng Tsz To 鄭子濤先生	3,000,000	-	-	3,000,000	0.68%
Mr. Cheng Tsz Hang 鄭子衡先生	3,000,000	-	-	3,000,000	0.68%
Dr. Fung Wah Cheong, Vincent 馮華昌博士	8,152,000	-	-	8,152,000	1.85%
Mr. Wong Chi Wai 黃馳維先生	500,000	-	-	500,000	0.11%
Dr. Sun Kwai Yu, Vivian 孫季如博士	1,000,000	-	-	1,000,000	0.22%
Mr. Cheng Kwok Kin, Paul 鄭國乾先生	80,000	-	-	80,000	0.02%
Mr. Cheung Wang Ip 張宏業先生	200,000	-	-	200,000	0.04%

All interests stated above represent long positions.

上述所有權益均為好倉。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉 (續)

(a) Interests in the shares of the Company and its associated corporations (continued)

(a) 於本公司及其相聯法團之股份的權益 (續)

Number of ordinary shares held 所持普通股股份數目

	Personal interests 個人權益	Spouse interests 配偶權益	Corporate interests 法團權益	Total 總計	Approximate percentage of shareholding 概約佔股權的百分比
Associated Corporations 相聯法團					
Padora Global Inc ("Padora")					
Mr. Cheng Chor Kit 鄭楚傑先生	520	160	-	680	68.00%
Mr. Cheng Tsz To 鄭子濤先生	160	-	-	160	16.00%
Mr. Cheng Tsz Hang 鄭子衡先生	160	-	-	160	16.00%

All interests stated above represent long positions.

上述所有權益均為好倉。

Notes:

附註：

- The approximate percentage of shareholding is calculated based on 438,960,000 shares, being the total number of issued ordinary shares of the Company as at 31 March 2022.
- As at 31 March 2022, Padora, through its wholly-owned subsidiary, Resplendent Global Limited ("Resplendent"), indirectly held 252,920,000 shares of the Company. Mr. Cheng Chor Kit is interested directly in 52.0% of Padora, and the remaining shares are held equally by his spouse, and the Directors of the Company, namely, Mr. Cheng Tsz To and Mr. Cheng Tsz Hang.
- Mr. Lee Kim Wa, Winston, the Director of the Company, has confirmed that he has no interests in the shares of the Company as at 31 March 2022.
- Save as disclosed in Note (2) above, all Directors of the Company have confirmed that they had no interests in any of its associated corporations of the Company as at 31 March 2022.

- 股權概約百分比乃根據本公司於二零二二年三月三十一日已發行普通股總數438,960,000股計算。
- 於二零二二年三月三十一日，Padora透過其全資附屬公司Resplendent Global Limited (「Resplendent」)間接持有252,920,000股本公司股份。鄭楚傑先生直接擁有Padora之52.0%權益，其餘下股份由彼之配偶、本公司董事鄭子濤先生及鄭子衡先生平均持有。
- 本公司董事李劍華先生確認，彼於二零二二年三月三十一日並無擁有本公司股份權益。
- 除上文附註(2)所披露，本公司所有董事確認，彼等於二零二二年三月三十一日並無擁有本公司任何相聯法團之權益。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉(續)

(b) Interests in the underlying shares of the Company

(b) 於本公司相關股份之權益

Name of Director 董事姓名	Capacity 身份	Number of underlying shares in respect of share options held and approximate percentage of shareholding 所持購股權之相關股份數目及持股量概約百分比	Date of granted 授出日期	Vesting period 歸屬期		Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元	Price of Company's shares immediately before the grant date 本公司股份於緊接授出日期前之股價 HK\$ 港元
				from 由	to 至			
Mr. Wong Chi Wai 黃翹維先生	Beneficial owner 實益擁有人	400,000* (0.09%)	7/7/2017			7/7/2017 – 6/7/2027	2.262	2.220
		100,000 (0.02%)	7/7/2017	7/7/2017	12/9/2017	13/9/2017 – 6/7/2027	2.262	2.220
		100,000 (0.02%)	9/7/2018	9/7/2018	12/9/2018	13/9/2018 – 8/7/2028	2.470	2.470
Dr. Sun Kwai Yu, Vivian 孫季如博士	Beneficial owner 實益擁有人	100,000 (0.02%)	9/7/2018	9/7/2018	12/9/2018	13/9/2018 – 8/7/2028	2.470	2.470
Mr. Cheng Kwok Kin, Paul 鄭國乾先生	Beneficial owner 實益擁有人	100,000* (0.02%)	7/7/2017			7/7/2017 – 6/7/2027	2.262	2.220
		100,000* (0.02%)	9/7/2018			9/7/2018 – 8/7/2028	2.470	2.470
Mr. Cheung Wang Ip 張宏業先生	Beneficial owner 實益擁有人	100,000 (0.02%)	9/7/2018	9/7/2018	20/7/2018	21/7/2018 – 8/7/2028	2.470	2.470

* Vested upon granted.

* 於授出時歸屬。

All interests stated above represent long positions.

上述所有權益均為好倉。

The above options were granted under the 2012 Share Option Scheme.

上述購股權乃根據二零一二年購股權計劃授出。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES *(continued)*

(b) Interests in the underlying shares of the Company *(continued)*

The Directors' interests in the Company's share options are disclosed in Note 31 to the financial statements.

Save as disclosed above, as at 31 March 2022, none of the Directors nor chief executive of the Company had interests or short positions in any securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he/she is taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

EQUITY-LINKED AGREEMENT

Other than the share option scheme of the Company as disclosed, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the Year or subsisted at the end of the Year.

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉 *(續)*

(b) 於本公司相關股份之權益 *(續)*

董事於本公司購股權之權益於財務報表附註31中披露。

除上文所披露者外，於二零二二年三月三十一日，概無本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何證券中擁有須(a) 根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例的有關條文彼被當作或視為擁有之權益或淡倉）；或(b) 根據證券及期貨條例第352條須記入登記冊內之權益或淡倉；或(c) 根據標準守則須知會本公司及聯交所之權益或淡倉。

股票掛鈎協議

除所披露之本公司之購股權計劃外，於本年度內或本年度結束時，本公司概無訂立或存在任何股票掛鈎協議將會或可導致本公司發行股份，或規定本公司訂立將會或可導致本公司發行股份之任何協議。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed under the section headed “Directors’ and chief executive’s interests and short positions in shares, underlying shares and debentures” of this chapter and in the share option scheme disclosures in Note 31 to the financial statements, at no time during the Year were there any rights to acquire benefits by means of the acquisition of shares in the Company granted to any Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, or any of its holding companies, subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

SHARE OPTION SCHEME

Details of the Company’s share option schemes are disclosed in Note 31 to the financial statements.

DIRECTORS’ INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed under the section headed “Connected Transaction” below, none of the Directors nor their respective associates had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company, or any of its holding companies, subsidiaries and fellow subsidiaries was a party during the Year.

MANAGEMENT CONTRACTS

No contracts (as defined in Section 543 of the Companies Ordinance (Cap. 622)) relating to the management and/or administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the Year.

董事購買股份之權利

除於本章「董事及最高行政人員於股份、相關股份及債權證之權益及淡倉」一節及財務報表附註31購股權計劃披露所披露者外，於本年度內，概無本公司之任何董事或彼等各自之配偶或未成年子女獲批授可藉購入本公司之股份而獲利之任何權利，或概無由彼等行使任何有關權利；或概無本公司或其任何控股公司、附屬公司及同系附屬公司於本年度參與任何安排，致使董事於任何其他法人團體獲得此等權利。

購股權計劃

有關本公司購股權計劃之詳情，於財務報表附註31中披露。

董事之交易、安排或合約權益

除下文「關連交易」一節所披露者外，於本年度，各董事及其各自聯繫人概無於本公司或其任何控股公司、附屬公司及同系附屬公司所訂立之任何與本集團業務有關之重大交易、安排或合約中直接或間接擁有重大權益。

管理合約

於本年度，概無訂立或存續與本公司的全部或任何重大部分業務的管理及／或行政有關的合約（定義見《公司條例》（第622章）第543條）。

REPORT OF THE DIRECTORS

董事會報告

MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENT

During the Year, the Group was neither involved in any significant investment, nor in any material acquisition or disposal of any subsidiary.

CONNECTED TRANSACTION

With reference to the announcement of the Company dated 21 January 2020 in relation to the connected transaction with respect to the disposal of Unicon Investments Limited (“Unicon”) to Mr. Cheng Chor Kit (“Mr. Cheng”), an executive Director, the chairman and chief executive officer of the Company and the controlling shareholder of the Company (as defined under the Listing Rules), whereas, upon completion of the said disposal, Kin Yat Industrial Co Limited (“KYI”), an indirect wholly-owned subsidiary of the Company, as tenant, has entered into a tenancy agreement (the “Existing Tenancy Agreement”) with Unicon, as landlord, in respect of the lease of property located at 7/F., Galaxy Factory Building, 25-27 Luk Hop Street, San Po Kong, Kowloon, Hong Kong for a term of three years commencing from 1 April 2020 to 31 March 2023 (both days inclusive) for a monthly rental amount of HK\$124,800 (inclusive of government rent, rates and management fee only). The transactions contemplated under the Existing Tenancy Agreement are subject to the reporting and announcement requirements but are exempt from the circular (including independent financial advice) and independent Shareholders’ approval requirement under Chapter 14A of the Listing Rules.

On 27 January 2022, KYI, as tenant, entered into a tenancy agreement (the “New Additional Tenancy Agreement”) with Century Grand International Limited (“Century Grand”), a company wholly owned by Mr. Cheng, as landlord, in respect of the lease of a premise located at Block B, 11/F., Galaxy Factory Building, 25-27 Luk Hop Street, San Po Kong, Kowloon, Hong Kong, for a term of three years commenced from 1 February 2022 to 31 January 2025 (both days inclusive). Pursuant to the New Additional Tenancy Agreement, KYI agreed to lease the subject premises for a monthly lease rental of HK\$17,900 (inclusive of government rent, rates, management fee and cleaning service fee). The subject premise is used by the Group as a product showroom and conference area.

重大收購、出售及重大投資

於本年度，本集團並無參與任何重大投資或任何附屬公司之重大收購或出售。

關連交易

謹此提述本公司日期為二零二零年一月二十一日之公佈，內容有關向本公司的執行董事、主席、行政總裁兼本公司控股股東（定義見上市規則）鄭楚傑先生（「鄭先生」）出售裕康投資有限公司（「裕康」）之關連交易，其中，於上述出售事項完成後，本公司的間接全資附屬公司建溢實業有限公司（「建溢實業」）（作為租戶）與裕康（作為業主）已訂立租賃協議（「現有租賃協議」），內容有關租用位於香港九龍新蒲崗六合街25-27號嘉時工廠大廈7字樓的物業，由二零二零年四月一日起至二零二三年三月三十一日止（包括首尾兩天），為期三年，每月租金為124,800港元（僅包括地租、差餉及管理費）。現有租賃協議項下擬進行的交易須遵守申報及公佈規定，惟獲豁免遵守上市規則第14A章項下的通函（包括獨立財務意見）及獨立股東批准規定。

於二零二二年一月二十七日，建溢實業（作為租戶）與鄭先生全資擁有的公司恒光國際有限公司（「恒光」）（作為業主）訂立租賃協議（「新增租賃協議」），內容有關租用位於香港九龍新蒲崗六合街25-27號嘉時工廠大廈11字樓B室的物業，由二零二二年二月一日起至二零二五年一月三十一日止（包括首尾兩天），為期三年。根據新增租賃協議，建溢實業同意以月租17,900港元（包括地租、差餉、管理費及清潔服務費）租用該物業。該物業由本集團用作產品陳列室及會議空間。

REPORT OF THE DIRECTORS

董事會報告

CONNECTED TRANSACTION *(continued)*

Details of the abovesaid transactions were set out in the announcements of the Company dated 21 January 2020 and 27 January 2022 respectively, and the circular of the Company dated 11 March 2020.

As Century Grand is wholly owned by Mr. Cheng, Century Grand is a connected person of the Company. Accordingly, the entering into of the New Additional Tenancy Agreement and the transactions contemplated thereunder constitute a connected transaction for the Company under Chapter 14A of the Listing Rules. As all more applicable percentage ratios (as defined under the Listing Rules) in respect of the New Additional Tenancy Agreement are less than 5% and the total consideration is less than HK\$3,000,000, the transactions contemplated under the New Additional Tenancy Agreement constitute de minimis transactions pursuant to Rule 14A.76(1)(c) of the Listing Rules and are fully exempt from Shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

However, as the Existing Tenancy Agreement was entered into by the Group with Unicon (which is also wholly owned by Mr. Cheng), the transactions contemplated under the Existing Tenancy Agreement and the New Additional Tenancy Agreement shall be aggregated under Chapter 14A of the Listing Rules for the purpose of calculating the applicable percentage ratios under Chapter 14A of the Listing Rules. Given that one or more applicable percentage ratio(s) upon aggregation of the Existing Tenancy Agreement with the New Additional Tenancy Agreement exceeds 0.1% but is less than 5%, the transactions contemplated under the New Additional Tenancy Agreement are subject to the reporting and announcement requirements but are exempt from the circular (including independent financial advice) and independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Apart from described above, under the Listing Rules, the Company did not have any other disclosable non-exempted connected transaction during the Year and up to the date of this annual report.

關連交易 *(續)*

上述交易的詳情載於本公司日期分別為二零二零年一月二十一日及二零二二年一月二十七日之公佈，以及本公司日期為二零二零年三月十一日之通函。

由於恒光由鄭先生全資擁有，故恒光為本公司的關連人士。因此，根據上市規則第14A章，訂立新增租賃協議及其項下擬進行的交易構成本公司的關連交易。由於有關新增租賃協議的所有適用百分比率（定義見上市規則）均少於5%且總代價低於3,000,000港元，故根據上市規則第14A.76(1)(c)條，新增租賃協議項下擬進行的交易構成符合最低豁免水平的交易，並全面豁免遵守上市規則第14A章的股東批准、年度審閱及所有披露規定。

然而，由於現有租賃協議由本集團與裕康（裕康亦由鄭先生全資擁有）訂立，故根據上市規則第14A章，於計算上市規則第14A章項下的適用百分比率時，現有租賃協議與新增租賃協議項下擬進行的交易須合併計算。由於現有租賃協議與新增租賃協議合併後的一項或以上適用百分比率超過0.1%但低於5%，因此，新增租賃協議項下擬進行的交易須遵守申報及公佈規定，惟獲豁免遵守上市規則第14A章的通函（包括獨立財務意見）及獨立股東批准的規定。

除上文所述者外，根據上市規則，本公司於本年度及截至本年報日期概無其他須予披露的非豁免關連交易。

REPORT OF THE DIRECTORS

董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2022, so far as is known to any Director or chief executive of the Company, the following persons had an interest or short position in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register to be kept by the Company under Section 336 of the SFO, were as follows:

主要股東及其他人士於股份、相關股份及債權證之權益

於二零二二年三月三十一日，據本公司任何董事或最高行政人員所知，以下人士於本公司的股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露，或根據證券及期貨條例第336條記入本公司存置的登記冊的權益或淡倉如下：

Name of substantial shareholder 主要股東名稱／姓名	Nature of interest and capacity 權益性質及身份	Number of ordinary share held 所持普通股股份數目	Approximate percentage of the Company's issued share capital 佔本公司已發行股本之概約百分比 (Note 1) (附註1)	Number of share option held 所持購股權數目
Resplendent Global Limited	Beneficial owner 實益擁有人	252,920,000 (Note 2) (附註2)	57.62%	—
Podora Global Inc	Interests in controlling corporation 控制公司權益	252,920,000 (Note 2) (附註2)	57.62%	—
Mdm. Tsang Yuk Wan ("Mdm. Tsang") 曾玉雲女士 (「曾女士」)	Interests in controlling corporation (Note 2) 控制公司權益 (附註2)	252,920,000	57.62%	—
	Personal interests 個人權益	3,700,000	0.84%	—
	Interests of spouse (Note 3) 配偶權益 (附註3)	26,634,000	6.06%	—

All the interests stated above represent long positions.

上述所有權益均為好倉。

REPORT OF THE DIRECTORS

董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES *(continued)*

Notes:

- (1) The approximate percentage of shareholding is calculated based on 438,960,000 shares, being the total number of issued ordinary shares of the Company as at 31 March 2022.
- (2) 252,920,000 shares of the Company are held by Resplendent, a wholly-owned subsidiary of Padora, relating to the same block of shareholding of Mr. Cheng Chor Kit ("Mr. Cheng") disclosed in the section headed "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" above. By virtue of the SFO, Mr. Cheng and his spouse, Mdm. Tsang, are deemed to be interested in all the shares of the Company held by Resplendent.
- (3) 26,634,000 shares of the Company are held by Mr. Cheng in a personal capacity. By virtue of the SFO, Mdm. Tsang is deemed to be interested in all the shares of the Company held by Mr. Cheng.

Save as disclosed above, as at 31 March 2022, the Directors or chief executive of the Company were not aware of any person who had an interest or short position in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register to be kept by the Company under Section 336 of the SFO.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTEREST IN COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors, the controlling shareholder and their respective associates (as defined under the Listing Rules) of the Company that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group during the Year.

主要股東及其他人士於股份、相關股份及債權證之權益(續)

附註：

- (1) 股權概約百分比乃根據本公司於二零二二年三月三十一日已發行普通股總數438,960,000股計算。
- (2) Padora之全資附屬公司Resplendent持有252,920,000股本公司股份，該等股份與上文「董事及最高行政人員於股份、相關股份及債權證之權益及淡倉」一節中鄭楚傑先生（「鄭先生」）所披露之股權相同。根據證券及期貨條例，鄭先生及其配偶曾女士被視為於Resplendent持有的所有本公司股份中擁有權益。
- (3) 鄭先生以個人身份持有26,634,000股本公司股份。根據證券及期貨條例，曾女士被視為於鄭先生持有的所有本公司股份中擁有權益。

除上文所披露者外，董事或本公司最高行政人員並不知悉任何人士於二零二二年三月三十一日於本公司股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露或根據證券及期貨條例第336條記入本公司存置的登記冊的權益或淡倉。

董事及控股股東於競爭權益之權益

本年度內，董事概不知悉任何董事、本公司控股股東及彼等各自的聯繫人（定義見上市規則）的任何業務或權益與本集團的業務出現或可能出現競爭，亦不知悉該等人士會或可能與本集團出現任何其他利益衝突。

REPORT OF THE DIRECTORS

董事會報告

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the Year.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information corporate governance practices adopted by the Company is set out in the chapter of "Corporate Governance Report" on pages 44 to 70 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules during the Year and up to the latest practicable date prior to the issue of this annual report.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

There is no significant event after the reporting period that should be notified to shareholders of the Company.

AUDITOR

PricewaterhouseCoopers will retire and a resolution for their re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

On behalf of the Board

Cheng Chor Kit

Chairman and Chief Executive Officer

Hong Kong, 29 June 2022

購買、贖回或出售上市證券

本公司及其任何附屬公司於本年度內概無購買、贖回或出售本公司任何上市證券。

企業管治

本公司致力維持高水平之企業管治常規。有關本公司所採納之企業管治常規之資料載於本年報第44頁至第70頁之「企業管治報告」章節內。

公眾持股量充足性

根據本公司可公開獲得之資料及就董事所知，本公司於本年度及截至刊發本年報前之最後實際可行日期，已根據上市規則維持所規定之公眾持股量。

報告期後重大事項

概無須通知本公司股東之報告期後重大事項。

核數師

羅兵咸永道會計師事務所將任滿告退，因此，本公司將於本公司之應屆股東週年大會上提呈決議案，再度委任其為本公司之核數師。

代表董事會

鄭楚傑

主席兼行政總裁

香港，二零二二年六月二十九日

CORPORATE GOVERNANCE REPORT

企業管治報告

Kin Yat believes that the long-term business and sustainable growth of the Group are built on the corporate culture. Our Board has incorporated a culture of integrity, accountability, and transparency that permeates throughout the Group, and becomes the corporate governance principles of the Company which includes emphasising the quality of the Board, effective internal control, stringent disclosure practices, and ultimately generating a positive long-term shareholder value as well as the accountability to all stakeholders.

CORPORATE GOVERNANCE PRACTICES

The Board regularly reviews the guidelines and latest development in corporate governance. Except for the deviation described in the section “Chairman and Chief Executive Officer” in this Corporate Governance Report (the “CG Report”), in the opinion of the Board, the Company has complied with the code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Listing Rules throughout the Year.

The Board has reviewed the CG Report and is satisfied that it has been in full compliance with all the requirements stipulated in the CG Report in Appendix 14 of the Listing Rules.

建溢認為，本集團的長遠業務及可持續增長乃建基於企業文化之上。董事會將誠信、問責及公開透明的文化滲透至整個集團，這已成為本公司的企業管治原則，當中包括注重董事會的質素、有效的內部監控、嚴格的披露慣例，最終締造正面的長遠股東價值，並對所有持份者問責。

企業管治常規

董事會定期檢討企業管治指引及最新發展。除於本企業管治報告（「企業管治報告」）內「主席及行政總裁」一節所述之偏離外。董事會認為，本公司於本年度內一直遵守上市規則附錄14所載之企業管治守則（「企管守則」）內之守則條文。

董事會已審閱企業管治報告並信納本報告已全面遵守上市規則附錄14之企業管治報告內訂明之所有規定。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' AND RELEVANT EMPLOYEES' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules as its own code on terms no less exacting than the required standard set out in the Model Code regarding securities transactions by the Directors.

Having made specific enquiry of the Directors, all the Directors confirmed that they have complied with the required standard set out in the Model Code throughout the Year. All relevant employees of the Group who, because of their office in the Group, are likely to be in possession of unpublished price sensitive information have been requested to comply with the provisions of the Model Code.

BOARD OF DIRECTORS

Composition of the Board

The composition of the Board comprises of a balanced mix of Directors and shall have a sufficient number of Directors to provide a breadth of knowledge as well as the ability to make insightful discussions on key issues.

As of the date of this annual report, the Board comprises ten members, the Board is confident that the balance between the number of executive and non-executive Directors has been reasonably and adequately established in order to protect the interests of the shareholders and the Company as a whole.

董事及相關僱員之證券交易

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）為自身守則，其條款不遜於有關董事進行證券交易之標準守則所載之規定標準。

於向董事進行具體查詢後，所有董事均確認彼等於本年度已遵守標準守則所載之規定標準。由於在本集團之職務而可能掌握未公開價格敏感資料之本集團所有相關僱員亦已被要求遵守標準守則之條文。

董事會

董事會之組成

董事會之組成包括一個平衡之董事組合，並具足夠之董事人數以提供廣泛之見識，亦能在關鍵之問題上具備能力作出精闢之討論。

於本年報日期，董事會包括十名成員。董事會深信，已合理及充分建立執行與非執行董事人數之間之平衡，從而保障股東及本公司之整體利益。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS *(continued)*

Composition of the Board *(continued)*

During the Year and up to the date of this annual report, the Directors were:

Executive Directors

Mr. Cheng Chor Kit
(Chairman and Chief Executive Officer)
Mr. Liu Tat Luen
Mr. Cheng Tsz To
Mr. Cheng Tsz Hang
Mr. Lee Kim Wa, Winston

Non-executive Director

Dr. Fung Wah Cheong, Vincent

Independent non-executive Directors

Mr. Wong Chi Wai
Dr. Sun Kwai Yu, Vivian
Mr. Cheng Kwok Kin, Paul
Mr. Cheung Wang Ip

Mr. Cheng Tsz Hang and Mr. Cheng Tsz To are the sons of Mr. Cheng Chor Kit, the executive Director and the controlling shareholder (as defined under the Listing Rules) of the Company. Save as disclosed above, none of the Directors has any financial, business, family or other material or relevant relationships among the Directors.

董事會 *(續)*

董事會之組成 *(續)*

於本年度內並截至本年報日期之董事為：

執行董事

鄭楚傑先生
(主席兼行政總裁)
廖達鸞先生
鄭子濤先生
鄭子衡先生
李劍華先生

非執行董事

馮華昌博士

獨立非執行董事

黃拋維先生
孫季如博士
鄭國乾先生
張宏業先生

鄭子衡先生及鄭子濤先生為本公司執行董事兼控股股東(定義見上市規則)鄭楚傑先生之兒子。除以上所披露者外,各董事之間概無任何財務、業務、家族或其他重大或相關關係。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS *(continued)*

Composition of the Board *(continued)*

All Directors disclose to the Company the number and natures of offices held in other public companies or organisations as well as other significant commitments annually which ensures that all Board members are capable of inputting enough time and devoting enough attention to the Company's affairs.

The detailed information in respect of each Director's historical background, expertise, and the current appointments/commitment are shown in the chapter "Biographical Details of the Directors" on pages 21 to 25 in this annual report.

Functions of the Board

The Company's overall management is vested on its Board which accepts that it is ultimately accountable and responsible for to shareholders for the activities and performance of the Group. The Board's role is to provide entrepreneurial leadership set the Company's strategic aims and the Company's values and standards, and to ensure that its obligations to its stakeholders and others are understood and met. To facilitate the operations, the Board has established a schedule of matters reserved for its approval. The specific responsibilities reserved for the Board include (1) setting the Group's strategies and dividend policy, (2) approving budgets, reviewing operational and financial performance (3) approving major investments and divestments, (4) reviewing risk management and internal control system of the Group, (5) ensuring appropriate management development and succession plans in place, (6) approving appointments of Directors and other senior executives, (7) approving corporate social responsibility policies, (8) ensuring effective communication with shareholders and (9) other significant operational and financial matters.

An update list of Directors identifying their role and function is available on the websites of the Stock Exchange and the Company.

董事會 *(續)*

董事會之組成 *(續)*

全體董事均每年向本公司披露其於其他公眾公司或團體所擔任職務之數目與性質及其他重大參與事務，確保全體董事會成員能夠對本公司之事務投入足夠時間及關注。

各董事的過往背景、專長及現時的任命／參與事務的詳情載於本年報第21至25頁的「董事履歷詳情」一節。

董事會之職能

本公司之整體管理歸屬於董事會負責，而董事會須就本集團之活動及表現對股東作出最終問責及負責。董事會之角色乃提供企業領導、制定本公司策略目標及本公司價值觀和標準，並確保此等責任獲持份者及其他人士理解及認同。為方便董事會運作，董事會已制定一份項目清單並保留其決定權。董事會之指定責任包括：(1) 制定本集團整體策略及股息政策、(2) 批准預算案、檢討營運及財務表現、(3) 批准重大投資及撤資、(4) 檢討本集團之風險管理及內部監控制度、(5) 確保有適當管理發展及繼任計劃、(6) 批准委任董事及其他高級行政人員、(7) 批准企業社會責任政策、(8) 確保與股東進行有效溝通及(9) 其他重大營運及財務事宜。

最新列明其角色和職能的董事名單，可於聯交所及本公司網站查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS *(continued)*

Delegation of Authority

The Board has delegated the authorities and day-to-day responsibilities to the management and requires the management to execute the objectives and strategies established by the Board. The Board also exercises a separate and independent assessment to the performance of the management on a periodical basis to ensure the delegation is appropriate to the Company's need.

The management is responsible for running the Company's businesses and for proposing the development of the Group's strategies and overall commercial objectives in consultation with the Board. The management is also responsible for implementing decisions of the Board and its committees, developing main policies and reviewing the business organisational structure and operational performance. Furthermore, the management is obligated to supply relevant, adequate, clear and timely information and report to the Board and its committees in a consistent format. The Board, where necessary, can make further enquiries to the management on any matters they are concerned.

Board Meeting

For the Board discharges their responsibilities, the Directors are required to meet in person regularly. The schedule of the Board meetings for the coming year is determined and informed to all Directors in the fourth quarter meeting annually. To ensure the discussions attains the consensus of the Board, the chairman of the Board enheartens for Directors to actively express their opinion during the Board discussion.

In practice, prior to each meeting of the Board, as delegated by the chairman of the Board, the company secretary or a designated person of the Company prepares and despatches the notice of meeting to all Directors for at least 14 days. The management supplies the relevant documents and information to the Board and each committee in a timely manner to ensure that all the participants are given adequate time to review and prepare the matter discussed for making informed decisions in the meeting.

董事會 *(續)*

權力授予

董事會將權力及日常責任授予管理層，並要求管理層執行由董事會所訂之目標及策略。董事會亦定期就管理層之表現作出個別及獨立評估，確保權力授予切合本公司所需。

管理層負責本公司業務之運作並與董事會商討擬定本集團之策略及整體業務方針。管理層亦負責實施董事會及其委員會之決策、制定主要政策、審閱業務之組織架構及營運表現。此外，管理層有責任以貫徹一致方式向董事會及其委員會提供相關、足夠、清晰和適時的資料及報告。如有必要，董事會可就彼等關注的任何問題向管理層作出進一步查詢。

董事會會議

就履行董事會責任而言，董事需親身出席定期會議。有關來年預定之董事會會議時間表亦會在每年第四季度會議中知會各董事。為確保董事會的討論能夠達成共識，董事會主席鼓勵董事於董事會討論中積極表達自己的意見。

具體而言，每次召開董事會會議前，本公司之公司秘書或指定人士會根據董事會主席之授權，提前最少十四天準備及向全體董事送呈會議通知。管理層將適時地向董事會及各委員會提供相關之文件和資料，以確保所有與會者均獲給予充裕時間來審閱及準備所討論的事項以作出合適的決定。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS *(continued)*

Board Meeting *(continued)*

Where any Director requires more information than provided by management, that Director can make further enquiries during the discussion and/or invite the relevant personnel to provide further explanation, where necessary.

The Board met four times during the Year and meeting attendance records are set out on page 70 of this annual report.

The minutes of the Board and its committees' meetings are prepared by the company secretary or a designated person of the Company whom the Board delegates. The draft minutes are circulated to all members of the Board and each Committee for their commentary. The final minutes are open for inspection by all members of the Board at the Company's principal place of business in Hong Kong.

Chairman and Chief Executive Officer

Pursuant to provision C.2.1 of the CG Code, the roles of chairman and chief executive officer shall be separated and should not be performed by the same individual and the division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

The roles of the chairman and the chief executive officer of the Company are not separated and are performed by the same individual, Mr. Cheng Chor Kit. The balance of power and authority is ensured by the operations of the Board, which comprises experienced and high calibre individuals, with a highly independent element in the Board where the Board members meet regularly to discuss issues affecting the operations of the Company. The Board believes that this structure is conducive to strong and consistent leadership, enabling the Company to make and implement decisions promptly and efficiently.

董事會 *(續)*

董事會會議 *(續)*

倘若任何董事需要管理層所提供的資料以外的額外資料，有關董事可於討論期間進一步查詢及／或(如有需要)邀請相關人員提供進一步解說。

於本年度內，董事會曾舉行四次會議，會議出席記錄載於本年報第70頁。

董事會及其轄下之委員會會議記錄由公司秘書或董事會委派之本公司指定人士編製。會議記錄之初稿會送呈董事會及各委員會全體成員供彼等作出評註。會議記錄終稿可於本公司於香港之主要營業地點以供董事會全體成員查閱。

主席及行政總裁

根據企管守則第C.2.1條，主席及行政總裁之職務應予區分，並不應由同一人同時擔任，且應清楚界定並以書面列明主席與行政總裁之間的職責分工。

本公司之主席及行政總裁之職務並無區分，且由鄭楚傑先生一人兼任。董事會由擁有豐富經驗及才幹、兼具獨立元素之人士所組成，董事會成員定期舉行會議就影響本公司營運之事項進行討論，故董事會之運作可確保權力與職權之平衡。董事會相信，此架構有利於穩健及貫徹領導，令本公司可迅速及有效地作出及執行決策。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS *(continued)*

Independent non-executive Directors

The Independent non-executive Directors do not merely review and scrutinise the Company's financial performance. Further, they bring in a wide range of skills and business experience, in exercising an independent and sound judgment on issues related to strategy, policy, and key appointments to the Company. Besides, they play a significant monitoring role in any matter related to the conflict of interests.

In compliance with Rule 3.10 of the Listing Rules, there are no less than three independent non-executive directors and at least one has appropriate professional qualifications or accounting or related financial management expertise. The independent non-executive Directors are all experienced individuals from various professionals, their skills and experience are an essential element in the proper functioning of the Board. The Board believes that a vital independent components on the Board can provide a higher level of "checks and balances" on the Company's key decision-making mechanism as well as monitor the Company's affairs effectively.

The Company has received from each of the independent non-executive Director, the written confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. Evaluated the independence of all independent non-executive Directors on an annual basis and based on their confirmation, the Board considers the independence of the independent non-executive Directors have been adequately maintained.

The independent non-executive Directors are identified as such in all corporate communications containing the names of the Directors.

董事會 *(續)*

獨立非執行董事

獨立非執行董事不僅檢討及審查本公司財務業績。彼等擁有廣泛技能及業務經驗，能夠對有關公司策略、政策及主要任命的事宜行使獨立及合理的判斷。此外，彼等於涉及利益衝突等相關事宜中發揮重要的監督作用。

根據上市規則第3.10條，獨立非執行董事須不少於三名，且至少一名具備適當專業資格或會計或相關財務管理專長。各獨立非執行董事均為具有豐富經驗之專業人士，彼等之技能及經驗乃妥為履行董事會職能之重要元素。董事會認為，董事會具強大獨立元素可就本公司之關鍵決策機制提供高水平之「權力制衡」機制並更有效監控本公司之事務。

根據上市規則第3.13條，本公司已收到每名獨立非執行董事有關其獨立性之確認函。按年度基準評估所有獨立非執行董事之獨立性後及基於彼等之確認函，董事會認為獨立非執行董事均維持足夠獨立性。

所有載有董事姓名之公司通訊中均已說明獨立非執行董事之身份。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS *(continued)*

Directors' Appointment, Re-election and Removal

The procedures and process of appointment, re-election and removal of Directors are laid down in the Bye-Laws. Each of executive Director is engaged on a service contract with the Company for different terms.

Each of the non-executive Director and independent non-executive Director is also appointed in a services contract with a specific term, and of his/her appointment.

All Directors appointed to fill a casual vacancy are subject to election at the annual general meeting after the appointment. All Directors are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws.

Under provision B.2.3 of CG Code, any further re-appointment of an independent non-executive Director who has served the Board for more than nine years will be subject to a separate resolution to be approved by shareholders in the annual general meeting of the Company. As the date of this report, only two independent non-executive Directors served the Board for more than nine years.

董事會 *(續)*

董事之委任、重選及罷免

委任、重選及罷免董事的程序及過程載於公司細則。每名執行董事已與本公司訂立不同任期的服務合約。

每名非執行董事及獨立非執行董事亦已就彼之委任訂立指定任期的服務合約。

所有獲委任以填補臨時空缺之董事須於獲委任後之股東週年大會上接受選舉。所有董事須根據公司細則於本公司股東週年大會上輪值退任及膺選連任。

根據企管守則第B.2.3條條文規定，任何進一步重新委任已於董事會任職超過九年之獨立非執行董事，將需股東於本公司股東週年大會上批准獨立決議案後，方可作實。於本報告日期，僅兩名獨立非執行董事加入董事會超過九年。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS *(continued)*

Nomination Policy

The Company's Nomination Policy provides the framework by which criteria and process in the nomination appointment and re-election of Directors can be clearly defined and to ensure that the Board has a balance of skills, experience and diversity of perspectives which are appropriate to the requirements of the Company business. In considering the suitability of a proposed candidate, the nomination committee of the Board (the "Nomination Committee") will take a number of factors, including qualifications, integrity, reputation, time commitment, skills and experience relevant to the Company's businesses, into consideration. The decision to appoint or re-appoint a director will be made subject to the Company's Board Diversity Policy and the relevant Listing Rules. The above selection process will be conducted by the Nomination Committee to identify potential candidate for new directorship or for re-appointment of a Director. The recommendations of the Nomination Committee on the selected candidates will be communicated to the Board for their consideration and approval. The Nomination Policy also includes the Board succession planning policy outlining the process that the Board need to use for planning to replace Board members due to the Directors resignation, retirement and other circumstance. The Nomination Policy will be reviewed on a regular basis.

董事會 *(續)*

提名政策

本公司的提名政策提供框架，藉此明確界定提名、委任和重選董事的準則和程序，並確保董事會根據本公司業務而具備適當所需技巧、經驗及多樣的觀點與角度。在考慮候選人是否合適時，董事會轄下提名委員會（「提名委員會」）將考慮多項因素，包括與本公司業務相關的資格、誠信、聲譽、投入的時間、技巧和經驗。委任或重新委任董事的決定將取決於本公司的董事會成員多元化政策及相關的上市規則。提名委員會將進行上述甄選程序，以識別出任新董事或重新委任董事的人選。提名委員會對選定候選人的建議將提呈董事會考慮和批准。提名政策亦包括董事會繼任計劃政策，上述政策概述由於董事辭任、退任和其他情況，董事會在計劃更換董事會成員時需要採用的程序。提名政策將定期進行檢討。

CORPORATE GOVERNANCE REPORT

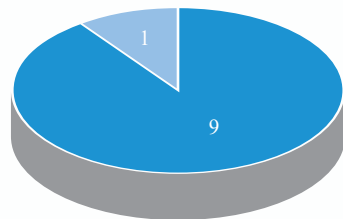
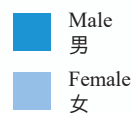
企業管治報告

BOARD OF DIRECTORS (continued)

Board Diversity Policy

To enhance the effectiveness and the balanced development of the Board, the Board commits to promoting diversity among the composition of its Board members. The Board Diversity Policy provides a process and guideline which the Company will implement to achieve its diversity and ensures the Board has the appropriate mix of skills, experience and diversity perspectives required for the Company's businesses. The Board believes that the diversity should not be limited to gender, the following charts indicate the diversity of the Board members in terms of gender, age and length of services.

Gender 性別

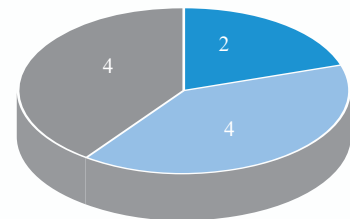
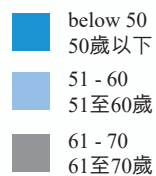


董事會 (續)

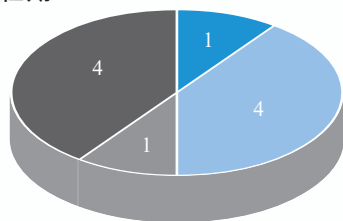
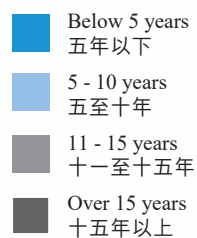
董事會成員多元化政策

為提高董事會的效率及平衡發展，董事會致力於促進董事會成員組成的多元化。董事會成員多元化政策提供本公司將實程序及指引以實現董事會成員多元化，確保董事會根據本公司業務而具備適當所需技巧、經驗及多樣的觀點。董事會認為，多元化不應局限於性別，以下圖表顯示董事會成員於性別、年齡及任期方面的多元化情況。

Age 年齡



Length of Services 任期



The Board believes that the diversity has been embedded into the Company's culture and integrated into our policies. To ensure the sustainability of the Board Diversity Policy, the Board have reviewed the Board Diversity Policy and the effectiveness of the diversity of the Board annually. The Company has taken and continues to take steps to enhance diversity on the Board. Going forward, we will adopt a more open policy on board diversity.

董事會認為，多元化已經融入本公司文化，並納入至我們的政策。為確保董事會成員多元化政策可持續執行，董事會每年審查董事會成員多元化政策及董事會多元化的成效。本公司已經並將繼續採取措施以加強董事會成員多元化。日後，我們將採納更開放的董事會成員多元化政策。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS *(continued)*

Directors' Training

Every Director should keep himself or herself abreast of the responsibilities as a Director and of the conduct, business activities and development of the Company. Each new incoming Director receives an induction package covering the introduction of Group's businesses and real-life overview of the Company, induction of their roles and responsibilities, the practical procedure duties and the compliance of laws and regulations.

All Directors are encouraged to pursue an ongoing development and refreshment of their knowledge and skills to ensure that their contribution to the Board remains relevant and productive.

On 29 November 2021, a tailor-made seminar was organised to Directors in related to the recent development of corporate governance. Except for one Director who was unable to attend the seminar because of his business, all Directors had participated in this seminar.

董事會 *(續)*

董事培訓

每名董事均須了解彼作為董事之職責及清楚本公司之業務及動向。每名新任董事均獲發一套入職資料，內容包括本集團業務及本公司實際狀況簡介、彼等之角色及職責指引、實際流程職責及遵守法律法規。

本公司鼓勵所有董事接受持續發展及更新其知識和技能，以確保彼等對董事會之貢獻保持相關及具有成效。

於二零二一年十一月二十九日，為董事舉辦專為彼等而設的研討會，內容關於近期企業管治發展。除一位董事因工務而未能抽身出席該研討會外，全體董事皆出席該研討會。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES

The Board has established the following Board committees, all chaired by independent non-executive Directors, with clearly defined terms of reference, which are on no less exacting terms than those set out in the CG Code of the Listing Rules:

- Remuneration Committee (the “Remuneration Committee”);
- Nomination Committee; and
- Audit Committee (the “Audit Committee”)

The roles and responsibilities of each Board committee are set out by the Board with clearly defined written terms of reference, and this document is available on the websites of the Stock Exchange and the Company. Under the written terms of reference, each Committee reports directly to the Board on its decisions or recommendations.

Pursuant to the written terms of reference, each Board committee has the authority to engage outside consultants or experts as it considers necessary to discharge the committee’s responsibilities. Minutes of all Board committees meetings are circulated to all Board members. To further reinforce independence and effectiveness, all Audit Committee members being appointed are independent non-executive Directors, and the Remuneration Committee and Nomination Committee have been structured with a majority of independent non-executive Directors being the Board committees’ members. During the Year and up to the date of this annual report, each Board Committee’s members include:

董事委員會

董事會已成立以下由獨立非執行董事出任主席的董事委員會，並具備明確界定職權範圍，其內容不遜於上市規則之企管守則所載之條款：

- 薪酬委員會（「薪酬委員會」）；
- 提名委員會；及
- 審核委員會（「審核委員會」）

董事會轄下各委員會的角色及職責均由董事會以書面明確界定其職權範圍，此文件可於聯交所網站及本公司網站查閱。根據書面職權範圍，各委員會就其決定及推薦意見直接上報董事會。

根據書面職權範圍，為履行委員會之責任，董事會轄下各委員會有權在其認為需要時委聘外部顧問或專家。所有董事會轄下之委員會會議記錄均送呈各董事會成員傳閱。為進一步加強獨立性及有效性，所有獲委任之審核委員會成員均為獨立非執行董事，而薪酬委員會及提名委員會之成員均以獨立非執行董事為主。於本年度內及直至本年報日期，董事會轄下各委員會的成員包括：

		Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Audit Committee 審核委員會
Mr. Cheng Chor Kit 鄭楚傑先生	Executive Director 執行董事	Member 成員	Member 成員	–
Dr. Fung Wah Cheong, Vincent 馮華昌博士	Non-executive Director 非執行董事	Member 成員	Member 成員	–
Mr. Wong Chi Wai 黃馳維先生	Independent non-executive Director 獨立非執行董事	Member 成員	Chairman 主席	Member 成員
Dr. Sun Kwai Yu, Vivian 孫季如博士	Independent non-executive Director 獨立非執行董事	Member 成員	Member 成員	Chairperson 主席
Mr. Cheng Kwok Kin, Paul 鄭國乾先生	Independent non-executive Director 獨立非執行董事	Chairman 主席	Member 成員	Member 成員
Mr. Cheung Wang Ip 張宏業先生	Independent non-executive Director 獨立非執行董事	Member 成員	Member 成員	Member 成員

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES *(continued)*

Remuneration Committee

The remuneration packages offered by the Company should be able to attract and motivate the Directors and senior management of the Company for their sufficient quality, whilst at the same time taking into account the shareholders' interests as well. The main roles and responsibilities of the Remuneration Committee is aimed to assist the Board to develop and administer fair and transparent procedures for setting policy on the remuneration of Directors and senior management of the Company and to ensure no individual Director or any of his/her associates can determine his/her own remuneration.

The Remuneration Committee reviews and determines, with delegated responsibility, the remuneration packages, including but not limited to basic salaries, deferred compensation, stock options and any benefits in kind, pension rights, incentive payments and any other compensation payments, of individual executive Directors and senior management of the Company with reference to the Board's corporate goals and objectives, responsibilities and employment conditions elsewhere within the Group and in the market. The Remuneration Committee also independently reviews and approves the compensation and related arrangements for executive Directors and senior management of the Company in respect of any loss or termination of office or appointment.

The Remuneration Committee held one meeting during the Year to review and approve the Directors' remuneration packages. Meeting attendance records of the Remuneration Committee are set out on page 70 of this annual report.

Information relating to remuneration of each Director for the Year is set out in Note 10 to the financial statements.

董事委員會 *(續)*

薪酬委員會

本公司所提供的薪酬待遇用作吸引及激勵具備足夠質素的董事及本公司高級管理人員，與此同時亦需考慮股東之利益。薪酬委員會之主要角色及職責旨在協助董事會制訂及執行公正且具透明度之程序，以制定董事及本公司高級管理人員之薪酬政策，來確保並無個別董事或其任何聯繫人可自行釐定其本身之薪酬。

薪酬委員會獲授權參照董事會訂立之企業方針與目標、職責及集團與市場內同類職位的實際情況，審閱並釐定本公司個別執行董事與高級管理人員之薪酬待遇，包括但不限於基本薪金、遞延補償、購股權及任何實物福利、退休金權利、獎金及任何其他補償金。薪酬委員會亦會獨立地審閱及批准執行董事及本公司高級管理人員因喪失或被終止職務或任命而獲得之賠償及相關安排。

於本年度內，薪酬委員會舉行一次會議以審核及批准董事之薪酬待遇。薪酬委員會之會議出席記錄載於本年報第70頁。

於本年度內，每名董事之薪酬詳情載於財務報表附註10。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES *(continued)*

Nomination Committee

The primary responsibility of the Nomination Committee, follow the Company's Nomination Policy and Diversity Policy, reviews the structure, size and composition of the Board from time to time and advises to the Board on the candidates, conditions, selection standards and procedures of the proposed appointment of Directors and senior management of the Company.

The Nomination Committee is also responsible for recommending to the Board all new appointments of Directors and senior management of the Company identified by referral or intermediary agencies. The Nomination Committee considers the past performance and qualification of the candidates for Directors and senior management of the Company, reviews general market conditions and the Bye-Laws in selecting and recommending candidates for directorship and management.

The Nomination Committee held one meeting during the Year to review and discuss the composition of the Board, assess the independence of the independent non-executive Directors and to make recommendations to the Board on the re-election of Directors. Meeting attendance records of the Nomination Committee are set out on page 70 of this annual report.

董事委員會 *(續)*

提名委員會

提名委員會之主要職責包括，根據本公司之提名政策及多元化政策，不時檢討董事會之架構、規模及組成及就擬任董事和本公司高級管理人員之人選、條件、遴選標準及程序向董事會提出建議。

提名委員會亦負責向董事會推薦透過轉介或中介機構物色之所有新委任董事及本公司高級管理人員。提名委員會考慮董事及本公司高級管理人員候任人過往表現及資格，審閱整體市場情況及公司細則，選擇及推薦董事及高級管理人員候任人。

於本年度內，提名委員會舉行了一次會議以檢討及討論董事會組成、評核獨立非執行董事之獨立性及就董事重選事宜向董事會提出推薦建議。提名委員會之會議出席記錄載於本年報第70頁。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES *(continued)*

Audit Committee

The Company has not deliberately established a risk committee and a corporate governance committee, the prominent roles and responsibilities of the Audit Committee are to assist the Board in (1) maintaining effective risk management and a system of internal control and compliance with the Company's obligations (including external financial reporting obligations) under the Listing Rules as modified from time to time and applicable laws and regulations is in place; (2) overseeing the integrity of the financial statements of the Company; and (3), on behalf of the Board, (i) selecting the Company's external auditor and approving their remuneration, (ii) assessing the independence and qualifications of the external auditors, and (iii) overseeing the performance of the Company's internal audit function.

During the Year, the Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and financial reporting matters, including the review of the audited financial statements for the year ended 31 March 2021 as well as the interim report for the six months ended 30 September 2021. During the Year, the Audit Committee also reviewed the Group's financial controls, risk management and internal control systems, discussed with the internal auditor to ensure the effectiveness of the Company's internal audit function, conducted discussions with the external auditor on financial reporting, compliance, the effectiveness of the audit process, and reported all relevant matters to the Board. In addition, the Audit Committee has met twice with the external auditor of the Company and reviewed the financial results of the Group for the year ended 31 March 2022, including the accounting principles and practices adopted by the Group.

The Audit Committee held four meetings during the Year. Meeting attendance records of the Audit Committee are set out on page 70 of this annual report.

董事委員會 *(續)*

審核委員會

本公司並無特意設立風險委員會及企業管治委員會，審核委員會之主要角色及職責為協助董事會(1) 維持風險管理及內部監控系統行之有效，並確保本公司遵守上市規則(經不時修訂)及適用法律及規例所規定之責任(包括對外公佈財務報告之責任)；(2) 監控本公司財務報表之完整性；及(3) 須代表董事會負責(i) 挑選本公司之外聘核數師並釐定其酬金；(ii) 評估外聘核數師之獨立性及資格；及(iii) 監察本公司內部審核職能之表現。

於本年度內，審核委員會已與管理層審閱本集團採納之會計原則及常規及財務報告事項，包括審閱截至二零二一年三月三十一日止年度之經審核財務報表及截至二零二一年九月三十日止六個月之中期報告。於本年度，審核委員會亦審閱本集團之財務監控、風險管理及內部監控制度、與內部核數師商討以確保本公司內部審計職能的成效、就財務申報、合規、核數程序之有效性而與外聘核數師進行討論，並向董事會匯報所有有關事宜。此外，審核委員會已與本公司之外聘核數師會晤兩次及審閱本集團截至二零二二年三月三十一日止年度之財務業績，包括本集團採納之會計原則及常規。

於本年度內，審核委員會舉行四次會議。審核委員會之會議出席記錄載於本年報第70頁內。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES *(continued)*

Corporate Governance Function

The Board delegated its responsibilities to the Audit Committee with clearly defined written terms of reference, for performing the corporate governance functions:

1. to develop and review the policies and practices of the Company on corporate governance and make recommendations to the Board;
2. to review and monitor the training and continuous professional development of the Directors and senior management of the Company;
3. to review and monitor the policies and practices of the Company on compliance with legal and regulatory;
4. to develop, review and monitor the code of conduct and compliance manual applicable to the Directors and employees of the Group; and
5. to review the compliance by the Company with the CG Code and the disclosure requirements for the CG Report.

ACCOUNTABILITY AND AUDIT

Directors' and External Auditor's Financial Reporting Responsibility

The management has timely and frequently provided a balanced and understandable assessment of the Company's performance to the Board. The Board is responsible for preparing the financial statements which give a true and fair view of the Group's state of affairs and the results together with the cash flows situation for the Year. In preparing the financial statements, the generally accepted accounting standards in Hong Kong have been adopted; appropriate accounting policies have been used and applied consistently, and reasonable and prudent judgments and estimates have been made.

董事委員會 (續)

企業管治職能

董事會將其責任授予審核委員會，並以書面明確界定職權範圍，以執行企業管治職能：

1. 制定及審閱本公司之企業管治之政策和實務，並向董事會提出推薦建議；
2. 審閱及監察董事及本公司高級管理人員之培訓及持續專業發展；
3. 審閱及監察本公司遵守法律和監管之政策和實務；
4. 制定、審閱和監察適用於董事及本集團僱員之操守準則及合規手冊；及
5. 審閱本公司遵守企管守則及企業管治報告之披露要求。

問責及審核

董事及外聘核數師之財務申報責任

管理層適時及經常就本公司之表現向董事會提供公正及易於理解之評估。董事會負責編製財務報表，並真實及公平地反映本集團於本年度之事務狀況及業績和現金流量狀況。於編製財務報表時，香港公認會計準則已予採納；適當之會計政策已予使用並貫徹應用；而合理及審慎之判斷及評估已予作出。

CORPORATE GOVERNANCE REPORT

企業管治報告

ACCOUNTABILITY AND AUDIT (continued)

Directors' and External Auditor's Financial Reporting Responsibility (continued)

Other than the discussion in respect of the financial conditions, liquidity and financial resources in the chapter of "Management Discussion and Analysis", the Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Board has continued to adopt the going concern basis in preparing the financial statements of the Group.

The Independent Auditor's Report on pages 74 to 85 of this annual report has set out the reporting responsibilities of the external auditor of the Company.

Auditor's Remuneration

The auditor's remuneration and the fee for non-audit services for the Year are as below:

Nature of services

Nature of services	服務性質
Audit services	核數服務
Non-audit services	非核數服務

問責及審核 (續)

董事及外聘核數師之財務申報責任 (續)

除「管理層討論及分析」章節所載有關財務狀況、流動資金及財務資源之討論外，董事會並不知悉任何重大不明朗事件或情況可能會導致對本公司持續經營能力產生重大疑問。因此，董事會在編製本集團之財務報表時繼續採納持續經營基準。

本年報第74至85頁之獨立核數師報告乃載有本公司之外聘核數師之申報責任。

核數師酬金

本年度之核數師酬金及非核數服務費如下：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Audit services	3,180	3,100
Non-audit services	641	867
	3,821	3,967

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for overseeing the Group's risk management and internal control systems and financial control and reviewing their effectiveness. The Group is committed to set up and maintain a sound and effective internal control system that is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational system and achievement of the Group's objectives.

The Group has adopted a three-tier risk management approach to identify, access and manage different types of risks. As the first line of defence, operational management are responsible for identifying, assessing and monitoring risk associated with each business activities or transaction. The management, as the second line of defence, defines rules sets and models, provides technical support, develops new system and oversees project management. It ensures that risks are within the acceptable range and that the first line of defence is effective. As the final line of defence, an internal control advisor assists the Audit Committee to review the first and second lines of defence.

An internal control advisor was appointed by the Company as outsourced internal audit function to assist the Group to conduct yearly review on the internal controls system according to the internal audit plan agreed by the management and Audit Committee. The internal control advisor reported the internal audit findings and recommendations to both the management of the Group and Audit Committee. The management of the Group agreed on the internal audit findings and adopted the recommendations accordingly.

Based on the risk management mechanism and internal audit review activities, the management of the Group had provided a confirmation to the Board that the Group had maintained an effective risk management mechanism and internal control systems during the year ended 31 March 2022.

風險評估及內部監控

董事會負責監管本集團之風險管理機制、內部監控制度及財務監控制度，並審視其有效性。本集團致力於建立及維持完善及有效之內部監控制度，該制度旨在提供合理但並非絕對的保證，以防出現重大誤報或損失，並管理而非消除營運制度失誤之風險，以及達致本集團目標。

本集團採用三層風險管理方法來識別、獲取及管理不同類型的風險。作為第一道防線，營運管理層負責識別、評估及監察與每項業務活動或交易相關的風險。管理層作為第二道防線，為規則集及模型定義、提供技術支援、開發新系統及監管項目管理。第二道防線確保風險在可接受範圍內，確保第一道防線有效。作為最後一道防線，內部監控顧問協助審核委員會審查第一道及第二道防線。

本公司已委聘一名內部監控顧問作為外聘內部審核職能，協助本集團按照管理層與審核委員會協定之內部審核計劃對內部監控制度進行年度審核。內部監控顧問向本集團管理層及審核委員會匯報內部審核結果及建議。本集團管理層同意內部審核結果並採納相關建議。

根據風險管理機制及內部審核評估工作，本集團管理層已經向董事會確認，本集團於截至二零二二年三月三十一日止年度一直維持有效之風險管理機制及內部監控制度。

CORPORATE GOVERNANCE REPORT

企業管治報告

INSIDE INFORMATION

Kin Yat, as a listed corporation, must, as soon as reasonably practicable after any inside information has come to its knowledge, disclose the inside information to the public, unless the information falls with any of the “Safe Harbours” as provided in SFO. Every Director must take all reasonable measures from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Company. In addition, as included in our staff handbook, a strict prohibition to all Directors and relevant employees on the unauthorised disclosure or use of confidential and inside information as well as deal in the securities of the Company when they are in possession of undisclosed inside information.

To fulfil the disclosure obligation, during the Year, the Company has disclosed inside information to the market as a whole by way of the electronic publication system operated by the Stock Exchange and other means in accordance with the Listing Rules so that all participants of the market have equal and simultaneous access to the same information.

COMPANY SECRETARY

Mr. Li Tung Wai has resigned and Mr. Hung Kam Wing, Timmy (“Mr. Hung”) has been appointed as the company secretary of the Company on 8 October 2021.

Mr. Hung joined the Group in August 2021 as the Group Financial Controller. Currently, he is a fellow member of the Institute of Chartered Accountants in English and Wales and an associate member of HKICPA.

Mr. Hung confirmed that he complied with all the required qualifications, experience and training requirements under the Listing Rules.

內幕消息

作為上市法團，建溢必須在知悉任何內幕消息後，在合理地切實可行的情況下，盡快向公眾披露該等內幕消息，除非該等消息屬於證券及期貨條例所規定的任何「安全港」。每位董事必須不時採取一切合理措施，確保存在適當的保障設施，以防止違反有關本公司的披露規定。再者，正如我們的員工手冊所載，嚴格禁止所有董事及相關員工未經授權披露或使用機密及內幕消息，以及在掌握未披露的內幕消息時買賣本公司的證券。

為履行資訊披露責任，年內，本公司已根據上市規則的規定，通過聯交所電子公告系統及其他方式向整個市場披露內幕消息，使市場所有參與者均可平等地同時獲取相同資訊。

公司秘書

於二零二一年十月八日，李東偉先生已辭任而洪錦榮先生（「洪先生」）已獲委任為本公司之公司秘書。

洪先生於二零二一年八月加入本集團，擔任集團財務總監。彼現為英格蘭及威爾斯特許會計師公會資深會員及香港會計師公會會員。

洪先生確認，彼已遵守上市規則項下一切所需的資格、經驗及培訓規定。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

Shareholders' Rights

- Rights to convene Special General Meeting*
Pursuant to the Bye-Laws, any one or more registered shareholders holding at the date of deposit of the requisition not less than 10% of the paid up capital of the Company carrying the right of voting at the general meetings of the Company shall at all times have the right, by a written requisition, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

The written requisition must state the purpose of the meeting, signed by the requisitionist(s) and be delivered to the Board or the company secretary of the Company at the Company's principal place of business at 7/F., Galaxy Factory Building, 25-27 Luk Hop Street, San Po Kong, Kowloon, Hong Kong, and such may consist of several documents in like form, each signed by one or more requisitionist(s).

If within twenty-one days of such deposit, the Board fails to proceed to convene such meeting, the requisitionists themselves or any of them represented more than one half of the total voting rights of all of them, may convene a meeting in accordance with the provisions of Section 74(3) of the Companies Act of Bermuda.

股東權利及投資者關係

股東權利

- 召開股東特別大會之權利*
根據公司細則，任何於遞交呈請日期持有本公司繳足股本(附帶權利可於本公司股東大會上投票)不少於10%之一名或多名登記之股東有權於任何時候透過書面呈請要求董事會召開股東特別大會，以處理有關呈請內所指任何業務，而有關會議須於遞交有關呈請後兩個月內予以舉行。

經呈請人簽署之書面呈請必須註明會議之目的，並遞交至本公司之主要營業地點(地址為香港九龍新蒲崗六合街25-27號嘉時工廠大廈7樓)，本公司董事會或公司秘書收，而呈請可由多份類似格式之文件組成，而各自均須經一名或多名呈請人簽署。

倘於有關遞交後二十一日內，董事會未能召開有關會議，則呈請人或擁有佔彼等全部投票權總額超過一半之其中任何人士可自行根據百慕達公司法第74(3)條之條文召開會議。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS *(continued)*

Shareholders' Rights *(continued)*

2. *Procedures for putting forward proposals at shareholders' meetings*

Any one or more registered shareholders, at the date of submission of written requisition, represents either (a) not less than 5% of the total voting rights of all shareholders; or (b) not less than one hundred shareholders, entitled to submit a written requisition for putting forward proposals at the general meeting.

The written requisition duly signed by the registered shareholders, must state the purpose of the written requisition, together with a statement of not more than one thousand words with respect to the matter referred to in the proposed resolution must be deposited at the principal place of business in Hong Kong, not less than six weeks before the general meeting in case of a requisition requiring notice of a resolution; or not less than one week in case of other requisition.

3. *Procedures for directing shareholders' enquiries to the Board*

The Board understands that in-depth communication with shareholders is an important way to understand the thinking of shareholders. Shareholders may at any time send their enquiries to the Board in writing through the company secretary of the Company whose contact details are as follows:

7/F., Galaxy Factory Building, 25-27 Luk Hop Street, San Po Kong, Kowloon, Hong Kong

Fax: (852)-2351-1867

Email: webmaster@kinyat.com.hk

股東權利及投資者關係 *(續)*

股東權利 *(續)*

2. 於股東大會上提呈建議之程序

任何一名或多名登記之股東於遞交書面呈請日期，代表相當於(a)全體股東總投票權不少於5%；或(b)不少於一百名股東，有權遞交書面呈請以於股東大會上提呈建議。

經登記之股東正式簽署之書面呈請(必須註明書面呈請之目的)，連同一份不超過一千字，內容有關建議決議案所指事宜之陳述書須送達香港主要營業地點，倘呈請要求發出決議案通知，則須於股東大會前不少於六週送達；而倘屬任何其他情況，則須於股東大會前不少於一週送達。

3. 股東向董事會提出查詢之程序

董事會深諳，與股東深入對話乃理解股東想法的重要方式。股東可隨時以書面方式透過本公司之公司秘書向董事會提出查詢，公司秘書之聯絡詳情如下：

香港九龍新蒲崗六合街25-27號
嘉時工廠大廈7樓

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CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS *(continued)*

Investor Relations

1. Shareholders' communication

The Board recognises the importance of maintaining clear, timely and effective communications with shareholders. Annual and interim reports are published to provide shareholders with comprehensive information of the Company's operational and financial performances. The Company practices timely dissemination of information and makes sure its website (www.kinyat.com.hk) contains the most current information, including annual reports, interim reports, announcements, monthly returns and press releases, and is updated in a timely manner to ensure transparency.

The Board endeavour to maintain ongoing and transparent communications with all shareholders and, in particular, use the general meeting as a platform for shareholders to state and exchange views with the Board directly and encourage their participation. The Directors are available to answer questions from shareholders throughout an annual general meeting. The external auditor is also available at an annual general meeting to address shareholders' queries in accordance with the requirements of applicable Listing Rules.

The annual general meeting for the year of 2021 of the Company (the "2021 AGM") was held on 24 August 2021 and all the members of the Board and the Chairman/Chairperson of each Board Committee together with the external auditor presented in the 2021 AGM. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders on all resolutions at general meetings must be taken by poll. The poll results in respect of the resolutions proposed at the 2021 AGM were published on the websites of the Stock Exchange and the Company on 24 August 2021.

股東權利及投資者關係 *(續)*

投資者關係

1. 與股東之溝通

董事會深明與股東保持清晰、適時和有效溝通之重要性。本公司會刊發年度及中期報告以向股東提供有關本公司經營及財務表現之全面資料。本公司之慣例為適時發佈資料及確保其網站 (www.kinyat.com.hk) 載有目前最新之資料，包括年報、中期報告、公佈、月報表及新聞稿，並適時更新以確保其透明度。

董事會致力不斷維持並鼓勵彼等參與全體股東之間具透明度之溝通，特別是透過股東大會此平台與股東溝通以表達及直接與董事會交換意見。董事將於整個股東週年大會期間回答股東之提問。外聘核數師亦會於股東週年大會上根據適用上市規則之規定解答股東疑問。

本公司二零二一年股東週年大會（「二零二一年股東週年大會」）已於二零二一年八月二十四日舉行，且董事會全體成員、各董事會委員會之主席，連同外聘核數師均出席二零二一年股東週年大會。根據上市規則第13.39(4)條，於股東大會上所有決議案必須經股東以投票方式進行表決。有關於二零二一年股東週年大會上提呈之決議案之投票結果已於二零二一年八月二十四日刊載於聯交所及本公司網站。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS *(continued)*

Investor Relations *(continued)*

- Shareholders' communication (continued)*

The annual general meeting for the year of 2022 of the Company (the "2022 AGM") will be held on Friday, 19 August 2022, for details of the information on the 2022 AGM, please refer to this annual report and its accompanying Explanatory Statement. The Board continues to maintain regular dialogue with financial analysts and institutional investors as appropriate to keep them informed the Group's strategies, operations, management and plans. In order to strengthen the bi-directional communications between the Company, shareholders and investors, an email contact (webmaster@kinyat.com.hk) responded by senior management of the Company are available to shareholders and investors.
- Sufficient and timely information*

The Board recognises the significance of providing information to shareholders to enable each shareholder to make an informed assessment for the purposes of voting on each of the matters put before shareholders at the general meeting. Copies of the annual report, financial statements and related documents are despatched to shareholders in accordance with the statutory requirements.
- Significant constitutional documents*

There was no change in the Company's constitutional document for the Year.

股東權利及投資者關係 *(續)*

投資者關係 *(續)*

- 與股東之溝通 *(續)**

本公司二零二二年股東週年大會（「二零二二年股東週年大會」）將於二零二二年八月十九日（星期五）舉行，有關二零二二年股東週年大會之詳細資料，請參閱本年報及其隨附之說明函件。董事會會繼續維持與金融分析師及機構投資者（如適用）定期進行對話，以使彼等了解本集團之策略、營運、管理及計劃。為加強本公司與股東及投資者之間的雙向溝通，股東及投資者可透過電郵（webmaster@kinyat.com.hk）與我們聯絡，並會由本公司高級管理人員作出回覆。
- 充裕及適時之信息*

董事會認同向股東提供信息之重要性，以令各股東就於股東大會上提出之各項事宜之投票作出知情評估。年報、財務報表及相關文件均按法定規定寄發予股東。
- 主要憲章文件*

於本年度內，本公司憲章文件並無變動。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS *(continued)*

Investor Relations *(continued)*

4. Dividend Policy

Our goal is to share the fruit of our effort and provide a stable and sustainable return to our shareholders. The Company has adopted a Dividend Policy (the "Dividend Policy") which is a guideline on the distribution of dividends to shareholders of the Company.

In considering the payment of dividends, there shall be a balance between maintaining sufficient capital for expanding the Group's business as well as rewarding the shareholders of the Company. The Board shall also take into account, among other things, when considering the declaration and payments of dividends:

- the actual and expected financial performance of the Group;
- the capital and debt level of the Group;
- the general market conditions;
- any working capital and capital expenditure requirement;
- any future development plans of the Group;
- retained earnings and distributable reserves of the Company and each of the members of the Group;
- the liquidity position of the Group;
- any restrictions on dividend payouts imposed by any of the Group's lenders;
- the statutory and regulatory restrictions which the Group is subject to from time to time; and
- any other relevant factors that the Board may deem appropriate.

股東權利及投資者關係 *(續)*

投資者關係 *(續)*

4. 股息政策

分享我們努力的成果，為股東提供穩定和可持續的回報乃我們的目標。本公司已採納股息政策（「股息政策」）作為分派股息予本公司股東之指引。

考慮派付股息時，應在維持充足資金供本集團拓展業務以及回報本公司股東之間取得平衡。董事會考慮宣派及派付股息時亦須考慮（其中包括）以下事項：

- 本集團之實際及預期財務表現；
- 本集團之資金及債務水平；
- 一般市場狀況；
- 任何營運資金及資本開支需求；
- 本集團之未來發展計劃；
- 本公司以及本集團各成員公司之保留盈利及可分派儲備；
- 本集團之流動資金狀況；
- 本集團貸款人施加之分派股息限制；
- 本集團不時須遵守之法定及監管限制；及
- 董事會可能認為合適之任何其他相關因素。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS *(continued)*

Investor Relations *(continued)*

4. Dividend Policy *(continued)*

Under our Dividend Policy, the recommendation of the payment of any dividend is subject to the absolute discretion of the Board as well as any restrictions under the law's requirements of Bermuda and Hong Kong, the Listing Rules and the Bye-Laws of the Company. The declaration of final dividend will be subject to the approval of the shareholders.

The Dividend Policy shall in no way constitute a legally binding commitment by the Company in respect of its future dividend. In addition, any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Bye-Laws of the Company.

DISCLOSURE OF INFORMATION OF DIRECTORS UNDER RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, the change in information of the Directors subsequent to the date of the 2021/2022 interim report of the Company is set out below:

Mr. Cheng Kwok Kin, Paul, the independent non-executive Director has retired as an independent non-executive director, after the conclusion of the annual general meeting of Xinyi Solar Holdings Limited (stock code 0968) held on 2 June 2022.

Other than disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

股東權利及投資者關係 *(續)*

投資者關係 *(續)*

4. 股息政策 *(續)*

根據我們的股息政策，董事會擁有絕對酌情權來建議派付任何股息，並須遵守百慕達及香港法例規定、上市規則及本公司之公司細則中任何限制。宣派末期股息須由股東批准。

股息政策概不構成本公司就其未來將派付股息作出法律約束力之承諾。此外，任何未領取之股息應被沒收及應根據本公司之公司細則歸屬本公司。

根據上市規則第13.51B(1)條披露董事資料

根據上市規則第13.51B(1)條，自本公司二零二一／二零二二年中期報告日期後之董事資料變動如下：

獨立非執行董事鄭國乾先生於二零二二年六月二日舉行的信義光能控股有限公司（股份代號：0968）股東週年大會完結後退任其獨立非執行董事。

除上文所披露者外，並無其他資料須根據上市規則第13.51B(1)條作出披露。

CORPORATE GOVERNANCE REPORT

企業管治報告

THE ATTENDANCE RECORD OF EACH MEMBER OF THE BOARD IN 2021/2022

The number of Annual General Meeting, Board and its Committees meetings attended by each Director for the Year.

二零二一／二零二二年董事會各成員出席會議記錄

於本年度內，每位董事所出席之股東週年大會、董事會及董事委員會會議次數。

		Annual General Meeting 股東週年大會	Full Board 全體董事會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Audit Committee 審核委員會
Executive Directors	執行董事					
Mr. Cheng Chor Kit	鄭楚傑先生	1/1	4/4	1/1	1/1	N/A 不適用
Mr. Liu Tat Luen	廖達鸞先生	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Cheng Tsz To	鄭子濤先生	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Cheng Tsz Hang	鄭子衡先生	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Lee Kim Wa, Winston	李劍華先生	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Non-executive Director	非執行董事					
Dr. Fung Wah Cheong, Vincent	馮華昌博士	1/1	4/4	1/1	1/1	N/A 不適用
Independent non-executive Directors	獨立非執行董事					
Mr. Wong Chi Wai	黃弛維先生	1/1	4/4	1/1	1/1	4/4
Dr. Sun Kwai Yu, Vivian	孫季如博士	1/1	4/4	1/1	1/1	4/4
Mr. Cheng Kwok Kin, Paul	鄭國乾先生	1/1	4/4	1/1	1/1	4/4
Mr. Cheung Wang Ip	張宏業先生	1/1	3/4	1/1	1/1	4/4

OTHER CORPORATE INFORMATION

其他公司資料

DISCLOSURES PURSUANT TO RULE 13.21 OF THE LISTING RULES

Banking facilities with covenants in relation to specific performance of the controlling shareholder (as defined under the Listing Rules) of the Company:

In April 2015 and November 2017, the Company as borrower, entered into a renewed and a new term loan facility agreement of HK\$100,000,000 each with a bank (“Bank A”) as lender for a term of 60 months of each term loan facility respectively. All term loans made under the foregoing two facilities were either repaid or substituted or renewed by the ensuing banking facilities offered by Bank A.

In May 2020, the Company as a borrower executed a banking facility agreement relating to two term loan facilities in the aggregate amount of HK\$65,000,000 offered by Bank A (the “Facility 05/2020”). Under the foregoing agreement, the term loan amounting to HK\$15,000,000 is repayable in 24 months commencing 19 April 2021 whilst another term loan of HK\$50,000,000 is repayable in 30 months commencing 18 May 2021.

In November 2021, the Company as borrower entered into a banking facility agreement relating to a term loan in the amount of HK\$70,000,000 offered by Bank A. The term loan facility will be repayable in 36 months after the date of loan drawdown and is to replace, substitute and refinance the outstanding loan balances drawn under the Facility 05/2020.

In January 2019, the Company as borrower entered into a renewed term loan facility agreement with a bank (“Bank B”) (the “Facility 01/2019A”) which was to substitute the two term loan agreements the Company entered into with Bank B in July 2015 and November 2017. Pursuant to the Facility 01/2019A, the renewed term loans are for a period of 36 months and including term loans of HK\$45,000,000 to finance the capital expenditure of the Company and of HK\$217,500,000 to refinance the outstanding balance of the loans previously granted.

根據上市規則第13.21條作出之披露

附帶向本公司控股股東(定義見上市規則)施加須特定履行責任之銀行融資：

於二零一五年四月及二零一七年十一月，本公司(作為借款人)與一間銀行(「銀行甲」，作為貸款人)訂立一份重續及一份新定期貸款融資協議，每項定期貸款融資的貸款額均為100,000,000港元，分別為期60個月。根據上述兩項融資授出的定期貸款已償還或由銀行甲提供的緊接一筆銀行融資所取代或重續。

於二零二零年五月，本公司(作為借款人)簽立一項由銀行甲所提供有關兩筆總額65,000,000港元的定期貸款融資的銀行融資協議(「05/2020融資」)。根據上述協議，為數15,000,000港元的定期貸款將於二零二一年四月十九日起計24個月內償還，而另一筆50,000,000港元的定期貸款將於二零二一年五月十八日起計30個月內償還。

於二零二一年十一月，本公司(作為借款人)訂立一項由銀行甲所提供有關一筆70,000,000港元的定期貸款的銀行融資協議。定期貸款融資將於貸款提取日期起計36個月內償還，以取代、替代及再融資根據05/2020融資已提取而未償還貸款餘額。

於二零一九年一月，本公司(作為借款人)與一間銀行(「銀行乙」)訂立重續定期貸款融資協議(「01/2019A融資」)，來替代本公司與銀行乙於二零一五年七月及二零一七年十一月訂立的兩項定期貸款協議。根據01/2019A融資，重續定期貸款為期36個月，當中包括45,000,000港元用於撥付本公司的資本支出，以及217,500,000港元用於就過往所授出貸款的尚未償還餘款再融資。

OTHER CORPORATE INFORMATION

其他公司資料

DISCLOSURES PURSUANT TO RULE 13.21 OF THE LISTING RULES ON THE STOCK EXCHANGE *(continued)*

In January 2019, an indirect wholly-owned subsidiary of the Company (“Subsidiary A”) as borrower, entered into a term loan facility agreement of HK\$55,000,000 with Bank B for a term of 36 months from the date of drawdown (the “Facility 01/2019B”).

In February 2020, the Company as borrower entered into a term loan agreement with Bank B with the purpose to substitute the term loan facilities under the Facility 01/2019A entered in January 2019. Pursuant to the foregoing facility agreement, term loans in the aggregate amount of HK\$239,950,000 with a term of 36 months from the date of drawdown were granted, encompassing term loans in the aggregate amount of HK\$179,950,000 designated to finance the Group’s capital expenditure; and of HK\$60,000,000 to partially refinance the Company’s existing indebtedness (the “Facility 02/2020”).

In September 2021, the Company and Subsidiary A, as borrowers, were each offered by Bank B a new term loan facility. The 2 new term loan facilities agreements carrying the terms of 36 months from the dates of loan drawdowns were executed in October 2021. The new term loan facility in aggregate facility limits of up to HK\$175,566,000 offered to the Company encompassed term loans in a tally of HK\$115,566,000 to refinance the outstanding term loans indebted to Bank B drawn under the Facility 02/2020 and a new term loan of HK\$60,000,000 to refinance CAPEX investment. Subsidiary A was offered the new term loan facility in the amount of up to HK\$33,000,000 to replace, substitute and refinance the outstanding term loans drawn under the Facility 01/2019B.

The foregoing Facility 01/2019B and Facility 02/2020 became lapsed after the execution of the 2 new term loan facility agreements made available to the Company and Subsidiary A in October 2021.

根據聯交所上市規則第13.21條之披露 (續)

於二零一九年一月，本公司一間間接全資附屬公司（「附屬公司甲」）（作為借款人）與銀行乙訂立55,000,000港元的定期貸款融資協議，由提取日期起計為期36個月（「01/2019B融資」）。

於二零二零年二月，本公司（作為借款人）與銀行乙訂立一項定期貸款協議，旨在替代於二零一九年一月簽立的01/2019A融資項下的定期貸款融資。根據上述融資協議，本公司獲授總額239,950,000港元的定期貸款，由提取日期起計為期36個月，其中包括總額179,950,000港元的定期貸款用於撥付本集團的資本支出，以及60,000,000港元用於再融資本公司部份的現有未償還定期貸款（「02/2020融資」）。

於二零二一年九月，銀行乙分別向本公司及附屬公司甲（作為借款人）提供新定期貸款融資。該兩項新定期貸款融資協議的期限為貸款提取日期起計36個月，於二零二一年十月簽立。向本公司提供的新定期貸款融資的總融資額度最高為175,566,000港元，其中包括115,566,000港元的定期貸款，用於為根據02/2020融資向銀行乙提取的未償還定期貸款進行再融資，以及60,000,000港元的新定期貸款，用於為資本開支投資項目進行再融資。向附屬公司甲提供的新定期貸款的金額最高為33,000,000港元，以取代、替代及再融資根據01/2019B融資所提取的未償還定期貸款。

上述01/2019B融資及02/2020融資隨着本公司及附屬公司甲於二零二一年十月簽立兩項新定期貸款融資協議後已失效。

OTHER CORPORATE INFORMATION

其他公司資料

DISCLOSURES PURSUANT TO RULE 13.21 OF THE LISTING RULES ON THE STOCK EXCHANGE *(continued)*

In May 2018, an indirect wholly-owned subsidiary of the Company (“Subsidiary B”) as borrower, entered into a new term loan and trade-line facility agreement of total HK\$50,000,000 with a bank (“Bank C”) (the “Facility 05/2018”). The purpose of the term loan facility is used for financing capital expenditure with a term of 35 months from the loan drawdowns. The outstanding loan balance in the amount of HK\$32,000,000 under the aforesaid term loan facility, with its maturity of repayment further extended to June 2022 pursuant to a supplement facility letter offered by Bank C in March 2020.

Subsequent to the year end at 31 March 2022, Bank C offered Subsidiary B as a borrower, new General Banking Facilities in April 2022, which are to replace and substitute the Facility 05/2018, comprising a new term loan designated for profits tax payment with a term of 24 months from the date of drawdown and the outstanding loan balance under the Facility 05/2018 with the final repayment due in June 2022 in a tally of approximately HK\$33,700,000 and a trade-line up to an aggregate maximum limit of HK\$62,000,000. The new facility agreement was entered into in May 2022. The Facility 05/2018 became lapsed in tandem.

In addition to general terms and conditions, each of the above facility agreements imposes, inter alia, a condition that Mr. Cheng Chor Kit (“Mr. Cheng”), the executive Director and the controlling shareholder of the Company (as defined under the Listing Rules), and his direct family member(s) collectively shall beneficially or directly or indirectly maintain a shareholding of not less than 50% of the issued share capital of the Company. Mr. Cheng shall continue to be chairman of the Board under the facility agreement entered into with Bank C. These conditions are collectively constituted as the specific performance of the controlling shareholder of the Company (the “Specific Performance Obligations”). A breach of the Specific Performance Obligations will constitute an event of default under the relevant facility letter. Upon the occurrence of such event, each of the loan shall become immediately due and repayable on demand.

根據聯交所上市規則第13.21條之披露 (續)

於二零一八年五月，本公司之間接全資附屬公司（「附屬公司乙」）（作為借款人）與一間銀行（「銀行丙」）訂立新定期貸款及貿易融資協議，金額合共為50,000,000港元（「05/2018融資」）。定期貸款將用於撥付資本支出，由提取貸款起計為期35個月。根據銀行丙於二零二零年三月授予的補充貸款函件，上述定期貸款融資的未償還貸款餘額為32,000,000港元，還款期已進一步延至二零二二年六月。

於二零二二年三月三十一日年度結束後，銀行丙於二零二二年四月向作為借款人的附屬公司乙提供新造一般銀行信貸，以取代及替代05/2018融資，包括一筆指定用於支付利得稅的新定期貸款（還款期為提款日期起計24個月），以及指定用於償還05/2018融資項下未償還貸款餘額（最後還款期為二零二二年六月），合計約為33,700,000港元，以及最高限額為62,000,000港元的貿易融資。新融資協議已於二零二二年五月訂立。05/2018融資已於同時失效。

除一般條款及條件外，上述融資協議各自施加（其中包括）一項條件，即本公司執行董事兼控股股東（定義見上市規則）鄭楚傑先生（「鄭先生」）及彼之直系家庭成員須共同實益或直接或間接維持不少於本公司已發行股本之50%股權。根據與銀行丙訂立的融資協議，鄭先生須繼續擔任本公司董事會主席。該等條件共同構成本公司控股股東須特定履行的責任（「特定履行責任」）。若違反特定履行責任將構成相關融資函件項下之違約事件。於發生有關事件後，貸款各自即時到期並須按要求償還。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



To the Shareholders of Kin Yat Holdings Limited
(incorporated in Bermuda with limited liability)

OPINION

What we have audited

The consolidated financial statements of Kin Yat Holdings Limited (the "Company") and its subsidiaries (the "Group"), which are set out on pages 86 to 227, comprise:

- the consolidated statement of financial position as at 31 March 2022;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

羅兵咸永道

致建溢集團有限公司股東
(於百慕達註冊成立之有限公司)

意見

我們已審計的內容

建溢集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第86至227頁的綜合財務報表，包括：

- 於二零二二年三月三十一日的綜合財務狀況表；
- 截至該日止年度的綜合收益表；
- 截至該日止年度的綜合全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策及其他解釋資料。

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於二零二二年三月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters identified in our audit are summarised as follows:

- Fair value estimation of freehold land and buildings and investment properties
- Provision for inventories
- Expected credit loss allowance for accounts receivable

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

我們在審計中識別的關鍵審計事項概述如下：

- 永久業權土地及樓宇以及投資物業的公平值估計
- 存貨撥備
- 應收賬款的預期信貸虧損撥備

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項 (續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
Fair value estimation of freehold land and buildings and investment properties 永久業權土地及樓宇以及投資物業的公平值估計	
<p>Refer to notes 4.1(a), 15 and 16 to the consolidated financial statements. 請參閱綜合財務報表附註4.1(a)、15及16。</p> <p>As at 31 March 2022, the Group had freehold land and buildings of HK\$358,873,000 included in property, plant and equipment, and investment properties of HK\$65,280,000. The revaluation deficit and fair value loss recognised during the year amounted to HK\$23,859,000 and HK\$2,601,000, respectively. 於二零二二年三月三十一日，貴集團持有永久業權土地及樓宇358,873,000港元（包括於物業、廠房及設備）及投資物業65,280,000港元，年內分別確認重估虧絀及公平值虧損23,859,000港元及2,601,000港元。</p> <p>Management engaged external valuers to determine the year-end fair value of the freehold land and buildings, and investment properties based on market comparable method or direct replacement cost method. The valuations are dependent on certain key assumptions that require significant management judgement, including estimated useful life, unit rates and replacement cost. 管理層委聘外部估值師根據市場比較法或直接重置成本法釐定永久業權土地及樓宇以及投資物業於年末的公平值。估值取決於需要重大管理層判斷的若干關鍵假設，包括估計可使用年期、單價和重置成本。</p> <p>We focused on this area due to the significance of the balance and significant management judgement and estimates involved in the fair value estimation of freehold land and buildings and investment properties. 我們專注於此範疇乃由於結餘重大及永久業權土地及樓宇以及投資物業的公平值估計涉及重大管理層判斷和估計。</p>	<p>Our key procedures in relation to management's valuation of freehold land and buildings and investment properties included: 我們就管理層對永久業權土地及樓宇以及投資物業的估值執行的主要程序包括：</p> <ul style="list-style-type: none"> • Understood and validated management's internal controls and assessment processes of estimating fair value of freehold land and buildings and investment properties; 瞭解及核實管理層估計永久業權土地及樓宇以及投資物業的公平值的內部控制及評估程序； • Assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors involved in the fair value estimation such as subjectivity; 評估重大錯誤陳述的內在風險，當中考慮估算的不確定程度及公平值估算中涉及的其他內在風險因素的水平，例如主觀性； • Evaluated the external property valuers' competence, capabilities and objectivity; 評估外聘物業估值師的資歷、能力和客觀性； • Involved our in-house valuation expert to assess the methodologies used in valuation by referencing to market practices and the appropriateness of the key assumptions, such as estimated useful life, unit rates and replacement costs by referencing to market data; and 連同本所內部的估值專家參考市場慣例以評估估值所採用的方法，及參考市場數據評估關鍵假設（例如估計可使用年期、單價及重置成本）的恰當性；及 • Assessed the appropriateness of the disclosures in the financial statements. 評估財務報表披露事項的恰當性。 <p>Based on the procedures performed, we considered management's judgements and estimates applied on the fair value estimation of freehold land and buildings and investment properties were supported by available evidence. 根據所進行的程序，我們認為管理層對永久業權土地及樓宇以及投資物業的公平值估計應用的判斷及估計獲得憑證的支持。</p>

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項 (續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<p>Provision for inventories 存貨撥備</p> <p>Refer to notes 4.1(b) and 22 to the consolidated financial statements. 請參閱綜合財務報表附註4.1(b)及22。</p> <p>At 31 March 2022, the Group held gross inventories of HK\$317,918,000 and the provision for obsolete or slow moving inventories was HK\$31,032,000. Inventories are stated at the lower of cost and net realisable value in the consolidated financial statements. Management assesses the provision for obsolete or slow moving inventories at each period end based on their consideration of obsolescence and the net realisable value of inventories. The determination of estimated selling price less cost to sell requires the use of significant judgement and estimates, including consideration of condition of products, latest selling price, expectation of future sales orders, market trends and customer demands. 於二零二二年三月三十一日，貴集團持有的總存貨為317,918,000港元，陳舊或滯銷存貨撥備為31,032,000港元。存貨按成本及可變現淨值兩者的較低者於綜合財務報表列賬。管理層基於對存貨陳舊程度及其可變現淨值的考慮，於各期期末對陳舊或滯銷存貨的撥備進行評估。確定預計售價減銷售成本需要使用重大判斷和估計，包括對產品狀況、最近期售價、未來銷售訂單的預期、市場趨勢及客戶需求的考慮。</p> <p>We focused on this area due to the significance of the balance and, significant management judgement and estimates involved in determining the provision for obsolete or slow moving inventories. 我們專注於此範疇乃由於結餘重大及確定陳舊或滯銷存貨撥備時涉及重大管理層判斷和估計。</p>	<p>Our key procedures in relation to management's assessment of the provision for obsolete or slow moving inventories included: 我們就管理層對陳舊或滯銷存貨撥備所作評估執行的關鍵程序包括：</p> <ul style="list-style-type: none"> • Understood and validated key control procedures over the aging schedule and the estimation of inventory provision; 瞭解並核實對賬齡時間表和存貨撥備估計的關鍵控制程序； • Assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors involved in the estimation of inventory provision such as subjectivity; 評估重大錯誤陳述的內在風險，當中考慮估算的不確定程度及存貨撥備估算中涉及的其他內在風險因素的水平，例如主觀性； • Attended the inventory count to observe the inventory condition; 參與存貨盤點以觀察存貨狀況； • Tested, on a sample basis, the accuracy of the aging profile of individual inventory items by checking to the supporting documents such as goods receipt notes; 採用抽樣方式檢查證明文據（例如收貨單據）來測試個別存貨項目賬齡的準確性； • Tested, on a sample basis, the net realisable value of selected inventory items, by comparing the carrying amount of the inventory items against their selling price subsequent to the year end; 採用抽樣方式比較所選存貨的賬面值與其於年末後的售價，對所選存貨的可變現淨值進行測試；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS *(continued)*

關鍵審計事項 (續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
Provision for inventories 存貨撥備	<ul style="list-style-type: none"> • Tested, on a sample basis, the usage of inventories subsequent to the year end; and 採用抽樣方式測試於年結後的存貨使用；及 • Assessed the reasonableness of inventory provision by comparing against historical sales or usage pattern and sales subsequent to the year end. 通過將歷史銷售或使用模式與年結後的銷售進行比較，評估存貨撥備的合理性。 <p>Based on the procedures performed, we considered management's judgements and estimates applied on the provision for inventories were supported by available evidence. 根據所進行的程序，我們認為管理層對存貨撥備應用的判斷及估計獲得憑證的支持。</p>

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項 (續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
Expected credit loss allowance for accounts receivable 應收賬款的預期信貸虧損撥備	
<p>Refer to notes 4.1(c) and 23 to the consolidated financial statements. 請參閱綜合財務報表附註4.1(c)及23。</p> <p>At 31 March 2022, the Group had gross accounts receivable of HK\$304,317,000 and expected credit loss allowance for accounts receivable amounted to HK\$14,998,000. 於二零二二年三月三十一日，貴集團的應收賬款總額為304,317,000港元，而應收賬款的預期信貸虧損撥備為14,998,000港元。</p> <p>Loss allowance for accounts receivable was provided based on the simplified approach of the expected credit loss model prescribed under HKFRS 9. 應收賬款的虧損撥備乃根據香港財務報告準則第9號規定的預期信貸虧損模式的簡化方式計提。</p> <p>Management applied judgement in assessing the expected credit losses. Accounts receivable relating to customers which are affiliated companies of listed entities with satisfactory credit history or do not have continuing business with the Group are assessed individually for provision for impairment allowance. Expected credit losses are also estimated by grouping the remaining receivables based on their shared credit risk characteristics and the days past due, and collectively assessed for likelihood of recovery, taking into account the nature of the customer and its aging category, and applying expected credit loss rates to the respective gross carrying amounts of the receivables. 管理層評估預期信貸虧損時已行使判斷。具良好信貸記錄之上市實體的關聯公司客戶或與貴集團並無持續業務往來之客戶的相關應收賬款乃單獨評估以計提減值撥備。預期信貸虧損亦通過依據共同信貸風險特徵及逾期天數對其餘應收賬款進行分組，並集體評估收回的可能性，同時考慮到客戶的性質及賬齡組別，並對該等應收賬款各自的賬面總值應用預期信貸虧損率進行估計。</p>	<p>Our key procedures in relation to management's assessment of the expected credit loss allowance for accounts receivable included: 我們就管理層評估應收賬款的預期信貸虧損撥備所執行的程序包括：</p> <ul style="list-style-type: none"> Understood and validated key controls and assessment processes of estimating expected credit loss allowance for accounts receivable; 瞭解及核實估算應收賬款的預期信貸虧損撥備的主要控制及評估程序； Assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors involved in the loss allowance estimation such as subjectivity; 評估重大錯誤陳述的內在風險，當中考慮估算的不確定程度及虧損撥備估算中涉及的其他內在風險因素的水平，例如主觀性； For expected credit losses of accounts receivable assessed individually, assessed the methodology, with the assistance of our in-house valuation expert, performed market research of the default rate of the debtors and rate of recoveries, factored in forward-looking adjustment and compared the outcome with the expected credit loss rates applied by management; 就單獨評估的應收賬款的預期信貸虧損而言，已評估方法、於內部估值專家協助下，對債務人的違約率及回收率進行市場調查，當中考慮前瞻性調整，並將結果與管理層應用的預期信貸虧損率進行比較；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項 (續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
Expected credit loss allowance for accounts receivable 應收賬款的預期信貸虧損撥備	
<p>The expected credit loss rates are determined based on historical credit losses experienced and are adjusted to reflect current and forward-looking information such as macroeconomic factors affecting the ability of the customers to settle the receivables.</p> <p>預期信貸虧損率乃根據過往發生的信貸虧損而釐定，並進行調整以反映當前及前瞻性資料，例如影響客戶結算應收賬款能力的宏觀經濟因素。</p> <p>We focused on the expected credit loss allowance for accounts receivable due to the magnitude of gross accounts receivable balance at the year end date and the estimation of relevant expected credit loss involves significant judgement and subjective assumptions.</p> <p>我們專注於應收賬款的預期信貸虧損撥備乃由於應收賬款於結算日的結餘總額重大，以及相關的預期信貸虧損的估算涉及重大判斷及主觀假設。</p>	<ul style="list-style-type: none"> For expected credit losses of accounts receivable assessed collectively, assessed the methodology, evaluated the appropriateness of the management's grouping, tested the mathematical accuracy of the approach adopted, then, with the assistance of our in-house valuation expert, evaluated the appropriateness of forward-looking adjustment; 就集體評估的應收賬款的預期信貸虧損而言，已評估方法、評估管理層進行分組的適當性，測試所採用方法的算術準確性，其後於內部估值專家協助下，評估前瞻性調整的適當性； Tested, on a sample basis, the accounts receivable aging profiles adopted in the collective assessment by checking to supporting documents such as invoices; and 透過檢查證明文據（例如發票），抽樣測試集體評估中採用的應收賬款的賬齡概況；及 Tested, on a sample basis, settlements of accounts receivable during the year by checking to supporting documents such as bank receipts to evaluate the reasonableness of prior year's expected credit loss allowance. 抽樣測試本年度應收賬款的結算情況，當中透過檢查證明文據（例如銀行收據），以評估上一年度的預期信貸虧損撥備的合理性。 <p>Based on the procedures performed, we considered management's judgements and estimates applied on the expected credit loss allowance for accounts receivable were supported by available evidence. 根據所進行的程序，我們認為管理層對應收賬款的預期信貸虧損撥備應用的判斷及估計獲得憑證的支持。</p>

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in 2022 Annual Report (but does not include the consolidated financial statements and our auditor's report thereon), which are obtained prior to the date of this auditor's report, and 2022 Environmental, Social and Governance Report, which is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read 2022 Environmental, Social and Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Audit Committee and take appropriate action considering our legal rights and obligations.

其他信息

貴公司董事須對其他信息負責。其他信息包括我們於本核數師報告日期前取得的二零二二年年報(但不包括綜合財務報表及我們的核數師報告)以及我們預期於該日期後取得的二零二二年環境、社會及管治報告內的所有信息。

我們對綜合財務報表的意見並不涵蓋其他信息，我們並無亦不會對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀上文所述的其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們對於本核數師報告日期前取得的其他信息已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

當我們審閱二零二二年環境、社會及管治報告時，倘我們認為該報告存在重大錯誤陳述，我們須告知審核委員會有關事宜，以及經考慮我們的法律權利及責任後採取適當行動。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的代替方案。

審核委員會須負責監督 貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照百慕達一九八一年《公司法》第90條向 閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

As part of an audit in accordance with HKSAAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

核數師就審計綜合財務報表承擔的責任 (續)

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

核數師就審計綜合財務報表承擔的責任(續)

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，用以消除對獨立性產生威脅的行動或採取的防範措施。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Ms. Chung Kit Yi, Kitty.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 29 June 2022

核數師就審計綜合財務報表承擔的責任 *(續)*

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是鍾潔儀女士。

羅兵咸永道會計師事務所
執業會計師

香港，二零二二年六月二十九日

CONSOLIDATED INCOME STATEMENT

綜合收益表

For the year ended 31 March 2022

截至二零二二年三月三十一日止年度

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue	收益	5	2,316,315	2,693,865
Cost of sales	銷售成本	8	(2,070,783)	(2,374,220)
Gross profit	毛利		245,532	319,645
Other income and gains, net	其他收入及收益，淨額	6	67,030	94,044
Selling and distribution expenses	銷售及分銷開支	8	(64,916)	(59,611)
Administrative expenses	行政開支	8	(162,847)	(184,140)
Impairment losses on financial assets	金融資產之減值虧損		(1,786)	(20,046)
Finance costs, net	財務費用，淨額	7	(8,606)	(9,806)
Share of losses of an associate	應佔一間聯營公司之虧損	21	-	(31)
Profit before income tax	除所得稅前溢利		74,407	140,055
Income tax expense	所得稅開支	11	(17,549)	(35,914)
Profit for the year from continuing operations	持續經營業務之年內溢利		56,858	104,141
Discontinued operation	已終止經營業務			
Loss for the year from discontinued operation	已終止經營業務之年內虧損		-	(702)
Profit for the year	年內溢利		56,858	103,439
Profit/(loss) attributable to:	以下各項應佔			
	溢利／(虧損)：			
Equity holders of the Company	本公司權益持有人		56,858	103,626
Non-controlling interests	非控股權益		-	(187)
			56,858	103,439
Profit/(loss) attributable to the equity holders of the Company arisen from:	本公司權益持有人應佔溢利／(虧損)產生自：			
Continuing operations	持續經營業務		56,858	104,328
Discontinued operation	已終止經營業務		-	(702)
			56,858	103,626

The above consolidated income statement should be read in conjunction with the accompanying notes.

上述綜合收益表應連同隨附附註一併閱讀。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 March 2022
截至二零二二年三月三十一日止年度

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
	Note 附註		
Profit for the year	年內溢利	56,858	103,439
Other comprehensive income arisen from continuing operations:	來自持續經營業務之其他全面收益：		
<i>Items that may be reclassified to the income statement:</i>	<i>可重新分類至收益表之項目：</i>		
Exchange translation reserve on translation of foreign operations	換算海外業務產生之匯兌儲備	51,929	129,925
Release of exchange translation reserve upon disposal of subsidiaries	於出售附屬公司時解除匯兌儲備	-	340
		51,929	130,265
<i>Other comprehensive (loss)/income not to be reclassified to the income statement in subsequent periods:</i>	<i>於其後期間不會重新分類至收益表之其他全面(虧損)/收益：</i>		
(Deficit)/surplus on revaluation of land and buildings	土地及樓宇重估(虧拙)/盈餘	(23,859)	52,776
Deferred tax credited/(debited) to asset revaluation reserve	於資產重估儲備計入/(扣除)之遞延稅項	5,486	(10,519)
	29	(18,373)	42,257
Other comprehensive loss arisen from discontinued operation:	來自自己終止經營業務之其他全面虧損：		
<i>Item that may be reclassified to the income statement:</i>	<i>可重新分類至收益表之項目：</i>		
Exchange translation reserve on translation of foreign operations	換算海外業務產生之匯兌儲備	-	(60)
Other comprehensive income for the year, net of tax	年內其他全面收益，扣除稅項	33,556	172,462
Total comprehensive income for the year	年內全面收益總額	90,414	275,901

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 March 2022

截至二零二二年三月三十一日止年度

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Equity holders of the Company	本公司權益持有人		90,414	275,866
Non-controlling interests	非控股權益		-	35
			90,414	275,901
Total comprehensive income/(loss) for the year attributable to equity holders of the Company arisen from:	本公司權益持有人應佔年內全面收益／(虧損)總額產生自：			
Continuing operations	持續經營業務		90,414	276,628
Discontinued operation	已終止經營業務		-	(762)
			90,414	275,866
Earnings/(losses) per share attributable to equity holders of the Company	本公司權益持有人應佔每股盈利／(虧損)			
Basic	基本			
Continuing operations	持續經營業務		HK12.95 cents 港仙	HK23.77 cents 港仙
Discontinued operation	已終止經營業務		N/A 不適用	HK(0.16) cents 港仙
Total – included discontinued operation	總計 – 包括已終止經營業務	13	HK12.95 cents 港仙	HK23.61 cents 港仙
Diluted	攤薄			
Continuing operations	持續經營業務		HK12.95 cents 港仙	HK23.77 cents 港仙
Discontinued operation	已終止經營業務		N/A 不適用	HK(0.16) cents 港仙
Total – included discontinued operation	總計 – 包括已終止經營業務	13	HK12.95 cents 港仙	HK23.61 cents 港仙

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

上述綜合全面收益表應連同隨附附註一併閱讀。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2022

於二零二二年三月三十一日

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		Notes 附註		
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	983,239	1,070,374
Investment properties	投資物業	16	65,280	66,028
Right-of-use assets	使用權資產	17	34,652	26,334
Properties under development	發展中物業	19	42,217	41,043
Intangible assets	無形資產	18	10,857	7,873
Financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產	25	12,684	12,283
Prepayments and deposits	預付款項及按金	24	85,843	104,494
Deferred tax assets	遞延稅項資產	29	5,745	8,202
Total non-current assets	非流動資產總值		1,240,517	1,336,631
Current assets	流動資產			
Properties under development	發展中物業	19	411,898	316,787
Completed properties held for sale	持作出售之竣工物業	20	143,954	143,905
Inventories	存貨	22	286,886	361,901
Accounts and bills receivable	應收賬款及票據	23	289,319	368,089
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	24	236,397	245,568
Financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產	25	14,508	11,715
Tax recoverable	可收回稅項		11,339	4,099
Pledged deposits	已抵押存款	26	12,326	17,975
Time deposits	定期存款	26	13,355	13,607
Restricted bank deposits	受限制銀行存款	26	650	538
Cash and cash equivalents	現金及現金等同物	26	256,934	390,018
Total current assets	流動資產總值		1,677,566	1,874,202
Total assets	總資產		2,918,083	3,210,833
EQUITY	權益			
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益			
Share capital	股本	30	43,896	43,896
Reserves	儲備	32	1,546,014	1,455,600
Total equity	權益總額		1,589,910	1,499,496

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2022

於二零二二年三月三十一日

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Deferred income and other payables	遞延收入及其他應付款項	27	17,515	24,158
Bank borrowings	銀行借貸	28	111,800	191,874
Lease liabilities	租賃負債	17	6,941	1,892
Deferred tax liabilities	遞延稅項負債	29	40,075	37,097
Total non-current liabilities	非流動負債總額		176,331	255,021
Current liabilities	流動負債			
Accounts and bills payable, other payables and provisions	應付賬款及票據、 其他應付款項及撥備	27	478,742	779,319
Contract liabilities	合約負債	5(d)	180,761	123,093
Bank borrowings	銀行借貸	28	417,347	467,672
Lease liabilities	租賃負債	17	5,979	1,880
Tax payable	應付稅項		69,013	84,352
Total current liabilities	流動負債總額		1,151,842	1,456,316
Total liabilities	總負債		1,328,173	1,711,337
Total equity and liabilities	總權益及負債		2,918,083	3,210,833

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

上述綜合財務狀況表應連同隨附附註一併閱讀。

These consolidated financial statements on pages 86 to 227 have been approved for issue by the Board of Directors on 29 June 2022 and were signed on its behalf.

第86至227頁之該等綜合財務報表已由董事會於二零二二年六月二十九日批准發行並由下列董事代表簽署。

Cheng Chor Kit

鄭楚傑

Director

董事

Liu Tat Luen

廖達鸞

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2022
截至二零二二年三月三十一日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔										
		Reserves 儲備									Total equity	
		Share capital	Share premium account	Share-based payment reserve	Asset revaluation reserve	Exchange translation reserve	Capital redemption reserve	Contributed surplus	Other reserve	Retained profits	Total reserves	Total equity
		股本	股份溢價賬	以股份為基礎的 付款儲備	資產重估 儲備	匯兌儲備	資本贖回 儲備	撥入盈餘	其他儲備	保留溢利	儲備總額	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2021	於二零二一年四月一日	43,896	156,015	670	177,854	19,990	14	6,150	(11,230)	1,106,137	1,455,600	1,499,496
Revaluation deficit (Note 15)	重估虧蝕(附註15)	-	-	-	(23,859)	-	-	-	-	-	(23,859)	(23,859)
Deferred tax credited to asset revaluation reserve	於資產重估儲備計入之 遞延稅項	-	-	-	5,486	-	-	-	-	-	5,486	5,486
Exchange translation on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	51,929	-	-	-	-	51,929	51,929
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	56,858	56,858	56,858
Total comprehensive income for the year	年內全面收益總額	-	-	-	(18,373)	51,929	-	-	-	56,858	90,414	90,414
At 31 March 2022	於二零二二年三月三十一日	43,896	156,015	670	159,481	71,919	14	6,150	(11,230)	1,162,995	1,546,014	1,589,910

		Attributable to equity holders of the Company 本公司權益持有人應佔											
		Reserves 儲備										Total equity	
		Share capital	Share premium account	Share-based payment reserve	Asset revaluation reserve	Exchange translation reserve	Capital redemption reserve	Contributed surplus	Other reserve	Retained profits	Total reserves	Non-controlling interests	Total equity
		股本	股份溢價賬	以股份為基礎的 付款儲備	資產重估 儲備	匯兌儲備	資本贖回 儲備	撥入盈餘	其他儲備	保留溢利	儲備總額	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2020	於二零二零年四月一日	43,896	156,015	1,768	136,597	(109,993)	14	6,150	(8,940)	1,001,413	1,182,024	162	1,226,082
Revaluation surplus (Note 15)	重估盈餘(附註15)	-	-	-	52,776	-	-	-	-	-	52,776	-	52,776
Deferred tax debited to asset revaluation reserve	於資產重估儲備扣除之 遞延稅項	-	-	-	(10,519)	-	-	-	-	-	(10,519)	-	(10,519)
Exchange translation on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	129,643	-	-	-	-	129,643	222	129,865
Release of exchange translation reserve upon disposal of subsidiaries	出售附屬公司時解除匯兌儲備	-	-	-	-	340	-	-	-	-	340	-	340
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	103,626	103,626	(187)	103,439
Total comprehensive income for the year	年內全面收益總額	-	-	-	42,257	129,983	-	-	-	103,626	275,866	35	275,901
Lapse of share option (Note 31)	購股權失效(附註31)	-	-	(1,098)	-	-	-	-	-	1,098	-	-	-
Transactions with non-controlling interests	與非控股權益交易	-	-	-	-	-	-	-	(2,290)	-	(2,290)	(1,049)	(3,339)
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	-	-	852	852
At 31 March 2021	於二零二一年三月三十一日	43,896	156,015	670	177,854	19,990	14	6,150	(11,230)	1,106,137	1,455,600	-	1,499,496

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2022

截至二零二二年三月三十一日止年度

	Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash flows from operating activities	經營活動之現金流量		
Profit before tax	除稅前溢利	74,407	140,055
Adjustments for:	就以下各項作出調整：		
Interest expenses	利息開支	7	10,624
Bank interest income	銀行利息收入	7	(818)
Fair value gain on financial assets at fair value through profit or loss, net	透過損益按公平值列賬之金融資產之公平值收益，淨額	6	(3,322)
Fair value loss/(gain) on investment properties	投資物業之公平值之虧損／(收益)	6	(3,462)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	8	119,635
Depreciation of right-of-use assets	使用權資產折舊	8	2,445
(Gain)/loss on disposal of property, plant and equipment, net	出售物業、廠房及設備(收益)／虧損，淨額	6	1,195
Provision for impairment of financial assets	金融資產減值撥備		20,046
Provision for impairment of inventories, net	存貨減值撥備淨額	8	5,086
Gain on disposal of an associate	出售一間聯營公司收益	6	(729)
Gain on disposal of a subsidiary	出售一間附屬公司收益	6	(1,621)
Gain on termination of leases	終止租賃之收益		(142)
Share of loss of investment in an associate	應佔於一間聯營公司投資之虧損		31
Deferred government subsidies income	遞延政府補助收入	27	(36,965)
Impairment of properties under development	發展中物業之減值	19	4,456
Impairment of completed properties held for sale	持作出售之竣工物業之減值	20	15,944
		182,095	272,458
Decrease in completed properties held for sale	持作出售之竣工物業減少	4,002	5,204
Increase in properties under development	發展中物業增加	(61,257)	(11,513)
Decrease/(increase) in inventories	存貨減少／(增加)	77,674	(50,082)
Decrease/(increase) in accounts and bills receivable	應收賬款及票據減少／(增加)	82,539	(149,242)
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	(275)	(47,095)
(Decrease)/increase in accounts and bills payable, other payables and provisions	應付賬款及票據、其他應付款項及撥備(減少)／增加	(275,457)	143,952
Increase in contract liabilities	合約負債增加	54,206	49,744
Increase in deferred income	遞延收入增加	4,399	9,223
(Increase)/decrease in restricted bank deposits	受限制銀行存款(增加)／減少	(95)	11,845
Cash generated from continuing operations	持續經營業務所產生現金	67,831	234,494
Interest received	已收利息	1,101	818
Interest paid	已付利息	(17,644)	(16,847)
Hong Kong profits tax paid	已付香港利得稅	(30,296)	(8,922)
Overseas income taxes paid	已付海外所得稅	(913)	(5,050)
Net cash used in operating activities from discontinued operation	已終止經營業務之經營活動所用之現金淨額	-	(750)
Net cash inflow from operating activities	經營活動之現金流入淨額	20,079	203,743

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2022
截至二零二二年三月三十一日止年度

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
	Note 附註		
Cash flows from investing activities	投資活動之現金流量		
Purchase of property, plant and equipment	購置物業、廠房及設備	(22,551)	(28,105)
(Increase)/decrease in short-term bank deposits	短期銀行存款(增加)/減少	(172)	1,561
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	90	2,802
Net cash inflow as a result of disposal of subsidiaries	出售附屬公司之現金流入淨額	-	37,336
Acquisition of a subsidiary, net of cash received	收購一間附屬公司，扣除已收現金	(3,912)	-
Net cash generated from investing activities from discontinued operation	已終止經營業務之投資活動產生之現金淨額	-	556
Net cash (outflow)/inflow from investing activities	投資活動之現金(流出)/流入淨額	(26,545)	14,150
Cash flows from financing activities	融資活動之現金流量		
Proceeds from bank borrowings	銀行借貸產生之所得款項	477,186	287,438
Repayment of bank borrowings	償還銀行借款	(613,582)	(314,551)
Repayment of other financing	償還其他融資	-	(34,042)
Repayment of lease liabilities	償還租賃負債	(4,103)	(1,752)
Decrease/(increase) in pledged deposits	已抵押存款減少/(增加)	6,078	(17,309)
Net cash outflow from financing activities	融資活動之現金流出淨額	(134,421)	(80,216)
Net (decrease)/increase in cash and cash equivalents	現金及現金等同物之(減少)/增加淨額	(140,887)	137,677
Cash and cash equivalents at the beginning of year	年初之現金及現金等同物	390,018	245,276
Effect of exchange rate changes on cash and cash equivalents	匯率變動對現金及現金等同物之影響	7,803	7,065
Cash and cash equivalents at the end of year	年末之現金及現金等同物	256,934	390,018

NOTES TO FINANCIAL STATEMENTS

財務報表附註

1 GENERAL INFORMATION

Kin Yat Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in the design, manufacture and sale of electrical and electronic products, motors and real estate development.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is 7/F., Galaxy Factory Building, 25-27 Luk Hop Street, San Po Kong, Kowloon, Hong Kong.

The ordinary shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

The Company is a subsidiary of Resplendent Global Limited, a company incorporated in the British Virgin Islands. The directors of the Company consider Padora Global Inc., a company also incorporated in the British Virgin Islands, to be the ultimate holding company of the Company.

These financial statements are presented in Hong Kong dollars (“HKD”), unless otherwise stated.

1 一般資料

建溢集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事設計、製造及銷售電器及電子產品、電機以及房地產發展。

本公司為一家於百慕達註冊成立之有限公司。其註冊辦事處地址為香港九龍新蒲崗六合街25至27號嘉時工廠大廈7樓。

本公司普通股於香港聯合交易所有限公司主板上市。

本公司為Resplendent Global Limited之附屬公司，該公司於英屬處女群島註冊成立。本公司董事認為Padora Global Inc.(亦為於英屬處女群島註冊成立之公司)為本公司之最終控股公司。

除另有所指外，該等財務報表以港元(「港元」)呈列。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group consisting of the Company and its subsidiaries.

2.1 Basis of preparation

(a) Compliance with HKFRS and HKCO

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) and disclosure requirements of the Hong Kong Companies Ordinance Cap. 622.

(b) Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets, certain classes of property, plant and equipment and investment properties, which are measured at fair value.

2 主要會計政策概要

本附註提供編製該等綜合財務報表時所採納的主要會計政策清單。除另有說明外，該等政策於所有呈報年度貫徹一致應用。財務報表為本集團（由本公司及其附屬公司組成）編製。

2.1 編製基準

(a) 遵守香港財務報告準則及香港公司條例

本集團綜合財務報表乃按照香港財務報告準則（「香港財務報告準則」）及香港法例第622章公司條例之披露規定編製。

(b) 歷史成本法

綜合財務報表乃按照歷史成本法編製，惟若干以公平值計量之金融資產、若干種類之物業、廠房及設備以及投資物業除外。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(c) Amended standards and revised conceptual framework adopted by the Group

The Group has applied the following amendments to existing standards for the first time for their annual reporting period commencing 1 April 2021:

Amendments to HKFRS 16	Covid-19-related rent concessions and Covid-19-related rent concessions beyond 30 June 2021
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Amendments to Hong Kong Accounting Standards ("HKAS") 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2
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The amendments to existing standards listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) 本集團採納之經修訂準則及經修訂概念框架

本集團已於二零二一年四月一日開始的年度報告期間首次應用下列準則修訂本：

香港財務報告準則第16號(修訂本)	2019新型冠狀病毒病相關租金優惠及於二零二一年六月三十日後之2019新型冠狀病毒病相關租金優惠
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香港會計準則(「香港會計準則」)第39號、香港財務報告準則第4號、香港財務報告準則第7號、香港財務報告準則第9號及香港財務報告準則第16號(修訂本)	利率基準改革 – 第二階段
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上文所列對現有準則之修訂本對過往期間確認之金額並無影響及預期對現時或往後期間並無重大影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(d) New standard and amendments to existing standards not yet adopted

A new accounting standard and certain amendments to existing standards have been published that are not mandatory for 31 March 2022 reporting periods and have not been early adopted by the Group.

Amendments to HKAS 16
香港會計準則第16號(修訂本)

Amendments to HKAS 37
香港會計準則第37號(修訂本)

Amendments to HKFRS 3 (Revised)
香港財務報告準則第3號
(修訂本)(經修訂)

Annual Improvements Project
(Amendments)
年度改進項目(修訂本)

Accounting Guideline 5 (Revised)
會計指引第5號(經修訂)

Amendments to HKAS 1 (Revised)
香港會計準則第1號(修訂本)
(經修訂)

Amendments to HKAS 1 (Revised)
and HKFRS Practice Statement 2
香港會計準則第1號(修訂本)及
香港財務報告準則實務報告
第2號(修訂本)

Amendments to HKAS 8
香港會計準則第8號(修訂本)

Amendments to HKAS 12
香港會計準則第12號(修訂本)

HKFRS 17
香港財務報告準則第17號

HK Interpretation 5 (2020)
香港詮釋第5號(2020年)

Amendments to HKFRS 10
and HKAS 28
香港財務報告準則第10號及
香港會計準則第28號(修訂本)

Proceeds before intended use
擬定用途前之所得款項

Onerous contracts – costs of fulfilling a contract
虧損性合約 – 履行合約之成本

Update reference to the conceptual framework
更新對概念框架之提述

Annual improvements to HKFRSs 2018-2020
香港財務報告準則二零一八年至
二零二零年之年度改進

Merger accounting for common control
combinations
共同控制下合併之合併會計處理

Classification of liabilities as current or
non-current
將負債分類為流動或非流動

Disclosure of accounting policies
披露會計政策

Definition of accounting estimates
會計估計之定義

Deferred tax related to assets and liabilities
arising from a single transaction
與單一交易產生的資產及
負債有關之遞延稅項

Insurance contracts
保險合約

Presentation of financial statements –
Classification by the borrower of a term loan
that contains a repayment on demand clause
財務報表的呈列 – 借款人對載有按
要求償還條文的定期貸款的分類

Sale or contribution of assets between an
investor and its associate or joint venture
投資者與其聯營公司及合營企業
之間的資產出售或出資

**Effective for
annual periods
beginning on or after**
於以下日期或之後
開始之會計期間生效

1 April 2022
二零二二年四月一日

1 April 2022
二零二二年四月一日

1 April 2022
二零二二年四月一日

1 April 2022
二零二二年四月一日

1 April 2022
二零二二年四月一日

1 April 2023
二零二三年四月一日

1 April 2023
二零二三年四月一日

1 April 2023
二零二三年四月一日

1 April 2023
二零二三年四月一日

1 April 2023
二零二三年四月一日

To be determined
待定

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(d) 尚未採納之新訂準則及現有準則修訂本

於二零二二年三月三十一日報告期間已頒佈但未強制生效且本集團並無提早採納之新訂會計準則及若干現有準則修訂本。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(d) New standard and amendments to existing standards not yet adopted (continued)

The directors of the Company are of the opinion that the adoption of the above new standard and amendments to existing standards would not have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions. The Group intends to adopt the above new standard and amendments to existing standards when they become effective.

2.2 Principles of consolidation and equity accounting

(a) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group. The excess of the consideration transferred and amount of any non-controlling interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(d) 尚未採納之新訂準則及現有準則修訂本 (續)

本公司董事認為，採納上述新訂準則及現有準則的修訂本不會對本集團當前或未來報告期以及可見將來的交易造成重大影響。本集團擬於上述新訂準則及現有準則的修訂本生效時採納。

2.2 綜合原則及權益會計處理

(a) 附屬公司

附屬公司指本集團對其具有控制權之所有實體（包括結構性實體）。當本集團因參與該實體而承擔可變回報之風險或享有可變回報之權益，並有能力透過其主導該實體業務之權力影響此等回報時，本集團即控制該實體。附屬公司乃於控制權轉移至本集團當日起悉數綜合入賬，並於控制權終止當日起不再綜合入賬。

本集團使用收購會計法對業務合併進行會計處理。所轉讓代價與被收購實體的任何非控制性權益的金額超出所收購可識別資產淨值的公平價值部分確認為商譽。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.2 Principles of consolidation and equity accounting *(continued)*

(a) Subsidiaries *(continued)*

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position respectively.

2 主要會計政策概要 *(續)*

2.2 綜合原則及權益會計處理 *(續)*

(a) 附屬公司 *(續)*

集團內公司間交易、結餘及集團內公司間交易未變現收益均會抵銷。未變現虧損亦會抵銷，惟該交易有證據顯示已轉讓資產出現減值則除外。附屬公司的會計政策已在有需要時作出調整，以確保與本集團所採納有關政策一致。

附屬公司業績及權益中的非控股權益分別於綜合收益表、綜合全面收益表、綜合權益變動表及綜合財務狀況表中單獨呈列。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Principles of consolidation and equity accounting (continued)

(b) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in "Other reserves" within equity attributable to owners of the Company.

When the Group ceases to consolidate an investment because of a loss of control, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified or permitted by applicable HKFRSs.

2 主要會計政策概要 (續)

2.2 綜合原則及權益會計處理 (續)

(b) 擁有權變動

本集團將與非控制性權益進行且不導致失去控制權的交易視為與本集團權益持有人的交易。擁有權變動將導致控制性權益與非控制性權益的賬面值之間作出調整，以反映於附屬公司的相對權益。非控制性權益之調整金額與任何已付或已收的代價之間的任何差額，於本公司權益持有人應佔權益中的「其他儲備」中確認。

當本集團因失去控制權而不再綜合入賬一項投資時，於該實體中任何保留權益將重新計量為其公平值，並於損益確認賬面值的變動。此公平值將成為初始賬面值，以便其後將保留權益入賬列作聯營公司、合營企業或金融資產。此外，過往於其他全面收益中確認並與該實體有關之任何金額，將於入賬時視作本集團已直接出售相關資產或負債。此意味過往於其他全面收益中確認的金額將重新分類到損益，或被轉撥至適用香港財務報告準則所規定或允許的另一個權益類別。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ("CODM"), comprising the Board of Directors of the Company.

2 主要會計政策概要 (續)

2.3 獨立財務報表

於附屬公司的投資按成本值扣除減值列賬。成本包括直接應佔投資成本。附屬公司的業績乃由本公司按已收股息及應收款項基準入賬。

倘股息超出附屬公司宣派股息期間全面收益總額，或倘獨立財務報表中投資賬面值超出綜合財務報表所示投資對象資產淨值(包括商譽)的賬面值，則須於自該投資收取股息時，對該等附屬公司的投資進行減值測試。

2.4 分部報告

經營分部按照向由本公司董事局成員組成的首席經營決策者(「首席經營決策者」)提供的內部報告貫徹一致的方式報告。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HKD, which is the Company's functional and presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated income statement, within "Finance costs, net". All other foreign exchange gains and losses are presented in the consolidated income statement on a net basis within "Other income and gains, net".

2 主要會計政策概要 (續)

2.5 外幣換算

(a) 功能及列報貨幣

本集團內各實體之財務報表中之項目均按有關實體營運所在之主要經濟區之貨幣(「功能貨幣」)計算。綜合財務報表乃以港元列值，港元為本公司之功能及呈報貨幣。

(b) 交易及結餘

外幣交易均按交易或估值(倘若項目經重新計量)當日的匯率換算為功能貨幣。結算有關交易及因按年末匯率換算以外幣列值的貨幣資產及負債所產生的外匯收益及虧損通常於損益內確認。

有關借貸之外匯收益及虧損於綜合收益表內「財務費用，淨額」呈列。所有其他外匯收益及虧損於綜合收益表內「其他收入及收益，淨額」以淨額基準呈列。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Foreign currency translation (continued)

(b) Transactions and balances (continued)

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss.

(c) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each income statement and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

2 主要會計政策概要 (續)

2.5 外幣換算 (續)

(b) 交易及結餘 (續)

按公平值計量並以外幣計值之非貨幣項目使用釐定公平值當日之匯率換算。按公平值列賬之資產及負債的匯兌差額呈報為公平值損益之一部分。例如，非貨幣資產及負債（例如所持有透過損益按公平值列賬之股權）之匯兌差額於損益中確認為公平值收益或虧損之一部份。

(c) 集團旗下公司

功能貨幣與呈報貨幣不同之海外業務（均非超高通脹地區之貨幣）之業績及財務狀況按以下方式換算為呈報貨幣：

- 各資產負債表所呈列之資產及負債按其結算日之收市匯率換算；
- 各收益表及全面收益表之收入及支出按平均匯率換算（除非此數值並非該等交易日期適用匯率累計影響之合理約數，否則收入及支出將於交易日期換算）；及
- 所有匯兌差額於其他全面收益內確認。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Foreign currency translation (continued)

(c) Group companies (continued)

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

(d) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the company are reclassified to profit or loss.

2 主要會計政策概要 (續)

2.5 外幣換算 (續)

(c) 集團旗下公司 (續)

於編製綜合賬目時，換算海外實體任何投資淨額及指定為該等投資之對沖項目之借貸及其他金融工具產生的匯兌差額均於其他全面收益確認。當出售海外業務或償還構成該投資淨額部分的任何貸款，相關的匯兌差額於損益重新歸類為出售的部分收益或虧損。

因收購海外實體而產生之商譽及公平值調整，均視作為該海外實體之資產及負債處理，並於結算日的匯率折算。

(d) 出售海外業務及部分出售

在出售海外業務（即出售本集團於海外業務之全部權益或出售涉及失去包含海外業務的附屬公司之控制權或出售涉及失去包含海外業務的一家聯營公司之重大影響力）時，所有於本公司擁有人應佔該業務於權益內累計的匯兌差額重新分類至損益。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Foreign currency translation (continued)

(d) Disposal of foreign operation and partial disposal (continued)

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates that do not result in the Group losing significant influence), the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

2.6 Property, plant and equipment

Freehold land and buildings are recognised at fair value based on annual valuations by external independent valuers, less subsequent depreciation for buildings. A revaluation deficit/surplus is debited/credited to asset revaluation reserves in shareholders' equity.

All other property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

2 主要會計政策概要 (續)

2.5 外幣換算 (續)

(d) 出售海外業務及部分出售 (續)

倘此乃部分出售並不導致本集團喪失對包含海外業務的附屬公司的控制權，該累計匯兌差額之應佔比例乃重新歸屬於非控股權益及不會於損益確認。就所有其他之部分出售（即本集團於聯營公司擁有權減少，但不會導致本集團喪失重大影響或共同控制權），該累計匯兌差額之應佔比例則須重新分類至損益。

2.6 物業、廠房及設備

永久業權土地及樓宇根據外部獨立估值師進行的年度估值按公平值減樓宇其後的折舊予以確認。重估虧拙／盈餘於股東權益內的資產重估儲備扣除／計入。

所有其他物業、廠房及設備按歷史成本減折舊列賬。歷史成本包括收購該些項目直接應佔之開支。

後續成本計入某資產之賬面金額或確認為單獨資產（倘適合），該等項目有關之未來經濟利益很大可能流入本集團時，項目之成本才可被計量。任何部份的賬面值按單獨資產進行會計處理將於被取代時終止確認。所有其他維修及維護成本於產生之報告期間在損益表中扣除。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Property, plant and equipment (continued)

Changes in the carrying amounts arising on revaluation of buildings are recognised, net of tax, in other comprehensive income and accumulated in reserves in shareholders' equity. To the extent that the increase reverses a decrease previously recognised in profit or loss, the increase is first recognised in profit or loss. Decreases that reverse previous increases of the same asset are first recognised in other comprehensive income to the extent of the remaining surplus attributable to the asset; all other decreases are charged to profit or loss. Each year, the difference between depreciation based on the revalued carrying amount of the asset charged to profit or loss and depreciation based on the asset's original cost, net of tax, is reclassified from the property, plant and equipment revaluation surplus to retained earnings.

Depreciation is calculated using the straight-line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives as follows:

Freehold land	Not depreciated
Buildings in Hong Kong	Over the shorter of lease terms and 4%
Buildings outside Hong Kong	Over the shorter of lease term and 3.3%
Moulds, tools, and plant and machinery	10% – 20%
Furniture, equipment and motor vehicles	10% – 25%

2 主要會計政策概要 (續)

2.6 物業、廠房及設備 (續)

重估樓宇產生之賬面值變動經扣除稅項後於其他全面收益確認，並於股東權益之儲備中累計。倘增加部分導致回撥先前於損益確認的減少數額，則該增加部分首先於損益確認。倘減少數額導致回撥同一資產先前的增加部分，則首先於其他全面收益中確認，惟以該資產應佔的剩餘盈餘為限；所有其他減少數額自損益扣除。按計入損益的資產重估賬面值計算的折舊與按資產原始成本計算的折舊之間的差額（經扣除稅項），每年會由物業、廠房及設備重估盈餘重新分類至保留盈利。

折舊乃採用直線法計算以分配成本或重估金額，扣除預計使用年期之剩餘價值，如下：

永久業權土地	不予折舊
於香港以內地區之樓宇	按租約年期及4%之較短者
於香港以外地區之樓宇	按租約年期及3.3%之較短者
模具、工具以及廠房及機器	10%至20%
傢俬、設備及汽車	10%至25%

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Property, plant and equipment (continued)

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss. When revalued assets are sold, it is the Group's policy to transfer any amounts included in other reserves in respect of those assets to retained earnings.

Construction in progress represents property, plant and equipment under construction or pending installation and is stated at cost less impairment losses, if any. No provision for depreciation is made on assets under construction in progress until such time as the relevant assets are completed and available for their intended use. On completion, the relevant assets are transferred to property, plant and equipment at fair value or cost less accumulated impairment losses.

2 主要會計政策概要 (續)

2.6 物業、廠房及設備 (續)

資產之剩餘價值及使用年期於各報告期末均作審閱及調整(倘適合)。

倘資產之賬面金額比其預期可收回金額大時，資產之賬面金額即時撇銷至其可收回金額。

出售之收益及虧損乃透過比較所得款項與賬面值釐定，並計入損益內。倘重估資產被出售，本集團政策為就該等資產將計入其他儲備之任何款項轉撥至保留盈利。

在建工程指正在建設或有待安裝之物業、廠房及設備，並按成本減減值虧損(如有)列賬。建設中之資產不計提折舊撥備，直至有關資產完工並可供擬定用途之時。完工時，有關資產按公平值或成本減累計減值虧損轉入物業、廠房及設備。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Investment properties

Investment property, principally comprising leasehold land and buildings, is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group. It also includes properties that are being constructed or developed for future use as investment properties. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at fair values. Changes in fair values are presented in profit or loss as part of other gains.

2.8 Properties under development and completed properties held for sale

Properties under development and completed properties held for sale are stated at the lower of cost and net realisable value. Net realisable value takes into account the price ultimately expected to be realised, less applicable variable selling expenses and anticipated cost to completion, or by management estimates based on prevailing market conditions.

Development cost of property comprises mainly construction costs, cost of land use rights, borrowing costs, and professional fees incurred during the development period.

Properties under development and completed properties held for sale are classified as current assets unless those will not be realised in one normal operating cycle.

2 主要會計政策概要 (續)

2.7 投資物業

投資物業(主要包括租賃土地及樓宇)乃持作賺取長期租金或資本升值或兩者皆是,而非由本集團佔用。投資物業亦包括正在建造或發展供日後用作投資物業之物業。投資物業初步按成本計量,包括相關交易成本及借貸成本(倘適用)。於首次確認後,投資物業按公平值結轉。公平值變動於損益內呈列為其他收益的一部分。

2.8 發展中物業及持作出售之竣工物業

發展中物業按成本與可變現淨值之較低者列賬。可變現淨值於考慮最終預計可變現價格,減去適用可變銷售開支及預期竣工成本後釐定,或由管理層根據當前市況作出估計。

物業發展成本主要包括建築成本、土地使用權成本、借貸成本及發展期內產生之專業費用。

發展中物業及持作出售之竣工物業分類為流動資產,惟不會於一個正常營運週期內變現者則不在此限。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Intangible assets

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units (“CGU”) for the purpose of impairment testing. The allocation is made to those CGU or groups of CGU that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments (Note 5).

2.10 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

2 主要會計政策概要 (續)

2.9 無形資產

收購附屬公司的商譽列入無形資產。商譽不予攤銷，惟每年進行減值測試，或當有事件出現或情況變動顯示可能出現減值時進行更頻密減值測試，並按成本減去累計減值虧損列示。出售一間實體的收益及虧損包括有關所售實體商譽的賬面金額。

商譽會被分配至現金產生單位（「現金產生單位」）以進行減值測試。有關分配乃對預期將從商譽產生的業務合併中獲益的現金產生單位或現金產生單位組別作出。現金產生單位或現金產生單位組別乃就內部管理目的而於監察商譽的最低層次（即經營分部（附註5））確認。

2.10 非金融資產減值

商譽及未有確定使用年限的無形資產毋需攤銷，並每年進行減值測試，或倘若事件或情況有變反映可能已出現減值，則更頻繁地進行測試。其他資產則於事件或變動使賬面金額可能未能收回時進行減值測試。減值虧損按資產之賬面值超出可收回金額之差額確認為減值虧損。可收回金額以資產的公平值扣除出售成本及使用價值兩者之較高者為準。為評估減值，資產將按獨立可識辨現金流入（其大部份獨立於來自其他資產或資產組合的現金流入）的最低層次組合（現金產生單位）。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Investment and other financial assets

(a) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value through profit or loss (“FVPL”); and
- those to be measured at amortised cost.

The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will be recorded in profit or loss. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (“FVOCI”).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets, including accounts receivable factored without recourse, are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

2 主要會計政策概要 (續)

2.11 投資及其他金融資產

(a) 分類

本集團將其金融資產分類為下列計量類別：

- 其後透過損益按公平值列賬（「透過損益按公平值列賬」）計量；及
- 將按攤銷成本計量。

分類視乎實體管理金融資產的業務模式及現金流量的合約條款而定。

就以公平值計量的資產而言，其收益及虧損於損益列賬。對於並非持作買賣的權益工具投資，則取決於本集團是否於初始確認時不可撤銷地選擇將股權投資透過其他全面收益按公平值列賬（「透過其他全面收益按公平值列賬」）計量。

僅當管理該等資產的業務模式有變，本集團方會重新分類債務投資。

(b) 確認及終止確認

所有常規買賣的金融資產均於交易日（即本集團承諾購買或出售該資產當日）確認。當收取金融資產（包括無追溯權之應收賬款保理）現金流量的權利屆滿或金融資產已轉讓，而本集團已將金融資產擁有權的絕大部分風險及回報轉出時，即終止確認金融資產。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Investment and other financial assets (continued)

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments as:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in "other gains/(losses), net" together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated income statement.

2 主要會計政策概要 (續)

2.11 投資及其他金融資產 (續)

(c) 計量

本集團按金融資產的公平值作初步確認，倘若並非透過損益按公平值列賬之金融資產，則加上於購入該金融資產時直接歸屬產生的交易成本。透過損益按公平值列賬之金融資產的交易成本於損益內支銷。

釐定現金流量是否純粹為支付本金及利息時，對附帶嵌入式衍生工具的金融資產進行整體考慮。

債務工具

債務工具的後續計量取決於本集團管理資產的業務模式及資產現金流量的特徵。本集團將債務工具分類為：

- 攤銷成本：就持作收取合約現金流量的資產而言，倘若該等現金流量純粹為支付本金及利息，則按攤銷成本計量。來自該等金融資產的利息收入使用實際利率法計入融資收入。取消確認所產生的任何收益或虧損直接於損益內連同匯兌收益及虧損在「其他收益／(虧損)，淨額」呈列。減值虧損於綜合收益表內作為單獨項目呈列。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Investment and other financial assets (continued)

(c) Measurement (continued)

Debt instruments (continued)

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss.
- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

2 主要會計政策概要 (續)

2.11 投資及其他金融資產 (續)

(c) 計量 (續)

債務工具 (續)

- 透過其他全面收益按公平值列賬：對於持作收取合約現金流量及出售金融資產的資產，倘該等資產現金流量僅為支付本金及利息，則透過其他全面收益按公平值列賬計量。賬面值的變動乃計入其他全面收益，惟於損益確認的減值收益或虧損、利息收入及匯兌收益及虧損除外。在金融資產終止確認時，先前於其他全面收益確認的累計收益或虧損由權益重新分類至損益並於其他收益／（虧損）確認。該等金融資產的利息收入乃按實際利率法計入財務收入。匯兌收益及虧損於其他收益／（虧損）呈列，且減值開支於損益表中作為單獨項目呈列。
- 透過損益按公平值列賬：不符合攤銷成本或透過其他全面收益按公平值列賬標準的資產乃透過損益按公平值列賬計量。其後透過損益按公平值列賬之債務投資之收益或虧損在產生期間於損益中確認及於其他收益／（虧損）呈列淨額。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Investment and other financial assets (continued)

(c) Measurement (continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(d) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For accounts receivable, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 3.1 for further details.

2 主要會計政策概要 (續)

2.11 投資及其他金融資產 (續)

(c) 計量 (續)

權益工具

本集團其後按公平值計量所有股權投資。倘若本集團管理層選擇於其他全面收益呈列股權投資的公平值收益及虧損，則公平值收益及虧損不會於有關投資終止確認後重新分類至損益。當本集團確立收款權利時，該等投資的股息將繼續於損益內確認。

透過損益按公平值列賬之金融資產的公平值變動於損益表內在其他收益／(虧損)確認(如適用)。透過其他全面收益按公平值列賬計量之股權投資的減值虧損(及減值虧損回撥)不會獨立於其他公平值變動列報。

(d) 減值

本集團按持續經營基準評估按攤銷成本及透過其他全面收益按公平值列賬之債務工具相關的預期信貸虧損。所應用的減值方法取決於信貸風險有否顯著增加。

就應收賬款而言，本集團應用香港財務報告準則第9號允許的簡化方式，其規定自首次確認應收款項起確認預期全期虧損，進一步詳情見附註3.1。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.12 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future event and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.13 Inventories

Raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are determined using the weighted-average cost method. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2 主要會計政策概要 (續)

2.12 抵銷金融工具

當有法定可執行權力可抵銷已確認金額，並有意圖按淨額基準結算或同時變現資產及結算負債時，金融資產與負債可互相抵銷，並在綜合財務狀況表內報告其淨額。該有法定可執行權力不可以取決於未來事情及必須於日常業務及於本公司或交易對手無力償債或破產時執行。

2.13 存貨

原材料、在製品及製成品以成本及可變現淨值之較低者列值。成本包括直接材料、直接勞工及適當比例之可變及固定開銷支出，而後者按一般營運能力基準分配。成本乃按加權平均成本法釐定。購買存貨成本於扣除回扣及折扣後釐定。可變現淨值按一般業務過程中估計售價減估計完成成本及尚需銷售的估計成本計算。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.14 Accounts receivable

Accounts receivable are amounts due from customers for goods sold or services performed in the ordinary course of business. Accounts receivable are generally due for settlement within 60-90 days and therefore are all classified as current.

Accounts receivable are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the accounts receivable with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 3.1 for a description of the Group's impairment policies.

2.15 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the consolidated statement of financial position.

2.16 Share capital

Ordinary shares are classified as equity (Note 30).

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2 主要會計政策概要 (續)

2.14 應收賬款

應收賬款指就於一般業務過程中出售商品或提供服務而應收客戶之款項。應收賬款通常須於60至90天內結清，故均分類為流動。

應收賬款初步按無條件代價金額確認，除非其包含重大融資部份，此情況下則按公平值確認。本集團持有應收賬款的目的是收取合約現金流量，因此其後使用實際利率法按攤銷成本計量。有關本集團減值政策之詳情，請參閱附註3.1。

2.15 現金及現金等同物

就呈列現金流量表而言，現金及現金等同物包括手頭現金、金融機構的活期存款、可隨時轉換為已知數額現金且價值變動風險較少之其他短期高流通性且原到期日為3個月或以內的投資以及銀行透支。銀行透支與綜合財務狀況表內流動負債中列為借貸。

2.16 股本

普通股分類為權益(附註30)。

發行新股或購股權直接相關之新增成本，於權益中列作所得款項之扣減(扣除稅項)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.17 Accounts and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 60 days of recognition. Accounts and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2.18 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

2 主要會計政策概要 (續)

2.17 應付賬款及其他應付款項

該等金額指於財政年度結束前提供予本集團之商品及服務之未償還負債。該等金額為無抵押及通常在確認60日內支付。應付賬款及其他應付款項列示為流動負債，除非付款並非於報告日期起計12個月內到期。有關款項以初始公平值確認，其後採用實際利息法按攤銷成本計量。

2.18 借貸

借貸初步按公平值扣除所產生交易成本後確認。借貸其後按攤銷成本計量。所得款項(扣除交易成本)與贖回金額的差額於借貸期間以實際利率法在損益中確認。設立貸款融資支付的費用，於可能提取若干或所有融資時確認為貸款的交易成本。於此情況下，該費用會遞延至提取融資為止。倘若並無證據顯示可能提取若干或所有融資，則該費用會撥充資本，列作流動資金服務的預付款項，並於其融資相關期間攤銷。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.18 Borrowings (continued)

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

2.19 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

2 主要會計政策概要 (續)

2.18 借貸 (續)

當合約中規定的責任解除、取消或屆滿時，借貸自資產負債表中剔除。已消除或轉讓予另一方的金融負債的賬面值與已付代價（包括已轉讓的非現金資產或所承擔的負債）之間的差額，在損益中確認為其他收入或財務費用。

借貸歸類為流動負債，惟本集團擁有無條件權利將償還負債的日期遞延至報告期間後最少12個月者則除外。

2.19 借貸成本

收購、建設或生產合資格資產直接應佔的一般及特定借貸成本，於完成建設及將資產達致擬定用途所需時間期限內撥充資本。合資格資產為需要較長時間達到擬定用途或銷售狀況之資產。

就有待用於合資格資產開支的特定借貸作出暫時投資賺取的投資收入，自合資格撥充資本的借貸成本中扣除。

其他借貸成本在其產生期間支銷。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 主要會計政策概要 (續)

2.20 即期及遞延所得稅

期內所得稅開支或抵免指根據各司法權區的適用所得稅率按即期應課稅收入支付的稅項，而有關所得稅率經暫時差異及未使用稅務虧損所致的遞延稅項資產及負債變動調整。

(a) 即期所得稅

即期所得稅支出根據本公司的子公司及聯營公司營運及產生應課稅收入的國家於各報告期末已頒佈或實質上頒佈的稅務法例計算。管理層就適用稅務法例有待詮釋的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Current and deferred income tax (continued)

(b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

2 主要會計政策概要 (續)

2.20 即期及遞延所得稅 (續)

(b) 遞延所得稅

遞延所得稅採用負債法就資產及負債之稅基與其於綜合財務報表之賬面值兩者間之暫時性差異全額撥備。然而，倘遞延稅項負債產自於初始確認商譽，則不予確認。倘遞延所得稅乃源自業務合併以外之交易中初步確認資產或負債，而在交易時並不影響會計或應課稅損益，則不作入賬。遞延所得稅按於報告期末已頒佈或實質頒佈並預期於相關遞延所得稅資產變現或遞延所得稅負債償還時應用之稅率（及稅法）釐定。

遞延稅項資產僅於未來有應課稅金額可供動用以抵銷暫時性差異及虧損時確認。

倘本公司有能力控制回撥暫時差額之時間及該等差額很可能不會於可見將來回撥，則不會就外匯營運投資之賬面值及稅基之間之暫時差額確認遞延稅項負債及資產。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Current and deferred income tax (continued)

(b) Deferred income tax (continued)

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2 主要會計政策概要 (續)

2.20 即期及遞延所得稅 (續)

(b) 遞延所得稅 (續)

即期及遞延稅項於損益內確認，惟其與於其他全面收益或直接於權益確認的項目相關除外。於此情況下，稅項亦分別於其他全面收益或直接於權益中確認。

(c) 抵銷

當有法定可執行權利可將即期稅項資產與即期稅項負債互相抵銷，而遞延所得稅資產與負債與某一應課稅實體或不同應課稅實體由同一徵稅機關所徵收之所得稅有關，且有意按淨額基準結算餘額時，即可將遞延所得稅資產與負債互相抵銷。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.21 Employee benefits

(a) Pension obligations

Employees of the Group in Hong Kong are required to participate in a defined contribution scheme as defined in mandatory provident fund scheme (“MPF Scheme”). The assets of the MPF Scheme are held separately from those of the Group under independently administered funds. Contributions to the schemes by the employers and employees are calculated as a percentage of employees’ basic salaries. Under the MPF Scheme, each of the company (the employer) and its employees make monthly contributions to the scheme at 5% of the employees’ earnings as defined under the Mandatory Provident Fund legislation. The monthly contributions of each of the employer and the employees are subject to a cap of HK\$1,500 and thereafter contributions are voluntary. The Group has no further obligations for the actual payment of post-retirement benefits beyond the contributions.

2 主要會計政策概要 (續)

2.21 僱員福利

(a) 退休金責任

本集團於香港的僱員須參與強制性公積金計劃(「強積金計劃」)所界定的定額供款計劃。強積金計劃的資產乃根據獨立管理的基金與本集團的資產分開持有。僱主及僱員對該計劃作出的供款乃按僱員基本薪金的百分比作出。根據強積金計劃，本公司(僱主)及其僱員每月按強制性公積金法規所界定的僱員收益的5%向該計劃作出供款。各僱主及僱員的每月供款上限為1,500港元，而其後的供款屬自願性質。本集團對供款以外的退休後福利實際款項並無進一步責任。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.21 Employee benefits (continued)

(a) Pension obligations (continued)

Employees of the Group in the PRC are required to participate in defined contribution retirement schemes administered and operated by municipal governments. The Group's subsidiaries in the PRC contribute funds to the retirement scheme to fund the retirement benefits of the employees which are calculated on certain percentage of the average employee salary as agreed by the municipal government. Such retirement schemes are responsible for the entire post-retirement benefit obligations payable to the retired employees. The Group has no further obligations for the actual payment of post-retirement benefits beyond the contributions.

(b) Employee leaves entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the date of statement of financial position. Employee entitlements to sick and maternity leave are not recognised until the time of leave.

2 主要會計政策概要 (續)

2.21 僱員福利 (續)

(a) 退休金責任 (續)

本集團於中國的僱員須參與由市政府管理及營運的定額供款退休計劃。本集團的中國附屬公司向退休計劃供款，以撥支僱員的退休福利，其乃按市政府同意的平均僱員薪金的若干百分比計算。該等退休計劃負責整個應付予退休僱員的退休後福利責任。本集團對供款以外的退休後福利實際款項並無進一步責任。

(b) 僱員假期權利

僱員享有的年假乃於其提供予僱員時確認。已就因僱員提供的服務直至財務狀況表日期產生的年假的估計負債計提撥備。僱員享有病假及產假的權利於請假時方予以確認。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.21 Employee benefits (continued)

(c) Share-based compensation

Share-based compensation benefits are provided to employees via the share option scheme. Information relating to these schemes is set out in Note 31.

Employee options

The fair value of options granted under the share option scheme is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (eg the entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (eg profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (eg the requirement for employees to save or holding shares for a specific period of time).

2 主要會計政策概要 (續)

2.21 僱員福利 (續)

(c) 以股份為基礎的補償

以股份為基礎的補償福利乃透過購股權計劃向僱員提供。與該等計劃有關的資料載列於附註31。

僱員購股權

根據購股權計劃授出的購股權的公平值確認為僱員福利開支，並於權益作出相應增加。將支銷的總金額乃參考所授出購股權的公平值而釐定：

- 包括任何市場表現情況 (例如實體股價)；
- 不包括任何有關服務及非市場表現的歸屬條件 (例如盈利能力、銷售增長目標及於一段特定期間內保留一名實體僱員)的影響；及
- 包括任何非歸屬條件 (例如規定僱員保留或持股一段特定時間)的影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.21 Employee benefits (continued)

(c) Share-based compensation (continued)

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

(d) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when the Group is demonstrably committed to either: (a) terminate the employment of an employee or group of employees before the normal retirement date; or (b) provide termination benefits as a result of an offer made in order to encourage voluntary redundancy.

2 主要會計政策概要 (續)

2.21 僱員福利 (續)

(c) 以股份為基礎的補償 (續)

總開支須於達致所有指定歸屬條件之歸屬期間內確認。於各報告期末，實體根據非市場歸屬及服務條件修訂其對預期歸屬的購股權數目所作估計，並於損益確認該修訂對原估計的影響（如有），同時對權益作出相應調整。

(d) 終止服務福利

終止服務福利於僱員在正常退休日期前被本集團終止僱用，或當僱員接受自願遣散以換取此等福利時支付。本集團於明確承諾：(a) 於正常退休日期前終止聘用僱員或一組僱員；或(b) 作出鼓勵自願裁員的要約提供終止福利時，則確認終止福利。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2 主要會計政策概要 (續)

2.22 撥備

撥備乃於本集團因過去事件而有現時法律或推定責任，而其在清償責任時有可能令資源流出，且金額能夠可靠地估計時，方予以確認。概不就未來經營虧損確認撥備。

倘有多項類似責任，清償需要的資源流出的可能性乃透過考慮整個責任類別釐定。即便在同一責任類別內任何一個項目相關資源的流出可能性可能屬於輕微，亦須確認撥備。

撥備乃按預期需要清償責任的開支，使用反映對金額時間值及責任的特定風險的現時市場評估的除稅前利率得出的現值計量。隨著時間流逝增加的撥備乃確認為利息開支。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods or properties in the ordinary course of the Group's activities. Revenue is shown net of value-added tax ("VAT"), estimated returns and rebates (if any) and after eliminating sales within the Group. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities.

A receivable is recognised when the goods or properties are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

If the goods or properties delivered by the Group exceed the payments made by the counter parties, a contract asset is recognised. If the payments exceed the goods or properties delivered, a contract liability is recognised. A contract liability is the obligation to transfer goods to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

The following is a description of the accounting policy for the principal revenue streams of the Group.

2 主要會計政策概要 (續)

2.23 收益確認

收益包括於本集團日常業務過程中銷售貨品或物業所收取或應收之代價的公平值。收益於扣除增值稅(「增值稅」)、估計退貨及回扣(如有)以及對銷集團內公司間銷售後呈報。本集團確認收益的情況包括於收益金額能可靠地計量時；於未來經濟利益有可能流入實體時；以及於符合本集團各項業務之特定標準時。

應收款項於貨品或物業交付時確認，原因是此為代價成為無條件的時間點，僅須待時間流逝而到期支付。

倘若本集團提供的貨品或物業超出對手方作出的付款，則確認合約資產。倘若付款超出所提供的貨品或物業，則確認合約負債。合約負債指向客戶轉讓本集團已從客戶收取代價(或代價金額到期)之貨品的責任。倘若客戶於本集團將貨品轉讓予客戶之前支付代價，則於作出付款或付款到期(以較早者為準)時確認合約負債。當本集團履行合約時，合約負債將確認為收益。

下文說明本集團主要收益來源的會計政策。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Revenue recognition (continued)

Sales of goods

Revenue from the sales of goods is recognised when control of the products has transferred, being when the products are delivered to the customer, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specified location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

Sales of properties

For property sales contract for which the control of the property is transferred at a point in time, revenue is recognised when the buyer obtains the physical possession or the legal title of the completed property and the Group has present right to payment and the collection of the consideration is probable.

The revenue is measured at the transaction price agreed under the contract. The Group receives payments from customers based on payment schedule as established in contracts. Certain payments are usually received in advance in pre-sales arrangement. Such proceeds from customers are recorded as contract liabilities before the relevant sales are recognised.

2 主要會計政策概要 (續)

2.23 收益確認 (續)

銷售貨品

銷售貨品之收益銷售於產品的控制權已轉讓時確認，即產品已交付予客戶以及概無影響客戶接納產品的未履行責任的時間點。當產品已經送遞至指定地點、報廢及虧損的風險已轉移給客戶，而且客戶已根據銷售合約接納產品、接納條文已失效或本集團有客觀證據證明接納的所有條件已達成，則屬發生交付。

銷售物業

就物業之控制權於某個時間點轉移之物業銷售合約而言，於買方取得竣工物業之實質佔有權或法定業權以及本集團現時有權收取付款並很可能收回代價時確認收益。

收益按合約協定的交易價計量。本集團根據合約規定的付款期向客戶收取款項。在預售安排中，部分款項通常提前收取。來自客戶的該等款項於確認相關銷售之前入賬列為合約負債。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.24 Interest income

Interest income is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

2.25 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed payments (including in-substance fixed payments), less any lease incentives receivable.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

2 主要會計政策概要 (續)

2.24 利息收入

利息收入使用實際利率法確認。當應收款項減值時，本集團會將賬面值削減至其可收回金額，即按該工具的原始實際利率貼現的估計未來現金流量，已減值貸款的利息收入使用原始實際利率確認，並繼續解除貼現作為利息收入。

2.25 租賃

租賃在租賃資產可供本集團使用之日確認為使用權資產及相應負債。

租賃產生的資產及負債初步按現值基準計量。租賃負債包括固定付款(包括實質固定付款)減任何應收租賃優惠之現值。

租賃付款採用租賃隱含的利率予以貼現。倘無法輕易釐定該利率(本集團之租賃一般屬於此情況)，則使用承租人的增量借款利率，即個別承租人在類似經濟環境中按類似條款、抵押和條件借入獲得價值與使用權資產相近的資產所需資金所必須支付的利率。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.25 Leases (continued)

To determine the incremental borrowing rate, the Group, where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received, and makes adjustments specific to the lease.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received; and
- any initial direct cost.

Subsequent to initial recognition, right-of-use assets are stated at historical cost less depreciation. They are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

2 主要會計政策概要 (續)

2.25 租賃 (續)

為釐定增量借款利率，本集團在可行情況下使用個別承租人最近獲得的第三方融資為出發點作出調整以反映自獲得第三方融資以來融資條件的變動，並進行特定於租賃的調整。

租賃付款乃攤分至負債及財務成本。財務成本於租期內在損益扣除，以計算出各期間負債結餘的固定週期利率。

使用權資產按成本計量，包括以下各項：

- 最初計量租賃負債之金額；
- 於開始日期或之前作出之任何租賃付款，扣除已收之任何租賃優惠；及
- 任何初始直接成本。

於初步確認後，使用權資產按歷史成本減折舊呈列。使用權資產一般於資產可使用年期或租期（以較短者為準）以直線法折舊。倘本集團合理確定行使購買選擇權，則使用權資產於相關資產的可使用年期内折舊。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.25 Leases (continued)

Payments associated with short-term leases of properties, equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

2.26 Government grants

Grants from the government are recognised at their fair values when there is a reasonable assurance that the grants will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised within “Other income and gains, net” in the consolidated income statement over the period necessary to match them with the costs that they are intended to compensate. Government grant related to property, plant and equipment are recognised as deferred income and is recognised in the consolidated income statement on a systematic basis over the expected useful lives of the related assets.

2 主要會計政策概要 (續)

2.25 租賃 (續)

物業、設備及汽車的短期租賃及低價值資產的所有租賃的相關付款以直線法於損益中確認為開支。短期租賃指租期為12個月或以下的租賃。

2.26 政府補貼

政府補貼於有合理保證本集團將收到補貼，且能符合補貼的所有條件時按公平值確認。

有關成本之政府補貼將被遞延，於彼等擬定補償成本所需配對期間於綜合收益表確認為「其他收入及收益，淨額」。與物業、廠房及設備相關之政府補助確認為遞延收入並按系統基準根據相關資產的預期使用年期於綜合收益表確認。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Company under policies approved by the Board of Directors of the Company.

(a) Market risk

(i) Foreign exchange risk

The Group mainly operates in the PRC and Hong Kong.

The functional currency of the Hong Kong reporting entities is HKD and the transactions are mostly denominated in HKD and United States dollar ("USD"). For transactions or balances denominated in USD are reasonably stable with the HKD under the Linked Exchange Rate System, the directors are of the opinion that the Company does not have significant foreign exchange risk, the exposure to fluctuation in exchange rates will only arise from the translation to the presentation currency of the Group. Accordingly, no sensitivity analysis is performed.

3 財務風險管理

3.1 財務風險因素

本集團的業務承受著多種財務風險：市場風險（包括外匯風險、利息風險及價格風險）、信貸風險及流動資金風險。本集團的整體風險管理計劃集中於金融市場的不可預測性，並尋求盡量減低對本集團的財務表現的潛在不利影響。風險管理乃由本公司的高級管理層根據本公司董事會批准的政策進行。

(a) 市場風險

(i) 外匯風險

本集團主要於中國及香港經營業務。

香港呈報實體的功能貨幣為港幣，而交易大部分以港幣及美元（「美元」）計值。就以美元計值之交易或結餘而言，在聯繫匯率制度下美元兌港幣維持於合理穩定水平，董事認為本公司並無重大外匯風險，匯率波動風險將僅於換算本集團呈列貨幣時產生。因此，並無作出敏感度分析。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(i) Foreign exchange risk (continued)

The functional currency of the PRC reporting entities is Renminbi ("RMB") and the transactions are mostly denominated in RMB and HKD. The conversion of RMB into foreign currencies is subject to the rules and regulations of the foreign exchange control promulgated by the PRC government.

The Group is exposed to foreign exchange risk primarily through financing, capital expenditure and expenses transactions that are denominated in a currency other than RMB, which is the functional currency of the major subsidiaries of the Group. The Group manages its exposures to foreign currency transactions by monitoring the level of foreign currency receipts and payments. The Group ensures that the net exposure to foreign exchange risk is kept to an acceptable level from time to time. The Group is presently not using any forward exchange contract to hedge against foreign exchange risk as management considers its exposure is not significant.

At 31 March 2022, if HKD had strengthened/weakened by 5% (2021: 5%) against RMB with all other variables held constant, profit for the year would have been approximately HK\$9,876,000 (2021: HK\$20,083,000) higher/lower.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(i) 外匯風險(續)

中國呈報實體的功能貨幣為人民幣(「人民幣」)，而交易大部分以人民幣及港幣計值。人民幣兌換為外幣須遵守中國政府頒佈的外匯管理規章制度。

本集團面臨的外匯風險主要為以本集團主要附屬公司功能貨幣(人民幣)以外的貨幣計值之融資、資本開支及費用交易。本集團監察外匯收款及付款水平，藉以管理外幣交易的風險。本集團確保所面臨的外匯風險淨額不時維持於可接受水平。由於管理層認為該外匯風險並非重大，本集團現時並無使用任何遠期外匯合約對沖外匯風險。

於二零二二年三月三十一日，倘港幣兌人民幣升值／貶值5% (二零二一年：5%)，在所有其他變量不變的情況下，年內溢利將增加／減少約9,876,000港元(二零二一年：20,083,000港元)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(ii) Interest rate risk

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. The Group's borrowings and receivables are carried at amortised cost.

The Group monitors closely its interest rate exposure by maintaining an appropriate floating rate borrowings and considers hedging significant interest rate exposure should the need arise. The position is regularly monitored and evaluated by reference of anticipated changes in market interest rate.

At 31 March 2022, if interest rates on bank and other borrowings had been 50 basis points (2021: 50 basis points) higher/lower with all other variables held constant, profit for the year would have been approximately HK\$2,972,000 (2021: HK\$3,341,000) lower/higher mainly as a result of higher/lower interest expense on floating rate borrowings.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(ii) 利率風險

本集團之主要利率風險源自以可變利率計息之長期借款，該等借款使本集團面臨現金流量利率風險。本集團之借款及應收款項乃以攤銷成本列賬。

本集團透過維持適當比例之浮息借款密切監控其利率風險，並認為會於需要時對沖重大利率風險，並參考市場利率的預期變動定期監控及評估有關狀況。

於二零二二年三月三十一日，倘若銀行及其他借款利率調高／調低50個基點（二零二一年：50個基點），在所有其他可變數額不變的情況下，年度溢利將會減少／增加約2,972,000港元（二零二一年：3,341,000港元），主要由於浮息借款利息開支有所增加／減少。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(iii) Price risk

The Group's exposure to price risk arises from investments held by the Group and classified in the consolidated statement of financial position as fair value through profit or loss (Note 25).

Profit for the year would increase/decrease by approximately HK\$1,451,000 (2021: HK\$1,172,000) as a result of 10% (2021: 10%) change in price on equity securities classified as at fair value through profit or loss.

(b) Credit risk

(i) Risk management

Credit risk arises if a customer or other counterparty fails to meet its contractual obligations. The credit risk of the Group mainly arises from trade and other receivables and deposits with banks and financial institutions.

The Group has policies that limit the amount of credit exposure to any financial institutions. Substantially all the deposits in banks are held in reputable financial institutions located in Hong Kong and the PRC, which management believes are of high credit quality and management does not expect any losses arising from non-performance by these counterparties.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(iii) 價格風險

本集團承受其持有投資所產生之價格風險，並於綜合財務狀況表分類為透過損益按公平值列賬(附註25)。

年內溢利將增加／減少約1,451,000港元(二零二一年：1,172,000港元)，乃由於分類為透過損益按公平值列賬之股權證券出現10%(二零二一年：10%)價格變動。

(b) 信貸風險

(i) 風險管理

倘客戶或其他交易對手方無法履行其合同義務，則產生信貸風險。本集團之信貸風險主要來自應收賬款及其他應收款項及銀行及金融機構之存款。

本集團制定政策限制來自任何金融機構之信貸風險。本集團大部份銀行存款乃存入香港及中國信譽卓著之金融機構，管理層認為有關金融機構之信貸質量良好，預期不會由於該等交易對手方不履約行為而產生任何虧損。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(i) Risk management (continued)

The Group also has policies in place to ensure that sales of products are made to customers with an appropriate credit history. Sales to large or long-established customers with good payment history comprise a significant proportion of the total sales. The Group's historical experience in collection of trade and other receivables falls within the recorded allowances.

The Group has concentration of credit risk as the top five trade debtors accounted for approximately 24% of its total trade debts balance as at 31 March 2022 (2021: 50%). In view of this, management of the Group regularly assesses by monitoring the individual profile of these accounts receivable. The Group also uses non-recourse accounts receivable factoring arrangement with bank to cover the credit risk. As at 31 March 2022, accounts receivable of approximately HK\$2,660,000 (2021: HK\$154,086,000) was subject to non-recourse factoring arrangements and therefore derecognised. In this regard, management of the Group considers that the credit concentration risk has been significantly mitigated.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(i) 風險管理 (續)

本集團亦設有政策以確保向具備合適信貸記錄之客戶銷售產品。向具備良好付款記錄之大型或長期客戶銷售佔銷售總額之重要部分。本集團過往收回應收賬款及其他應收款項之經驗並無超出入賬撥備。

本集團信貸風險集中，原因為於二零二二年三月三十一日之五大貿易應收賬款佔其貿易應收賬款總結餘約24%（二零二一年：50%）。有見於此，本集團管理層透過監控該等應收賬款之個別組合情況定期評估。本集團亦使用與銀行的無追溯權應收賬款保理安排以控制信貸風險。於二零二二年三月三十一日，應收賬款約2,660,000港元（二零二一年：154,086,000港元）已訂立無追溯權保理安排，因此已取消確認。就此而言，本集團管理層認為信貸集中風險已大大降低。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of accounts receivable

The accounts receivable of the Group is subject to the expected credit loss model. The Group applies the HKFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all accounts receivable.

To measure expected credit losses, the Group categorises its accounts receivable based on the customer profiles, shared credit risk characteristics and the days past due.

The expected loss rates are based on the aging profiles of accounts receivable over a period of 12 months before 31 March 2022 or 31 March 2021 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors, after considering the expected market conditions and economic impact of the unprecedented COVID-19 on the countries in which major customers operate, affecting the ability of the customers to settle the receivables.

The Group has identified the Gross Domestic Product index of the countries where customers mainly operate to be the most relevant factors, and accordingly adjust the historical loss rate based on expected changes in these factors.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 應收賬款減值

本集團之應收賬款須應用預期信貸虧損模式。本集團應用香港財務報告準則第9號簡化方法計量預期信貸虧損，就所有應收賬款使用全期預期虧損撥備。

為計量預期信貸虧損，本集團根據客戶狀況、共同信貸風險特徵及逾期天數分類應收賬款。

預期虧損率乃分別基於二零二二年三月三十一日或二零二一年三月三十一日前12個月期間之應收賬款賬齡資料及期內經歷之相關過往信貸虧損。經考慮到預期市況及前所未見的2019新型冠狀病毒病對我們主要客戶之營運國家的經濟影響，過往虧損率已作調整以反映影響客戶償付應收款項能力之宏觀經濟因素目前及前瞻性資料。

本集團已識別客戶主要營運所在國家的國內生產總值指數為最相關的因素，並因此根據該等因素的預期變化而調整過往虧損率。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of accounts receivable (continued)

Impairment losses on accounts receivable are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

The Group identifies two categories of its accounts receivable which reflect their credit risk as follows:

Measurement of expected credit loss on individual basis

For accounts receivable relating to customers which are affiliated companies of listed entities with satisfactory credit history or do not have continuing business with the Group, are assessed individually for impairment allowance. As at 31 March 2022, the balances of such individually assessed accounts receivable and the corresponding loss allowance are HK\$54,598,000 (2021: HK\$108,445,000) and HK\$20,000 (2021: HK\$21,000), respectively.

Measurement of expected credit loss on collective basis

Other than accounts receivable which were assessed by individual basis, trade receivables have been grouped based on shared similar credit risk characteristics and the days past due.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 應收賬款減值 (續)

應收賬款的減值虧損於經營溢利中呈列為減值虧損淨額。其後收回以往撇銷的金額計入同一項目。

本集團已釐定兩類應收賬款，下文反映其信貸風險：

單獨計量預期信貸虧損

具有良好信貸往績之上市實體的關聯公司客戶或與本集團並無持續業務往來的客戶有關的應收賬款單獨接受減值撥備評估。於二零二二年三月三十一日，該等單獨評估之應收賬款的餘額及相應虧損撥備分別為54,598,000港元（二零二一年：108,445,000港元）及20,000港元（二零二一年：21,000港元）。

集體計量預期信貸虧損

除單獨評估之應收賬款外，貿易應收賬款已根據共同的相似信貸風險特徵及逾期天數分組。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of accounts receivable (continued)

Measurement of expected credit loss on collective basis (continued)

The loss allowance as at 31 March 2022 was determined as follows for accounts receivable after factoring:

At 31 March 2022 於二零二二年三月三十一日

Assets 資產

Gross carrying amount 總賬面值
Loss allowance 虧損撥備

Expected loss rate 預期虧損率

At 31 March 2021 於二零二一年三月三十一日

Assets 資產

Gross carrying amount 總賬面值
Loss allowance 虧損撥備

Expected loss rate 預期虧損率

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 應收賬款減值 (續)

集體計量預期信貸虧損 (續)

於二零二二年三月三十一日之經保理後應收賬款虧損撥備釐定如下：

	1-30 days Current 即期 HK\$'000 千港元	31-60 days past due 逾期1至30日 HK\$'000 千港元	61-90 days past due 逾期31至60日 HK\$'000 千港元	Over 90 days past due 逾期61至90日 以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元	
At 31 March 2022						
Gross carrying amount	152,588	38,823	34,321	18,297	249,719	
Loss allowance	(1,690)	(818)	(1,191)	(9,676)	(14,978)	
	150,898	38,005	33,130	8,621	234,741	
Expected loss rate	1.1%	2.1%	3.5%	28.2%	52.9%	6.0%
At 31 March 2021						
Gross carrying amount	123,295	62,588	48,103	18,420	256,451	
Loss allowance	(1,475)	(2,524)	(3,107)	(5,892)	(14,761)	
	121,820	60,064	44,996	12,528	241,690	
Expected loss rate	1.2%	4.0%	6.5%	32.0%	43.6%	5.8%

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(iii) Other financial assets at amortised cost

Other financial assets at amortised cost include deposits and other receivables. Management considers that the credit risk for certain balances has increased since initial recognition with reference to the counterparty historical default rate and current financial position. The Group applies the HKFRS 9 general approach to measure either 12-month or lifetime expected credit losses for these other financial assets based on the historical settlement pattern and financial position of these other financial assets and the forward-looking recoverability analysis of the counterparties. As at 31 March 2022, the corresponding loss allowance is approximately HK\$4,827,000 (2021: HK\$13,152,000).

While cash and cash equivalents, time deposits, restricted bank deposits and pledged deposits are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(iii) 按攤銷成本計量之其他金融資產

按攤銷成本計量之其他金融資產包括存款及其他應收款項。經參考交易對手的過往違約率及當前財務狀況，管理層認為若干餘額的信貸風險自初始確認以來已經增加。本集團根據該等其他金融資產之過往結算模式及財務狀況以及交易對手的前瞻性可收回分析，採用香港財務報告準則第9號之一般方式計量該等其他金融資產的12個月或全期預期信貸虧損。於二零二二年三月三十一日，相應虧損撥備約為4,827,000港元（二零二一年：13,152,000港元）。

雖然現金及現金等同物、定期存款、受限制銀行存款及已抵押存款亦須應用香港財務報告準則第9號之減值規定，惟已識別之減值虧損並不重大。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk

Prudent liquidity risk management, after considering the expected market conditions and the outbreak of COVID-19, implies maintaining sufficient cash and the availability of funding through an adequate amount of banking facilities. The Group aims to maintain flexibility in funding by keeping credit lines available at all time.

Management monitors rolling forecasts of the Group's liquidity reserve on the basis of expected cash flows. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long term.

Hong Kong Interpretation 5 requires a term loan that contains a clause that gives the lender the unconditional right to call the loan at any time shall be classified in total by the borrower as current in the statement of financial position. This is irrespective of whether a default event has occurred and notwithstanding any other terms and maturity stated in the loan agreement. As at 31 March 2022, borrowings of approximately HK\$48,125,000 (2021: HK\$37,500,000) was classified as current liabilities due to this requirement.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險

經考慮到預期市況及2019新型冠狀病毒病爆發，審慎的流動資金風險管理意味維持充足之現金，透過充足額度之銀行融資取得備用資金。本集團旨在透過長期維持可用信貸額度以確保資金靈活性。

管理層依據預期現金流量，監控本集團流動資金儲備的滾存預測。本集團之政策為定期監控當前及預期流動資金需求及其遵守貸款契約情況，從而確保本集團維持充足現金儲備以及獲主要財務機構承諾提供足夠資金，以應付其短期及長期之流動資金需求。

香港詮釋第5號規定，倘若定期貸款包含一項條款，賦予貸款人無條件權利可於任何時間催還貸款，則借款人須於財務狀況表內將該貸款之總額歸類為即期，而不論有否發生違約事件，以及貸款協議所載之其他條款及到期日。於二零二二年三月三十一日，約48,125,000港元(二零二一年：37,500,000港元)之借款因應此項規定而分類為流動負債。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

At the reporting date, the Group held cash and cash equivalents of approximately HK\$256,934,000 (2021: HK\$390,018,000) (Note 26) and accounts and bills receivable of approximately HK\$289,319,000 (2021: HK\$368,089,000) (Note 23) that are expected to generate cash inflows for managing liquidity risk. In addition, the Group held financial assets at fair value through profit or loss of approximately HK\$14,508,000 (2021: HK\$11,715,000) (Note 25), which could be realised to provide a further source of cash if needed.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動資金風險(續)

於報告日期，本集團持有現金及現金等同物約256,934,000港元(二零二一年：390,018,000港元)(附註26)及應收賬款及票據約289,319,000港元(二零二一年：368,089,000港元)(附註23)，預期可產生現金流入以管理流動資金風險。此外，本集團持有透過損益按公平值列賬之金融資產約14,508,000港元(二零二一年：11,715,000港元)(附註25)，可於有需要時變現以提供額外現金。

下表載列本集團金融負債根據於報告期末至合約到期日之餘下期間按有關到期組別之分析。下表披露之金額為合約未折現現金流量。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

		On demand or within one year 按要求或一年內 HK\$'000 千港元	One to two years 一年至兩年 HK\$'000 千港元	Two to five years 兩年至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
2022	二零二二年				
Accounts and bills payable	應付賬款及票據	313,403	-	-	313,403
Financial liabilities included in other payables, accrued liabilities	計入其他應付款項及 應計負債之 金融負債	56,485	-	-	56,485
Bank borrowings	銀行借貸	429,033	22,546	98,049	549,628
Lease liabilities	租賃負債	6,222	4,954	2,155	13,331
		805,143	27,500	100,204	932,847
2021	二零二一年				
Accounts and bills payable	應付賬款及票據	562,903	-	-	562,903
Financial liabilities included in other payables, accrued liabilities	計入其他應付款項及 應計負債之 金融負債	71,958	-	-	71,958
Bank borrowings	銀行借貸	479,469	201,554	-	681,023
Lease liabilities	租賃負債	1,987	1,933	-	3,920
		1,116,317	203,487	-	1,319,804

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

The following table summarises the maturity analysis of bank borrowings subject to repayment on demand based on agreed scheduled repayments set out in the loan agreements. The amount includes interest payments computed using contractual rates. Taking into account the Group's net assets, the directors do not consider that it is probable that the bank will exercise its discretion to immediate repayment. The directors believe that such borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

下表概述須按要求償還之銀行借貸的到期分析，乃根據貸款協議所載之協定還款期編製。該金額包括以合約利率計算之利息付款。經考慮到本集團的資產淨值，董事認為銀行行使其酌情權要求立即還款的機會不大。董事相信，該等借貸將依照貸款協議所載的預定還款日期償還。

Maturity analysis – bank borrowings subject to repayment on demand clause based on their original scheduled repayments

到期分析 – 附有按要求償還條款之銀行借貸，根據原定還款期編製

		Within one year 一年內 HK\$'000 千港元	One to two years 一年至兩年 HK\$'000 千港元	Two to five years 兩年至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
2022	二零二二年	17,990	23,100	28,455	69,545	65,625
2021	二零二一年	28,078	28,656	10,635	67,369	65,000

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group manages the capital structure and makes adjustments to it in the light of changes in economic condition. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, obtain bank borrowings, or issue new shares.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total bank borrowings divided by total equity.

3 財務風險管理(續)

3.2 資本管理

本集團之資本管理目標旨在保障本集團之持續經營能力，為股東提供回報，同時維持最佳的資本結構以減低資本成本。

本集團管理資本結構，並根據經濟狀況的變動作出調整。為維持或調整資本結構，本集團或會調整已付股東之股息金額、獲取銀行借款或發行新股。

本集團利用資本負債比率監控資本。該比率以銀行借貸總額除以總權益計算。

Total debt	債務總額
Total equity	總權益
Gearing ratio	資本負債比率

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
529,147	659,546
1,589,910	1,499,496
33%	44%

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.3 Fair value estimation

The table below analyses the Group's financial instruments carried at fair value as at 31 March 2022 and 2021 by level of inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2); and
- inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

3 財務風險管理 (續)

3.3 公平值估計

下表按計量公平值所用估值法輸入數據的層級對本集團於二零二二年及二零二一年三月三十一日之按公平值入賬的金融工具進行分析。該等輸入數據在公平值層級中分為三層，層級如下：

- 就相同資產或負債於活躍市場之報價(未經調整)(第一層)；
- 就資產或負債可直接(即按價格)或間接(即從價格所得)觀察所得之輸入數據(惟納入第一級內之報價除外)(第二層)；及
- 資產或負債並非依據可觀察市場數據之輸入數據(即不可觀察輸入數據)(第三層)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.3 Fair value estimation (continued)

The following table presents the Group's financial assets that are at fair value at 31 March 2022 and 2021.

		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2022	於二零二二年三月三十一日				
Assets	資產				
Financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產	14,508	-	12,684	27,192
At 31 March 2021	於二零二一年三月三十一日				
Assets	資產				
Financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產	11,715	-	12,283	23,998

There were no transfers between level 1, 2 and 3 and no other changes in valuation techniques during the year.

3 財務風險管理(續)

3.3 公平值估計(續)

下表呈列於二零二二年及二零二一年三月三十一日本集團以公平值計量之金融資產。

年內，第一層、第二層與第三層之間並無轉移，估值方法亦無其他變動。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.3 Fair value estimation (continued)

Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the statement of financial position date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

3 財務風險管理 (續)

3.3 公平值估計 (續)

第一層之金融工具

在活躍市場買賣之金融工具之公平值根據財務狀況表日期之市場報價計算。當可容易及定期從證券交易所、經銷商、經紀、業內人士或者監管代理取得報價，而有關報價代表按公平交易基準進行之實際與常規市場交易時，該市場被視為活躍市場。

第二層之金融工具

並非於活躍市場買賣之金融工具的公平值(例如場外衍生工具)利用估值技術釐定，此等估值技術盡量利用可觀察市場數據，盡量減少依賴實體特定估計。如工具公平值所需的全部重大輸入數據為可觀察，該工具列入第二層。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT

(continued)

3.3 Fair value estimation (continued)

Financial instruments in level 3

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for key management insurance.

The fair value of insurance policy investments that is not traded in an active market is determined based on the higher of cash surrender value and fair value determined by discounted cash flow model. The significant unobservable inputs that determine the fair value is cash surrender value, which is contractually agreed upon entering into the insurance contract.

The following table presents the changes in level 3 instruments for the years ended 31 March 2022 and 2021.

At 1 April	於四月一日
Fair value gain/(loss) recognised to profit or loss	於損益確認之公平值收益／(虧損)
At 31 March	於三月三十一日

3 財務風險管理 (續)

3.3 公平值估計 (續)

第三層之金融工具

如一項或多項重大輸入數據並非根據可觀察市場數據，則該工具列入第三層。主要管理層保險屬於此情況。

並非於活躍市場買賣之保單投資的公平值乃根據退保現金價值與貼現現金流量模式所釐定的公平值之間的較高者釐定。釐定公平值的重大的不可觀察輸入數據為退保現金價值，其於訂立保險合同時協定。

下表呈列第三層工具於截至二零二二年及二零二一年三月三十一日止年度之變動。

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
12,283	12,336
401	(53)
12,684	12,283

NOTES TO FINANCIAL STATEMENTS

財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition seldom equal to the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Fair value of freehold land and buildings and investment properties

The Group carries its freehold land and buildings, and investment properties at fair value with changes in the fair value recognised in the consolidated statement of comprehensive income and consolidated income statement, respectively. It obtains independent valuations at least annually. At the end of each reporting period, the management updates their assessment of the fair value of each property, taking into account the most recent independent valuations. Refer to Notes 15 and 16 for the assumptions, valuation techniques and fair value measurement.

4 重大會計估計及判斷

估計及判斷會被持續評估，並按過往經驗及其他因素（包括於有關情況下相信為合理之未來事件之預測）而作出。

4.1 重大會計估計及假設

本集團就日後事項作出估計和假設。由於其為會計估計，故甚少與有關實際結果相符。有相當風險會引致須於下個財政年度對資產及負債的賬面值作重大調整的估計及假設討論如下。

(a) 永久業權土地及樓宇以及投資物業之公平值

本集團分別於綜合全面收益表及綜合收益表按公平值確認永久業權土地及樓宇以及投資物業及公平值變動。本集團至少每年取得獨立估值。於各報告期末，管理層更新彼等對各物業公平值之評估，當中計及最近期的獨立估值。有關假設、估值技術及公平值計量，請查閱附註15及16。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(continued)

4.1 Critical accounting estimates and assumptions (continued)

(b) Provision for inventories

The Group's management reviews the inventory aging analysis periodically and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for sales. The Group carries out an inventory review on a product-by-product basis at the end of each reporting period and makes allowance for obsolete and slow-moving items through management's estimation of the net realisable value for such obsolete and slow-moving items based primarily on the latest invoice prices and current market conditions.

(c) Provision for impairment of financial assets

The impairment for financial assets is based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period, including the consideration of the global health issues. Details of the key assumptions and inputs used and the impact of changes to these assumptions are disclosed in Note 3.1(b).

4 重大會計估計及判斷 (續)

4.1 重大會計估計及假設 (續)

(b) 存貨撥備

本集團之管理層定期審閱存貨之賬齡分析，並為確認為不再適合銷售之過時及滯銷存貨項目作出撥備。於各報告期末，本集團按每項產品作出存貨檢討，並透過管理層主要根據最近發票價格及現時市況對該等過時及滯銷項目之可變現淨值估計，為過時及滯銷項目作出撥備。

(c) 金融資產減值撥備

金融資產的減值乃依據對違約風險及預期虧損率的假設。本公司於作出該等假設及選擇減值計算的輸入數據時行使判斷，當中依據本集團過往記錄、現時市況以及於各報告期末的前瞻性估計（包括考慮到全球衛生問題）。所使用的主要假設及輸入數據的詳情以及該等假設變動的影響於附註3.1(b)披露。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(continued)

4.1 Critical accounting estimates and assumptions *(continued)*

(c) Provision for impairment of financial assets *(continued)*

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses its judgement to select a variety of methods and makes assumptions that are mainly based on market conditions existing at the end of each reporting period, including the consideration of the global health issues. For details of the key assumptions used and the impact of changes to these assumptions see Note 3.3.

4 重大會計估計及判斷 *(續)*

4.1 重大會計估計及假設 *(續)*

(c) 金融資產減值撥備 *(續)*

並無於活躍市場上買賣的金融工具的公平值乃使用估值技術釐定。本集團行使其判斷以選擇各種方法並作出假設，當中主要依據於各報告期末的當時市場狀況，包括對全球公共衛生事宜的考慮。有關所使用的主要假設及該等假設變動的影響之詳情，請參閱附註3.3。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(continued)

4.1 Critical accounting estimates and assumptions (continued)

(d) Impairment of property, plant and equipment and right-of-use assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on the higher of value-in-use calculations or fair value less costs of disposal. These calculations require the use of judgements and estimates. Management judgement is required in the area of asset impairment, including the consideration of the expected market conditions, in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs of disposal and net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial condition and results of operations.

4 重大會計估計及判斷(續)

4.1 重大會計估計及假設(續)

(d) 物業、廠房及設備以及使用權資產的減值

每當事件或情況有變並反映賬面值有可能無法收回時，則對資產進行減值測試。可收回金額乃根據使用價值計算或公平值減出售成本後兩者之間較高者而釐定。該等計算需要行使判斷及估計。於資產減值方面，管理層需要作出判斷，包括考慮預期市場狀況，以評估：(i) 有否發生可能反映相關資產價值可能無法收回的事件；(ii) 資產的賬面值能否得到可收回金額的支持，可收回金額即公平值減出售成本與未來現金流量的淨現值（根據於業務中持續使用該資產而進行估算）兩者之間較高者；及(iii) 編製現金流量預測時應用適當的關鍵假設，包括該等現金流量預測是否使用適當比率進行貼現。更改管理層於評估減值時選擇的假設，包括現金流量預測中的假設貼現率或增長率，有可能對減值測試中使用的淨現值造成重大影響，繼而影響本集團的財務狀況及經營業績。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(continued)

4.1 Critical accounting estimates and assumptions (continued)

(e) Impairment of properties under development and completed properties held for sale

The Group assesses the carrying amounts of properties under development and completed properties held for sale according to their net realisable values based on the realisability of these properties and consideration of the potential impact on selling price resulting from the COVID-19 outbreak. Net realisable value for properties under development is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses and the anticipated costs to completion. Net realisable value for completed properties held for sale is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses. Based on management's best estimates, there were impairment of HK\$4,898,000 and HK\$17,529,000 respectively for properties under development and completed properties held for sale at date of statement of financial position.

4 重大會計估計及判斷(續)

4.1 重大會計估計及假設(續)

(e) 發展中物業及持作出售之竣工物業減值

本集團根據發展中物業及持作出售之竣工物業之可變現淨值(基於該等物業之可變現性及考慮到2019新型冠狀病毒病的爆發對產品價格的潛在影響)評估其賬面值。發展中物業之可變現淨值乃參考管理層根據現行市況估計之售價,減去適用之可變銷售開支及預期竣工成本而釐定。持作出售之竣工物業之可變現淨值乃參考管理層根據現行市況估計之售價,減去適用之可變銷售開支而釐定。根據管理層的最佳估計,發展中物業及持作出售之竣工物業於財務狀況表日期之減值分別為4,898,000港元及17,529,000港元。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(continued)

4.1 Critical accounting estimates and assumptions (continued)

(f) Current and deferred income tax

The Group is subject to taxes in Hong Kong and the PRC. Significant judgement is required in determining the provision for various kinds of taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the consolidated income statement in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimates, such difference will impact the recognition of deferred tax assets and income tax in the period in which such estimates are changed.

4 重大會計估計及判斷(續)

4.1 重大會計估計及假設(續)

(f) 當期及遞延所得稅

本集團需要在香港及中國繳納稅項。在釐定各種稅項撥備時，需要作出重大判斷。有許多未能確定最終稅款之交易及計算。本集團根據對是否需要繳付額外稅款之估計，就預期稅務審計項目確認負債。如此等事件之最終稅務後果與最初記錄金額不同，此等差額將影響作出此等釐定期間之綜合收益表。

當管理層認為可動用暫時差額或稅務虧損以抵銷未來應課稅溢利時，將確認若干暫時差額相關遞延所得稅項資產及稅務虧損。倘預期與原定估計不同，有關差額將影響估計出現變動期內的遞延所得稅項資產及稅項的確認。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION

Chief operating decision maker (“CODM”) has been identified as the Board of Directors of the Company (the “Directors”). CODM reviews the Group’s internal reports in order to assess performance, allocate resources and determine the operating segments.

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) the electrical and electronic products segment consists of the manufacture and sale of AI robotics, IoT and smart home products, electronic entertainment products and other related products;
- (b) the motors segment consists of the development, design, manufacture and sale of electric motor drives and related products and encoder film; and
- (c) the real estate development segment.

The operation of the glass technology and application segment was disposed during the year ended 31 March 2021 (Note 6).

5 分類資料

本公司董事（「董事」）會被認定為主要營運決策者（「主要營運決策者」）。主要營運決策者審閱本集團之內部報告以評估表現、分配資源及釐定業務分類。

就管理而言，本集團根據其產品及服務劃分其業務單位，並有以下三個可呈報業務分類：

- (a) 電器及電子產品分類，包括製造及銷售人工智能機械人、物聯網及智能家居產品、電子娛樂產品及其他相關產品；
- (b) 電機分類，包括開發、設計、製造及銷售電機驅動器及相關產品，以及編碼器菲林片；及
- (c) 房地產發展分類。

玻璃技術及應用分類之業務已於截至二零二一年三月三十一日止年度出售（附註6）。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (continued)

Management monitors the operating results of the Group's business units separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

Group financing (including finance costs and finance income) and income taxes are managed on a group basis and are not allocated to operating segments.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to the third parties at the then prevailing market prices.

Segment assets exclude unallocated assets as these assets are managed on a group basis.

Segment liabilities exclude unallocated liabilities as these liabilities are managed on a group basis.

5 分類資料(續)

管理層獨立監察本集團業務單位之經營業績，以便作出與資源分配及表現評核有關的決定。分類表現根據經營溢利或虧損而評估，而有關之經營溢利或虧損之計量方法，在若干方面如下表所解釋，與綜合財務報表中之經營溢利或虧損之計量方法有所不同。

集團融資(包括財務費用及財務收入)及所得稅按集團基準管理，並不會分配至業務分類。

分類單位間銷售及轉讓乃參考按當時現行市價售予第三方所採用之售價進行。

由於未分配資產乃按集團基準管理，因此分類資產不包括該等資產。

由於未分配負債乃按集團基準管理，因此分類負債不包括該等負債。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (continued)

(a) Operating segments

The following tables present revenue, results and certain asset, liability and expenditure information for the Group's operating segments for the years ended 31 March 2022 and 2021.

31 March 2022

		Electrical and electronic products 電器及 電子產品 HK\$'000 千港元	Motors 電機 HK\$'000 千港元	Real estate development 房地產發展 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue	分類收益						
Revenue from external customers	來自外界客戶的收益						
Timing of revenue recognition – At a point of time	確認收益時間 – 在某個時間點	1,267,957	1,044,052	4,306	-	-	2,316,315
Inter-segment sales	分類單位間銷售	34,582	4,021	-	-	(38,603)	-
Total	總計	1,302,539	1,048,073	4,306	-	(38,603)	2,316,315
Other income/(expenses) and gains/(losses), net	其他收入/(開支)及收益/(虧損)淨額	14,713	51,419	(2,370)	-	-	63,762
Segment results	分類業績	37,648	71,350	(13,503)	(3,497)	-	91,998
Unallocated gain, net	未分配收益淨額						3,268
Unallocated expenses	未分配開支						(12,253)
Finance costs, net	財務費用淨額						(8,606)
Profit before income tax	除所得稅前溢利						74,407
Income tax expense	所得稅開支						(17,549)
Profit for the year	年度溢利						56,858

5 分類資料(續)

(a) 業務分類

下表呈列本集團於截至二零二二年及二零二一年三月三十一日止年度，業務分類之收益、業績及若干資產、負債及支出資料。

二零二二年三月三十一日

NOTES TO FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (continued)

(a) Operating segments (continued)

31 March 2022 (continued)

5 分類資料 (續)

(a) 業務分類 (續)

二零二二年三月三十一日 (續)

		Electrical and electronic products 電器及 電子產品 HK\$'000 千港元	Motors 電機 HK\$'000 千港元	Real estate development 房地產發展 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Elimination 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment assets	分類資產	1,687,514	1,103,991	769,864	38,170	(1,064,859)	2,534,680
Unallocated assets	未分配資產						383,403
Total assets	總資產						2,918,083
Segment liabilities	分類負債	277,238	313,556	853,433	282,693	(1,064,859)	662,061
Unallocated liabilities	未分配負債						666,112
Total liabilities	總負債						1,328,173
Other segment information:	其他分類資料：						
Capital expenditure	資本支出	7,969	36,149	6	-	-	44,124
Depreciation and amortisation	折舊及攤銷	61,903	71,122	132	1,644	-	134,801
Gain on disposal of property, plant and equipment, net	出售物業、廠房及 設備之收益， 淨額	-	(34)	-	-	-	(34)
Deficit on revaluation of land and buildings recognised directly in equity	直接於權益確認之 土地及樓宇之 重估虧絀	10,950	10,384	-	2,525	-	23,859
Fair value loss on investment properties	投資物業之 公平值虧損	-	-	2,601	-	-	2,601

NOTES TO FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (continued)

(a) Operating segments (continued)

31 March 2021

5 分類資料 (續)

(a) 業務分類 (續)

二零二一年三月三十一日

		Continuing operations 持續經營業務					Discontinued operation 已終止經營業務			
		Electrical and electronic products 電器及電子產品 HK\$'000 千港元	Motors 電機 HK\$'000 千港元	Real estate development 房地產發展 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Glass technology and application 玻璃技術及應用 HK\$'000 千港元	Elimination 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue	分類收益									
Revenue from external customers	來自外界客戶的收益									
Timing of revenue recognition	確認收益時間									
- At a point of time	- 在某個時間點	1,639,837	1,048,551	5,477	-	-	2,693,865	2,461	-	2,696,326
- Over time	- 隨時間	-	-	-	-	-	-	3,050	-	3,050
		1,639,837	1,048,551	5,477	-	-	2,693,865	5,511	-	2,699,376
Inter-segment sales	分類單位間銷售	39,779	3,256	-	-	(43,035)	-	-	-	-
Total	總計	1,679,616	1,051,807	5,477	-	(43,035)	2,693,865	5,511	-	2,699,376
Other income and gains, net	其他收入及收益·淨額	35,220	46,143	7,149	1,620	-	90,132	46	-	90,178
Segment results	分類業績	138,447	55,994	(24,989)	(7,577)	-	161,875	(740)	-	161,135
Unallocated gain, net	未分配收益·淨額						3,912			3,912
Unallocated expenses	未分配開支						(15,895)			(15,895)
Finance costs, net	財務費用·淨額						(9,806)			(9,806)
Share of losses from investment in an associate	應佔於一間聯營公司投資之虧損						(31)			(31)
Profit before income tax	除所得稅前溢利						140,055			139,315
Income tax (expense)/credit	所得稅(開支)/抵免						(35,914)	38	-	(35,876)
Profit for the year	年度溢利						104,141			103,439

NOTES TO FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (continued)

(a) Operating segments (continued)

31 March 2021 (continued)

		Continuing operations 持續經營業務					Discontinued operation 已終止經營業務			
		Electrical and electronic products 電器及電子產品 HK\$'000 千港元	Motors 電機 HK\$'000 千港元	Real estate development 房地產發展 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Elimination 對銷 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Glass technology and application 玻璃技術及應用 HK\$'000 千港元	Elimination 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment assets	分類資產	1,785,507	1,185,504	689,103	43,296	(987,687)	2,715,723	-	-	2,715,723
Unallocated assets	未分配資產						495,110			495,110
Total assets	總資產						3,210,833			3,210,833
Segment liabilities	分類負債	394,041	465,468	756,415	283,084	(987,687)	911,321	-	-	911,321
Unallocated liabilities	未分配負債						800,016			800,016
Total liabilities	總負債						1,711,337			1,711,337
Other segment information:	其他分類資料:									
Capital expenditure	資本支出	9,369	76,699	8	-	-	86,076	-	-	86,076
Depreciation and amortisation	折舊及攤銷	55,095	63,990	125	2,870	-	122,080	-	-	122,080
Loss/(gain) on disposal of property, plant and equipment, net	出售物業、廠房及設備之虧損/(收益)淨額	(169)	1,364	-	-	-	1,195	-	-	1,195
Surplus on revaluation of land and buildings recognised directly in equity	直接於權益確認之土地及樓宇之重估盈餘	(38,798)	(8,940)	-	(5,038)	-	(62,776)	-	-	(62,776)
Fair value gain on investment properties	投資物業之公平值收益	-	-	(3,462)	-	-	(3,462)	-	-	(3,462)

5 分類資料 (續)

(a) 業務分類 (續)

二零二一年三月三十一日 (續)

NOTES TO FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (continued)

(b) Geographical information

	United States of America 美國		Europe 歐洲		Asia 亞洲		Others 其他		Consolidated 綜合	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
	二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue:	分類收益：									
Revenue from external customers	來自外界客戶的收益									
- Continuing operations	- 持續經營業務									
- Discontinued operation	- 已終止經營業務									
	997,524	1,166,023	288,741	489,623	1,030,050	1,038,219	-	-	2,316,315	2,693,865
	-	-	-	-	-	5,511	-	-	-	5,511

The revenue information above is based on the locations of the customers.

上述收益資料乃根據客戶所在地劃分。

	Hong Kong 香港		Mainland China 中國內地		Malaysia 馬來西亞		Consolidated 綜合	
	2022	2021	2022	2021	2022	2021	2022	2021
	二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Other segment information:	其他分類資料：							
Non-current assets	非流動資產							
	6,206	7,884	1,182,063	1,272,886	33,819	35,376	1,222,088	1,316,146

The non-current assets for the above segment information consist of property, plant and equipment, investment properties, right-of-use assets, properties under development, intangible assets and prepayments, deposits and other receivables, but exclude deferred tax assets and financial assets at fair value through profit or loss.

上述分類資料之非流動資產包括物業、廠房及設備、投資物業、使用權資產、發展中物業、無形資產以及預付款項、按金及其他應收款項，但不包括遞延稅項資產及透過損益按公平值列賬之金融資產。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (continued)

(c) Information about major customers

Revenue of HK\$622,020,000 (2021: HK\$1,022,366,000) was derived from sales of electrical and electronic products to a major customer, which accounted for 27% (2021: 38%) of the Group's total revenue.

(d) Assets and liabilities related to contract with customers

The Group has recognised the following assets and liabilities related to contracts with customers:

Contract liabilities related to sales of goods (Note i)	有關銷售貨品之合約負債(附註i)
Contract liabilities related to sales of properties (Note ii)	有關銷售物業之合約負債(附註ii)

Notes:

- (i) These consist of advanced payments received from customers for goods that have not yet been transferred to the customers.
- (ii) These consist of advanced payments received from customers resulting from the properties sales.

5 分類資料(續)

(c) 有關主要客戶之資料

收益622,020,000港元(二零二一年: 1,022,366,000港元)乃源自向一名主要客戶銷售電器及電子產品, 該客戶佔本集團收益總額27%(二零二一年: 38%)。

(d) 有關客戶合約之資產及負債

本集團已確認以下有關客戶合約之資產及負債:

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
42,894	23,592
137,867	99,501
180,761	123,093

附註:

- (i) 此包括就尚未轉移至客戶之貨品向客戶預先收取之付款。
- (ii) 此包括來自銷售物業向客戶預收之付款。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (continued)

(e) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised for the year ended 31 March 2022 and 2021 relates to carried-forward contract liabilities:

Contract liabilities related to sales of goods	有關銷售貨品之合約負債
Contract liabilities related to sales of properties	有關銷售物業之合約負債

5 分類資料 (續)

(e) 就合約負債已確認之收益

下表顯示截至二零二二年及二零二一年三月三十一日止年度就結轉合約負債確認之收益款額：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
23,592	33,652
120	-
23,712	33,652

NOTES TO FINANCIAL STATEMENTS

財務報表附註

6 OTHER INCOME AND GAINS, NET

6 其他收入及收益，淨額

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Fair value gain on financial assets at fair value through profit or loss, net	透過損益按公平值列賬之金融資產之公平值收益，淨額	4,155	3,322
Fair value (loss)/gain on investment properties, net (Note 16)	投資物業之公平值(虧損)/收益，淨額(附註16)	(2,601)	3,462
Gain/(loss) on disposal of property, plant and equipment, net	出售物業、廠房及設備之收益/(虧損)，淨額	34	(1,195)
Gain on disposal of equity interest in an associate (Note 21)	出售一間聯營公司股權之收益(附註21)	-	729
Gain on disposal of a subsidiary (Note i)	出售一間附屬公司之收益(附註i)	605	1,621
Gain on termination of leases	終止租賃之收益	-	142
Gross rental income	租金收入總額	1,767	512
Sales of scrap materials	出售廢料	11,257	10,001
Subsidy income (Note ii)	補貼收入(附註ii)	44,970	66,914
Others	其他	6,843	8,536
		67,030	94,044

Note:

- (i) On 25 October 2021, the Group entered into a sale and purchase agreement with an independent third party to dispose of the entire interest in an indirect wholly owned subsidiary of the Company, which was principally engaged in manufacture and trading of moulds, for a cash consideration of RMB400,000 (equivalent to HK\$486,000). The transaction was completed on the same date, resulting in a gain on disposal of approximately HK\$605,000.

On 16 June 2020, the Group disposed of the entire equity interest in 創建節能玻璃(韶關)有限公司 and 創建節能玻璃(貴州)有限公司 and its subsidiaries to an independent third party, for a cash consideration RMB34,500,000 (equivalent to approximately HK\$39,812,000). The disposal resulted in a gain of disposal of HK\$1,621,000.

附註：

- (i) 於二零二一年十月二十五日，本集團與一名獨立第三方訂立買賣協議，以現金代價人民幣400,000元（相等於486,000港元）出售本公司一間間接全資附屬公司的全部股權，該公司主要從事模具生產及買賣。有關交易已於同日完成並產生出售收益約605,000港元。

於二零二零年六月十六日，本集團以現金代價人民幣34,500,000元（相等於約39,812,000港元）向一名獨立第三方出售創建節能玻璃（韶關）有限公司及創建節能玻璃（貴州）有限公司及其附屬公司之全部股權。有關出售事項產生出售收益1,621,000港元。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

6 OTHER INCOME AND GAINS, NET

(continued)

Note: (continued)

- (ii) Various government subsidies have been received from the local government authorities for subsidising the operating activities, research and development activities, and acquisition of fixed assets. During the year ended 31 March 2022, subsidies income amounting to HK\$44,970,000 (2021: HK\$66,914,000) are recognised in profit or loss, including the recognition of deferred government subsidy income of HK\$39,895,000 (2021: HK\$36,965,000).

7 FINANCE COSTS, NET

Interest expense on bank loans	銀行貸款之利息開支
Interest expense on lease liabilities (Note 17(b))	租賃負債之利息開支 (附註17(b))
Bank interest income	銀行利息收入

During the year ended 31 March 2022, interest expense of HK\$7,937,000 (2021: HK\$6,223,000) was capitalised under properties under development. The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the entity's borrowings during the year of 2.8% (2021: 2.7%).

6 其他收入及收益，淨額 (續)

附註：(續)

- (ii) 本公司已自當地政府機構收取各類政府補助以補貼營運活動、研發活動及收購固定資產。於截至二零二二年三月三十一日止年度，補貼收入合共44,970,000港元(二零二一年：66,914,000港元)已於損益內確認，包括確認遞延政府補貼收入39,895,000港元(二零二一年：36,965,000港元)。

7 財務費用，淨額

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
9,357	10,468
350	156
(1,101)	(818)
8,606	9,806

於截至二零二二年三月三十一日止年度，利息開支7,937,000港元(二零二一年：6,223,000港元)於發展中物業項下資本化。用於釐定將予資本化的借款成本金額的資本化率為適用於實體年內借款之加權平均利率，即2.8%(二零二一年：2.7%)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

8 PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

8 除稅前溢利

本集團之除稅前溢利已扣除下列各項：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cost of inventories sold	1,443,250	1,716,739
Cost of properties sold	4,002	5,204
Depreciation of property, plant and equipment (Note 15)	129,588	119,635
Depreciation of right-of-use assets (Note 17(a))	5,213	2,445
Employee benefit expenses (Note 9)	499,341	507,663
Auditor's remuneration	3,180	3,100
Legal and professional fee	7,018	8,478
Short-term lease expenses	233	911
Provision for impairment of inventories, net (Note 22)	4,583	5,086
Impairment of properties under development (Note 19)	-	4,456
Impairment of completed properties held for sale (Note 20)	-	15,944

NOTES TO FINANCIAL STATEMENTS

財務報表附註

9 EMPLOYEE BENEFIT EXPENSES

(a) Employee benefit expenses (including Directors' emoluments)

Wages, salaries and other employee welfares	工資、薪金及其他僱員福利
Retirement benefits costs	退休福利成本

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include five (2021: five) directors whose emoluments are reflected in the analysis shown in Note 10.

- (c) During the year, no emoluments have been paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office (2021: Nil).

9 僱員福利開支

(a) 僱員福利開支(包括董事薪酬)

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
497,896	506,217
1,445	1,446
499,341	507,663

(b) 五位最高薪酬人士

本年度本集團五位最高薪酬人士當中包括五名(二零二一年:五名)董事,有關彼等之酬金於附註10列載之分析反映。

- (c) 於年內,本集團並無向董事支付任何酬金作為將加入本集團或加入本集團時的獎勵或作為離職補償(二零二一年:無)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

10 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES)

(a) Directors' and chief executive's emoluments

The remuneration of every director and chief executive for the year ended 31 March 2022 and 2021 is set out below:

2022	二零二二年
Executive directors and the chief executive	執行董事及最高行政人員
Cheng Chor Kit (Note i)	鄭楚傑 (附註i)
Liu Tat Luen	廖達鸞
Cheng Tsz To	鄭子濤
Cheng Tsz Hang	鄭子衡
Lee Kim Wa, Winston (Note ii)	李劍華 (附註ii)
Non-executive director	非執行董事
Fung Wah Cheong, Vincent (Note iii)	馮華昌 (附註iii)
Independent non-executive directors	獨立非執行董事
Wong Chi Wai	黃弛維
Sun Kwai Yu, Vivian	孫季如
Cheng Kwok Kin, Paul	鄭國乾
Cheung Wang Ip	張宏業

10 董事利益及權益 (依據《香港公司條例》(第622章)第383條、《公司(披露董事利益資料)規例》(第622G章)及香港上市規則披露要求)

(a) 董事及主要行政人員酬金

截至二零二二年及二零二一年三月三十一日止年度，各董事及主要行政人員的薪酬載列如下：

Fee	Salary	Discretionary bonus	Equity-settled share option expense	Pension scheme contributions	Total
袍金	薪金	酌情花紅	股本結算購股權開支	退休金計劃供款	總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元	千港元
-	5,340	-	-	-	5,340
-	2,280	-	-	18	2,298
-	1,800	-	-	18	1,818
-	2,160	-	-	18	2,178
-	3,600	-	-	18	3,618
300	-	-	-	-	300
300	-	-	-	-	300
300	-	-	-	-	300
300	-	-	-	-	300
1,500	15,180	-	-	72	16,752

NOTES TO FINANCIAL STATEMENTS

財務報表附註

10 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (continued)

(a) Directors' and chief executive's emoluments (continued)

2021	二零二一年
Executive directors and the chief executive	執行董事及最高行政人員
Cheng Chor Kit (Note i)	鄭楚傑(附註i)
Fung Wah Cheong, Vincent (Note iii)	馮華昌(附註iii)
Liu Tat Luen	廖達鸞
Cheng Tsz To	鄭子濤
Cheng Tsz Hang	鄭子衡
Independent non-executive directors	獨立非執行董事
Wong Chi Wai	黃弛維
Sun Kwai Yu, Vivian	孫季如
Cheng Kwok Kin, Paul	鄭國乾
Cheung Wang Ip	張宏業

Fee	Salary	Discretionary bonus	Equity-settled share option expense	Pension scheme contributions	Total
袍金	薪金	酌情花紅	股本結算購股權開支	退休金計劃供款	總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元	千港元
-	5,704	-	-	-	5,704
-	3,752	-	-	18	3,770
-	1,888	-	-	18	1,906
-	1,800	-	-	18	1,818
-	2,160	-	-	18	2,178
300	-	-	-	-	300
300	-	-	-	-	300
300	-	-	-	-	300
300	-	-	-	-	300
1,200	15,304	-	-	72	16,576

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year (2021: Nil).

於年內，並無董事或最高行政人員放棄或同意放棄任何酬金之安排(二零二一年：無)。

10 董事利益及權益(依據《香港公司條例》(第622章)第383條、《公司(披露董事利益資料)規例》(第622G章)及香港上市規則披露要求)(續)

(a) 董事及主要行政人員酬金(續)

NOTES TO FINANCIAL STATEMENTS

財務報表附註

10 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (continued)

(a) Directors' and chief executive's emoluments (continued)

Notes:

- (i) Mr. Cheng Chor Kit, a director of the Company, is also the chief executive of the Company.
- (ii) Mr. Lee Kim Wa, Winston, was appointed as an executive director on 1 April 2021.
- (iii) Dr. Fung Wah Cheong, Vincent, resigned as an executive director and was re-designated as a non-executive director on 1 April 2021.

10 董事利益及權益（依據《香港公司條例》（第622章）第383條、《公司（披露董事利益資料）規例》（第622G章）及香港上市規則披露要求）（續）

(a) 董事及主要行政人員酬金（續）

附註：

- (i) 本公司董事鄭楚傑先生亦為本公司行政總裁。
- (ii) 李劍華先生於二零二一年四月一日獲委任為執行董事。
- (iii) 馮華昌博士於二零二一年四月一日辭任執行董事並調任為非執行董事。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

10 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) *(continued)*

(b) Directors' retirement benefits

None of the directors received or will receive any retirement benefits during the year ended 31 March 2022 (2021: Nil).

(c) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year ended 31 March 2022 (2021: Nil).

(d) Consideration provided to third parties for making available directors' services

During the year ended 31 March 2022, the Company did not pay consideration to any third parties for making available directors' services (2021: Nil).

(e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31 March 2022, there were no loans, quasi-loans and other dealing arrangements in favour of the directors, or controlled body corporates and connected entities of such directors (2021: Nil).

10 董事利益及權益（依據《香港公司條例》（第622章）第383條、《公司（披露董事利益資料）規例》（第622G章）及香港上市規則披露要求）*（續）*

(b) 董事退休福利

截至二零二二年三月三十一日止年度內，概無董事收到或將收到任何退休福利（二零二一年：無）。

(c) 董事辭退福利

截至二零二二年三月三十一日止年度內，概無董事收到或將收到任何辭退福利（二零二一年：無）。

(d) 就獲提供董事服務而給予第三方代價

截至二零二二年三月三十一日止年度，本公司概無就獲提供董事服務支付代價予任何第三方（二零二一年：無）。

(e) 關於向董事、受董事控制的法人團體及與董事有關連實體作出的貸款及類似貸款，以及惠及該等董事的其他交易的資料

截至二零二二年三月三十一日止年度，本公司概無向董事、受董事控制的法人團體及與董事有關連實體作出貸款及類似貸款，以及惠及該等人士的其他交易安排（二零二一年：無）。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

10 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (continued)

(f) Directors' material interests in transactions, arrangements or contracts

Apart from those disclosed in Note 33, no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

10 董事利益及權益（依據《香港公司條例》（第622章）第383條、《公司（披露董事利益資料）規例》（第622G章）及香港上市規則披露要求）（續）

(f) 董事在交易、安排或合約中的重大權益

除附註33所披露者外，於本年年末或年內任何時間，概無與本集團業務有關連之重要交易、安排或合約，是以本公司為一方，同時本公司董事直接或間接地存在重大利害關係。

11 INCOME TAX

Current – Hong Kong	本年度 – 香港
Charge for the year	年內支出
Adjustment for current tax of prior years	過往年度即期稅項調整
Current – Elsewhere	本年度 – 其他地區
Charge for the year	年內支出
Adjustment for current tax of prior years	過往年度即期稅項調整
Deferred tax (Note 29)	遞延稅項 (附註29)
Total tax charge for the year	年內稅項支出總額

11 所得稅

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
6,459	13,400
938	4,883
3,555	15,495
(3,856)	(3,666)
10,453	5,802
17,549	35,914

NOTES TO FINANCIAL STATEMENTS

財務報表附註

11 INCOME TAX (continued)

A reconciliation of the tax charge applicable to profit before tax at the statutory rates for the locations in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the weighted average tax rate of 24 % (2021: 26%) is as follows:

Profit before tax	除稅前溢利
Tax at the statutory tax rates	按法定稅率計算之稅項
Adjustments in respect of current tax of previous periods	有關過往期間即期稅項之調整
Income not subject to tax	毋須課稅之收入
Expenses not deductible for tax	不可扣稅之開支
Tax losses from previous periods utilised	已動用過往期間之稅項虧損
Tax losses not recognised	未確認之稅項虧損
Effect of different taxation rates under preferential tax treatment	稅務優惠下不同稅率之影響
Tax charge	稅項支出

Hong Kong profits tax has been provided at the rate of 16.5% (2021: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime effective from the year of assessment 2019/2020. The first HK\$2,000,000 of assessable profits of this subsidiary is taxed at 8.25% (2021: Same) and the remaining assessable profits are taxed at 16.5% (2021: Same).

Taxes on profits assessable elsewhere have been calculated at the applicable rates of tax prevailing in the countries in which the Group operates. The tax rate applicable to the subsidiaries in the PRC is 25% (2021: 25%).

11 所得稅 (續)

按本公司及其大多數附屬公司所在地之法定稅率計算之適用於除稅前溢利之稅項開支與按加權平均稅率24% (二零二一年：26%) 計算之稅項開支對賬如下：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
74,407	140,055
15,950	26,728
(2,918)	1,217
(6,877)	(8,199)
8,549	10,810
(3,996)	(3,659)
7,046	9,182
(205)	(165)
17,549	35,914

香港利得稅乃就年內於香港所產生之估計應課稅溢利按16.5% (二零二一年：16.5%) 之稅率計提撥備，惟本集團一間附屬公司除外，該公司為二零一九／二零二零課稅年度起生效之兩級利得稅率制度下之合資格實體。該附屬公司之首2,000,000港元應課稅溢利按8.25% (二零二一年：相同) 稅率繳稅，而其餘應課稅溢利則按16.5% (二零二一年：相同) 稅率繳稅。

於其他地區之應課稅溢利之稅項則按本集團經營所在國家現行之適用稅率計算。年內，中國之附屬公司之適用稅率為25% (二零二一年：25%)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

12 DIVIDENDS

The Board has resolved not to declare any final dividend for the year ended 31 March 2022 (2021: Nil).

12 股息

董事會議決不會宣派截至二零二二年三月三十一日止年度之末期股息(二零二一年：無)。

13 EARNINGS PER SHARE

A reconciliation of the earnings used in calculating earnings per share is as follows:

13 每股盈利

用以計算每股盈利之盈利對賬如下：

Profit/(loss) attributable to the ordinary equity holders of the Company used in calculating basic and diluted earnings per share:

From continuing operations
From discontinued operation

用以計算每股基本及攤薄盈利之本公司普通權益持有人應佔溢利/(虧損)：

來自持續經營業務
來自已終止經營業務

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
56,858	104,328
-	(702)
56,858	103,626

Basic earnings per share is calculated by dividing:

- profit for the year attributable to equity holders of the Company of HK\$56,858,000 (2021: HK\$103,626,000),
- by the weighted average number of ordinary shares of 438,960,000 (2021: 438,960,000) in issue during the year.

每股基本盈利乃按下列項目相除計算：

- 本公司權益持有人應佔年度溢利56,858,000港元(二零二一年：103,626,000港元)，
- 除以年內已發行普通股加權平均數438,960,000股(二零二一年：438,960,000股)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

13 EARNINGS PER SHARE (continued)

13 每股盈利(續)

		2022 二零二二年 HK cents 港仙	2021 二零二一年 HK cents 港仙
Earnings from continuing operations per share	持續經營業務之每股盈利	12.95	23.77
Loss from discontinued operation per share	已終止經營業務之每股虧損	-	(0.16)
Total basic earnings per share attributable to the equity holders of the Company	本公司權益持有人應佔每股基本盈利總額	12.95	23.61

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

每股攤薄盈利調整用以釐定每股基本盈利之數字以計及：

- 與潛在攤薄普通股相關的利息及其他融資成本的除所得稅後影響，及
- 假設所有潛在攤薄普通股獲轉換的情況下發行在外的額外普通股加權平均數。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

13 EARNINGS PER SHARE (continued)

A reconciliation of the weighted average number of ordinary shares used in calculating the basic and diluted earnings per share is as follows:

Weighted average number of ordinary shares used in calculating basic and diluted earnings per share 用以計算每股基本及攤薄盈利之普通股加權平均數

2022 二零二二年	2021 二零二一年
438,960,000	438,960,000

Diluted earnings from continuing operations per share	持續經營業務之每股攤薄盈利	12.95	23.77
Diluted loss from discontinued operation per share	已終止經營業務之每股攤薄虧損	-	(0.16)
Total diluted earnings per share attributable to the ordinary equity holders of the Company	本公司普通權益持有人應佔每股攤薄盈利總額	12.95	23.61
Earnings from continuing operations per share	持續經營業務之每股盈利		
- Basic earnings per share	- 每股基本盈利	12.95	23.77
- Diluted earnings per share	- 每股攤薄盈利	12.95	23.77
Loss from discontinued operation per share	已終止經營業務之每股虧損		
- Basic loss per share	- 每股基本虧損	-	(0.16)
- Diluted loss per share	- 每股攤薄虧損	-	(0.16)

2022 二零二二年 HK cents 港仙	2021 二零二一年 HK cents 港仙
12.95	23.77
-	(0.16)
12.95	23.61
12.95	23.77
12.95	23.77
-	(0.16)
-	(0.16)

Diluted earnings/(losses) per share

The diluted earnings/(losses) from continuing operations and discontinued operation per share is equal to the basic earnings/(losses) per share for the year ended 31 March 2022 and 2021 as the outstanding share options did not have dilutive effect because the exercise price per share option was higher than the average share price of the Company during the year.

13 每股盈利(續)

用以計算每股基本及攤薄盈利之普通股加權平均數之對賬如下：

每股攤薄盈利/(虧損)

截至二零二二年及二零二一年三月三十一日止年度之持續經營業務及已終止經營業務之每股攤薄盈利/(虧損)與每股基本盈利/(虧損)相同，原因為每份購股權之行使價高於本公司於年內之平均股價，因此未行使購股權並無攤薄效果。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

14 SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 March 2022:

14 附屬公司

下表載列於二零二二年三月三十一日之主要附屬公司：

Name 公司名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法人實體類型	Particulars of issued share capital 已發行股本詳情	Ownership interest held by the Group 本集團持有之 所有權權益		Principal activities 主要業務
			2022 二零二二年	2021 二零二一年	
Directly held 直接持有					
Kin Yat Holdings (BVI) Limited 建溢集團(英屬處女群島)有限公司	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Ordinary share US\$1 普通股1美元	100%	100%	Investment holding 投資控股
Indirectly held 間接持有					
Guizhou Kin Yat Property Company Limited 貴州建溢房地產有限公司	The PRC, limited liability company 中國, 有限公司	Ordinary shares RMB130,000,000 普通股人民幣 130,000,000元	100%	100%	Property development 房地產開發
貴州蒙蘇里花園房地產有限公司	The PRC, limited liability company 中國, 有限公司	Ordinary shares RMB200,000,000 普通股人民幣 200,000,000元	100%	100%	Property development 房地產開發
Guizhou Standard Electric Motor Company Limited 貴州標準電機有限公司	The PRC, limited liability company 中國, 有限公司	Ordinary shares RMB124,005,400 普通股人民幣 124,005,400元	100%	100%	Manufacture and trading of motors 製造及買賣電機
Kin Yat (Guizhou) Robot Company Limited 建溢(貴州)機器人有限公司	The PRC, limited liability company 中國, 有限公司	Ordinary shares RMB100,000,000 普通股人民幣 100,000,000元	100%	100%	Manufacture and trading of electronic products 製造及買賣電子產品
Kin Yat (Hong Kong) Corporation Limited 建溢(香港)實業有限公司	Hong Kong, limited liability company 香港, 有限公司	Ordinary shares HK\$10,000 普通股10,000港元	100%	100%	Trading of electrical products 買賣電器產品

NOTES TO FINANCIAL STATEMENTS

財務報表附註

14 SUBSIDIARIES (continued)

14 附屬公司 (續)

Name 公司名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法人實體類型	Particulars of issued share capital 已發行股本詳情	Ownership interest held by the Group 本集團持有之 所有權權益		Principal activities 主要業務
			2022 二零二二年	2021 二零二一年	
Indirectly held (continued) 間接持有 (續)					
Kin Yat Industrial Company Limited 建溢實業有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$3,200,000 普通股3,200,000港元	100%	100%	Trading of toys, electronic products, and sourcing of materials 買賣玩具、電子產品及材 料採購
Newway Electrical Industries (Hong Kong) Limited 新法電器實業(香港)有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$10,000 普通股10,000港元	100%	100%	Trading of electrical household appliances 買賣家電
Penta Blesses Enterprises Limited 五福企業有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$1,000,000 普通股1,000,000港元	100%	100%	Investment and property holding 投資及持有物業
Shaoguan Turbo Electronic Technology Company Limited 韶關德寶電子科技有限公司	The PRC, limited liability company 中國，有限公司	Ordinary shares US\$8,000,000 普通股8,000,000美元	100%	100%	Manufacture and trading of toys and electrical appliances 製造及買賣玩具及電器
Shenzhen Kin Yat Power Electronic Company Limited 深圳建溢實業電子有限公司	The PRC, limited liability company 中國，有限公司	Ordinary shares US\$10,000,000 普通股10,000,000美元	100%	100%	Manufacture and trading of toys and electronic products 製造及買賣玩具及電子產 品
Shixing Standard Motor Company Limited 始興縣標準微型馬達有限公司	The PRC, limited liability company 中國，有限公司	Ordinary shares US\$23,000,000 普通股23,000,000美元	100%	100%	Property holding, manufacture and trading of motors 持有物業、製造及買賣電 機

NOTES TO FINANCIAL STATEMENTS

財務報表附註

14 SUBSIDIARIES (continued)

14 附屬公司 (續)

Name 公司名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立／成立地點及 法人實體類型	Particulars of issued share capital 已發行股本詳情	Ownership interest held by the Group 本集團持有之 所有權權益		Principal activities 主要業務
			2022 二零二二年	2021 二零二一年	
Indirectly held (continued) 間接持有 (續)					
Smart Electric Motor Company Limited 精密電機有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary share HK\$1 普通股1港元	100%	100%	Trading of motors and materials 買賣電機及物料
Smart Electric Motor Singapore Pte. Limited	Singapore, limited liability company 新加坡，有限公司	Ordinary shares SG\$100 普通股100新加坡元	100%	100%	Trading of motors 買賣電機
Standard Encoder (Malaysia) Sdn Bhd	Malaysia, limited liability company 馬來西亞，有限公司	Ordinary shares RM500,000 普通股500,000馬幣	100%	100%	Manufacture and trading of encoder film 製造及買賣編碼器菲林
Standard Land (Malaysia) Sdn Bhd	Malaysia, limited liability company 馬來西亞，有限公司	Ordinary shares RM500,000 普通股500,000馬幣	100%	100%	Property holding 持有物業
Standard Motor Company Limited 標準微型摩打有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$40,000,000 普通股40,000,000港元	100%	100%	Trading of motors and sourcing of materials 買賣電機及採購物料
Standard Motor Japan Company Limited	Japan, limited liability company 日本，有限公司	Ordinary shares JPY10,000,000 普通股10,000,000日圓	100%	100%	Trading of motors 買賣電機
World Talent Enterprise Limited 環智企業有限公司	Hong Kong, limited liability company 香港，有限公司	Ordinary shares HK\$1,000,000 普通股1,000,000港元	100%	100%	Trading of toys 買賣玩具
韶關市環智實業有限公司	The PRC, limited liability company 中國，有限公司	Ordinary shares HK\$26,500,000 普通股26,500,000港元	100%	100%	Manufacture and trading of toys 製造及買賣玩具

NOTES TO FINANCIAL STATEMENTS

財務報表附註

15 PROPERTY, PLANT AND EQUIPMENT

15 物業、廠房及設備

		Buildings 樓宇 HK\$'000 千港元	Freehold land and buildings 永久業權 土地及樓宇 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Moulds, tools, and plant and machinery 模具、工具 及廠房與機器 HK\$'000 千港元	Furniture, equipment and motor vehicles 傢俬、設備 及汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 March 2022	二零二二年三月三十一日						
Cost or valuation:	成本值或估值：						
At 1 April 2021	於二零二一年四月一日	357,460	26,893	92,153	1,276,494	478,536	2,231,536
Additions	添置	-	-	717	41,522	1,460	43,699
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	-	518	518
Disposals	出售	-	-	-	(17)	(1,824)	(1,841)
Write-off	撇銷	-	-	-	(123)	(3,972)	(4,095)
Transfers	轉撥	9,550	-	(12,982)	3,432	-	-
Deficit on revaluation	重估虧絀	(23,865)	6	-	-	-	(23,859)
Write-back on revaluation	重估時回撥	(14,785)	(176)	-	-	-	(14,961)
Exchange realignment	匯兌調整	5,067	(1,277)	2,461	32,853	9,322	48,426
At 31 March 2022	於二零二二年三月三十一日	333,427	25,446	82,349	1,354,161	484,040	2,279,423
Accumulated depreciation and impairment:	累計折舊及減值：						
At 1 April 2021	於二零二一年四月一日	-	-	-	812,547	348,615	1,161,162
Provided during the year	年內撥備	14,785	176	-	86,021	28,606	129,588
Disposals	出售	-	-	-	(17)	(1,768)	(1,785)
Write-off	撇銷	-	-	-	(123)	(3,972)	(4,095)
Write-back on revaluation	重估時回撥	(14,785)	(176)	-	-	-	(14,961)
Exchange realignment	匯兌調整	-	-	-	20,480	5,795	26,275
At 31 March 2022	於二零二二年三月三十一日	-	-	-	918,908	377,276	1,296,184
Net book value:	賬面淨值：						
At 31 March 2022	於二零二二年三月三十一日	333,427	25,446	82,349	435,253	106,764	983,239
31 March 2022	二零二二年三月三十一日						
An analysis of cost or valuation:	成本值或估值之分析：						
At cost	按成本值	-	-	82,349	1,354,161	484,040	1,920,550
At 2022 valuation	按二零二二年之估值	333,427	25,446	-	-	-	358,873
		333,427	25,446	82,349	1,354,161	484,040	2,279,423

NOTES TO FINANCIAL STATEMENTS

財務報表附註

15 PROPERTY, PLANT AND EQUIPMENT (continued)

15 物業、廠房及設備 (續)

		Buildings 樓宇 HK\$'000 千港元	Freehold land and buildings 永久業權 土地及樓宇 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Moulds, tools, and plant and machinery 模具、工具 及廠房與機器 HK\$'000 千港元	Furniture, equipment and motor vehicles 傢俬、設備 及汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 March 2021	二零二一年三月三十一日						
Cost or valuation:	成本值或估值：						
At 1 April 2020	於二零二零年四月一日	304,576	25,909	94,605	1,139,085	423,875	1,988,050
Additions	添置	-	-	1,372	59,896	24,441	85,709
Disposals	出售	-	-	-	(6,487)	-	(6,487)
Write-off	撇銷	-	-	-	(117)	(3,772)	(3,889)
Transfers	轉撥	-	-	(13,398)	137	13,261	-
Surplus on revaluation	重估盈餘	52,600	176	-	-	-	52,776
Write-back on revaluation	重估時回撥	(12,417)	(176)	-	-	-	(12,593)
Exchange realignment	匯兌調整	12,701	984	9,574	83,980	20,731	127,970
At 31 March 2021	於二零二一年三月三十一日	357,460	26,893	92,153	1,276,494	478,536	2,231,536
Accumulated depreciation and impairment:	累計折舊及減值：						
At 1 April 2020	於二零二零年四月一日	-	-	-	686,150	312,746	998,896
Provided during the year	年內撥備	12,417	176	-	80,605	26,437	119,635
Disposals	出售	-	-	-	(2,490)	-	(2,490)
Write-off	撇銷	-	-	-	(117)	(3,772)	(3,889)
Write-back on revaluation	重估時回撥	(12,417)	(176)	-	-	-	(12,593)
Exchange realignment	匯兌調整	-	-	-	48,399	13,204	61,603
At 31 March 2021	於二零二一年三月三十一日	-	-	-	812,547	348,615	1,161,162
Net book value:	賬面淨值：						
At 31 March 2021	於二零二一年三月三十一日	357,460	26,893	92,153	463,947	129,921	1,070,374
31 March 2021	二零二一年三月三十一日						
An analysis of cost or valuation:	成本值或估值之分析：						
At cost	按成本值	-	-	92,153	1,276,494	478,536	1,847,183
At 2021 valuation	按二零二一年之估值	357,460	26,893	-	-	-	384,353
		357,460	26,893	92,153	1,276,494	478,536	2,231,536

NOTES TO FINANCIAL STATEMENTS

財務報表附註

15 PROPERTY, PLANT AND EQUIPMENT *(continued)*

Depreciation of approximately HK\$119,113,000 (2021: HK\$108,866,000) is included in cost of sales; HK\$10,475,000 (2021: HK\$10,769,000) is included in administrative expenses in the consolidated income statement.

At 31 March 2022, the Group's building in Hong Kong and Mainland China were revalued based on valuation performed by Asset Appraisal Limited, an independent professionally qualified valuer, at HK\$2,630,000 (2021: HK\$2,310,000) and RMB268,370,000 (equivalent to HK\$330,797,000) (2021: RMB296,370,000 (equivalent to HK\$355,150,000)) respectively.

Freehold land and buildings in Malaysia were revalued based on valuation performed by Ravia Global Appraisal Advisory Limited, an independent professionally qualified valuer, at Malaysian Ringgit ("RM") RM13,690,000 (equivalent to HK\$25,446,000) (2021: RM13,780,000 (equivalent to HK\$26,893,000)).

Revaluation deficits of HK\$23,859,000 resulting from the above revaluation were debited to (2021: Revaluation surplus of HK\$52,776,000 resulting from the above revaluation were credited to) the asset revaluation reserve.

Each year, the Group appoints external valuers to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management discusses with the valuers on the valuation assumptions and valuation results when the valuation is performed for financial reporting.

There has been no change from the valuation techniques used in prior years. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

15 物業、廠房及設備 (續)

折舊約119,113,000港元(二零二一年:108,866,000港元)已計入銷售成本;10,475,000港元(二零二一年:10,769,000港元)已計入綜合收益表內之行政開支。

於二零二二年三月三十一日,本集團於香港及中國內地之樓宇乃根據獨立專業合資格估值師中誠達資產評估顧問有限公司所進行之估值而重估,估值分別為2,630,000港元(二零二一年:2,310,000港元)及人民幣268,370,000元(相等於330,797,000港元)(二零二一年:人民幣296,370,000元(相等於355,150,000港元))。

於馬來西亞之永久業權土地及樓宇乃根據獨立專業合資格估值師Ravia Global Appraisal Advisory Limited所進行之估值而重估,估值為13,690,000馬幣(「馬幣」)(相等於25,446,000港元)(二零二一年:13,780,000馬幣(相等於26,893,000港元))。

上述重估產生之重估虧拙23,859,000港元已於資產重估儲備扣除(二零二一年:已計入上述重估產生之重估盈餘52,776,000港元)。

每年,本集團委聘外聘估值師負責對本集團之物業進行外部估值。甄選標準包括市場知識、聲譽、獨立性及是否維持專業標準。當為財務申報進行估值時,管理層會與估值師討論估值假設及估值結果。

過往年度所用估值技術並無變動。於估計物業之公平值時,有關物業之最高及最佳用途為其現時用途。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

15 PROPERTY, PLANT AND EQUIPMENT *(continued)*

Fair value hierarchy

The fair values of the Group's land and buildings at 31 March 2022 are estimated by using significant unobservable inputs and the fair value measurement is categorised within Level 3 (2021: Same).

During the year ended 31 March 2022, there were no transfers of fair value measurements between Level 1, Level 2 and Level 3 (2021: Nil).

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

Carrying amount:	賬面值：
At 1 April 2021	於二零二一年四月一日
Transfer	轉撥
Depreciation	折舊
Surplus/(deficit) on revaluation	重估盈餘／(虧拙)
Exchange realignment	匯兌調整
At 31 March 2022	於二零二二年三月三十一日
At 1 April 2020	於二零二零年四月一日
Depreciation	折舊
(Deficit)/surplus on revaluation	重估(虧拙)／盈餘
Exchange realignment	匯兌調整
At 31 March 2021	於二零二一年三月三十一日

15 物業、廠房及設備 (續)

公平值架構

於二零二二年三月三十一日，本集團之土地及樓宇之公平值乃採用重大不可觀察輸入數據估計及公平值計量分類於第三層下(二零二一年：相同)。

於截至二零二二年三月三十一日止年度，概無任何公平值計量在第一層、第二層與第三層之間轉移(二零二一年：無)。

已分類於公平值架構第三層內之公平值計量之對賬：

Building in Hong Kong (Industrial) 於香港 之樓宇 (工業) HK\$'000 千港元	Buildings in Mainland China (Industrial) 於中國內地 之樓宇 (工業) HK\$'000 千港元	Buildings in Malaysia (Industrial) 於馬來西亞 之樓宇 (工業) HK\$'000 千港元	Total 總計 HK\$'000 千港元
2,310	355,150	26,893	384,353
-	9,550	-	9,550
(92)	(14,693)	(176)	(14,961)
412	(24,277)	6	(23,859)
-	5,067	(1,277)	3,790
2,630	330,797	25,446	358,873
2,460	302,116	25,909	330,485
(98)	(12,319)	(176)	(12,593)
(52)	52,652	176	52,776
-	12,701	984	13,685
2,310	355,150	26,893	384,353

NOTES TO FINANCIAL STATEMENTS

財務報表附註

15 PROPERTY, PLANT AND EQUIPMENT (continued)

Fair value hierarchy (continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of properties:

Class of properties 物業類別	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Range of unobservable inputs (weighted average) 不可觀察輸入數據範圍 (加權平均)	
			2022 二零二二年 HK\$ 港元	2021 二零二一年 HK\$ 港元
Hong Kong 香港 – Buildings – 樓宇 – Industrial – 工業 – Level 3 – 第三層	Market comparable method 市場比較法	Gross unit rate per square foot 每平方呎總單位價格	506	444
Mainland China 中國內地 – Buildings – 樓宇 – Industrial – 工業 – Level 3 – 第三層	Direct replacement cost method 直接重置成本法	Gross unit rate per square foot 每平方呎總單位價格	63 to 148 63至148	70 to 159 70至159
Malaysia 馬來西亞 – Buildings – 樓宇 – Industrial – 工業 – Level 3 – 第三層	Direct replacement cost method 直接重置成本法	Gross unit rate per square foot 每平方呎總單位價格	459	477

As at 31 March 2022, had the Group's buildings stated at valuation been carried at cost less accumulated depreciation, they would have been included in the financial statements at approximately HK\$51,390,000 (2021: HK\$66,777,000).

15 物業、廠房及設備 (續)

公平值架構 (續)

物業估值所用之估值方法及主要輸入數據概要如下：

於二零二二年三月三十一日，倘本集團以估值列賬之樓宇以成本減累積折舊計算賬面值，列入財務報表中之賬面值將約為51,390,000港元（二零二一年：66,777,000港元）。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

16 INVESTMENT PROPERTIES

16 投資物業

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Carrying amount at the beginning of year	年初賬面值	66,028	57,975
(Loss)/gain from fair value adjustment (Note 6)	來自公平值調整之 (虧損)/收益(附註6)	(2,601)	3,462
Exchange realignment	匯兌調整	1,853	4,591
Carrying amount at the end of year	年末賬面值	65,280	66,028

Notes:

- (i) The balance included the commercial building in The Royale Cambridge Residences, residential units and car park, and a commercial leasehold land in Guizhou Province.
- (ii) As at 31 March 2022, a portion of the commercial leasehold land with the carrying amount of approximately HK\$46,789,000 (2021: HK\$47,556,000) was pledged to the bank to secure a bank facility (Note 28).

The Group's investment properties were revalued on 31 March 2022 based on valuations performed by Assets Appraisal Limited, independent professionally qualified valuers, at RMB52,960,000 (2021: RMB55,100,000) (equivalent to HK\$65,280,000 (2021: HK\$66,028,000)).

Each year, the Group appoints an external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The management discusses with the valuer on the valuation assumptions and valuation results when the valuation is performed for financial reporting.

There has been no change from the valuation techniques used in prior years. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

附註：

- (i) 結餘包括貴州省的劍橋皇家之商業樓宇、住宅單位及停車場，以及商業租賃土地。
- (ii) 於二零二二年三月三十一日，賬面值約為46,789,000港元（二零二一年：47,556,000港元）之一部分商用租賃土地已抵押予銀行以取得銀行融資（附註28）。

於二零二二年三月三十一日，本集團之投資物業根據獨立專業合資格估值師行中誠達資產評值顧問有限公司進行之估值重估為人民幣52,960,000元（二零二一年：人民幣55,100,000元）（相等於65,280,000港元（二零二一年：66,028,000港元））。

每年，本集團委聘外聘估值師負責對本集團之物業進行外部估值。甄選標準包括市場知識、聲譽、獨立性及是否維持專業標準。當為財務申報進行估值時，管理層會與估值師討論估值假設及估值結果。

於過往年度採用之估值方法並無變動。於估計物業之公平值時，有關物業之最高及最佳用途為其現時用途。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

16 INVESTMENT PROPERTIES (continued)

Fair value hierarchy

The fair values of the Group's investment properties at 31 March 2022 are estimated by using significant unobservable inputs and the fair value measurement is categorised within Level 3 (2021: Same).

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2021: Nil).

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

Carrying amount:

At 1 April 2021
Loss from fair value adjustment
Exchange realignment

At 31 March 2022

At 1 April 2020
Gain from fair value adjustment
Exchange realignment

At 31 March 2021

賬面值：

於二零二一年四月一日
公平值調整產生之虧損
匯兌調整

於二零二二年
三月三十一日

於二零二零年四月一日
公平值調整產生之收益
匯兌調整

於二零二一年
三月三十一日

16 投資物業 (續)

公平值架構

於二零二二年三月三十一日，本集團投資物業的公平值乃使用重大不可觀察輸入數據估計及公平值計量歸類至第三層（二零二一年：相同）。

於本年度，概無任何公平值計量在第一層與第二層之間轉移，亦無轉入或轉出第三層（二零二一年：無）。

歸類至公平值架構第三層之公平值計量對賬如下：

Land in Mainland China (Commercial) 位於中國內地 之土地(商業) HK\$'000 千港元	Building in Mainland China (Commercial) 位於中國內地 之樓宇(商業) HK\$'000 千港元	Total 總計 HK\$'000 千港元
55,123	10,905	66,028
(2,431)	(170)	(2,601)
1,544	309	1,853
54,236	11,044	65,280
47,849	10,126	57,975
3,462	-	3,462
3,812	779	4,591
55,123	10,905	66,028

NOTES TO FINANCIAL STATEMENTS

財務報表附註

16 INVESTMENT PROPERTIES (continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

16 投資物業 (續)

投資物業估值所用之估值方法及主要輸入數據概述如下：

Class of properties	Valuation techniques	Significant unobservable inputs	Range of unobservable inputs (weighted average)	
			不可觀察輸入數據範圍 (加權平均)	
物業類別	估值方法	重大不可觀察輸入數據	2022 二零二二年 HK\$ 港元	2021 二零二一年 HK\$ 港元
Leasehold land in Mainland China 於中國內地之租賃土地	Market comparable method 市場比較法	Gross unit rate per square foot# 每平方呎總單位價格#	26	27
Commercial properties in Mainland China 於中國內地之商業物業	Income method 收入法	Gross unit rate per square foot# 每平方呎總單位價格#	512	506

The higher the gross unit rate per square foot, the higher the fair value.

每平方呎總單位價格愈高，公平值愈高。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

17 LEASES

(a) Right-of-use assets

17 租賃

(a) 使用權資產

		Prepaid land lease payments (Note(i)) 預付土地 租金 (附註(i)) HK\$'000 千港元	Leasehold land (Note(ii)) 租賃土地 (附註(ii)) HK\$'000 千港元	Office and other properties (Note(iii)) 辦公室及 其他物業 (附註(iii)) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2021	於二零二一年 四月一日	22,406	202	3,726	26,334
Inception of lease contracts	租約開始	-	-	13,182	13,182
Depreciation (Note (iv))	折舊 (附註(iv))	(653)	(8)	(4,552)	(5,213)
Exchange realignment	匯兌調整	340	-	9	349
At 31 March 2022	於二零二二年 三月三十一日	22,093	194	12,365	34,652
At 1 April 2020	於二零二零年 四月一日	22,169	210	3,864	26,243
Inception of lease contracts	租約開始	-	-	5,348	5,348
Depreciation (Note (iv))	折舊 (附註(iv))	(635)	(8)	(1,802)	(2,445)
Termination of leases	終止租賃	-	-	(3,828)	(3,828)
Exchange realignment	匯兌調整	872	-	144	1,016
At 31 March 2021	於二零二一年 三月三十一日	22,406	202	3,726	26,334

NOTES TO FINANCIAL STATEMENTS

財務報表附註

17 LEASES (continued)

(a) Right-of-use assets (continued)

Notes:

- (i) The Group obtains the land use rights through lease contracts with local governments in the PRC with 50 years term.
- (ii) The Group's interest in leasehold land is on medium term lease of 50 years located in Hong Kong.
- (iii) The Group obtains right to control the use of office and other properties for a period of time through lease arrangements. Lease arrangements are negotiated on an individual basis and contain a wide range of different terms and conditions including lease payments and lease terms ranging from 1 to 3 years.

The Group's lease expenses (Note 8) are primarily for short-term leases.

- (iv) Depreciation of approximately HK\$624,000 (2021: HK\$108,000) is included in "Cost of sales" and HK\$4,589,000 (2021: HK\$2,337,000) is included in "Administrative expenses" in the consolidated income statement.

17 租賃 (續)

(a) 使用權資產 (續)

附註：

- (i) 本集團透過與中國地方政府訂立為期50年的租約取得土地使用權。
- (ii) 本集團之租賃土地權益按為期50年之中期租賃持有以及位於香港。
- (iii) 本集團透過租賃安排取得於一段時間內控制辦公室及其他物業用途的權利。租賃安排乃逐項進行磋商，包含各種不同條款及條件，包括租賃付款及介乎1至3年之租期。

本集團之租賃開支(附註8)主要來自短期租賃。

- (iv) 折舊約624,000港元(二零二一年：108,000港元)及4,589,000港元(二零二一年：2,337,000港元)已分別計入綜合收益表的「銷售成本」及「行政開支」。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

17 LEASES (continued)

(b) Lease liabilities

At 1 April	於四月一日
Inception of lease contracts	租約開始
Termination of leases	終止租賃
Interest expenses on lease liabilities (Note 7)	租賃負債之利息開支 (附註7)
Payment for lease liabilities (including interest)	支付租賃負債 (包括利息)
Exchange alignment	匯兌調整
At 31 March	於三月三十一日
Amount due for settlement within 12 months	於12個月內到期結算之 款項
Amount due for settlement after 12 months	於12個月後到期結算之 款項

The total cash outflows for leases for the year were HK\$4,686,000 (2021: HK\$2,819,000).

The maturity analysis of lease liabilities is disclosed in Note 3.1(c).

(c) Short-term leases

As at 31 March 2022, the total future lease payments for short-term leases amounted to HK\$468,000 (2021: HK\$6,000) (Note 37(b)).

17 租賃(續)

(b) 租賃負債

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
3,772	4,000
13,182	5,348
-	(3,970)
350	156
(4,453)	(1,908)
69	146
12,920	3,772
5,979	1,880
6,941	1,892
12,920	3,772

年內租賃現金流出總額為4,686,000港元(二零二一年: 2,819,000港元)。

租賃負債之到期分析於附註3.1(c)披露。

(c) 短期租賃

於二零二二年三月三十一日,短期租賃之未來租賃付款總額為468,000港元(二零二一年: 6,000港元)(附註37(b))。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

18 INTANGIBLE ASSETS

18 無形資產

		Goodwill 商譽 HK\$'000 千港元
At 31 March 2021 and 1 April 2021	於二零二一年三月三十一日及 二零二一年四月一日	
Cost and net book value	成本及賬面淨值	7,873
Opening net book value	年初賬面淨值	7,873
Acquisition of a subsidiary (Note)	收購一間附屬公司(附註)	2,984
Closing net book value	年末賬面淨值	10,857
At 31 March 2022	於二零二二年三月三十一日	
Cost and net book value	成本及賬面淨值	10,857
At 31 March 2020, 1 April 2020 and 31 March 2021	於二零二零年三月三十一日、 二零二零年四月一日及 二零二一年三月三十一日	
Cost and net book value	成本及賬面淨值	7,873

Note:

On 1 December 2021, Kin Yat International Limited, a wholly-owned subsidiary of the Group, entered into a sales and purchase agreement with a third party to acquire 100% equity interest in Attoude Technology (Shanghai) Company Limited ("Attoude") at a total cash consideration of RMB3,550,000 (equivalent to: HK\$4,314,000). As at the acquisition, Attoude had fair values of plant and equipment of HK\$518,000, cash and cash equivalents of HK\$402,000 and prepayments, deposits and other receivables of HK\$410,000, resulting in recognition of goodwill amounting to HK\$2,984,000. Attoude contributed net loss of HK\$1,884,000 to the Group for the period from 1 December 2021 to 31 March 2022. If the acquisition had occurred on 1 April 2021, consolidated profit of the Group for the year ended 31 March 2022 would have been HK\$54,079,000.

附註：

於二零二一年十二月一日，本集團的全資附屬公司建溢環球有限公司與一名第三方訂立買賣協議，以總現金代價人民幣3,550,000元（相當於4,314,000港元）收購拖納德智能科技（上海）有限公司（「拖納德」）的100%股權。於收購日期，拖納德之物業及設備之公平值為518,000港元、現金及現金等同物之公平值為402,000港元，以及預付款項、按金及其他應收款項之公平值為410,000港元，導致確認商譽2,984,000港元。於二零二一年十二月一日至二零二二年三月三十一日期間，拖納德向本集團貢獻淨虧損1,884,000港元。倘若收購事項於二零二一年四月一日進行，則本集團截至二零二二年三月三十一日止年度之綜合溢利將為54,079,000港元。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

18 INTANGIBLE ASSETS (continued)

Impairment test for goodwill

Management reviews the business performance based on type of business as follows:

Electrical and electronic products	電器及電子產品
Motors	電機
At 31 March	於三月三十一日

During the year ended 31 March 2022, management of the Group determined that there was no impairment of the CGU to which the goodwill has been allocated. The recoverable amount of goodwill is determined using a value in use calculation with cash flow projections based on financial budgets covering a five-year period approved by senior management. The key assumption for the cash flow projections is the budget gross margin which is the average gross margin achieved in the years before the budgeted year and the discount rates applied to the cash flow projections for electrical and electronic products and motors segments were 14% and 14% (2021: electrical and electronic products and motors segments were 14% and 14%) respectively. The financial budgets are prepared reflecting actual and prior year performance and development expectations.

18 無形資產 (續)

商譽減值測試

管理層根據以下業務類型審閱業務表現：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
6,207	3,223
4,650	4,650
10,857	7,873

於截至二零二二年三月三十一日止年度，本集團管理層釐定，獲分配商譽之現金產生單位並無減值。商譽之可收回金額按照使用價值計算釐定，而使用價值則使用高級管理層批准之涵蓋五年期之財政預算之現金流量預測計算。現金流量預測之主要假設為預算毛利率，其為於預算年度前數年內所達致之平均毛利率，就電器及電子產品以及電機分類之現金流預測採用之貼現率分別為14%及14% (二零二一年：電器及電子產品以及電機分類：14%及14%)。財政預算之編製旨在反映實際及上年度的業績及發展預期。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

19 PROPERTIES UNDER DEVELOPMENT

19 發展中物業

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At 1 April	於四月一日	357,830	312,381
Addition	添置	85,679	26,914
Impairment (Note 8)	減值 (附註8)	-	(4,456)
Exchange alignment	匯兌調整	10,606	22,991
At 31 March (Note)	於三月三十一日 (附註)	454,115	357,830
Current portion	即期部分	(411,898)	(316,787)
Non-current portion	非即期部分	42,217	41,043

Note:

Properties under development comprise:

附註：

發展中物業包括：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Construction costs and capitalised expenditures	建築成本及資本化支出	287,186	202,538
Interests capitalised	利息資本化	35,949	27,955
Land use rights	土地使用權	135,878	132,099
Impairment	減值	(4,898)	(4,762)
		454,115	357,830

NOTES TO FINANCIAL STATEMENTS

財務報表附註

20 COMPLETED PROPERTIES HELD FOR SALE

At 1 April	於四月一日
Properties sold	已售物業
Impairment (Note 8)	減值(附註8)
Exchange realignment	匯兌調整
At 31 March	於三月三十一日

20 持作出售之竣工物業

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
143,905	154,464
(4,002)	(5,204)
-	(15,944)
4,051	10,589
143,954	143,905

21 INVESTMENT IN AN ASSOCIATE

Movements in the investment in an associate is as follows:	於一間聯營公司之投資變動如下：
At beginning of the year	於年初
Disposal (Note)	出售(附註)
Share of post-tax losses	應佔除稅後虧損
Exchange alignment	匯兌調整
At end of the year	於年末

21 於一間聯營公司之投資

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
-	4,854
-	(5,001)
-	(31)
-	178
-	-

NOTES TO FINANCIAL STATEMENTS

財務報表附註

21 INVESTMENT IN AN ASSOCIATE

(continued)

Note:

On 27 April 2020, the Group entered into sales and purchase agreement with a third party, pursuant to which the independent third party agreed to purchase, and the Group agreed to sell 33.3% of equity interests in 貴州法拉第磁電科技有限公司 at cash consideration of RMB5,000,000 (approximately HK\$5,730,000).

The transaction was completed on 27 April 2020 resulting in a gain on disposal of approximately HK\$729,000 (Note 6).

22 INVENTORIES

Raw materials	原料
Work in progress	在製品
Finished goods	製成品
Less: Provision for impairment	減：減值撥備

The cost of inventories recognised as expense and included in “Cost of inventories sold” amounted to approximately HK\$1,443,250,000 (2021: HK\$1,716,739,000). Provision amounted to HK\$4,583,000 (2021: HK\$5,086,000) was included in “Cost of sales” in the consolidated income statement during the year ended 31 March 2022.

21 於一間聯營公司之投資 (續)

附註：

於二零二零年四月二十七日，本集團與第三方訂立買賣協議，據此，獨立第三方同意購買，而本集團同意出售貴州法拉第磁電科技有限公司的33.3%股權，現金代價為人民幣5,000,000元（約5,730,000港元）。

該交易已於二零二零年四月二十七日完成，產生約729,000港元的出售收益（附註6）。

22 存貨

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
189,136	249,044
30,938	29,343
97,844	109,963
317,918 (31,032)	388,350 (26,449)
286,886	361,901

確認為開支及計入「已售存貨成本」之存貨成本約為1,443,250,000港元（二零二一年：1,716,739,000港元）。撥備4,583,000港元（二零二一年：5,086,000港元）已於截至二零二二年三月三十一日止年度計入綜合收益表的「銷售成本」。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

23 ACCOUNTS AND BILLS RECEIVABLE

Accounts receivable	應收賬款
Bills receivable	應收票據
Loss allowance	虧損撥備

The Group's trading terms with its customers are mainly on credit, except for new customers, where cash on sale or payment in advance is normally required. The credit period is generally for a period of one to two months, extending up to three months for certain well-established customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has imposed tightened control to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its accounts and bills receivable balances. Accounts and bills receivable are non-interest-bearing.

The Group also used accounts receivable factoring facilities to manage the credit risk of its trade debtors. As at 31 March 2022, accounts receivable of approximately HK\$2,660,000 (2021: HK\$154,086,000) was subject to non-recourse factoring arrangements and therefore derecognised.

23 應收賬款及票據

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
304,317	364,896
-	17,975
304,317 (14,998)	382,871 (14,782)
289,319	368,089

本集團與客戶之貿易條款大部分以信貸形式進行，惟新客戶一般需以現金或預付形式買賣除外。信貸期一般為一至兩個月，若干信貸狀況良好之客戶之信貸期則可延長至三個月。每名客戶均有信貸上限。本集團對未收回應收款項保持嚴格控制並已加強控制以將信貸風險降至最低。高級管理人員會定期檢討逾期結餘。本集團並無就其應收賬款及票據結餘持有任何抵押品或其他信貸提升。應收賬款及票據並不計息。

本集團使用應收賬款保理融資管理貿易賬款的信貸風險。於二零二二年三月三十一日，應收賬款約2,660,000港元(二零二一年：154,086,000港元)已訂立無追索權保理安排，因此已取消確認。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

23 ACCOUNTS AND BILLS RECEIVABLE *(continued)*

An aging analysis of the accounts and bills receivable as at the end of the reporting period, based on the invoice date, is as follows:

0 – 30 days	0至30日
31 – 60 days	31至60日
61 – 90 days	61至90日
Over 90 days	90日以上
Loss allowance	虧損撥備

At 31 March 2022, the Group had certain concentrations of credit risk that may arise from the exposure to the five largest customers and the largest customer which accounted for approximately 24% (2021: 50%) and 1% (2021: 20%) of the Group's total accounts receivable, respectively.

23 應收賬款及票據 (續)

於報告期末，應收賬款及票據之賬齡分析(按發票日期)如下：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
151,965	168,566
66,476	89,109
43,003	92,806
42,873	32,390
304,317	382,871
(14,998)	(14,782)
289,319	368,089

於二零二二年三月三十一日，本集團可能因對五大客戶及最大客戶的風險敞口而產生若干集中信貸風險，分別佔本集團應收款項總額之約24% (二零二一年：50%) 及1% (二零二一年：20%)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

23 ACCOUNTS AND BILLS RECEIVABLE *(continued)*

The movements in provision for impairment of accounts and bills receivable are as follows:

At beginning of the year	於年初
Provision for impairment recognised during the year	於年內確認之減值撥備
Exchange realignment	匯兌調整
At end of the year	於年末

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all accounts and bills receivable. Note 3.1(b) provides details about the calculation of the allowance.

The carrying amount of accounts and bills receivable approximate their fair values.

Denominated in:

HKD	港元
USD	美元
RMB	人民幣
Others	其他

23 應收賬款及票據 (續)

應收賬款及票據之減值撥備變動如下：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
14,782	7,201
50	7,373
166	208
14,998	14,782

本集團應用香港財務報告準則第9號簡化方法計量預期信貸虧損，就所有應收賬款及票據使用全期預期虧損撥備。附註3.1(b) 載有關於計算撥備之詳細資料。

應收賬款及票據之賬面值與其公平值相若。

以下列貨幣計值：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
26,361	23,826
181,435	221,845
81,440	121,892
83	526
289,319	368,089

NOTES TO FINANCIAL STATEMENTS

財務報表附註

24 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

24 預付款項、按金及其他應收款項

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Prepayment for property, plant and equipment	物業、廠房及設備預付款項	76,206	95,066
Prepaid construction costs (Note)	預付建築成本(附註)	93,148	104,816
Prepayment for materials	材料預付款項	43,299	36,294
VAT recoverables	可收回增值稅	37,820	47,040
Factoring receivables from bank	應收銀行保理款項	11,521	16,363
Utility and other deposits	公共設施及其他按金	11,667	6,519
Staff advance	員工墊款	2,102	2,366
Other prepayments	其他預付款項	5,549	6,800
Other receivables	其他應收款項	45,755	47,950
		327,067	363,214
Less: Provision for impairment	減：減值撥備	(4,827)	(13,152)
		322,240	350,062
Less: Current portion	減：即期部分	(236,397)	(245,568)
Non-current portion	非即期部分	85,843	104,494

Note:

As at 31 March 2022, prepaid construction costs include prepaid construction cost of approximately HK\$83,843,000 (2021: HK\$95,747,000) to certain contractors for the property development project in Dushan County, Guizhou Province, the PRC. The properties, upon completion, are for selling purpose and are expected to be completed within twelve months, therefore, it is classified as current assets.

附註：

於二零二二年三月三十一日，預付建築成本包括就位於中國貴州省獨山縣之物業發展項目支付予若干承包商約83,843,000港元（二零二一年：95,747,000港元）之預付建築成本。該等物業於竣工後作銷售用途，並預期於十二個月內竣工，因此，其被分類為流動資產。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

24 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

The Group applies the HKFRS 9 general approach to measuring expected credit losses which uses 12-month or lifetime expected loss allowance for all deposits and other receivables which constitute financial assets at amortised cost. Note 3.1(b) provides for details about the determination of the allowance.

The carrying amount of prepayments, deposits and other receivables approximate their fair values.

Denominated in:

HKD	港元
RMB	人民幣
Others	其他

24 預付款項、按金及其他應收款項 (續)

本集團應用香港財務報告準則第9號的一般方式計量預期信貸虧損，對構成按攤銷成本計量之金融資產的所有按金及其他應收款項應用12個月或全期預期虧損撥備。附註3.1(b) 提供有關釐定撥備的詳情。

預付款項、按金及其他應收款項之賬面值與其公平值相若。

以下列貨幣計值：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
28,761	44,271
288,664	304,582
4,815	1,209
322,240	350,062

NOTES TO FINANCIAL STATEMENTS

財務報表附註

25 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

25 透過損益按公平值列賬之金融資產

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Listed equity investment, at market value	上市股本投資，按市值	87	91
Unlisted equity investment, at fair value	非上市股本投資，按公平值	14,421	11,624
Key management insurance, at fair value	主要管理層保險，按公平值	12,684	12,283
		27,192	23,998
Less: Current portion	減：即期部分	(14,508)	(11,715)
Non-current portion	非即期部分	12,684	12,283

The above investments at 31 March 2022 were classified as held for trading and were, upon initial recognition, classified by the Group as financial assets at fair value through profit or loss (2021: Same).

An insurance plan relating to the chairman of the Company was included in financial assets at fair value through profit or loss as at 31 March 2022 (2021: Same). The total insured sum as at 31 March 2022 was US\$3,500,000 (2021: US\$3,500,000) (equivalent to HK\$27,225,000 (2021: HK\$27,300,000)). If the Group withdrew from the insurance policies, the account value, net of surrender charges, would be refunded to the Group. The insurance plan was classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely for payments of principal and interest.

於二零二二年三月三十一日之上述投資列為持作買賣，並於首次確認時由本集團分類為透過損益按公平值列賬之金融資產（二零二一年：相同）。

於二零二二年三月三十一日，一項與本公司主席有關之保險計劃已包括於透過損益按公平值列賬之金融資產內（二零二一年：相同）。於二零二二年三月三十一日，總投保額為3,500,000美元（二零二一年：3,500,000美元）（相等於27,225,000港元）（二零二一年：27,300,000港元）。倘本集團退保，本集團可獲退還賬戶價值（扣除退保費用）。由於其合約現金流量並非僅用於支付本金及利息，故保險計劃分類為透過損益按公平值列賬之金融資產。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

26 CASH AND CASH EQUIVALENTS, TIME DEPOSITS, RESTRICTED BANK DEPOSITS AND PLEDGED DEPOSITS

26 現金及現金等同物、定期存款、受限制銀行存款及已抵押存款

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Pledged deposits (Note (i))	已抵押存款 (附註(i))	12,326	17,975
Time deposits – original maturity of more than three months	定期存款 – 原到期日超過三個月	13,355	13,607
Restricted bank deposits (Note (ii))	受限制銀行存款 (附註(ii))	650	538
Cash and cash equivalents	現金及現金等同物	256,934	390,018
		283,265	422,138

Denominated in:

以下列貨幣計值：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
USD	美元	131,923	240,543
RMB	人民幣	96,247	87,262
HKD	港元	37,669	77,858
Others	其他	17,426	16,475
		283,265	422,138

NOTES TO FINANCIAL STATEMENTS

財務報表附註

26 CASH AND CASH EQUIVALENTS, TIME DEPOSITS, RESTRICTED BANK DEPOSITS AND PLEDGED DEPOSITS (continued)

Notes:

- (i) As at 31 March 2022, the Group's pledge deposits were denominated in RMB and placed in a bank to secure a bank facility (Note 28) (2021: Same).
- (ii) Included in restricted bank deposits as at 31 March 2022 are RMB527,000 (equivalent to approximately HK\$650,000) (2021: RMB448,000 (equivalent to HK\$538,000)) pledged to bank for trade financing.

As at 31 March 2022, the cash and cash equivalents, time deposits, restricted bank deposits and pledged deposits of the Group denominated in RMB amounted to HK\$96,247,000 (2021: HK\$87,262,000). RMB is not freely convertible into other currencies; however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between four months and one year (2021: Same) depending on the immediate cash requirements of the Group and earn interest at the respective time deposit rates.

26 現金及現金等同物、定期存款、受限制銀行存款及已抵押存款(續)

附註：

- (i) 於二零二二年三月三十一日，本集團的已抵押存款以人民幣計值並存入銀行作為銀行融資的抵押(附註28)(二零二一年：相同)。
- (ii) 於二零二二年三月三十一日之受限制銀行存款包括為貿易融資而抵押予銀行之人民幣527,000元(相等於約650,000港元)(二零二一年：人民幣448,000元(相等於約538,000港元))。

於二零二二年三月三十一日，本集團以人民幣計值之現金及現金等同物、定期存款及受限制銀行存款以及已抵押存款為96,247,000港元(二零二一年：87,262,000港元)。人民幣不可自由兌換為其他貨幣；然而，根據《中華人民共和國外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准經認可銀行將人民幣兌換為其他貨幣以進行外匯業務。

銀行現金按每日浮動銀行存款利率賺取利息。本集團按即時現金需要，作出介乎四個月至一年(二零二一年：相同)期間之定期存款，並按各定期存款利率賺取利息。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

27 ACCOUNTS AND BILLS PAYABLE, OTHER PAYABLES AND PROVISIONS

27 應付賬款及票據、其他應付款項及撥備

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Accounts and bills payable (Note i)	應付賬款及票據 (附註i)	313,403	562,903
Accrued expenses	應計開支	24,695	13,234
Other payables	其他應付款項	22,883	23,288
Payable for construction work	建築工程之應付款項	8,907	35,436
Financial liabilities	金融負債	369,888	634,861
Accrued employee benefit expenses	應計僱員福利開支	73,763	85,083
VAT and other tax payable	增值稅及其他應付稅項	27,007	23,643
Deferred income (Note ii)	遞延收入 (附註ii)	25,599	59,890
Total trade and other payables	應付賬款及其他應付款項總額	496,257	803,477
Less: Non-current portion of deferred income (Note ii)	減：遞延收入之非即期部份 (附註ii)	(17,515)	(24,158)
Current portion	即期部份	478,742	779,319

Denominated in:

以下列貨幣計值：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HKD	港元	123,348	170,342
RMB	人民幣	355,638	607,736
Others	其他	17,271	25,399
		496,257	803,477

NOTES TO FINANCIAL STATEMENTS

財務報表附註

27 ACCOUNTS AND BILLS PAYABLE, OTHER PAYABLES AND PROVISIONS (continued)

Notes:

- (i) The accounts and bills payable and other payables are non-interest-bearing and are normally settled within credit terms of two months, extending up to three months.

The carrying amounts of accounts and other payables are considered to be the same as their fair values, due to their short term nature.

At 31 March 2022, the aging analysis of the accounts and bills payable based on invoice date are as follows:

0 – 30 days	0至30日
31 – 60 days	31至60日
61 – 90 days	61至90日
Over 90 days	90日以上

27 應付賬款及票據、其他應付款項及撥備(續)

附註：

- (i) 應付賬款及票據以及其他應付款項均不計息，通常於兩個月的信貸期內償付，最多可延遲至三個月。

由於應付賬款及其他應付款項具有短期性質，因此其賬面值被視為等同於其公平值。

於二零二二年三月三十一日，應付賬款及票據根據發票日期之賬齡分析如下：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
100,493	167,576
50,208	102,940
62,118	155,397
100,584	136,990
313,403	562,903

NOTES TO FINANCIAL STATEMENTS

財務報表附註

27 ACCOUNTS AND BILLS PAYABLE, OTHER PAYABLES AND PROVISIONS (continued)

Notes: (continued)

- (ii) The balance mainly represented government grants received in respect of the subsidies from The People's Government of the Dushan County, Guizhou Province (the "Dushan County Government") for the Group's manufacturing company located in Dushan County, Guizhou Province, the PRC. These grants are held as deferred income and recognised to the income statement on a systematic basis to match with the costs or the assets' useful lives that they are intended to compensate in accordance with the agreements with the Dushan County Government. During the year ended 31 March 2022, subsidies of HK\$39,895,000 (2021: HK\$36,965,000) had been recognised and included in subsidy income of "Other income and gains, net" in the consolidated income statement.

The movements in deferred income are as follows:

At beginning of the year	於年初
Additions	添置
Grant recognised during the year	於年內確認之補貼
Exchange realignment	匯兌調整
At end of the year	於年末

27 應付賬款及票據、其他應付款項及撥備 (續)

附註：(續)

- (ii) 結餘主要指貴州省獨山縣人民政府(「獨山縣政府」)補貼給本集團位於中國貴州省獨山縣之製造業公司的已收政府補助。該等補助按系統基準於收益表作遞延收入確認以配合該等項目根據與獨山縣政府訂立之協議擬補償之成本或資產的可使用年期。於截至二零二二年三月三十一日止年度，已確認補貼款項39,895,000港元(二零二一年：36,965,000港元)並計入綜合收益表的「其他收入及收益，淨額」中的補貼收入。

遞延收入之變動如下：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
59,890	82,365
4,399	9,223
(39,895)	(36,965)
1,205	5,267
25,599	59,890

NOTES TO FINANCIAL STATEMENTS

財務報表附註

28 BANK BORROWINGS (continued)

The following table summarises the maturity analysis of the bank borrowings which are subject to repayment on demand based on scheduled repayment dates:

Within 1 year	於一年內
Between 1 and 2 years	超過一年但不超過兩年
Between 2 and 5 years	超過兩年但不超過五年

The carrying amounts of the Group's bank borrowings approximate their fair value.

Denominated in:

HKD	港元
RMB	人民幣
USD	美元

As at 31 March 2022, the Group has uncommitted undrawn bank facilities amounting to HK\$165,512,000 (2021: HK\$83,053,000). As at 31 March 2022, the Group was in compliance with all bank borrowing covenants (2021: Same).

28 銀行借貸 (續)

下表概述附有按要求償還條款之銀行借貸的到期分析，乃根據原定還款日期編製：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
17,500	27,500
21,875	27,500
26,250	10,000
65,625	65,000

本集團銀行借貸之賬面值與其公平值相若。

以下列貨幣計值：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
293,613	401,533
209,382	193,172
26,152	64,841
529,147	659,546

於二零二二年三月三十一日，本集團之未提取非承諾銀行融資為165,512,000港元(二零二一年：83,053,000港元)。於二零二二年三月三十一日，本集團已遵守所有銀行借貸契諾(二零二一年：相同)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

29 DEFERRED TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes related to the same fiscal authority. The balances shown in the consolidated balance sheet, after appropriate offsetting, are as follows:

Deferred income tax assets	遞延所得稅資產
Deferred income tax liabilities	遞延所得稅負債
Net deferred income tax liabilities	遞延所得稅負債淨額

The movements in deferred tax liabilities and assets during the year are as follows:

Gross deferred tax liabilities

29 遞延稅項

當有法定可執行權利可將即期所得稅資產與即期所得稅負債互相抵銷，而遞延所得稅與同一財政機關有關，即可將遞延所得稅資產與負債互相抵銷。經適當抵銷後，綜合資產負債表所示結餘如下：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Deferred income tax assets	5,745	8,202
Deferred income tax liabilities	(40,075)	(37,097)
Net deferred income tax liabilities	(34,330)	(28,895)

遞延稅項負債及資產於年內之變動如下：

遞延稅項負債總額

		Depreciation allowance in excess of related depreciation 折舊撥備超出有關折舊的金額 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2020	於二零二零年四月一日	32,400	1,318	33,718
Deferred tax debited to equity during the year	年內於權益扣除之遞延稅項	10,519	-	10,519
Deferred tax debited to the income statement during the year (Note 11)	年內於收益表扣除之遞延稅項(附註11)	-	700	700
Exchange realignment	匯兌調整	1,096	-	1,096
At 31 March 2021	於二零二一年三月三十一日	44,015	2,018	46,033
Deferred tax credited to equity during the year	年內於權益計入之遞延稅項	(5,486)	-	(5,486)
Deferred tax debited to the income statement during the year (Note 11)	年內於收益表扣除之遞延稅項(附註11)	-	705	705
Exchange realignment	匯兌調整	757	-	757
At 31 March 2022	於二零二二年三月三十一日	39,286	2,723	42,009

NOTES TO FINANCIAL STATEMENTS

財務報表附註

29 DEFERRED TAX (continued)

Gross deferred tax assets

29 遞延稅項 (續)

遞延稅項資產總額

		Deferred subsidy income	Others	Total
		遞延補貼收入	其他	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 April 2020	於二零二零年四月一日	20,280	606	20,886
Deferred tax (debited)/credited to the income statement during the year (Note 11)	年內於收益表 (扣除)/計入之 遞延稅項(附註11)	(6,685)	1,583	(5,102)
Exchange realignment	匯兌調整	1,303	51	1,354
At 31 March 2021	於二零二一年三月三十一日	14,898	2,240	17,138
Deferred tax debited to the income statement during the year (Note 11)	年內於收益表 扣除之遞延稅項 (附註11)	(8,798)	(950)	(9,748)
Exchange realignment	匯兌調整	300	(11)	289
At 31 March 2022	於二零二二年三月三十一日	6,400	1,279	7,679

NOTES TO FINANCIAL STATEMENTS

財務報表附註

29 DEFERRED TAX *(continued)*

The Group has tax losses arising in Hong Kong of HK\$28,363,000 (2021: HK\$20,414,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

The Group also has tax losses arising in Mainland China of HK\$75,211,000 (2021: HK\$69,144,000) that will expire in one to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% (2021: Same) withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% (2021: Same). The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated since 1 January 2008.

At 31 March 2022, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China (2021: Nil). In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences on undistributed profit of the subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK\$632,412,000 (2021: HK\$746,457,000) at 31 March 2022.

29 遞延稅項 (續)

本集團於香港產生之稅項虧損 28,363,000 港元 (二零二一年：20,414,000 港元)，可無限期用於抵銷產生虧損之公司之未來應課稅溢利。

本集團亦於中國內地產生稅項虧損 75,211,000 港元 (二零二一年：69,144,000 港元)，將於一至五年到期用於抵銷未來應課稅溢利。

遞延稅項資產並未就該等虧損作出確認，因該等虧損產生自己有一段時間處於虧損狀況之附屬公司，且應課稅溢利將不大可能用於抵銷稅項虧損。

根據中國企業所得稅法，於中國內地成立之外商投資企業向外國投資者宣派股息，須按 10% (二零二一年：相同) 徵收預扣稅。此規定自二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後之盈利。倘中國內地與外國投資者之司法權區有簽訂相關稅務協議，則可運用較低之預扣稅率。就本集團而言，適用稅率為 5% (二零二一年：相同)。因此本集團有責任對中國內地成立之該等附屬公司就自二零零八年一月一日起產生之盈利所分派之股息繳付預扣稅。

於二零二二年三月三十一日，並無就本集團於中國內地成立之附屬公司須繳納預扣稅之未匯出盈利之應課預扣稅確認遞延稅項 (二零二一年：無)。董事認為，該等附屬公司在可預見未來不太可能分派有關盈利。於二零二二年三月三十一日，有關尚未確認遞延稅項負債之中國內地附屬公司未分派溢利之暫時差額總額合共約為 632,412,000 港元 (二零二一年：746,457,000 港元)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

30 SHARE CAPITAL

30 股本

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Authorised:	法定：		
1,000,000,000 ordinary shares of HK\$0.10 each	1,000,000,000股每股 面值0.10港元之普通股	100,000	100,000
Issued and fully paid:	已發行及繳足：		
438,960,000 (2021: 438,960,000) ordinary shares of HK\$0.10 each	438,960,000股 (二零二一年： 438,960,000股) 每股 面值0.10港元之普通股	43,896	43,896

A summary of movements in the Company's share capital is as follows:

本公司股本變動概要如下：

	Number of shares in issue 已發行 股份數目	Share capital 股本 <i>HK\$'000</i> 千港元	Share premium account 股份溢價賬 <i>HK\$'000</i> 千港元	Total 總計 <i>HK\$'000</i> 千港元
At 1 April 2020,	於二零二零年四月一日、			
31 March 2021 and	二零二一年三月三十一日和			
31 March 2022	二零二二年三月三十一日	438,960,000	43,896	156,015
				199,911

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 SHARE OPTION SCHEMES

During the year ended 31 March 2013, the Company terminated the share option scheme adopted by the Company on 20 August 2002 (the “Old Share Option Scheme”) and adopted a new share option scheme (the “New Share Option Scheme”) pursuant to a resolution passed in the annual general meeting dated 20 August 2012 which became effective on the same date. The New Share Option Scheme will remain in force for ten years commencing from the effective date, after which period no further options will be granted but the provisions of the New Share Option Scheme shall remain in full force to the extent necessary to give effect to the exercise of any option granted prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme.

The New Share Option Scheme

The Company operates the New Share Option Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the New Share Option Scheme include the directors, including independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, any person or entity that provides research, development or other technological support to the Group, the Company’s shareholders and any non-controlling interests in the Company’s subsidiaries. The New Share Option Scheme became effective on 20 August 2012 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the New Share Option Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the New Share Option Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

31 購股權計劃

於截至二零一三年三月三十一日止年度內，本公司已終止本公司於二零零二年八月二十日採納之購股權計劃（「舊購股權計劃」），並根據日期為二零一二年八月二十日之股東週年大會上通過之決議案採納一項新購股權計劃（「新購股權計劃」），新購股權計劃於該日生效。新購股權計劃將自生效日期起計十年內維持有效，於該期間後將不會授出進一步購股權，惟新購股權計劃之條文應仍具十足效力，以便在新購股權計劃終止前授出或可能根據新購股權計劃之條文另行規定授出之任何購股權可繼續行使。

新購股權計劃

本公司實行新購股權計劃旨在為合資格參與者對本集團成就所作貢獻提供獎勵及回饋。新購股權計劃合資格參與者包括董事（包括獨立非執行董事）、本集團其他僱員、向本集團提供產品或服務之供應商、本集團客戶、對本集團提供研究、開發或其他技術支援之任何人士或實體、本公司股東及本公司附屬公司之任何非控股權益。新購股權計劃於二零一二年八月二十日生效，除非另行取消或修訂，否則由當日起計十年內維持有效。

根據新購股權計劃現時准予授出之未行使購股權最高數目（於行使後）相當於本公司任何時間已發行股份之10%。於任何十二個月期間，根據新購股權計劃各合資格參與者之購股權可予發行股份最高數目限於本公司任何時間已發行股份之1%。任何進一步授出超出此限額之購股權須於股東大會上獲股東批准。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 SHARE OPTION SCHEMES *(continued)*

The New Share Option Scheme *(continued)*

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5,000,000, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of offer of the share options.

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer; and (iii) the nominal value of the Company's shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

As at 31 March 2022, there were 1,000,000 options (2021: 1,000,000 options) granted but not yet exercised under the New Share Option Scheme.

31 購股權計劃 *(續)*

新購股權計劃 *(續)*

向本公司董事、主要行政人員或主要股東或彼等任何聯繫人授出購股權，須事先獲獨立非執行董事批准。此外，於任何十二個月期間，向一位本公司主要股東或獨立非執行董事或彼等任何聯繫人授出超出本公司任何時間已發行股份0.1%或超出總值5,000,000港元（根據授出日期本公司股份價格計算）之任何購股權，須事先於股東大會上獲股東批准。

承授人可於由授出購股權建議日期起計二十八日內藉支付名義代價合共1港元接納購股權授出建議。授出購股權之行使期由董事決定，於指定歸屬期後開始，並於不遲於購股權建議日期起計十年之日期終止。

購股權之行使價由董事決定，但不得低於以下最高者：(i)本公司股份於購股權建議日期在聯交所之收市價；(ii)緊接建議日期前五個交易日本公司股份在聯交所之平均收市價；及(iii)本公司股份之面值。

購股權並不賦予持有人分享股息或於股東大會上投票之權利。

於二零二二年三月三十一日，新購股權計劃項下有1,000,000份已授出但尚未行使之購股權（二零二一年：1,000,000份購股權）。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 SHARE OPTION SCHEMES (continued)

The following share options were outstanding under the New Share Option Scheme during the year:

2022

31 購股權計劃 (續)

根據新購股權計劃於年內仍未行使之購股權如下：

二零二二年

Date of share options granted 授出購股權日期	Vesting period 歸屬期 from 由 to 至		Number of share options 購股權數目				At 31 March 2022 二零二二年 三月三十一日	Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元	Price of the Company's shares immediately before the grant date 本公司股份於緊接授出日期前之股價 HK\$ 港元	
			At 1 April 2021 於 二零二一年 四月一日	Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed during the year 於年內失效					
Directors 董事											
Wong Chi Wai 黃聰維	7/7/2017		400,000	-	-	-	400,000	7/7/2017 - 6/7/2021	2.262	2.220	
	7/7/2017	7/7/2017	12/9/2017	100,000	-	-	-	100,000	13/9/2017 - 6/7/2021	2.262	2.220
	9/7/2018	9/7/2018	12/9/2018	100,000	-	-	-	100,000	13/9/2018 - 8/7/2028	2.470	2.470
Sun Kwai Yu, Vivian 孫季如	9/7/2018	9/7/2018	12/9/2018	100,000	-	-	-	100,000	13/9/2018 - 8/7/2028	2.470	2.470
	7/7/2017		100,000	-	-	-	100,000	7/7/2017 - 6/7/2021	2.262	2.220	
Cheng Kwok Kin, Paul 鄭國乾	9/7/2018		100,000	-	-	-	100,000	9/7/2018 - 8/7/2028	2.470	2.470	
	9/7/2018	9/7/2018	20/7/2018	100,000	-	-	-	100,000	21/7/2018 - 8/7/2028	2.470	2.470
Cheung Wang Ip 張宏業											
			1,000,000	-	-	-	1,000,000				

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 SHARE OPTION SCHEMES (continued)

The following share options were outstanding under the Old Share Option Scheme and New Share Option Scheme (the "Schemes") during the year:

2021

31 購股權計劃(續)

根據舊購股權計劃及新購股權計劃(「該等計劃」)於年內仍未行使之購股權如下：

二零二一年

	Date of share options granted 授出購股權日期	Vesting period 歸屬期		Number of share options 購股權數目				Exercise period 行使期	Exercise price 每股行使價 HK\$ 港元	Price of the Company's shares immediately before the grant date 本公司股份於緊接授出日期前之股價 HK\$ 港元			
				At 1 April 2020 於二零二零年四月一日		Granted during the year 於年內授出	Exercised during the year 於年內行使				Lapsed during the year 於年內失效	At 31 March 2021 於二零二一年三月三十一日	
				from 由	to 至								
Directors 董事													
Wong Chi Wai 黃聰維	24/3/2011	Note 附註		300,000	-	-	(300,000)	-	29/3/2011 - 28/3/2021	2,792	2,770		
	7/7/2017	Note 附註		400,000	-	-	-	400,000	7/7/2017 - 6/7/2027	2,262	2,220		
	7/7/2017	7/7/2017	12/9/2017	100,000	-	-	-	100,000	13/9/2017 - 6/7/2027	2,262	2,220		
	9/7/2018	9/7/2018	12/9/2018	100,000	-	-	-	100,000	13/9/2018 - 8/7/2028	2,470	2,470		
Sun Kwai Yu, Vivian 孫季如	29/3/2011	Note 附註		300,000	-	-	(300,000)	-	29/3/2011 - 28/3/2021	2,792	2,770		
	9/7/2018	9/7/2018	12/9/2018	100,000	-	-	-	100,000	13/9/2018 - 8/7/2028	2,470	2,470		
Cheng Kwok Kin, Paul 鄭國乾	7/7/2017	Note 附註		100,000	-	-	-	100,000	7/7/2017 - 6/7/2027	2,262	2,220		
	9/7/2018	Note 附註		100,000	-	-	-	100,000	9/7/2018 - 8/7/2028	2,470	2,470		
Cheung Wang Ip 張宏業	9/7/2018	9/7/2018	20/7/2018	100,000	-	-	-	100,000	21/7/2018 - 8/7/2028	2,470	2,470		
Other employees 其他僱員													
In aggregate 合計	29/3/2011	Note 附註		650,000	-	-	(650,000)	-	29/3/2011 - 28/3/2021	2,792	2,770		
	9/7/2018	Note 附註		100,000	-	-	(100,000)	-	9/7/2018 - 8/7/2028	2,470	2,470		
				2,350,000	-	-	(1,350,000)	1,000,000					

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 SHARE OPTION SCHEMES (continued)

Note:

Vested upon granted.

During the year ended 31 March 2022, no share options are lapsed (2021: share options amounted to HK\$1,098,000 were lapsed) and no share option expenses were recognised during the year (2021: Nil).

The following share options were outstanding under the Schemes during the year:

31 購股權計劃(續)

附註：

於授出時歸屬。

截至二零二二年三月三十一日止年度，概無購股權已失效(二零二一年：1,098,000港元之購股權已失效)及年內並無確認購股權開支(二零二一年：無)。

年內，該等計劃項下尚未行使的購股權如下：

		2022 二零二二年		2021 二零二一年	
		Weighted average exercise price 加權平均行使價 HK\$ per share 每股港元	Number of options 購股權數目	Weighted average exercise price 加權平均行使價 HK\$ per share 每股港元	Number of options 購股權數目
At the beginning of year	於年初	2.345	1,000,000	2.588	2,350,000
Lapsed during the year	年內失效	-	-	2,768	(1,350,000)
At the end of year	於年末	2.345	1,000,000	2.345	1,000,000

As at 31 March 2022, the Company had 1,000,000 (2021: 1,000,000) share options outstanding under the Schemes. Should they be fully exercised, the Company will receive HK\$2,345,000 (2021: HK\$2,345,000) (before issue expenses). The exercise in full of these share options would, under the present capital structure of the Company, result in the issue of 1,000,000 (2021: 1,000,000) additional ordinary shares of the Company and additional share capital of HK\$100,000 (2021: HK\$100,000) and share premium of approximately HK\$2,245,000 (2021: HK\$2,245,000) (before issue expenses).

於二零二二年三月三十一日，本公司於該等計劃項下擁有1,000,000份(二零二一年：1,000,000份)尚未行使之購股權。倘該等購股權獲悉數行使，本公司將收到2,345,000港元(二零二一年：2,345,000港元)(未扣除發行開支)。根據本公司之現時資本架構，悉數行使該等購股權將導致額外發行1,000,000股(二零二一年：1,000,000股)本公司之普通股及額外新增股本100,000港元(二零二一年：100,000港元)以及股份溢價約2,245,000港元(二零二一年：2,245,000港元)(未扣除發行開支)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

32 RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

The contributed surplus of the Group represents the difference between the nominal value of the shares of the aggregate share capital of the subsidiaries acquired pursuant to the Group reorganisation on 7 April 1998 and the nominal value of the Company's shares issued in exchange therefor.

Other reserve represents the excess of the consideration over the share of net assets acquired from non-controlling interests.

33 RELATED PARTY TRANSACTIONS AND BALANCES

(a) Key management compensation

Key management includes executive directors of the Group. The compensation of key management personnel of the Group is shown below:

Salaries, allowances and benefits in kind	薪金、津貼及實物福利
Pension scheme contributions	退休金計劃供款
Total compensation paid to key management personnel	已付主要管理人員薪酬總額

Note:

Further details of the directors' and the chief executive's emoluments are included in Note 10 to the financial statements.

32 儲備

本集團於本年度及過往年度之儲備款額及其變動詳情已於財務報表之綜合權益變動表內呈列。

本集團之繳入盈餘指根據於一九九八年四月七日進行之集團重組所收購附屬公司總股本之股份面值及本公司就該項交易而發行股份面值之差額。

其他儲備指代價超出應佔向非控股權益所收購資產淨值之部分。

33 有關聯人士交易及結餘

(a) 主要管理人員薪酬

主要管理人員包括本集團執行董事。本集團主要管理人員之薪酬如下：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
15,180	15,304
72	72
15,252	15,376

附註：

董事及最高行政人員薪酬之進一步詳情已載於財務報表附註10。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

33 RELATED PARTY TRANSACTIONS AND BALANCES *(continued)*

(b) Significant transactions with related parties

The directors of the Company are of the view that Unicon Investments Limited and Century Grand International Limited (*Note*), companies owned by Mr. Cheng Chor Kit, are related parties of the Group.

Lease expense paid to a related party	向有關聯人士支付之租金開支
Unicon Investments Limited (<i>Note</i>)	裕康投資有限公司 (<i>附註</i>)
Century Grand International Limited (<i>Note</i>)	恒光國際有限公司 (<i>附註</i>)
Addition of right-of-use assets	添置使用權資產
Unicon Investments Limited (<i>Note</i>)	裕康投資有限公司 (<i>附註</i>)
Century Grand International Limited (<i>Note</i>)	恒光國際有限公司 (<i>附註</i>)
Interest expense of lease liabilities	租賃負債之利息開支
Unicon Investments Limited (<i>Note</i>)	裕康投資有限公司 (<i>附註</i>)
Century Grand International Limited (<i>Note</i>)	恒光國際有限公司 (<i>附註</i>)

Note:

The lease agreement was conducted in accordance with the terms as agreed by both parties.

33 有關聯人士交易及結餘 (續)

(b) 與有關聯人士之主要交易

本公司董事認為，由鄭楚傑先生擁有的公司裕康投資有限公司及恒光國際有限公司 (*附註*) 為本集團的有關聯人士。

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
1,498	1,498
36	–
–	4,250
610	–
81	132
4	–

附註：

租賃協議乃根據訂約各方協定之條款進行。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

34 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Proceeds from disposal of property, plant and equipment

In the consolidated statement of cash flows, proceeds from disposal of property, plant and equipment comprise:

Net book amount:	賬面淨值：
Property, plant and equipment (Note 15)	物業、廠房及設備 (附註15)
Gain/(loss) on disposal of property, plant and equipment (Note 6)	出售物業、廠房及設備 之收益／(虧損) (附註6)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及 設備所得款項

34 綜合現金流量表附註

(a) 出售物業、廠房及設備所得款項

於綜合現金流量表內，出售物業、廠房及設備所得款項包括：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
56	3,997
34	(1,195)
90	2,802

NOTES TO FINANCIAL STATEMENTS

財務報表附註

34 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(continued)

(b) Net debt reconciliation

This section sets out an analysis of net debt and the movement in net debt for each of the periods presented:

Cash and cash equivalents	現金及現金等同物
Liquid investment (Note 25)	流動性投資(附註25)
Pledged deposits (Note 26)	已抵押存款(附註26)
Bank borrowings (Note 28)	銀行借貸(附註28)
Lease liabilities (Note 17)	租賃負債(附註17)
Net debts	淨債務

Note:

Liquid investments comprise current investments that are traded in an active market, being the Group's financial assets held at fair value through profit or loss.

34 綜合現金流量表附註(續)

(b) 淨債務對賬

本節載列各期間內所列示的淨債務的分析和變動：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
256,934	390,018
14,508	11,715
12,326	17,975
(529,147)	(659,546)
(12,920)	(3,772)
(258,299)	(243,610)

附註：

流動性投資包括於活躍市場買賣之流動投資，即本集團持有透過損益按公平值列賬之金融資產。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

34 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(continued)

(b) Net debt reconciliation (continued)

		Cash and cash equivalents 現金及現金 等同物 HK\$'000 千港元	Liquid investment 流動性投資 HK\$'000 千港元	Pledged deposits 已抵押存款 HK\$'000 千港元	Bank borrowings 銀行借貸 HK\$'000 千港元	Other financing 其他融資 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
2022	二零二二年							
Net debt as at	於二零二一年三月							
31 March 2021	三十一日之淨債務	390,018	11,715	17,975	(659,546)	-	(3,772)	(243,610)
Net cash movement	現金變動淨額	(140,887)	-	(6,078)	136,396	-	4,453	(6,116)
Exchange realignment	匯兌調整	7,803	-	429	(5,997)	-	(69)	2,166
Other movements	其他變動	-	2,793	-	-	-	(13,532)	(10,739)
Net debt as at	於二零二二年三月							
31 March 2022	三十一日之淨債務	256,934	14,508	12,326	(529,147)	-	(12,920)	(258,299)
2021	二零二一年							
Net debt as at	於二零二零年三月							
31 March 2020	三十一日之淨債務	244,681	8,533	-	(676,809)	(32,826)	(4,000)	(460,421)
Cash at bank included in assets held for sale	包括於持作出售資產 之銀行現金	595	-	-	-	-	-	595
Net cash movement	現金變動淨額	137,677	-	17,309	27,113	34,042	1,752	217,893
Exchange realignment	匯兌調整	7,065	-	666	(9,850)	(1,216)	(146)	(3,481)
Other movements	其他變動	-	3,182	-	-	-	(1,378)	1,804
Net debt as at	於二零二一年三月							
31 March 2021	三十一日之淨債務	390,018	11,715	17,975	(659,546)	-	(3,772)	(243,610)

34 綜合現金流量表附註 (續)

(b) 淨債務對賬 (續)

NOTES TO FINANCIAL STATEMENTS

財務報表附註

35 FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

35 按類別劃分之金融工具

於報告期末，各類金融工具之賬面值如下：

		2022 二零二二年		2021 二零二一年	
		Financial assets at fair value through profit or loss 透過損益按公平值列賬之金融資產 HK\$'000 千港元	Financial assets at amortised cost 按攤銷成本計量之金融資產 HK\$'000 千港元	Financial assets at fair value through profit or loss 透過損益按公平值列賬之金融資產 HK\$'000 千港元	Financial assets at amortised cost 按攤銷成本計量之金融資產 HK\$'000 千港元
Financial assets	金融資產				
Accounts and bills receivable	應收賬款及票據	-	289,319	-	368,089
Deposits and other receivables	按金及其他應收款項	-	61,990	-	63,608
Cash deposits	現金存款	-	283,265	-	422,138
Financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產	27,192	-	23,998	-
		27,192	634,574	23,998	853,835
Financial liabilities	金融負債				
Financial liabilities at amortised cost:	按攤銷成本計量之金融負債：				
Accounts and bills payable	應付賬款及票據		313,403		562,903
Financial liabilities included in other payables, accrued liabilities	計入其他應付款項及應計負債之金融負債		56,797		71,958
Bank borrowings	銀行借貸		529,147		659,546
Lease liabilities	租賃負債		12,920		3,772
			912,267		1,298,179

Note:

The fair values of the financial assets at amortised cost approximate their carrying amounts.

附註：

按攤銷成本計量之金融資產之公平值與其賬面值相若。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

36 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

Statement of financial position of the Company

ASSETS

Non-current assets

Interests in subsidiaries
Financial assets at fair value through profit and loss

Current assets

Prepayments
Cash and cash equivalents
Tax recoverable

Total current assets

Total assets

EQUITY

Equity attributable to equity holders of the Company

Share capital
Reserves (Note)

Total equity

LIABILITIES

Current liabilities

Accrued liabilities and other payables
Bank borrowings

Total current liabilities

Non-current liability

Bank borrowings

Total liabilities

Total equity and liabilities

資產

非流動資產

於附屬公司之權益
透過損益按公平值列賬之
金融資產

流動資產

預付款項
現金及現金等同物
可收回稅項

流動資產總額

總資產

權益

本公司權益持有人應佔權益

股本
儲備(附註)

權益總額

負債

流動負債

應計負債及其他應付款項
銀行借貸

流動負債總額

非流動負債

銀行借貸

總負債

總權益及負債

36 本公司之財務狀況表及儲備變動

本公司之財務狀況表

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
ASSETS		
Non-current assets		
Interests in subsidiaries	875,570	918,370
Financial assets at fair value through profit and loss	12,684	12,283
	888,254	930,653
Current assets		
Prepayments	-	1
Cash and cash equivalents	2,486	28,769
Tax recoverable	195	195
Total current assets	2,681	28,965
Total assets	890,935	959,618
EQUITY		
Equity attributable to equity holders of the Company		
Share capital	43,896	43,896
Reserves (Note)	614,884	616,068
Total equity	658,780	659,964
LIABILITIES		
Current liabilities		
Accrued liabilities and other payables	4,906	4,896
Bank borrowings	141,849	150,384
Total current liabilities	146,755	155,280
Non-current liability		
Bank borrowings	85,400	144,374
Total liabilities	232,155	299,654
Total equity and liabilities	890,935	959,618

NOTES TO FINANCIAL STATEMENTS

財務報表附註

36 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(continued)

Note:

A summary of the Company's reserves is as follows:

		Share premium account	Share-based payment reserve 以股份為基礎之付款儲備	Capital redemption reserve 股本贖回儲備	Contributed surplus	Retained profits	Total
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2020	於二零二零年四月一日	156,015	1,768	14	104,750	356,362	618,909
Loss for the year	年度虧損	-	-	-	-	(2,841)	(2,841)
Lapse of share option	購股權失效	-	(1,098)	-	-	1,098	-
At 31 March 2021 and 1 April 2021	於二零二一年三月三十一日及二零二一年四月一日	156,015	670	14	104,750	354,619	616,068
Loss for the year	年度虧損	-	-	-	-	(1,184)	(1,184)
At 31 March 2022	於二零二二年三月三十一日	156,015	670	14	104,750	353,435	614,884

The contributed surplus of the Company represents the excess of the then combined net assets of the subsidiaries acquired pursuant to the same reorganisation, over the nominal value of the Company's shares issued in exchange therefor.

Under the Companies Act 1981 of Bermuda, the Company's contributed surplus is available for cash distribution and/or distribution in specie under certain circumstances prescribed by section 54 thereof.

36 本公司之財務狀況表及儲備變動(續)

附註：

本公司之儲備概要如下：

本公司之繳入盈餘指根據同一重組所收購之附屬公司當時之合併資產淨值超出本公司就該項交易而發行股份面值之差額。

根據百慕達一九八一年公司法，其第54條訂明本公司可在若干情況下以繳入盈餘作現金分派及／或實物分派。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

37 OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its investment properties (Note 16) under operating lease arrangements, with leases negotiated for terms of one year.

At 31 March 2022, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)

(b) As lessee

The Group leases certain of its office properties and warehouses under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to two years.

At 31 March 2022, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year	一年內
-----------------	-----

From 1 April 2019, the Group has recognised right-of-use assets for these leases, except for short-term lease commitments as disclosed above.

37 經營租約安排

(a) 作為出租人

本集團根據經營租約安排出租其投資物業(附註16)，租約經磋商而釐定之租期為一年。

於二零二二年三月三十一日，本集團根據於下列期間到期之與承租人之不可撤銷經營租約所應收之未來最低租金總額如下：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
766	213
1,179	-
1,975	213

(b) 作為承租人

本集團根據經營租約安排租用其若干辦公室物業及倉庫。物業租約經磋商而釐定之租期介乎一至兩年。

於二零二二年三月三十一日，本集團根據於下列期間到期之不可撤銷經營租約所應付之未來最低租金總額如下：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
468	6

自二零一九年四月一日起，除上文所披露之短期租賃承擔外，本集團已就該等租賃確認使用權資產。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

38 COMMITMENTS

Capital expenditure contracted for at the end of the year but not yet incurred is as follows:

Property, plant and equipment	物業、廠房及設備
Properties under development and investment properties	發展中物業及投資物業

38 承擔

於年末已訂約但尚未產生之資本支出如下：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
69,709	79,253
393,210	400,663

FINANCIAL SUMMARY

財務概要

		Year ended 31 March 截至三月三十一日止年度				
RESULTS	業績	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
REVENUE	收益	2,316,315	2,693,865	3,114,221	4,221,878	3,034,274
PROFIT BEFORE INCOME TAX	除所得稅前溢利	74,407	140,055	196,458	129,171	182,325
Income tax expense	所得稅開支	(17,549)	(35,914)	(22,821)	(18,760)	(32,619)
Loss for the year from discontinued operation	已終止經營業務之年內虧損	-	(702)	(8,272)	-	-
PROFIT FOR THE YEAR	年內溢利	56,858	103,439	165,365	110,411	149,706
ATTRIBUTABLE TO:	以下各項應佔：					
Equity holders of the Company	本公司權益持有人	56,858	103,626	170,049	112,384	149,821
Non-controlling interests	非控股權益	-	(187)	(4,684)	(1,973)	(115)
		56,858	103,439	165,365	110,411	149,706
		As at 31 March 於三月三十一日				
ASSETS AND LIABILITIES	資產及負債	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產	1,240,517	1,336,631	1,325,819	1,541,484	1,240,511
CURRENT ASSETS	流動資產	1,677,566	1,874,202	1,548,542	1,847,987	1,623,224
TOTAL ASSETS	總資產	2,918,083	3,210,833	2,874,361	3,389,471	2,863,735
CURRENT LIABILITIES	流動負債	(1,151,842)	(1,456,316)	(1,265,474)	(2,040,170)	(1,264,231)
NON-CURRENT LIABILITIES	非流動負債	(176,331)	(255,021)	(382,805)	(139,375)	(441,460)
TOTAL LIABILITIES	總負債	(1,328,173)	(1,711,337)	(1,648,279)	(2,179,545)	(1,705,691)
NET ASSETS	資產淨值	1,589,910	1,499,496	1,226,082	1,209,926	1,158,044

