



嘉利國際控股有限公司

Karrie International Holdings Limited

(於百慕達註冊成立之有限公司 *Incorporated in Bermuda with limited liability*)

香港交易所上市編號 HKEx Listing Code (1050)

ANNUAL REPORT

年報

2022/23

務實 · 穩健 · 創新

PRAGMATIC · STABLE · INNOVATIVE



務實 · 穩健 · 創新

「務實、穩健、創新」乃本集團持續發展的理念，為股東提供豐碩回報。

務實：營運以「實事求是、與時俱進、求真務實、謹慎謀劃」的原則；

穩健：持續投資工業，並以「積跬步、累小流」的步伐，維持財務穩健、砥礪前行；

創新：我們不斷嘗試新想法和應用，對技術、產品、服務及流程的創新改進，為客戶創造新價值。

PRAGMATIC · STABLE · INNOVATIVE

“Pragmatic, Stable, Innovative” are the philosophy for the sustainable development of the Group in order to provide fruitful return for shareholders.

Pragmatic: The Group is operated under “seeking truth from facts, advancing with the times, seeing pragmatic, planning prudently” principles;

Stable: We continue to invest in industrial sector, following the approach of “accumulating small steps and gathering small streams”, in order to maintain financial stability and persevere in moving forward;

Innovative: We constantly try out new ideas and applications by innovating and improving techniques, products, services and processes in order to create new value for customers.



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Corporate Information

公司資料

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

9th Floor
Southeast Industrial Building
611–619 Castle Peak Road
Tsuen Wan
New Territories
Hong Kong

總辦事處及主要營業地點

香港
新界
荃灣
青山公路611–619號
東南工業大廈
9樓

WEBSITE

www.karrie.com

網址

www.karrie.com

DIRECTORS

Executive Directors

Mr. HO Cheuk Fai (*Chairman & CEO*)
Ms. CHAN Ming Mui, Silvia
Mr. ZHAO Kai
Mr. CHAN Raymond

董事

執行董事

何焯輝先生(*主席兼行政總裁*)
陳名妹小姐
趙凱先生
陳毅文先生

Non-executive Directors

Mr. HO Cheuk Ming
(*Non-executive Director and Deputy Chairman*)
Mr. HO Kai Man

非執行董事

何卓明先生
(*非執行董事兼副主席*)
何啟文先生

Independent Non-executive Directors

Mr. FONG Hoi Shing
Mr. YAM Chung Shing
Dr. LAU Kin Wah

獨立非執行董事

方海城先生
任重誠先生
劉健華博士

AUDIT COMMITTEE

Mr. FONG Hoi Shing (*Chairman*)
Mr. HO Cheuk Ming
Mr. YAM Chung Shing
Dr. LAU Kin Wah

審核委員會

方海城先生(*主席*)
何卓明先生
任重誠先生
劉健華博士

REMUNERATION COMMITTEE

Mr. YAM Chung Shing (*Chairman*)
Mr. HO Cheuk Ming
Dr. LAU Kin Wah

薪酬委員會

任重誠先生(*主席*)
何卓明先生
劉健華博士

Corporate Information 公司資料

NOMINATION COMMITTEE

Mr. YAM Chung Shing (*Chairman*)
Mr. HO Cheuk Ming
Dr. LAU Kin Wah

COMPANY SECRETARY

Mr. TANG Wing Fai

AUDITOR

KPMG
Certified Public Accountants
Public Interest Entity Auditor registered in accordance
with the Accounting and Financial Reporting Council
Ordinance
8th Floor Prince's Building
10 Chater Road
Central, Hong Kong

LEGAL ADVISER

WINSTON & STRAWN
6th Floor
Henley Building
5 Queen's Road Central
Hong Kong

PRINCIPAL BANKERS

Hang Seng Bank
The Hongkong and Shanghai
Banking Corporation Limited
The Bank of East Asia, Limited
Standard Chartered Bank (Hong Kong) Limited
China Construction Bank (Asia)
Mizuho Bank, Ltd.
Sumitomo Mitsui Banking Corporation

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
4/F., North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Rooms 1712–1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

提名委員會

任重誠先生(主席)
何卓明先生
劉健華博士

公司秘書

鄧榮輝先生

核數師

畢馬威會計師事務所
執業會計師
於《會計及財務匯報局條例》下的
註冊公眾利益實體
核數師
香港中環
遮打道10號
太子大廈8樓

法律顧問

溫斯頓律師事務所
香港
皇后大道中5號
衡怡大廈
六樓

主要往來銀行

恒生銀行
香港上海滙豐銀行有限公司
東亞銀行有限公司
渣打銀行(香港)有限公司
中國建設銀行(亞洲)
瑞穗銀行
三井住友銀行

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
4/F., North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

香港股份過戶登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心
17樓1712–1716室

Key Information for Shareholders

主要股東資料

FINANCIAL CALENDAR 2023

Financial Year End

31 March 2023

Announcement of 2022/23 results

28 June 2023

Last day to register for the entitlement to attend and vote at the 2022/23 Annual General Meeting

23 August 2023

2022/23 Annual General Meeting

30 August 2023

Last day to register for 2022/23

Final Dividends

4 September 2023

2022/23 Final Dividend expected

Payment Date

21 September 2023

二零二三年財務年誌

財務年結日

二零二三年三月三十一日

二零二二年／二三年度業績公佈日期

二零二三年六月二十八日

享有參與二零二二年／二三年度股東週年大會及投票之最後登記日期

二零二三年八月二十三日

二零二二年／二三年股東週年大會

二零二三年八月三十日

二零二二年／二三年度末期股息

最後登記日期

二零二三年九月四日

預計二零二二年／二三年度末期股息

派息日

二零二三年九月二十一日

SHARE CAPITAL

股本

		As at 於	
		31 March 2023 二零二三年 三月三十一日	30 June 2023 二零二三年 六月三十日
Authorised (HK\$)	法定(港元)	400,000,000	400,000,000
Issued (HK\$)	已發行(港元)	202,145,920	202,145,920

Key Information for Shareholders 主要股東資料

MARKET CAPITALISATION

As at 31 March 2023
(Closing Price: HK\$0.91)
HK\$1,839,527,872

As at 30 June 2023
(Closing Price: HK\$0.74)
HK\$1,495,879,808

STOCK CODE

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)
Main Board
1050

BOARD LOT

2,000 ordinary shares of the Company (the “Share(s)”)

SHAREHOLDER SERVICES

Any matters relating to your shareholding, such as transfer of shares, change of name or address, and loss of share certificates should be addressed in writing to the Hong Kong branch share registrar of Karrie International Holdings Limited (the “Company”):

Computershare Hong Kong Investor Services Limited
Rooms 1712–1716, 17th Floor
Hopewell Centre
183 Queen’s Road East
Wanchai, Hong Kong
Tel: (852) 2862-8628
Fax: (852) 2529-6087

INVESTOR RELATIONS

For enquiries, please contact:

Ms. Lam Nok Wun, Isabella
Senior Corporate Communications Manager

Karrie International Holdings Limited
9th Floor, Southeast Industrial Building
611–619 Castle Peak Road
Tsuen Wan, New Territories
Hong Kong

Tel: (852) 2411-0913
Fax: (852) 2415-1608
Email: ir@karrie.com

市值

於二零二三年三月三十一日
(收市價：0.91港元)
1,839,527,872港元

於二零二三年六月三十日
(收市價：0.74港元)
1,495,879,808港元

股份編號

香港聯合交易所有限公司(「聯交所」)
主板
1050

每手股數

2,000本公司普通股股份(「股份」)

股東服務

假若有任何關於閣下股份之事宜，包括股份轉讓、更改姓名或地址、遺失股票等，請以書面聯絡嘉利國際控股有限公司(「本公司」)的香港股份過戶登記分處：

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心
17樓1712–16室
電話：(852) 2862-8628
傳真：(852) 2529-6087

投資者關係

如有任何垂詢，請聯絡：

林諾媛小姐
高級企業傳訊經理

嘉利國際控股有限公司
香港
新界荃灣
青山公路611–619號
東南工業大廈9樓

電話：(852) 2411-0913
傳真：(852) 2415-1608
電郵：ir@karrie.com

Corporate Calendar

企業大事日誌

2022

8月 August

集團獲中興通訊股份有限公司新品導入及材料技術部頒贈「最佳技術支援獎」。

The group has received the “Best Technical Support Award” from the New Product Introduction and Material Technology Department of ZTE Corporation.

集團獲中銀香港企業低碳環保領先大獎2022頒發「環保優秀企業」及「5年+環保先驅證書」，以表揚集團在珠三角地區致力推行環保措施，減少有關地區的環境污染。

The group was honored with the “Outstanding Environmental Enterprise” and “5-Year+ Environmental Pioneer” at the 2022 BOCHK Corporate Environmental Leadership Awards. These accolades commend the group’s commitment to implementing environmental measures in the Pearl River Delta region, contributing to the reduction of environmental pollution in the area.

集團獲積金局頒發「全能積金好僱主」、「積金好僱主5年+」、「電子供款獎」及「積金推動獎」的殊榮，以表揚集團關顧及重視僱員退休保障。

The group has been recognized by the Mandatory Provident Fund Scheme Authority with the “Best All-round MPF Employer,” “Good MPF Employer 5 Years+,” “Electronic Contribution Award,” and “MPF Support Award.” These awards highlight the group’s dedication and commitment to ensuring their employees’ retirement security.”

9月 September

集團獲香港中小型企業總商會頒發「友商有良」十年卓越企業嘉許狀及「保留現有僱員就業」嘉許狀，以表揚集團致力推動社會和諧共融。

The group has been awarded the “10 Years+ Partner Employer Award” and the “Retention of Existing Employees” Certificate commendation by the Hong Kong General Chamber of Small and Medium Business. These honors recognize the group’s commitment to promoting social harmony and integration.

集團再次榮獲由香港工業總會主辦的工業獻愛心計劃 — 「愛心關懷獎」，是次以『疫風同行共融共勉』為題，工總以此表揚集團融入新常態，積極把企業社會責任理念融入營運策略和管理措施中，創造更多社會價值。

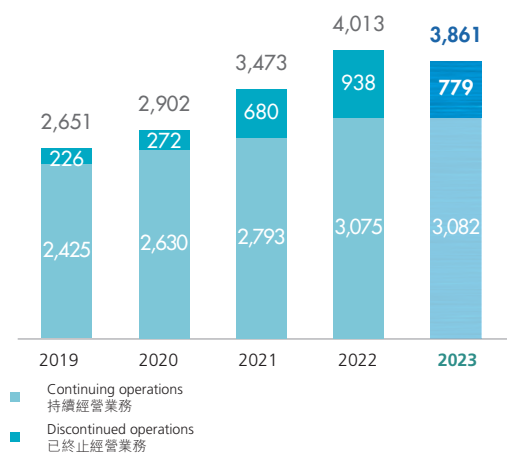
The group has once again been honored with the “Love Care Award” from the Industry Cares Recognition Scheme organized by the Federation of Hong Kong Industries. Themed “Walk through the pandemic with mutual inclusion and encouragement,” this recognition applauds the group’s integration into the new normal, actively incorporating the concept of corporate social responsibility into its operational strategies and management measures, thereby creating more social value.

2022	10月 October	<p>集團獲公益金頒發感謝／致謝狀，以表揚集團對公益金東亞慈善高爾夫球賽2022的支持。</p> <p>The group has received a letter of appreciation from The Community Chest, acknowledging our support for the Community Chest East Asia Charity Golf Tournament 2022.</p>
	11月 November	<p>集團獲香港聖公會福利協會頒發第23屆「傑出企業關懷獎」。</p> <p>The group has been awarded the 23rd "Outstanding Corporate Caring Awards" by the Hong Kong Sheng Kung Hui Welfare Council.</p> <p>集團獲香港綠色機構認證頒授「節能證書」良好級別，再度表揚企業在節約能源方面所作出的貢獻。</p> <p>The group has once again been recognized for its contributions to energy conservation, being awarded the "Energy Saving Certificate" by the Hong Kong Green Organisation Certification.</p>
	12月 December	<p>集團的四十周年特刊榮獲由香港印藝學會主辦的第三十三屆香港印製大獎「年報印刷金獎」，以及於第九屆中華印製大獎頒獎典禮獲得(平版精裝類)中華印製大獎。</p> <p>Our 40th-anniversary special edition has been honored with the "Gold Award for Annual Report Printing" at the 33rd Hong Kong Print Awards, organized by the Graphic Arts Association of Hong Kong. Furthermore, it also received the "9th China Print Awards".</p>
2023	4月 April	<p>集團在疫情後復辦一年一度「嘉利生生不息植樹日」，本年度參與由和富社會企業舉辦的「香港植樹日2023」。</p> <p>In the aftermath of the pandemic, the group has resumed its annual "Tree Planting Day." This year, we are participating in the "Hong Kong Tree Planting Day 2023," organized by Wofoo Social Enterprises.</p>
	5月 May	<p>泰國生產基地完成ISO14001審核。</p> <p>The production base in Thailand has successfully completed the ISO 14001 audit.</p>

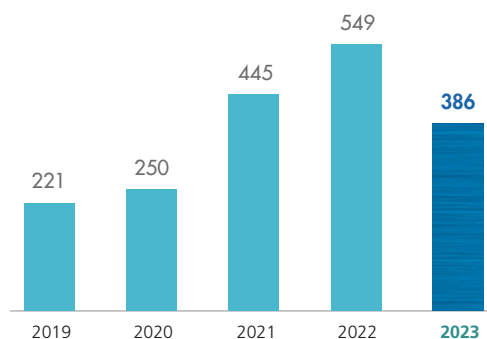
Financial Highlights

財務概要

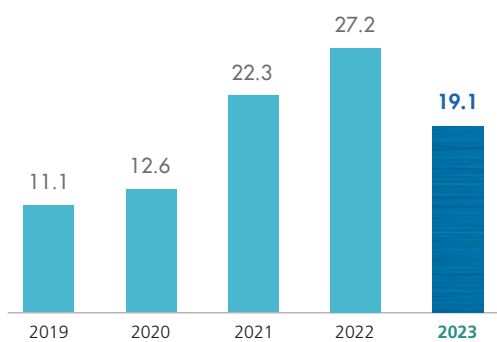
Revenue HK\$ million
收入百萬港元



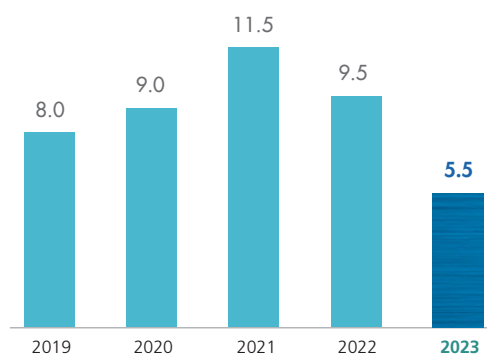
Profit attributable to equity shareholders HK\$ million
權益持有人應佔溢利百萬港元



Basic earnings per share HK cents
每股基本溢利港仙



Dividends per share HK cents
每股股息港仙



Financial Highlights

財務概要

Turnover percentage by Business 按業務劃分的營業額百分率

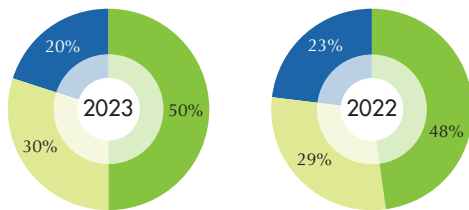
Continuing operations
持續經營業務

■ Metal and Plastic Business
五金塑膠業務

■ Electronics Manufacturing Services Business
電子專業代工業務

Discontinued operations
已終止經營業務

■ Real Estate Business
房地產業務



Turnover percentage by Geographical Location (based on the country in which the final destination of shipment is located or services are provided)

按產品所在地劃分的營業額百分率
(根據最終付運目的地或服務提供所在國家分配)

■ Japan
日本

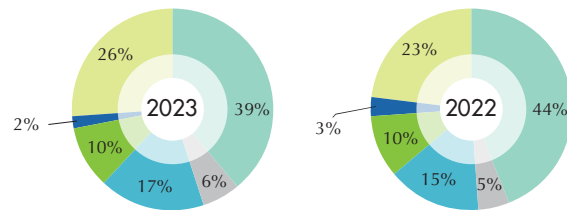
■ Hong Kong
香港

■ Mainland China
中國內地

■ Asia (excluding Japan, Hong Kong and Mainland China)
亞洲 (不包括日本、香港及中國內地)

■ North America
北美洲

■ Western Europe
西歐



		2023 二零二三年	2022 [#] 二零二二年 [#]	% Changes 變動百分比
<i>HK\$ million</i>	<i>百萬港元</i>			
Continuing operations	持續經營業務			
Revenue	收入	3,082	3,075	-
Gross profit	毛利	337	438	-23%
Operating profit	經營溢利	211	303	-30%
Profit for the year from continuing operations	來自持續經營業務之年度溢利	182	254	-28%
Profit for the year from discontinued operations	來自已終止經營業務之年度溢利	204	295	-31%
Profit attributable to equity shareholders	權益持有人應佔溢利	386	549	-30%
Total assets	資產總值	2,551	5,066	-50%
Shareholders' equity	股東權益	937	1,697	-45%
<i>In Million</i>	<i>百萬股</i>			
Number of Shares	股份數目	2,021	2,021	-
Per Share Data	每股資料			
<i>HK cents</i>	<i>港仙</i>			
Basic earnings	基本溢利	19.1	27.2	-30%
Diluted earnings	攤薄後溢利	19.1	27.2	-30%
Total cash dividends per Share	每股總現金股息	5.5	9.5	-42%
Net asset value per Share	每股資產淨值	46	84	-45%
Financial Ratios	財務比率			
Gross profit margin (%) [*]	邊際毛利(%) [*]	10.9	14.2	-23%
Net profit margin (%) [*]	邊際純利(%) [*]	5.9	8.3	-29%
Current ratio	流動比率	1.0	1.3	-23%
Quick ratio	速動比率	0.6	1.0	-40%
Net gearing ratio (%)	淨負債比率(%)	54	18	+200%
Interest coverage [*]	利息涵蓋比率 [*]	9.3	40.9	-77%
Dividend payout (%) [^]	派息比率(%) [^]	28.8	34.9	-17%
Revenue to net bank borrowings [*]	收入與淨銀行借貸比率 [*]	6.3	11.1	-43%
Non-current assets to total equity (%)	非流動資產與權益總值比率(%)	123.0	77.2	+59%

[#] Restated
已重列

^{*} Include continuing operations only
只包括持續經營業務

[^] Not include final dividend proposed from KRP
不包括嘉創建議派發末期股息

Financial Highlights

財務概要

DEFINITIONS

Basic earnings per Share	$\frac{\text{Profit attributable to equity shareholders}}{\text{Weighted average number of Shares}}$		每股基本溢利	$\frac{\text{權益持有人應佔溢利}}{\text{加權平均股數}}$	
Diluted earnings per Share	$\frac{\text{Profit attributable to equity shareholders}}{\text{Diluted weighted average number of Shares}}$		每股攤薄後溢利	$\frac{\text{權益持有人應佔溢利}}{\text{攤薄加權平均股數}}$	
Net asset value per Share	$\frac{\text{Net assets}}{\text{Number of Shares as at year end}}$		每股資產淨值	$\frac{\text{資產淨值}}{\text{年底股數}}$	
Gross profit margin (%)	$\frac{\text{Gross profit from continuing operations}}{\text{Revenue from continuing operations}} \times 100\%$		邊際毛利(%)	$\frac{\text{來自持續經營業務之毛利}}{\text{來自持續經營業務之收入}} \times 100\%$	
Net profit margin (%)	$\frac{\text{Profit for the year from continuing operations}}{\text{Revenue from continuing operations}} \times 100\%$		邊際純利(%)	$\frac{\text{來自持續經營業務之年度溢利}}{\text{來自持續經營業務之收入}} \times 100\%$	
Current ratio	$\frac{\text{Current assets}}{\text{Current liabilities}}$		流動比率	$\frac{\text{流動資產}}{\text{流動負債}}$	
Quick ratio	$\frac{\text{Current assets less inventories}}{\text{Current liabilities}}$		速動比率	$\frac{\text{流動資產減存貨}}{\text{流動負債}}$	
Net gearing ratio (%)	$\frac{\text{Bank borrowings and leased liabilities less cash and bank deposits, restricted deposits and pledged deposits}}{\text{Total equity}}$		淨負債比率(%)	$\frac{\text{銀行借貸及租賃負債減現金及銀行存款、受限制存款及質押存款}}{\text{權益總值}}$	
Interest coverage	$\frac{\text{Earnings before interest expenses, tax, depreciation and amortisation from continuing operations}}{\text{Interest expenses from continuing operations}}$		利息涵蓋比率	$\frac{\text{來自持續經營業務之扣除利息支出、稅項、折舊及攤銷前溢利}}{\text{來自持續經營業務之利息支出}}$	
Dividend payout (%)	$\frac{\text{Dividend per Share}}{\text{Earnings per Share}} \times 100\%$		派息比率(%)	$\frac{\text{每股股息}}{\text{每股溢利}} \times 100\%$	
Revenue to net bank borrowings	$\frac{\text{Revenue from continuing operations}}{\text{Bank borrowings less cash and bank deposits, restricted deposits and pledged deposits}}$		收入與淨銀行借貸比率	$\frac{\text{來自持續經營業務之收入}}{\text{銀行借貸減現金及銀行存款、受限制存款及質押存款}}$	
Non-current assets to total equity (%)	$\frac{\text{Non-current assets}}{\text{Total equity}}$		非流動資產與權益總值比率(%)	$\frac{\text{非流動資產}}{\text{權益總值}}$	

Chairman's Statement

主席報告

PRINCIPAL ACTIVITIES AND RESULTS

For the year ended 31 March 2023, the Group was principally engaged in:

- Metal and Plastic Business (“M&P”): providing mechanical engineering solutions, manufacturing and sales of metal and plastic parts, mainly including moulds and the relevant plastic and metal parts products for information and communication technology industry, etc.;
- Electronic Manufacturing Services Business (“EMS”): manufacturing and sales of magnetic tape data storage, point-of-sale system, and other computer peripherals, etc.; and
- Real Estate Business: urban renewal, residential real estate project investment and development. During the year ended 31 March 2023, the Real Estate business segment was disposed of and successfully applied separate listing on the Main Board of the Stock Exchange. The results of this segment have been classified as discontinued operations of the Group.

(I) Business Review

I. Results

- (a) Following the spin-off and separate listing of real estate business on the Stock Exchange during the year ended 31 March 2023, the financial results under this business review does not include those of real estate business.

主要業務及業績

截至二零二三年三月三十一日止，本集團主要從事：

- 五金塑膠業務(「五金塑膠」)：提供機械工程解決方案，製造及銷售金屬及塑膠部件，主要包括資訊及通訊科技產業之模具、相關塑膠與金屬部件產品等；
- 電子專業代工業務(「電子代工」)：製造及銷售磁帶機數據儲存器、收銀機系統及其他電腦周邊產品等；及
- 房地產業務：舊城改造、住宅房地產項目投資及發展。於截至二零二三年三月三十一日止年度，房地產業務分部被出售並成功在香港聯交所主板申請獨立上市。該分部之業績已分類為本集團之已終止經營業務。

(一) 業務回顧

I. 業績方面

- (a) 隨着二零二三年三月三十一日止年度，房地產業務分拆及於香港聯交所上市後，本節所載之業績回顧並不包括房地業務之業績。

Chairman's Statement 主席報告

- (b) For the year ended 31 March 2023, the revenue of the Group from continuing operations was HK\$3,081,697,000, staying flat compared to the corresponding period last year (for the year ended 31 March 2022: HK\$3,075,013,000). Profit attributable to the equity shareholders of the Company amounted to HK\$182,318,000 (for the year ended 31 March 2022: HK\$254,273,000), which decreased by approximately 28% compared to the corresponding period last year. Against the backdrop of sluggish global economy and due to the adverse factors such as rising raw material prices, rising interest rates, inflation hike and dampen consumption, even with strict control over operating expenses, it was still difficult to offset the increase in costs, resulting in a decline in both the Group's gross profit and profit.
- (b) 截至二零二三年三月三十一日止年度，本集團持續經營業務之收入為3,081,697,000港元(截至二零二二年三月三十一日止年度：3,075,013,000港元)較去年同期持平，而本公司權益持有人應佔溢利為182,318,000港元(截至二零二二年三月三十一日止年度：254,273,000港元)較去年同期減少了約28%。面對全球經濟不景氣、原料價格上漲、利率上升、通脹升溫及消費意慾疲弱等因素拖累，即使嚴格控制營運支出，仍難以抵銷成本上漲幅度，影響集團毛利及溢利表現。
- (c) The revenue of M&P for the year ended 31 March 2023 was HK\$1,918,774,000 (for the year ended 31 March 2022: HK\$1,920,032,000). The revenue of M&P was generally stable this year.
- (c) 五金塑膠於截至二零二三年三月三十一日止年度之收入為1,918,774,000港元(截至二零二二年三月三十一日止年度：1,920,032,000港元)。五金塑膠業務收入於本年度表現大致平穩。

Chairman's Statement 主席報告

(d) The revenue of EMS for the year ended 31 March 2023 increased by approximately 1% to HK\$1,162,923,000 when compared with the corresponding period last year (for the year ended 31 March 2022: HK\$1,154,981,000). The revenue of EMS was fairly stable this year.

(e) In year 2022/23, the Group faced a very challenging external environment. Stringent epidemic prevention and control measures hindered the flow of people, cross-regional logistics and transportation and international shipping, which increased transportation and logistics costs and impacted the global industrial supply chains. On the other hand, the Russo-Ukrainian War exacerbated inflation, and energy and commodity prices fluctuated significantly during the year, making us inevitably face rising raw material and electricity costs, further compressing our profit margins. In addition, the persistent trade disputes between the United States and China affected the export performance of China. These factors put pressure to the slow economic recovery.

In particular, since the second half of the fiscal year, the consumption patterns and investments of customers have tended to be conservative. In addition, the epidemic has prolonged the operating system replacement cycle of server customers, resulting in a slowdown in sales as the year reached the end of the replacement cycle. However, in spite of such severe challenges, the Group remained proactive in the past year, striving to resolve various difficulties, maintaining our core competencies and minimizing external impacts.

(d) 電子代工於截至二零二三年三月三十一日止年度之收入較去年同期上升了約1%至1,162,923,000港元(截至二零二二年三月三十一日止年度: 1,154,981,000港元)。電子代工業務收入於本年度表現尚算平穩。

(e) 二零二二／二三年度，集團面對充滿挑戰的外部環境。嚴格的疫情防控措施導致人流、跨區物流運輸和國際航運受阻，增加運輸物流成本，對全球產業供應鏈構成影響。另一方面，俄烏戰爭使通漲問題惡化，能源和大宗商品價格年內大幅波動，使我們無法避免面臨原材料和電力成本的上升，邊際利潤進一步被壓縮。另外，中美貿易糾紛的持續影響中國出口表現，此等因素都對緩慢的經濟復甦步伐增添壓力。

特別是本財年下半年起，終端客戶的消費模式和投資趨向保守，加上疫情拖慢伺服器客戶的操作系統迭代周期，導致本年度進入換代尾聲，使銷售速度放緩。然而，儘管面臨嚴峻的挑戰，集團在過去的一年中始終保持積極應對，致力解決各種困難，堅守核心競爭力，將外部影響降至最低。

Chairman's Statement 主席報告

- (f) The Group is committed to implementing lean production and continuously utilizing intelligent production technologies. At present, we have successfully utilized more than 900 robotic arms to collaborate in various production processes. Meanwhile, we also have nearly 70 patents registered for automation. With the gradual adoption of many innovative processes, our intelligent production is constantly improving, which has resulted in more efficient production, cost reduction and quality improvement, further enhancing the Group's competitiveness.
- (g) Our Dongguan production base, the B6 "Craftsmanship Building" built under the concept of environmental protection, gradually began operation. It will become the main multi-purpose production complex of the Company. Equipped with heavy-duty facilities, assembly workshops, central warehouses and office buildings, it will provide a sound foundation for the diversified development needs of the Group.
- (f) 本集團致力落實精益生產，不斷應用智能生產技術。目前，我們運用900多台機械臂在各個生產環節進行協作。同時，我們擁有近70項自動化專利的註冊申請。隨著我們逐步採用多項創新工藝，智慧化生產日益完善。我們的生產將會變得更高效率，有助降低成本和提升品質，進一步增強本集團的競爭能力。
- (g) 位於東莞生產基地，以環保概念興建的B6「工匠大樓」已陸續投入使用。大廈將會成為集團主要的綜合生產大樓，配備重型設施、組裝車間、中央倉庫及辦公大樓等，提供完善的生產環境，為滿足多元化的發展需求打下堅實基礎。



Newly built "Craftsmanship Building" gradually began operation
新建的工匠大樓已陸續投入使用

Chairman's Statement 主席報告

(h) In October 2022, the Company completed the exercise of warrants to increase its shareholdings in T. Krungthai Industries Public Company Ltd. ("TKT"), a listed company in Thailand, to 38.99%. Through TKT's extensive business network and resources in Thailand, the Group is able to accelerate its entry into the automotive parts market. At the same time, the Group has enhanced TKT's production management capabilities through its own rich automation experience to strengthen the synergy of the Group's production base in Thailand and to seek new development opportunities. In addition, to further optimize the allocation of global production capacity, the Group has established its first overseas production plant at Amata City Chonburi Industrial Estate in Thailand. The plant has completed the transportation and equipment installation as planned and is equipped with automated robots. It is expected to commence production in the second half of 2023. The Group believes that this production base will provide greater flexibility for the Group to meet customers' production needs and help capture potential customer collaboration opportunities.

(h) 於二零二二年十月本公司完成行使認股權證，增持泰國上市公司 T. Krungthai Industries Public Company Ltd. (「TKT」) 的股權至 38.99%。透過 TKT 於泰國的豐富商業網絡及資源，本集團能夠加速進入汽車零部件市場。同時，本集團通過自身豐富的自動化經驗，提升 TKT 的生產管理能力，增強本集團在泰國生產基地的協同效應，並尋求新的發展機會。此外，為了進一步優化全球產能配置，本集團在泰國阿瑪塔城春武里工業園 (Amata City Chonburi Industrial Estate) 設立了首個海外生產廠房。廠房已按計劃完成運輸和設備安裝，並配置自動化機器人，預計二零二三年下半年陸續投產。本集團相信該基地能夠讓集團靈活滿足客戶的生產需求，把握與潛在客戶的合作機會。



Thailand factory has been officially launched
泰國廠房已正式啟用



Chairman's Statement 主席報告

- (i) In order to coordinate with the long-term development of the Group, all departments have adopted the model of “full utilization of talents” in recruitment, selection and employment to strengthen talent development and achieve higher efficiency and effectiveness. Meanwhile, we optimize the performance management system and enhance the management of the functions of each employee, continuously improve their work performance, and assess the talents needed by the Group. In addition, the Group also strengthens training so that employees can better understand the Group's development strategy, corporate culture and organizational model, and can learn and develop continuously, give full play to their strengths, thereby enriching the quality of the Group's talent pool.
- (j) Faced with the challenges of increasing inventory, operating costs and financial costs, the Group endeavoured to improve its internal management system. In addition to cost control, the Group also strengthened its supply chain management, strived to reduce inventory, optimize production and cycle procurement, and maintained good cash flow for long to maintain a healthy financial level and improve risk resilience.
- (k) On 23 March 2023, the Group successfully spun off KRP Development Holdings Limited for separate listing on the Main Board of The Stock Exchange (the “Spin-off”). The successful Spin-off will help enhance the overall operational and financial capabilities of the business, further strengthen the Group's cooperative relationship with existing customers, and enable the Group to concentrate resources on strengthening the core business of the industry and expand and diversify its industrial business direction.
- (i) 為配合本集團長遠發展，各部門在招聘選拔及用人等方面皆以「人盡其才」為宗旨，致力加強人才建設，尋求達致更高效益；同時優化績效管理制度，提升員工職能管理，不斷改進工作表現，考核本集團所需人才；加上，本集團也加強培訓，使員工更能了解本集團的發展策略，企業文化及組織模式之餘，更能不斷學習，持續發展，發揮所長，從而提升本集團人才庫質素。
- (j) 面對庫存增加，營運成本及財務成本上升的挑戰，本集團致力完善內部管理系統，除了管控成本外，也加強對供應鏈管理，致力減少庫存、優化生產及實行周期採購；並長期保持良好現金流，以維持健康財務水平，提升抵禦風險的能力。
- (k) 於二零二三年三月二十三日，本集團成功分拆嘉創房地產控股有限公司獨立於香港聯交所主板上市（「分拆」），成功分拆有助提升業務整體營運及財務能力，進一步加強本集團與現有客戶的合作關係，更集中資源鞏固工業之核心業務，拓展及多元化工業業務方向。

Conclusion

Under the multiple pressures of ongoing international disputes, global inflation, supply chain bottlenecks, economic headwinds, cooling consumer demand and Sino-US trade frictions, the Group has taken proactive measures to address the challenges ahead with flexibility and prudence.

With our production plant in Thailand gradually entering the operational phase, our multi-purpose production complex in Mainland China, the Craftsmanship Building, entering the advanced stage of investment, and the active development of new products and customers on the way, we must adopt an operating philosophy of “Pragmatic, Stable, Innovative” to ensure the Group’s continued prosperity.

We are committed to automating production, improving efficiency to reduce costs, while maintaining the delivery of quality services and products. We continue to strengthen our investment portfolios, consolidate existing customer relationships, and explore new partners to increase our market share, all of which are the concrete realization of our philosophy of “seeking truth from facts, advancing with the times, being pragmatic, planning prudently” in order to provide maximum benefits to shareholders.

We will continue to invest in the industrial sector at a steady and determined pace, and firmly believe that “accumulating small steps” will lead us forward. In addition, we will keep financing channels smooth and maintain financial stability. In this volatile and fluctuating business environment, we will demonstrate rock-solid stability and be able to seize market opportunities using both offensive and defensive strategies.

總結

在持續的國際紛爭、全球通漲、供應鏈瓶頸、經濟逆風、消費需求疲弱及中美貿易摩擦的多重壓力下，本集團採取積極措施，用靈活而謹慎的態度應對未來的挑戰。

泰國的生產廠房逐漸進入營運階段，內地的綜合生產大樓「工匠大樓」進入投資的後期階段，同時我們正在積極開發新產品和開拓新客戶的路上，以「務實、穩健、創新」的營運理念確保集團的持續繁榮。

我們致力於自動化生產，提升效率以降低成本，同時維持優質服務及產品質素。我們持續強化投資佈局，鞏固現有客戶關係，並發掘新的合作夥伴，提升在市場的份額。這些皆為「實事求是、與時俱進、求真務實、謹慎謀劃」理念的實踐，從而為股東提供最卓越的回報。

我們以穩健而堅定的步伐，繼續在工業領域投資，堅信「積跬步、累小流」有助引領我們前行。此外，我們將保持融資渠道暢通，維持財務穩健。在波動的營商環境下，展現出堅如磐石的穩定，並且攻守兼備，抓住市場發展的機遇。

Chairman's Statement 主席報告

For us, innovation is the search for new ideas or technological novelties, improvements and innovations, which are essential elements for sustainable business development. We constantly try out new ideas and applications by innovating and developing techniques, products, services and processes, which in turn enhance our production efficiency, increase product differentiation, with a view to improving the competitiveness of our products and services, meeting market demand and creating new values for customers. At the same time, we can better understand and fulfill the needs of our customers.

(II) Dividend Policy

In the results announcement for the first quarter of year 2006/07, the Board announced the adoption of a new dividend policy, which outlines the factors that should be taken into account in determining the amount of dividend for distribution, such as the profit attributable to equity shareholders of the Company, cash flow and investment budgets. After careful consideration of the aforementioned factors, and for the purpose of maintaining the track record of consecutive annual payment of dividends since the listing, the Board has recommended the payment of a final dividend of HK1.5 cents per share to all the shareholders whose names appear on the register of members of the Company on 6 September 2023.

(III) Geographical Distribution

The Group has adopted a diversified approach in product delivery and does not rely on one single market. Details of the Group's geographical distribution are set out in the paragraph headed "Segment Reporting" in Note 5 to this annual report.

創新對我們來說，是尋求新思維或技術的新穎性、改進及革新，是企業持續發展的必要元素。我們不斷嘗試新想法和應用，對技術、產品、服務及流程的創新開發，從而提升生產效率，增加產品差異化，使產品和服務更具競爭力，符合市場需求，為客戶創造新價值，同時更深入理解並滿足客戶的需求。

(二) 股息政策

董事會於二零零六／零七年度第一季度業績公佈採納「新股息政策」。新股息政策列出決定股息的派發金額時所須考慮的因素，如本公司股權持有人應佔溢利、現金流量及投資預算。董事會經審慎考慮上述各項因素後，及維持上市以來連續每年皆能派發股息的記錄，建議派發末期股息每股1.5港仙，予所有於二零二三年九月六日當日名列於本公司股東名冊內的股東。

(三) 地域分佈

集團一向採取多元化模式付運產品，不會依賴單一市場。本集團地域分佈的詳情列於本年度報告附註5名為「分部報告」之段落內。

(IV) Prospects

Despite the multiple external factors this year that have put certain pressure on our profits, we believe that this is only a short-term adjustment response. With the interest rate hike cycle coming to an end and the easing of inflation pressure, combined with the Group's stringent internal cost control, we expect to be able to effectively reduce operating costs and expect profits to gradually recover.

In terms of the server industry, servers have long been in line with the development of internet big data and artificial intelligence ("AI"). In addition, as 2023 is regarded as the breakout year for generative AI, we expect that the increase in related investment in AI models and generative tools will drive the demand for servers. To this end, the Group will also actively seek related server orders. As the Group's server customers enter the upgrade cycle of new operating system in the second half of 2023, this will bring stable income for the 2023/24 financial year and the following years.

Looking ahead, we will continue to improve our internal production cost efficiency, diversify our production bases and products, enhance our business in Mainland China and Southeast Asia, consolidate our existing customer relationships and actively develop new customers to increase our market share.

- (1) We will continue to strengthen the implementation of value engineering analysis to improve operational efficiency, continue to streamline production processes, including enhancing automation capabilities for assembly and new products, optimizing mould techniques, deepening thermal engineering solutions, and improving manufacturing execution systems ("MES") to improve production efficiency and product quality.

(四) 展望

儘管年內面對多重外部因素的影響，導致利潤受到一定壓力，但我們認為這僅是短期調整。隨著加息周期步入尾聲以及通漲壓力得到舒緩，結合集團內部嚴謹的成本控制，我們有望能降低營運成本，預期利潤會逐步回升。

在伺服器行業方面，長期以來，伺服器一直配合互聯網大數據及人工智能AI發展，加上二零二三年被視為生成式AI的爆發元年，我們預計隨著AI模型和生成工具等相關投資增加，將帶動對伺服器的需求。為此，集團將積極爭取相關的伺服器訂單。隨著現有伺服器客戶於二零二三年下半年進入操作系統的更新周期，將為二零二三／二四財年和往後幾年的銷售帶來穩固保障。

展望未來，我們會繼續提高內部生產成本效益，進行生產基地布局 and 實現產品多元化，加強在中國內地和東南亞市場業務，鞏固現有客戶關係同時積極開發新客戶，以增加市場份額。

- (1) 我們將持續強化執行價值工程分析以提升營運效率，繼續精簡生產流程，包括提升組裝及新產品的自動化能力，優化模具工藝技術，深化散熱工程解決方案，以及完善製造執行系統(MES)，以提高生產效率和產品質量。

Chairman's Statement

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- (2) The operation of the production base in Thailand gradually completes the Group's presence in Southeast Asia. With the strategic adjustment and optimization of our business development teams in Mainland China and Taiwan, we will be able to effectively expand the Group's customer base, cover more world-renowned brands and provide more comprehensive services. In terms of product development, we are actively exploring fields such as automotive parts, electric vehicle charging equipment, AI data centres, medical peripheral products, and personal consumption and care products, with a view to further enriching our product line and increasing the profit margins of our products.
- (3) The Thailand plant has successfully completed the installation of automated machines and is fully operational with professional technical staff. With the recognition of our production layout by customers, some products have been scheduled to start production in July 2023 and are expected to be shipped in September 2023; and visits to the Thailand plant have been gradually arranged for other customers. Combined with our synergy with TKT, the Group is expected to be able to meet the needs of our existing customers in a flexible manner, while providing us with more support in developing new customers.
- (4) The construction of the comprehensive production complex in the Mainland China has been completed and the production departments will move in gradually. We expect this to lead to a higher degree of vertical integration. In addition, all warehouses will be centralized in the new building, thereby speeding up the flow of goods and reducing our reliance on leased warehouses, further reducing our rental expenses and making operations more cost-effective.
- (2) 泰國生產基地投入運作，使集團在東南亞的佈局逐步完善。配合我們對中國內地與台灣業務開發團隊進行策略調整與優化，能夠有效擴大集團的客戶群體，覆蓋更多全球知名品牌，並提供更為全面服務。產品開發方面，我們積極開拓汽車零部件、電動車充電設備、AI數據中心、醫療周邊產品以及個人消費與護理產品等領域。此舉旨在進一步豐富產品線，提高產品的邊際利潤。
- (3) 泰國廠房已完成自動化機器安裝，專業技術人員已進場，實現全面營運。憑藉客戶對我們生產佈局的認可，部分產品已計劃在二零二三年七月開始生產，預計於二零二三年九月出貨；同時正陸續安排不同客戶到泰國廠房參觀考察。結合我們與TKT的協同效應，預期集團能以靈活的方式滿足現有客戶的需求，同時為開發新客戶提供更多支援。
- (4) 內地綜合生產大樓的建設已初部完成，各生產部門將逐步遷入。我們預計這將促成更程度的垂直整合。此外，所有的倉庫集中在新大樓，從而加速貨物流通，減少對外租倉庫的依賴，進一步降低租金支出，將使營運更具成本效益。

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- (5) Maintaining a prudent and cautious strategy is a core principle of our Group's development. We are fully committed to maintaining a healthy financial position, accelerating return on capital investments and maintaining adequate cash flow. By the end of 2022, we have successfully improved the problem of increased inventories caused by the epidemic and logistics issues and restored it to a healthy level.
 - (6) Quality control is the key to fulfil customers' needs. We will continue to enhance the capabilities of our engineering team and refine our quality control process, in order to maintain and improve the high quality of products and customer satisfaction.
 - (7) We will establish a talent pool and provide specialized training for talents so that they can develop flexibly and provide quality ground for the sustainable development of the Group.
 - (8) We will implement localization of spare parts to obtain parts of equal quality at a lower price, reduce inventory and transportation costs, and increase production efficiency.
 - (9) Regardless of the plants in the Mainland China and Thailand or the R&D centre in Taiwan, it is necessary to enhance R&D to upgrade new technologies and techniques in order to maintain the competitiveness of the Group and achieve a win-win situation with customers.
- (5) 保持審慎且謹慎的戰略是集團發展的核心原則。我們將全力以赴維持健康的財務狀況，加速資本投資的回報，保持充足的現金流。二零二二年底，我們成功改善由疫情和物流問題導致的庫存增加問題，庫存已恢復到了健康的水平。
 - (6) 品質控制乃履行客戶需求之關鍵所在，我們將繼續提升工程團隊能力，持續精進我們的品質監控流程，以保持並提升產品的高品質水準及客戶的滿意度。
 - (7) 建立人才庫，專項培訓人才，使人才獲得靈活發展，為本集團可持續發展提供優質土壤。
 - (8) 實施零配件本地化，以較低的價錢獲取同等質量零件，減少庫存及運輸成本，增加生產效率。
 - (9) 不論內地及泰國廠房或台灣研發中心，必須加強研發提升新技術及工藝，以保全本集團的競爭力，與客戶共謀雙贏的局面。

Adhering to the philosophy of "Pragmatic, Stable, Innovative" and the concept of "nothing is impossible", the Group has been operating in a way of maintaining profits and paying dividends for years. By observing these principles and keeping foregoing ahead, we will be able to overcome challenges, embrace future opportunities and achieve greater success.

本集團秉持「務實、穩健、創新」的理念和「凡事皆可能」的思維，經年以保盈兼派的方式持續運營。我們堅守著這些原則，不斷砥礪前行，方能克服挑戰，迎接未來的機遇，實現更大的成功。

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FINANCIAL RESOURCES

Borrowings

Following the spin-off and separate listing of Real Estate Business, net interest-bearing borrowings[#] as at 31 March 2023 were approximately HK\$502,664,000 and the net interest-bearing borrowings ratio (being the proportion of total net interest-bearing borrowings over total equity) was 54% (as at 31 March 2022: net interest-bearing borrowings were approximately HK\$297,712,000 and net interest-bearing borrowings ratio was 18%). The effective interest rates of the Group's bank borrowings at the balance sheet date are ranged from HIBOR+1.15% to HIBOR+2.3%.

As at 31 March 2023, the Company and the Group's subsidiaries provide cross guarantee for certain banking facilities and borrowings (as at 31 March 2022: property under development, equity interests of certain group companies, and/or guaranteed by the Group). The financial position of the Group remains healthy.

[#] Net interest-bearing borrowings represents bank borrowings and lease liabilities less cash and bank deposits, restricted deposits and pledged deposits.

Non-current Assets to Shareholders' Fund Ratio

The non-current assets to total equity ratio as at 31 March 2023 maintained at the healthy level of 123% (as at 31 March 2022: 77%), which represents most of the Group's non-current assets, such as plant and machineries are using its stable total equity as a support.

Capital Expenditure ("CAPEX")

The initial estimate of the CAPEX budget for the financial year 2023/24 is approximately HK\$139,889,000. The CAPEX was mainly used for construction of factory, acquiring machinery and equipment and computer system.

財務資源

借貸

房地產業務完成分拆及獨立上市後，於二零二三年三月三十一日的淨計息借貸[#]約為502,664,000港元及淨計息借貸比率(即淨計息借貸總額相對權益總額之比例)為54%(於二零二二年三月三十一日：淨計息借貸約為297,712,000港元及淨計息借貸比率為18%)。本集團於結算日之銀行借貸實際利率範圍由香港銀行同業拆息+1.15%至香港銀行同業拆息+2.3%。

於二零二三年三月三十一日，本公司及本集團之附屬公司為部分銀行授信額度及借款提供交叉擔保。(於二零二二年三月三十一日，部分銀行授信額度及借款以本集團之待沽在建物業、若干集團子公司之股份權益及／或由本集團擔保)，本集團財務狀況仍然非常健康。

[#] 淨計息借貸代表銀行借貸及租賃負債減現金及銀行存款、受限制存款及質押存款。

非流動資產與股東資金比率

於二零二三年三月三十一日，非流動資產與權益總額比率維持於123%之健康水平(於二零二二年三月三十一日：77%)，代表集團之大部分非流動資產如廠房及機器皆以穩定之權益總額所支持。

固定資產投資

初步估計二零二三／二四財政年度的固定資產投資約為139,889,000港元。固定資產投資主要是用作興建廠房、購買機械設備及電腦系統之使用。

Resources Available

Currently, the total interest-bearing bank borrowings are approximately HK\$652,372,000. The Group is confident that with the cash in hand and bank deposits of approximately HK\$159,445,000 and the unutilised banking facilities of approximately HK\$662,250,000, it is able to meet its current operational and capital expenditure requirements and to make strategic investments when opportunities arise.

Exchange Rate Exposure

Most of the Group's assets, liabilities and transactions are denominated in HKD, USD and RMB. Foreign currency risk arises from commercial transactions, recognised assets and liabilities and net investments in foreign operations that are denominated in a currency other than the Group's functional currency, which in turn exerts pressure on the Group's production cost. To mitigate the impact of exchange rate fluctuation of RMB on its business, the Group will actively communicate with its customers in order to adjust the selling prices of its products and may use foreign exchange forward contracts to hedge against foreign currency risk (if and when necessary).

Contingent Liabilities

As at 31 March 2023, the Group had no significant contingent liabilities.

TEA-BREAK WITH INVESTORS

We are glad that the "tea-break with investors (institutional or individual)" has been successfully held for many years. The Group adheres to the principles of "openness, fairness and equality" and believes that all investors should have the same right to get access to the Company's information. With these principles in mind and considering that the tea-break remains to be an effective and efficient way for the Company to communicate with its investors, the Company will continue to organise tea-break with individual investors. The next tea-break is scheduled on 12 August 2023 from 12:00 to 14:00 at Nina Hotel Chinese Restaurant (Ru), 7/F., Nina Hotel Tsuen Wan West, 8 Yeung Uk Road, Tsuen Wan.

可動用資源

現時計息銀行借貸總額約為652,372,000港元，而手持現金及銀行存款約為159,445,000港元與及銀行未動用借貸額約662,250,000港元，集團有信心足夠應付現時營運與及資本性開支及如機遇出現時的策略性投資的需要。

匯兌風險

本集團之大部分資產、負債及業務交易均以港元、美元及人民幣計值。自外國業務之商業交易、經確認資產及負債以及淨投資產生之外匯風險均以本集團功能貨幣以外之貨幣計值，繼而對本集團之生產成本造成壓力。為了降低人民幣匯率波動對其業務之影響，本集團將積極與其客戶溝通，從而調整其產品之售價及可能使用外匯遠期合約以對沖外匯風險(如需要)。

或然負債

於二零二三年三月三十一日，集團並無重大或然負債。

與投資者茶敘

承蒙投資者蒞臨指導，投資者(不論機構或個人)茶敘已成功地舉辦了多年。本集團秉承「公開、公平及公正」之理念，認為所有投資者皆應同等地享有本公司資訊之平等權力。因此本公司不擬錯過與投資者交流之好機會及認為值得繼續保持一個與投資者之有效溝通渠道。下一次之茶敘謹訂於二零二三年八月十二日中午十二時至下午二時，假座如心酒店中菜廳「如」，荃灣楊屋道8號荃灣西如心酒店7樓舉行。

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Interested investors are invited to visit the Company's website at www.karrie.com for more details. Application will commence on 17 July 2023, application form can be downloaded from the Company's website or obtained by calling 2411-0913 during office hours. Only investors whose applications are confirmed can join the function. Investors are encouraged to grasp this opportunity to communicate directly with the management of the Company.

EMPLOYEES AND REMUNERATION POLICIES

The Group had approximately 3,600 employees on average (an average of 3,700 employees in the corresponding period last year) during the year. With a good reputation in the local community, the Group has rarely encountered major difficulties in recruiting employees.

Employee remuneration packages are determined in accordance with prevailing market standards and the employee's performance and experience. The Group will also grant bonuses to employees with outstanding performance based on its own audited business performance and the appraisal and reward system. Other employee benefits include medical insurance and mandatory provident fund. Directors' emoluments are determined by the Board with reference to their experience, performance and duties as well as the prevailing market conditions.

In addition, to cope with domestic development in Mainland China and the actual need for talent-retaining, the Group establishes a "Cooperative Home" to encourage and finance potential elites settled down locally in buying a flat as a means to retain talents who may otherwise be lost in the competitive labour market.

Performance Based Incentives

The Group adopted performance based bonus system and objective performance assessment. Employees with outstanding performance will now receive more bonus than before the new system was implemented. The Group has also adopted a share option scheme as a share incentive scheme to recognise and acknowledge the contributions which the eligible participants have made or will make to the Group or invested entity. Please refer to the section headed "Share Option Scheme" for further details.

如投資者對上述活動有興趣，歡迎瀏覽本公司網頁www.karrie.com參閱更詳細資料，將於二零二三年七月十七日開始報名，報名表格可於本公司網頁直接下載或於辦公時間內致電2411-0913索取。所有出席茶敘之人士必須事先獲確認登記，方可入座。請各位投資者把握機會與本公司管理層對話。

僱員及薪酬政策

本集團於本年度內平均聘有僱員約3,600人(去年同期平均3,700人)。由於本集團在當地建立了良好的信譽，故此於招聘人員上並未遇到重大困難。

僱員薪酬乃根據一般市場標準及僱員之表現及經驗釐定，本集團並會根據公司已審核的業績透過獎賞評核政策，對有良好表現的員工發放花紅。其他員工福利包括醫療保險及強制性公積金。董事之酬金由董事會參考其經驗、工作表現、職責及當前市場情況而釐定。

此外，為配合內地發展及實際挽留人才需要，集團設有「合作置業計劃」，透過是項計劃，鼓勵及資助公司重點栽培人才於當地安居樂業，於競爭激烈的人才市場有效挽留人才。

表現為先

本集團採納表現掛勾的獎金制及較客觀的表現評估，有超卓表現的員工則會獲發比以往更為可觀的獎金。本集團已採納購股權計劃作為股份激勵計劃以表揚及嘉許曾經或將對本集團或投資實體作出貢獻的合資格參與人士。詳情請參閱標題「購股權計劃」一節。

Chairman's Statement 主席報告

DIVIDEND

The Board has recommended to pay a final dividend of HK1.5 cents per share (2021/22 final dividend: HK4.0 cents per share), to shareholders whose names appear on the register of members of the Company on 6 September 2023. Together with the interim dividend of HK4.0 cents per share (2021/22 interim dividend: HK4.5 cents per share and a special dividend of HK1.0 cent per share), total dividend paid/payable for this year amounted to HK5.5 cents per share (2021/22: HK9.5 cents per share). The final dividend will be subject to the approval of the shareholders of the Company at the forthcoming annual general meeting (the "AGM") of the Company to be held on 30 August 2023.

AUDIT COMMITTEE

The Company has established an audit committee currently made up of one non-executive Director and three independent non-executive Directors whose duties include resolving issues in relation to audit such as reviewing and supervising the Company's financial reporting process and internal control systems. The audit committee and the management have reviewed the accounting principles and major policies adopted by the Group and have discussed the auditing, internal control and financial reporting in the current year with the external auditors. The audit committee has reviewed the consolidated annual results of the Group for the year ended 31 March 2023.

APPRECIATION

I would like to thank our customers, suppliers, bankers, shareholders and others who have extended their invaluable support to the Group, and my fellow Directors, managers and all staff for their considerable contributions to the Group.

股息

董事會已建議派發末期股息每股1.5港仙(二零二一／二二年度末期股息：每股4.0港仙)予所有於二零二三年九月六日當日名列於本公司股東名冊內的股東。連同中期股息每股4.0港仙(二零二一／二二年度中期股息：每股4.5港仙及特別股息每股1.0港仙)，全年股息派發／應付共達每股5.5港仙(二零二一／二二年度：每股9.5港仙)。末期股息須待本公司股東於二零二三年八月三十日舉行之應屆股東周年大會(「股東周年大會」)上批准後方可作實。

審核委員會

本公司已成立審核委員會，該委員會現由一位非執行董事及三位獨立非執行董事組成。審核委員會負責處理審核範圍內的事宜，包括審視及監督本公司之財務申報程序及內部監控。審核委員會及管理層已審閱本集團已採納之會計準則及主要政策，並與外部核數師就本年度之審計、內部監控及財務報告進行商討。審核委員會已審閱本集團截至二零二三年三月三十一日止的綜合年度業績。

感謝

本人謹向一直鼎力支持集團的所有客戶、供應商、銀行家、股東、以及所有給予本公司支持者致以衷心致謝。此外更感謝一直為集團作出寶貴貢獻之董事、經理及員工們。

Chairman's Statement

主席報告

APPENDIX 1

附錄一

Dividend and Dividend Policy:

股息及股息政策:

An unbroken 27 years' record of dividend payment

二十七年以來派息從未間斷

The Group's policy to distribute 30% or more of its profits attributable to shareholders as dividend

本集團既定股息政策為股東應佔溢利30%或以上用作派息

All dividend paid shown below is in HK cents per Share

下列每股股份派發之股息全以港仙計算

	Interim	Final	Subtotal	Interim Special	Final Special	Special Subtotal	Total	Dividend Payout Ratio	
	中期	末期	小計	中期 特別股息	末期 特別股息	特別 股息小計	合計	(excluding)* (不包括在內)*	(Including)† (包括在內)†
1996/97	Nil 無	5.40	5.40	Nil 無	Nil 無	Nil 無	5.40	24%	N/A 不適用
1997/98	Nil 無	1.00	1.00	Nil 無	Nil 無	Nil 無	1.00	13%	N/A 不適用
1998/99	2.00	2.00	4.00	Nil 無	Nil 無	Nil 無	4.00	58%	N/A 不適用
1999/00	2.20	2.20	4.40	Nil 無	Nil 無	Nil 無	4.40	77%	N/A 不適用
2000/01	1.10	3.80	4.90	Nil 無	6.20	6.20	11.10	69%	156%
2001/02	5.00	5.90	10.90	5.00	14.10	19.10	30.00	50%	138%
2002/03	8.00	11.00	19.00	Nil 無	5.00	5.00	24.00	60%	75%
2003/04	8.00	12.00	20.00	Nil 無	Nil 無	Nil 無	20.00	87%	N/A 不適用
2004/05	8.50	12.50	21.00	Nil 無	Nil 無	Nil 無	21.00	58%	N/A 不適用
2005/06	9.00	13.00	22.00	Nil 無	3.00	3.00	25.00	48%	55%
2006/07	8.50	3.00	11.50	Nil 無	Nil 無	Nil 無	11.50	38%	N/A 不適用
2007/08	0.75	Nil 無	0.75	Nil 無	Nil 無	Nil 無	0.75	27%	N/A 不適用
2008/09	Nil 無	1.50	1.50	Nil 無	Nil 無	Nil 無	1.50	39%	N/A 不適用
2009/10	Nil 無	1.00	1.00	Nil 無	Nil 無	Nil 無	1.00	45%	N/A 不適用
2010/11	Nil 無	1.10	1.10	Nil 無	Nil 無	Nil 無	1.10	32%	N/A 不適用
2011/12	Nil 無	1.00	1.00	Nil 無	Nil 無	Nil 無	1.00	38%	N/A 不適用
2012/13	Nil 無	1.20	1.20	Nil 無	Nil 無	Nil 無	1.20	61%	N/A 不適用
2013/14	Nil 無	1.00	1.00	Nil 無	Nil 無	Nil 無	1.00	58%	N/A 不適用
2014/15	0.50	1.80	2.30	Nil 無	1.00	1.00	3.30	61%	87%
2015/16	0.75	2.75	3.50	Nil 無	Nil 無	Nil 無	3.50	59%	N/A 不適用
2016/17	1.30	4.20	5.50	Nil 無	1.00	1.00	6.50	65%	77%
2017/18	1.60	4.75	6.35	2.55	Nil 無	2.55	8.90	69%	97%
2018/19	3.00	5.00	8.00	Nil 無	Nil 無	Nil 無	8.00	72%	N/A 不適用
2019/20	4.00	5.00	9.00	Nil 無	Nil 無	Nil 無	9.00	71%	N/A 不適用
2020/21	4.00	7.00	11.00	0.50	Nil 無	0.50	11.50	49%	52%
2021/22	4.50	4.00	8.50	1.00	Nil 無	1.00	9.50	31%	35%
2022/23	4.00	1.50	5.50	Nil 無	Nil 無	Nil 無	5.50	29%	N/A 不適用

Remarks: * Excluding special dividend

備註: * 不包括特別股息

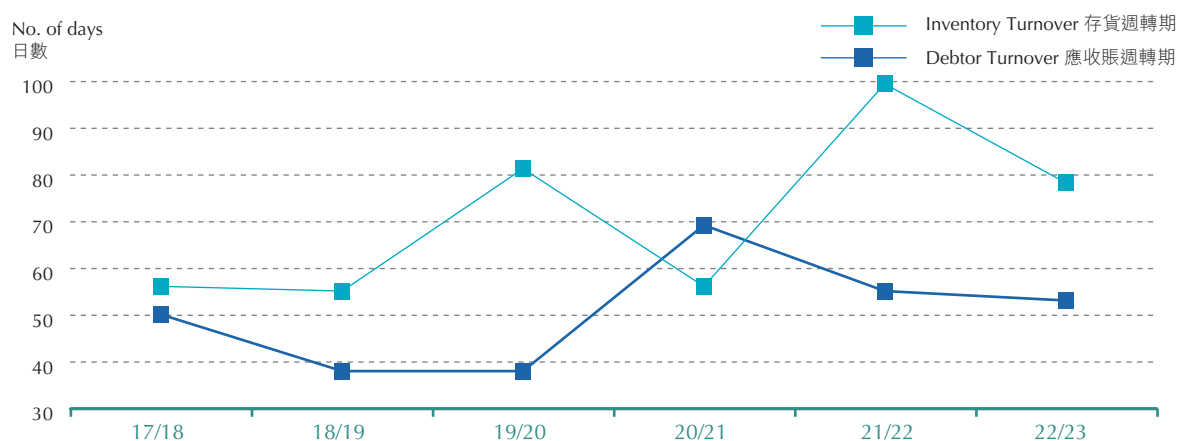
† Including special dividend

† 包括特別股息

APPENDIX 2

附錄二

Inventory & Debtor Turnover 存貨及應收賬週轉期



(No. of days) (日數)	17/18	18/19	19/20	20/21	21/22	22/23
Inventory Turnover 存貨週轉期	56	55	81	56	99	78
Debtor Turnover 應收賬週轉期	50	38	38	69	55	53

Inventory turnover = (Base on year end inventory value/Cost of revenue) x 365 days
存貨週轉期 = (以年終存貨值 / 收入成本) × 365日

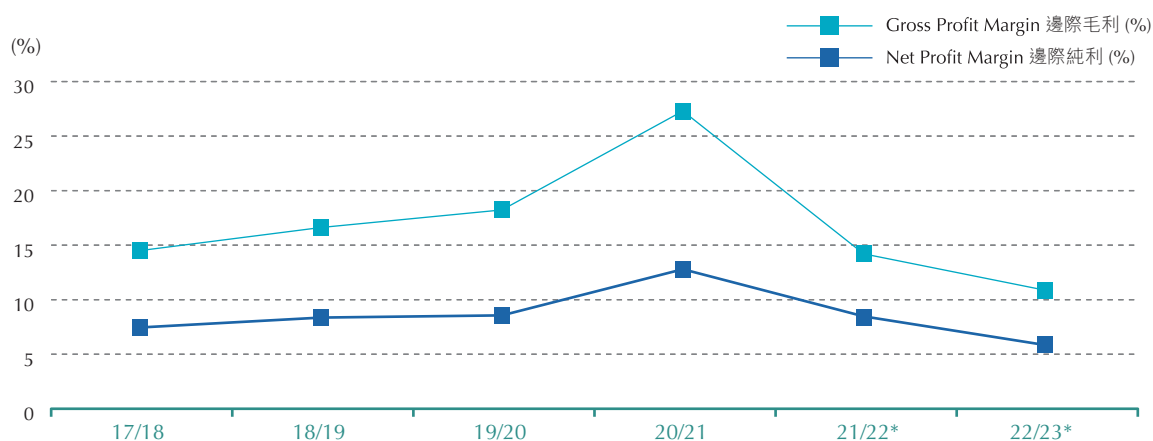
Debtor turnover = (Base on year end Trade and bills receivable/Revenue) x 365 days
應收賬週轉期 = (以年終貿易及票據應收賬款 / 收入) × 365日

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APPENDIX 3

附錄三

Gross Profit Margin & Net Profit Margin 邊際毛利及純利



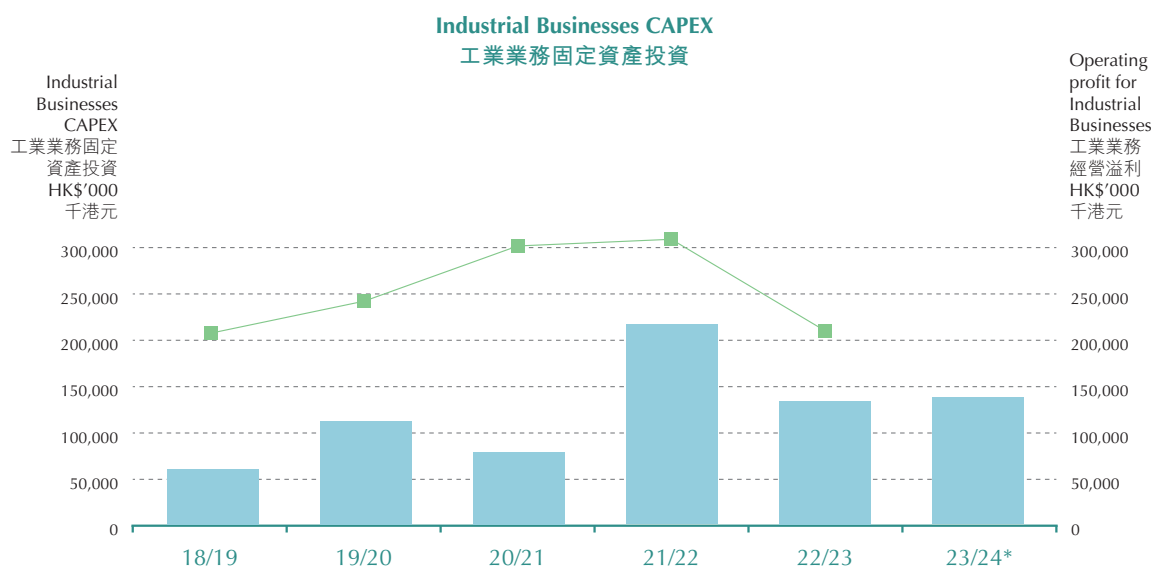
(%)	17/18	18/19	19/20	20/21	21/22	22/23
Gross Profit Margin 邊際毛利	14.5	16.6	18.2	27.2	14.2*	10.9*
Net Profit Margin 邊際純利	7.5	8.4	8.6	12.8	8.3*	5.9*
<i>HK\$(million)</i> (百萬港元)						
Revenue 收入	2,920	2,651	2,902	3,473	3,075*	3,082*
Profit for the year 年度溢利	182	221	250	445	549	386

* Include continuing operations only

* 只包括持續經營業務

APPENDIX 4

附錄四



(HK\$'000)
(千港元)

	18/19	19/20	20/21	21/22	22/23	23/24*
Industrial Businesses CAPEX 工業業務固定資產投資	61,415	113,822	79,418	220,318	136,381	139,889
Operating Profit for Industrial Businesses 工業業務經營溢利	208,065	242,947	302,993	310,256	210,785	Not applicable 不適用

* Budget
* 預算

Corporate Governance Report 企業管治報告書

The Company and its subsidiaries (the “**Group**”) are committed to achieving high standards of corporate governance to safeguard the interests of shareholders of the Company (the “**Shareholders**”) and to enhance corporate value and accountability.

For the year ended 31 March 2023 (the “**Year**”) the Group has applied the principles of the recently promulgated Corporate Governance Code (the “**CG Code**”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and complied with the code provision (the “**Code Provisions**”) of the CG Code; save for the deviation from Code Provisions B.2.2 and C.2.1 of the CG Code. This report describes our Group’s corporate governance practices and explains the said deviations from the CG Code.

Code Provision B.2.2 of CG Code stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

According to the Company’s Bye-laws, at each annual general meeting, one-third of the Directors for the time being or, if their number is not 3 or a multiple of 3, the number nearest to one-third but not greater than one-third shall retire from office provided that notwithstanding anything in the Company’s Bye-laws, the Chairman of the Directors and/or the Managing Director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. Furthermore, any Director appointed to fill a casual vacancy or as an addition to the Board should hold office only until the next following annual general meeting and would then be eligible for re-election. The Chairman and/or the Managing Director of the Group will consider to voluntarily retire at the annual general meeting at least once every three years in line with Code Provision B.2.2 of the CG Code. As such, the Company considers that sufficient measures have been taken to ensure good corporate governance of the Company.

為保障全體本公司股東(「**股東**»)權益及提升企業價值和問責性，本公司及其附屬公司(「**本集團**»)一向承諾恪守奉行最嚴謹之企業管治。

於截至二零二三年三月三十一日止年度(「**本年度**»)內，本集團已應用最新頒佈並載於香港聯合交易所有限公司證券上市規則(「**上市規則**»)附錄十四之企業管治常規守則(「**企業管治守則**»)所規定之原則及遵守所有守則條文(「**守則條文**»)(除了偏離企業管治守則之守則條文B.2.2及C.2.1外)，本報告書詳述本集團之企業管治慣例，並闡釋企業管治守則之原則應用及偏離企業管治守則的行為。

企業管治守則之守則條文B.2.2規定每名董事(包括有指定任期之董事)應至少每三年輪值退任一次。

根據本公司之細則，在本公司每一屆股東週年大會上，三分之一之當時在任之董事(或倘其人數並非三或三之倍數，則最接近但不多於三分之一之數目)須輪值退任，惟本公司董事會主席及／或董事總經理不須按此規定輪值退任或在釐定每年退任董事人數時被計算在內。此外，任何填補空缺而獲委任之董事或為董事會新增之成員僅可任職至下屆股東週年大會為止，屆時彼可膺選連任。然而，本集團主席及／或董事總經理將至少每三年考慮自願退任，從而符合企業管治守則之守則條文B.2.2。因此，本公司認為已採取足夠措施，以確保本公司良好企業管治。

Corporate Governance Report 企業管治報告書

Moreover, Code Provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company does not segregate the roles of its Chairman and Chief Executive Officer and Mr. Ho Cheuk Fai (“**Mr. Ho**”) currently holds both positions.

Being the founder of the Group, Mr. Ho has substantial experience in the manufacturing industry, as well as in the property development and cultural related business. At the same time, Mr. Ho has the appropriate management skills and business acumen that are the pre-requisites for assuming the role of the Chief Executive Officer. The Board believes that vesting the roles of both the Chairman and the Chief Executive Officer in the same person would provide the Group with strong and consistent leadership and allow the Group to be more effective and efficient in developing long-term business strategies and executing business plans. Hence, the Board considers that there is no need to segregate the roles of the Chairman and the Chief Executive Officer and both roles should continue to be performed by Mr. Ho. The Board believes that the balance of power and authority is adequately ensured by the operation of the Board which comprises experienced and high calibre individuals with a sufficient number thereof independent non-executive Directors.

The Company will continue to review its practices from time to time to achieve high standard of corporate governance.

此外，企業管治守則之守則條文C.2.1規定應區分主席與行政總裁的角色，並不應由一人同時兼任。本公司並無區分主席與行政總裁的角色，何焯輝先生(「**何先生**」)目前兼任該兩個職位。

何先生為本集團的創辦人，於製造業及房地產與文化相關產業具備豐富經驗。同時，何先生具備擔當行政總裁所需之合適管理技巧及商業觸覺之先決條件。董事會相信，由一人同時擔任主席與行政總裁的角色為本集團提供強大兼一致的領導，並可讓本集團更有效及有效率地發展長遠業務策略及執行業務計劃。因此董事會認為無須區分主席及行政總裁之角色，並由何先生繼續擔任這兩個角色。鑒於董事會乃由經驗豐富及具有卓越的人才組成，且董事會有足夠人數的獨立非執行董事，故董事會相信，透過董事會之運作足以確保權力及授權均衡分佈。

本公司將繼續不時檢討其常規，以達至高水平之企業管治。

Corporate Governance Report

企業管治報告書

A. BOARD OF DIRECTORS

1. The Board of Directors

1.1 As at 31 March 2023, the Board consisted of nine Directors, comprising Mr. Ho Cheuk Fai (Chairman and Chief Executive Officer), Ms. Chan Ming Mui, Silvia, Mr. Zhao Kai and Mr. Chan Raymond as executive Directors; Mr. Ho Cheuk Ming (Deputy Chairman) and Mr. Ho Kai Man as non-executive Directors and Mr. Fong Hoi Shing, Mr. Yam Chung Shing and Dr. Lau Kin Wah as the independent non-executive Directors. The Board has the collective responsibility for the leadership and promotion of the success of the Group's business by directing and supervising the Group's affairs.

1.2 The Board is committed to the Group's objectives of enhancing the Shareholders' value and provision of superior products and services. The Board is collectively responsible for formulating the overall objective and strategy of the Group; monitors and evaluates its operating and financial performance and reviews the standard of corporate governance of the Group. It also makes decisions on matters such as approving the annual results, interim and quarterly results, connected transactions, appointment and re-appointment of Directors, declaring dividends and adopting accounting policies. The Board has delegated the authority and responsibility for implementing business strategies and management of the daily operations of the Group's businesses to the management.

1.3 The Board conducts regular scheduled meetings on a quarterly basis. Ad-hoc meetings are convened when circumstances require.

A. 董事會

1. 董事會

1.1 於二零二三年三月三十一日，董事會由九名董事組成。包括執行董事：何焯輝先生（主席兼行政總裁）、陳名妹小姐、趙凱先生及陳毅文先生。非執行董事：何卓明先生（副主席）及何啟文先生。獨立非執行董事：方海城先生、任重誠先生及劉健華博士。董事會成員共同負責本集團事務之領導及管治工作，並共同承擔指引及監督本集團事務之責任。

1.2 董事會致力實現本集團有關提升股東價值以及提供優越產品與服務之目標。董事會訂立集團之整體目標及策略，並監管及評估集團在營運與財務上之表現，以及檢討集團之企業管治水平。董事會亦須決定各項事宜，其中包括全年業績、中期業績及季度營運狀況、關連交易、董事聘任或續聘、股息分派及採納會計政策。董事會已授權管理層負責推行本集團商業策略及管理本集團之日常業務運作。

1.3 董事會每季舉行定期會議，並於情況需要時召開特別會議。

Corporate Governance Report

企業管治報告書

The Board had met five times for the Year and considered, reviewed and approved the Group's annual results for the year ended 31 March 2022, quarterly and interim results of the Group for the Year.

董事會於本年度內已舉行五次會議，並已考慮、審閱及批准集團截至二零二二年三月三十一日之全年業績及於本年度之季度及中期業績。

The attendance records of Board meetings and general meetings held during the Year are set out below:

以下是本年度董事會會議及股東大會的出席紀錄：

Attendance of individual Directors at Board meetings and general meetings during the Year

本年度董事會及股東大會會議
個別董事的出席率

		No. of board meetings attended/held 董事會 出席次數／ 會議次數	No. of general meetings attended/held 股東大會 出席次數／ 會議次數
Executive Directors			
執行董事			
Mr. Ho Cheuk Fai	何焯輝先生	5/5	1/1
Ms. Chan Ming Mui, Silvia	陳名妹小姐	5/5	1/1
Mr. Zhao Kai	趙凱先生	5/5	1/1
Mr. Chan Raymond	陳毅文先生	5/5	1/1
Non-executive Directors			
非執行董事			
Mr. Ho Cheuk Ming	何卓明先生	5/5	1/1
Mr. Ho Kai Man	何啟文先生	5/5	1/1
Independent Non-executive Directors			
獨立非執行董事			
Mr. Fong Hoi Shing	方海城先生	5/5	1/1
Mr. Yam Chung Shing	任重誠先生	5/5	1/1
Dr. Lau Kin Wah	劉健華博士	5/5	1/1

A list of Directors and their role and function was posted on the websites of the Company and the Stock Exchange.

董事名單及其角色及職務刊載於本公司及聯交所網站。

Corporate Governance Report 企業管治報告書

1.4 To maximize the effectiveness of the Board and to encourage active participation and contribution from Board members, the Board has established an audit committee, a nomination committee and a remuneration committee. Detailed descriptions of each of these committees are set out below. All of these committees adopt, as far as practicable, the principles, procedures and arrangements of the Board in relation to the scheduling and proceeding of meetings, notice of meetings and inclusion of agenda items, records and availability of minutes.

The Board has devised its specific written terms of reference setting out its duties, responsibilities, powers and functions which include the following:

- developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board;
- reviewing and monitoring the training and continuous professional development of Directors and senior management;
- reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- developing reviewing and monitoring the code of conduct applicable to employees and Directors; and
- reviewing the Company's compliance with the code and disclosure in the Corporate Governance Report in its Annual Report.

1.4 為提高董事會效能以及鼓勵董事會成員積極參與及作出貢獻，董事會已成立審核委員會、提名委員會及薪酬委員會。下文載列各委員會之詳細說明。董事委員會按實際可行情況採納董事會有關擬定會議時間表及會議進行方式、會議通告及載入議程項目、保存及提供會議記錄等之原則、程序及安排。

董事會制定其特定書面職權範圍，載列職務、職責、權力及職能，當中包括以下各項：

- 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- 省覽及監察董事及高級管理層的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制定、檢討及監察僱員及董事的操守準則；及
- 省覽本公司遵守守則的情況及在其年報的企業管治報告內的披露。

2 Board Composition

2.1 As at 31 March 2023, the Board comprises nine Directors: four executive Directors, two non-executive Directors and three independent non-executive Directors. Mr. Ho Cheuk Ming, a non-executive Director, is the younger brother of Mr. Ho Cheuk Fai, the Chairman and Chief Executive Officer. Mr. Ho Kai Man, a non-executive Director, is the nephew of Mr. Ho Cheuk Fai, Chairman and Chief Executive Officer of the Company and the son of Mr. Ho Cheuk Ming, a non-executive Director and deputy chairman of the Company.

2.2 The attributes, skills and expertise among the existing Directors are considered appropriate so as to effectively lead, supervise and manage the Group, taking into account the scope and nature of the operations. The Directors have a mix of core competencies in areas such as accounting and finance, business and management, production and quality control techniques, supply chain management, industry knowledge and marketing strategies. Details of the experience and qualifications of Directors and senior management are set out in the section headed “Senior Management Profile” in this annual report.

3 Board Diversity

The Company has adopted a board diversity policy, which sets out the purpose and principles regarding board diversity for the purpose of achieving the Company’s strategic objectives of balanced diversity at the Board as far as practicable. Directors’ appointment will be based on merit and candidates will be considered against measurable objectives, taking into account the Company’s business and development.

2. 董事會組成

2.1 於二零二三年三月三十一日，董事會由九名董事組成，包括四名執行董事、兩名非執行董事及三名獨立非執行董事。非執行董事何卓明先生乃主席兼行政總裁何焯輝先生之弟。非執行董事何啟文先生乃本公司主席兼行政總裁何焯輝先生之侄兒及本公司非執行董事兼副主席何卓明先生的兒子。

2.2 就本集團之業務範疇及性質而言，現任董事所具備之特質、技能及專業知識足以令彼等能有效地引領及監控本集團。董事具有各方面如會計及財務、商業及管理、生產及品質控制技術、供應鏈管理、項目發展、行業知識及市場策略等實質專才。有關董事及高級管理人員之經驗及資歷資料載於本年報中「高級管理人員之個人資料」一節。

3 董事會成員多元化

本公司採納董事會成員多元化政策，當中確立董事會多元化的目標及原則，以實現本公司董事會成員盡可能均衡多元化的戰略目標。董事之委任將以價值為基礎，從本公司的業務及發展出發，根據可衡量的目標考慮候選人。

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Selection of candidates will be based on a range of diversity criteria, including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

During the Year, the Board reviewed the structure, size and composition of the Board and was of the opinion that the Board is well balanced and diversified, and with the appropriate structure, size and necessary skills, knowledge, experience and diversity of perspectives required for the business of the Group. The Board also reviewed and evaluated the board diversity policy.

As at the date of this annual report, the Board comprises at least 1 female Director. The Board considers that the gender diversity in respect of the Board is satisfactory and will continue to maintain a diverse Board.

As at 31 March 2023, the ratio of women to men in the workforce (excluding Directors) was 35:65. For details of gender distribution, please refer to the Environmental, Social and Governance Report of the Company for the year ended 31 March 2023.

On 25 March 2019, the Board adopted a separate Nomination Policy, which provides the key selection criteria and principles of the Board in making decisions in the appointment and reappointment of directors and succession planning of directors, to emphasise our commitment on transparent nomination process.

候選人的挑選將根據一系列多元化標準，包括但不只限於性別、年齡、文化背景及種族成份、加上教育背景、專業經驗、技能、知識及服務年限。最終的決定將依據所挑選的候選人能為董事會提供的價值及作出的貢獻而定。

本年內，董事會審閱董事會之結構、大小及組成；並認為董事會仍均衡及多元化，連同合適的結構、大小及應有的技能、知識、經驗及本集團業務前景多元化所需。董事會仍會審視及衡量董事多元化政策。

於本年報日，董事會包含至少一名女性董事。董事會認為有關董事會性別多元化情況滿意及將持續維持多元董事會。

於二零二三年三月三十一日，勞動力人口女性及男性比例（董事除外）為35:65。有關性別分佈詳情，請參閱本公司截至二零二三年三月三十一日止年度之環境、社會及管治報告。

董事會已於二零一九年三月二十五日採納獨立的提名政策，該政策提供董事會於委任及重選董事繼任計劃時所採用的主要甄選標準及原則，以強調本集團致力落實具透明度的提名程序。

The Board comprises of nine members including one female Director. The Company shall continue to adopt measures encouraging gender diversification in the Board. The Company shall maintain at least one female Director within three years. The Nomination Committee shall review the situation of gender diversity from time to time so as to reach the target of gender diversity in the Board. In recognition of the importance of gender diversity, the Company has taken and will continue to take steps to promote gender diversity in the Board so as to ensure appropriate gender diversity is achieved.

4 Appointment, Re-election and Removal of Directors

4.1 At each annual general meeting of the Company (“AGM”), one-third of the Directors are required to retire from office by rotation. The Directors, since their last election or appointment who have the longest in office, shall retire and be eligible for re-election at the AGM. Pursuant to the Bye-laws of the Company, the Chairman and/or the Managing Director of the Group shall not, when holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. To comply with Code Provision B.2.2 of the CG Code, the Chairman and/or the Managing Director of the Group will voluntarily retire at the AGM at least once every three years.

4.2 As at 31 March 2023, the independent non-executive Directors are appointed for a fixed term not exceeding three years and Mr. Ho Cheuk Ming and Mr. Ho Kai Man (non-executive Directors) are appointed without fixed terms. All non-executive Directors are subject to the requirements of retirement by rotation and re-election by Shareholders at the AGM in accordance with the Company's Bye-laws.

董事會包含九位成員，其中一位為女性。本公司將繼續採取措施鼓勵董事性別多元化，本公司將在未來三年內至少維持一位女性董事。提名委員會將不時審閱性別多元化的情況，以達致董事多元化的目標。知悉性別多元化的重要性，本公司將採取及會繼續採取步驟，以確保達至合適性別多元化。

4. 董事的委任、重選及罷免

4.1 於每屆股東週年大會（「股東週年大會」）上，三分之一董事須輪席退任。每年之退任董事須為彼等自上次獲選或重選以來任期為最長者並合資格於股東週年大會上膺選連任。根據本公司細則，擔任集團主席及／或董事總經理受制於輪席退任或於釐定股東週年大會上須輪席退任之董事人數時，毋須計及。然而，為遵守企業管治守則之守則條文B.2.2，集團主席及行政總裁將至少每三年自願退任。

4.2 於二零二三年三月三十一日，獨立非執行董事以固定任期委任，惟不超過三年及何卓明先生及何啟文先生（非執行董事）並無固定任期。所有非執行董事並須根據本公司之公司細則於股東週年大會上輪席退任並重選連任。

Corporate Governance Report

企業管治報告書

4.3 The names and biographical details of the Directors who will offer themselves for election or re-election at the forthcoming AGM are set out in the circular to Shareholders to assist Shareholders in making an informed decision on their elections.

5 Liability Insurance for the Directors

The Company has put in force appropriate insurance coverage on directors' and officers' liabilities arising from the group's business. The Company reviews the extent of insurance coverage on an annual basis.

6 Directors' Continuous Professional Development

Every newly appointed Director will be given an induction. As part of the ongoing process of directors' training, the Company Secretary continuously updates all directors on latest developments regarding the Listing Rules and other applicable regulatory requirements. All Directors are encouraged to attend external forum or training courses on relevant topics which may count towards continuous professional development training.

4.3 將於應屆股東週年大會上膺選連任董事之姓名及履歷載於致股東之通函內，以協助彼等於表決時作出知情決定。

5. 董事的責任保險

本公司已就董事及行政人員因履行本集團業務而引起之責任購買適當保險，本公司會每年檢討保險所保障之範圍。

6. 董事之持續專業發展

每名新任董事將獲安排簡介。作為對董事持續培訓之一部份，公司秘書不斷向全體董事更新有關上市規則及其他適用監管規定之最新發展資料。董事會鼓勵全體董事出席外界舉辦有關課題之座談會或培訓課程，作為持續專業發展培訓一部分。

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For the Year, all Directors have participated in appropriate continuous professional development activities either by attending training courses, seminars, conferences and forums or by reading materials relevant to the Group's business and Directors' duties and responsibilities. Each of them has provided a record of training they received for the Year to the Company. A directors' training course was held on 17 February 2023 concerning Listing Rules Enforcement Briefing, Listing Rules Enforcement Updates, Listed Issuer Regulatory Communications and Related Cases. The training each Director received for the Year is summarized as below:

本年度，全體董事均透過出席培訓課程、研討會、會議及論壇或閱讀本集團業務或董事職能及職責相關資料之方式參與合適之專業發展培訓活動。本年度，每一位董事提供予本公司所接受之培訓記錄於二零二三年二月十七日舉行了一個董事培訓課程，內容關於上市規則執行簡報、上市規則執行事宜之更新及上市發行人監管通訊及其相關案例。本年度各董事接受培訓之概要如下：

		Reading materials 閱覽相關資料	Attending training courses, seminars, conferences and forums 出席培訓課、研討會、會議及論壇
Executive Directors <i>執行董事</i>			
Mr. Ho Cheuk Fai	何焯輝先生	✓	✓
Ms. Chan Ming Mui, Silvia	陳名妹小姐	✓	✓
Mr. Zhao Kai	趙凱先生	✓	✓
Mr. Chan Raymond	陳毅文先生	✓	✓
Non-executive Directors <i>非執行董事</i>			
Mr. Ho Cheuk Ming	何卓明先生	✓	✓
Mr. Ho Kai Man	何啟文先生	✓	✓
Independent Non-executive Directors <i>獨立非執行董事</i>			
Mr. Fong Hoi Shing	方海城先生	✓	✓
Mr. Yam Chung Shing	任重誠先生	✓	✓
Dr. Lau Kin Wah	劉健華博士	✓	✓

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7 Corporate Governance and Chairman and Chief Executive Officer

The Chairman should be responsible for ensuring that directors receive adequate, clear, complete and reliable information in a timely manner.

The Chairman should:

- ensure that the board works effectively and performs its responsibilities, and that all key and appropriate issues are discussed by it in a timely manner;
- ensure that good corporate governance practices and procedures are established;
- encourage Directors with different views to voice their concerns, allow sufficient time for discussion of issues and ensure that board decisions fairly reflect board consensus;
- ensure that appropriate steps are taken to provide effective communication with shareholders and that their views are communicated to the board as a whole; and
- promote a culture of openness and debate by facilitating the effective contribution of non-executive directors in particular and ensuring constructive relations between executive and non-executive Directors.

The Chief Executive Officer should be responsible for managing the Group's business including the implementation of strategy and initiatives with the support of executive Directors and senior management and within those authorities delegated by the Board.

7. 企業管治及主席及行政總裁

主席應負責確保董事及時收到充分的資訊，而有關資訊亦必須準確清晰及完備可靠。

主席應：

- 確保董事會有效地運作，且履行應有職責，並及時就所有重要的適当事項進行討論；
- 確保本公司制定良好的企業管治常規及程序；
- 鼓勵持不同意見的董事均表達出本身關注的事宜、給予這些事宜充足時間討論，以及確保董事會的決定能公正反映董事會的共識；
- 確保採取適當步驟保持與股東有效聯繫，以及確保股東意見可傳達到整個董事會；及
- 提倡公開、積極討論的文化，促進董事（特別是非執行董事）對董事會作出有效貢獻，並確保執行董事與非執行董事之間維持建設性的關係。

行政總裁在其他執行董事及高級管理人員的協助及董事會授權範圍下，負責管理本集團的業務，包括執行策略及發展計劃。

8 Independent Non-executive Directors

Pursuant to Rules 3.10(1) and 3.10(2) of the Listing Rules, the Company has appointed three independent non-executive Directors and one of them has appropriate professional qualifications or accounting or related financial management expertise. Pursuant to Rule 3.10A of the Listing Rules, the number of independent non-executive Directors of the Company represents no less than one-third of the Board.

The Company has received from each of its independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Company considers that all of the independent non-executive Directors are independent.

If any re-election of an independent non-executive director who has served the board for more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders.

9 Independent View Mechanism

The Company adopted the director's nomination policy (the "**Nomination Policy**"). The nomination process of Directors, including Independent Non-executive Directors, is included in the Nomination Policy.

The Board should include at least three Independent Non-executive Directors. At least one of the Independent Non-executive Directors of the Company has served less than 9 years on the Board. At least one of the Independent Non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise. The Company must appoint Independent Non-executive Directors representing at least one-third of the Board. The Company shall appoint a sufficient number of Independent Non-executive Directors to meet the minimum number required above within three months after failing to meet the requirement(s).

8. 獨立非執行董事

根據上市規則第3.10(1)條及第3.10(2)條，本公司已委任三名獨立非執行董事，而其中一位擁有合適專業資歷或會計或相關財務管理專長。根據上市規則第3.10A條，本公司獨立非執行董事數目已代表不少於董事會三分之一人數。

本公司已收到各獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書，而本公司繼續認為其全體獨立非執行董事均為獨立人仕。

倘若重選服務董事會超過九年的獨立非執行董事，其繼續委任須以獨立決議案取得股東批准。

9 獨立意見機制

本公司已採納董事提名政策（「**提名政策**」）。該提名政策載有董事（包括獨立非執行董事）的提名程序。

董事會應包括至少三名獨立非執行董事。至少有一名本公司之獨立非執行董事於董事會的任職時間少於9年及至少一名獨立非執行董事須擁有適當專業資格或會計或相關財務管理專業知識。本公司須委任至少佔董事會三分之一人數的獨立非執行董事。本公司將在未能達到要求後的三個月內委任足夠數量的獨立非執行董事，以滿足上述最低人數要求。

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The Board committees should comprise a majority of Independent Non-executive Directors.

Directors should disclose to the Company at the time of their appointments, and in a timely manner for any changes, the number and nature of offices held in public companies or organisations and other significant commitments. The identity of the public companies or organisations should also be disclosed.

When selecting Independent Non-executive Directors, the candidates' availability should be considered as sitting on a Board involves a significant time commitment. Independent Non-executive Directors must dedicate time to reading materials prior to Board meetings in order to make the hours spent in meetings effective. They also have to learn to understand the Company's complex business and operational details, market forces and future perspectives.

The Nomination Committee should be aware of the factors which may affect an individual's time commitment to the Company.

Upon reasonable request, Directors may seek independent professional advice in appropriate circumstances, at the Company's expense. All Directors should have access to the advice and services of the company secretary to ensure that Board procedures, and all applicable law, rules and regulations, are followed.

The Board was satisfied with the implementation and effectiveness of the Independent view Mechanism for the year ended 31 March 2023.

董事委員會大多數成員應由獨立非執行董事組成。

董事應於其獲委任時及出現變動時及時向本公司披露其於公眾公司或組織中擔任的職務數量及性質以及其他重要承擔。董事亦須向本公司披露其於公眾公司或組織的身份。

由於加入董事會需要投入大量時間，於挑選獨立非執行董事時，應考慮候選人可投入的時間。獨立非執行董事必須於董事會會議之前花時間閱讀材料，以有效地利用會議時間。彼等亦須學會了解本公司複雜的業務及營運細節、市場資源及未來前景。

提名委員會應了解可能影響個人投入本公司時間的因素。

在合理的要求下，董事可在適當情況下尋求獨立專業意見，費用由本公司承擔。所有董事均可獲得公司秘書之意見及服務，以確保董事會程序及所有適用法律、規則及規例均獲遵守。

董事會對獨立意見機制於截至二零二三年三月三十一日止年度的執行情況及成效滿意。

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B. BOARD COMMITTEE

1. Remuneration Committee (“RC”)

1.1 The RC meets at least once a year. It is chaired by Mr. Yam Chung Shing and comprises two other members, namely Mr. Ho Cheuk Ming and Dr. Lau Kin Wah. All RC members, with the exception of Mr. Ho Cheuk Ming (non-executive Director), are independent non-executive Directors. The quorum necessary for the transaction of business by the RC is two. The terms of reference of RC shall be updated from time to time to comply with the new requirements set out in the CG Code and were posted on the websites of the Company and the Stock Exchange.

1.2 The principal responsibilities of RC are as follows:

- to formulate remuneration policy of the Group, review and make recommendations to the Board in respect of the remuneration policy;
- to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or any applicable law;
- to determine the remuneration, terms of service contract and incentive scheme of the executive Directors and the senior management; and
- to review and/or approve matters relating to share scheme under Chapter 17 of the Listing Rules.

B. 董事委員會

1. 薪酬委員會

1.1 薪酬委員會最少每年舉行一次會議，由任重誠先生擔任主席，並包括兩位其他成員：何卓明先生及劉健華博士。除何卓明先生(非執行董事)外，全體薪酬委員會成員均為獨立非執行董事。薪酬委員會處理事務之法定人數為兩人。薪酬委員會之職權範圍會不時更新以符合企業管治守則所載新規定，並已刊載於本公司及聯交所之網頁內。

1.2 薪酬委員會主要職能包括：

- 制定本集團薪酬政策，就薪酬政策作出檢討並向董事會作出建議；
- 考慮同類公司支付的薪酬、須付出的時間及職責、以及集團內其他職位的僱用條件；
- 符合董事會不時指定或本公司組織章程不時所載或上市規則或任何適用法例不時所定的任何要求、指示及規例；
- 釐定執行董事及高級管理層之薪酬、服務合約條款及獎勵計劃；及
- 審閱及／或批准上市規則第17章有關股份計劃事宜。

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1.3 The RC met once during the Year and reviewed its terms of reference, the remuneration policy of the Group and the remuneration packages of Directors and senior management staff. It also assessed the performance of the Directors and evaluated the remuneration policy. The attendance record of the meeting of RC during the Year is set out below:

1.3 薪酬委員會於本年度已舉行一次會議記錄，以審閱其職權範圍、本集團的薪酬政策及董事和高級管理層之薪酬，亦會評估各董事的表現及評價薪酬政策。薪酬委員會於本年度會議之出席記錄如下：

		No. of meetings attended/held
		出席次數/ 會議次數
Mr. Yam Chung Shing (Chairman of RC)	任重誠先生 (薪酬委員會主席)	1/1
Mr. Ho Cheuk Ming	何卓明先生	1/1
Dr. Lau Kin Wah	劉健華博士	1/1

Remuneration of Directors and Senior Management

The particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in note 28 to the consolidated financial statements in this annual report.

Pursuant to Code Provision E.1.5 of the CG Code, the remuneration of the members of the senior management by band for the Year is set out below:

董事及高級管理人員薪酬

根據上市規則附錄16須予披露有關董事酬金及五名最高薪酬僱員之進一步詳情載於本年報所載之綜合財務報表附註28。

根據企業管治守則之守則條文E.1.5，本年度，按薪酬組別劃分之高級管理人員薪酬載列如下：

Remuneration bands (HK\$)	薪酬組別(港元)	Number of persons 人數
1 to 1,000,000	1至1,000,000	1
1,000,001 to 2,000,000	1,000,001至2,000,000	2

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2. Audit Committee (“AC”)

2.1 The AC’s membership, with the exception of Mr. Ho Cheuk Ming (non-executive Director), comprised the independent non-executive Directors as at 31 March 2023:

Mr. Fong Hoi Shing
(Chairman of AC)
Mr. Ho Cheuk Ming
Mr. Yam Chung Shing
Dr. Lau Kin Wah

The Board is of the opinion that members of the AC have sufficient accounting and financial management expertise or experience to discharge their duties.

2.2 The terms of reference had been adopted for the operations of the AC. The terms of reference of the Audit Committee were posted on the websites of the Company and the Stock Exchange. The main duties of the AC include:

- to review and supervise the Group’s financial reporting process including the review of quarterly, interim and annual results of the Group;
- to review the external auditors’ appointment, remuneration and any matters relating to resignation or termination;
- to review and monitor the external auditor’s independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- to examine the effectiveness of the Group’s internal control which involves regular review in various corporate structures and business process;

2. 審核委員會

2.1 於二零二三年三月三十一日，審核委員會(除何卓明先生(非執行董事)外)均為獨立非執行董事組成：

方海城先生
(審核委員會主席)
何卓明先生
任重誠先生
劉健華博士

董事會認為，審核委員會成員擁有足夠會計及財務管理專業知識或經驗，以履行彼等之職務。

2.2 職權範圍已被採納作為運作審核委員會。審核委員會之職權範圍已刊載於本公司及聯交所之網頁內。審核委員會之主要職責包括：

- 檢討及監控本集團之財務報告程序，包括審閱本集團的季度、中期及年度業績；
- 檢討外聘核數師的委任、重新委任、批准其薪酬及任何有關其辭任或辭退之任何事宜；
- 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效；
- 檢討本集團內部監控之有效性，包括定期檢討各項有關企業及業務的程序；

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- to realize corporate objective and strategy by taking into account the potential risk and the nature of its urgency in order to ensure the effectiveness of the Group's business operations. The scope of such reviews includes finance, operations, regulatory compliance, internal control systems and risk management; and
 - to discuss the risk management and internal control systems with management to ensure that management has performed its duties to have effective systems.
- 在考慮到潛在風險的性質及迫切性的情況下體現企業目標及策略以確保本集團業務運作有效。該等檢討包括財務、營運、監管規則的遵守及風險管理等範圍；及
 - 與管理層討論風險及內部監控系統，確保管理層已履行職責建立有效的系統。

2.3 The AC met two times during the Year and reviewed the interim results of the Group for the six months ended 30 September 2022 and the annual results of the Group for the year ended 31 March 2022. The AC had also reviewed the Group's financial reporting system, internal control system, risk management system and associated procedures to ensure their adequacy and effectiveness. The Company Secretary of the Company keeps all minutes of the AC. The attendance record of the meeting of AC during the Year is set out below:

2.3 審核委員會於本年度舉行兩次會議，並審閱了集團截至二零二二年九月三十日止中期及截至二零二二年三月三十一日止年度的全年業績。審核委員會亦審閱了本集團的財務報告制度、內部控制制度、風險管理系統和相關的程式，以確保其充分性和有效性。審核委員會之詳盡會議記錄由公司的公司秘書存置。審核委員會於本年度會議出席記錄如下：

		No. of meetings attended/held
		出席次數／ 會議次數
Mr. Fong Hoi Shing (Chairman of AC)	方海城先生 (審核委員會主席)	2/2
Mr. Ho Cheuk Ming	何卓明先生	2/2
Mr. Yam Chung Shing	任重誠先生	2/2
Dr. Lau Kin Wah	劉健華博士	2/2

3. Nomination Committee

3.1 The nomination committee was established in January 2022, which comprises two independent non-executive Directors namely Mr. Yam Chung Shing and Dr. Lau Kin Wah and one non-executive Director Mr. Ho Cheuk Ming. Mr. Yam Chung Shing, the independent non-executive director was appointed as the chairman of nomination committee.

3.2 The duties of the nomination committee are as follows:

- To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- To identify, and assess the suitability and qualification of, candidates to become Board members and select or make recommendation to the Board on the selection of individuals nominated for directorships;
- To assess the independence of INEDs; and
- To make recommendation to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive of the Company.

3. 提名委員會

3.1 提名委員會於二零二二年一月成立，成員包括任重誠先生及劉健華博士兩名獨立非執行董事及何卓明先生一位非執行董事。獨立非執行董事任重誠先生已獲委任為提名委員會主席。

3.2 提名委員會的職責如下：

- 至少每年檢討董事會架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合公司的公司策略而計劃對董事會作出的變動提出建議；
- 物色董事候選人及評估董事候選人是否合適和具備資格成為董事，並挑選被提名人士出任董事或就此向董事會提出建議；
- 評核獨立非執行董事的獨立性；及
- 就董事的委任或重新委任以及董事繼任計劃(尤其是董事長及行政總裁)向董事會作出推薦。

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3.3 The Board has adopted the nomination policy, which set out the selection criteria in assessing the suitability of a proposed candidate as Director. Such criteria include but not limit to:

- Reputation and integrity;
- Accomplishment, experience and reputation in the relevant industries/sectors;
- Commitment in respect of sufficient time, interest and attention to the Company's business;
- Diversity in all aspects, including but not limited to gender, age, cultural/educational and professional background, skills, knowledge and experience;
- The ability to assist and support management and make significant contributions to the Company's success;
- Compliance with the criteria of independence as prescribed under Rule 3.10A and 3.13 of the Listing Rules for the appointment of an independent non-executive director; and
- Any other relevant factors as may be determined by the Board from time to time.

3.3 董事會已採納提名政策，該政策於評估及甄選提名候選人為董事的合適性。甄選標準包括但不只限於：

- 誠信；
- 於相關業務／行業的成就、經驗及聲譽；
- 承諾投入足夠時間、代表界別的利益及關注本公司的業務；
- 董事會各方面的多元化，包括但不限於性別、年齡、文化／教育和專業背景、技能、知識和經驗；
- 有能力協助和支持管理層，並對本公司的成功作出重大貢獻；
- 符合載列於上市規則第3.10A及第3.13條對委任獨立非執行董事所規定的獨立性準則；及
- 董事會不時決定的任何其他相關因素。

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3.4 The nomination procedures are as follows:

- The Chairman of the board shall nominate suitable candidates to the Board and therefore shall convene a meeting, and invite Board members, for consideration by the Board. The Board members may also nominate candidates for the Board's consideration.
- In the context of appointment of any candidate to the Board, the Board shall undertake adequate due diligence in respect of such individual and make approval.
- In the context of re-appointment of any existing member(s) of the Board, the Board shall consider for the candidates to stand for re-election at a general meeting.
- Please refer to the "Procedures for a Shareholder to Propose a Person for Election as a Director", which is available on the Company's website, for procedures for Shareholders' nomination of any proposed candidate for election as a director.
- The Board shall have the final decision on all matters relating to candidates to stand for election at a general meeting.

3.5 The nomination committee will review the board diversity policy of the Company, as appropriate, to ensure its effectiveness and discuss any revisions that may be required and recommended any such revisions to the Board for consideration and approval.

3.4 提名程序包括：

- 董事會主席將向董事會提名合適人選及召開會議，並邀請董事會考慮。董事會成員亦可提名候選人供董事會考慮。
- 就委任任何董事會候選人而言，董事會須就個別候選人進行充分的盡職審查，以供審批。
- 就重新委任董事會任何現有成員而言，董事會將考慮，讓候選人可於股東大會上膺選連任。
- 有關股東提名任何候選人參選董事的程序，請參閱登載於本公司網站的「股東提名候選董事的程序」。
- 對推薦候選人於股東大會上參選的所有事宜，董事會擁有最終決定權。

3.5 提名委員會將在適當時候檢討本公司董事會成員多元化政策，以確保其行之有效，並討論任何或需作出修訂，再提交董事會考慮審批。

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3.6 The nomination committee meets at least once a year. The quorum necessary for the transaction of business by the nomination committee is two. During the Year, nomination committee met one time. The attendance record of the meeting of nomination committee during the year is set out below:

3.6 每年至少一次召開提名委員會。提名委員會處理事務之法定人數為兩人。本年度，提名委員會舉行了一次會議。提名委員會於本年度會議之出席記錄如下：

		No. of meetings attended/held 出席次數/ 會議次數
Mr. Yam Chung Shing	任重誠先生	1/1
Mr. Ho Cheuk Ming	何卓明先生	1/1
Dr. Lau Kin Wah	劉健華博士	1/1

C. SECURITIES TRANSACTIONS BY DIRECTORS

- 1.1 The Company has adopted a Code for Securities Transactions by Directors of the Group (the “**Company’s Model Code**”) on terms no less exacting than the required standard set out in Model Code for Securities Transactions by Directors of Listed Companies (the “**Model Code**”) contained in Appendix 10 of the Listing Rules.
- 1.2 Having made specific enquiries to all Directors, they have confirmed that they had complied with the required standards set out in both the Company’s Model Code and the Model Code throughout the year ended 31 March 2023.

C. 董事進行證券交易

- 1.1 本公司已採納本集團董事進行證券交易的標準守則(「**公司標準守則**」)，其條款並不較上市規則附錄10所載上市公司董事進行證券交易的標準守則(「**標準守則**」)之條款寬鬆。
- 1.2 經向全體董事作出具體查詢後，彼等確認已於截至二零二三年三月三十一日止年度期間全面遵守標準守則及公司標準守則所載之標準規定。

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D. ACCOUNTABILITY AND AUDIT

1. Financial Reporting

- 1.1 The Board acknowledges its responsibility for preparing the Group's accounts which gives a true and fair view of the state of affairs of the Company and of the Group on a going concern basis, with supporting assumption or qualification as necessary. In preparing the accounts for the Year, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent and reasonable.
- 1.2 The management provides explanation and information to the Board as to enable the Board to make informed assessments of the financial and other information put before the Board for approval.
- 1.3 The Board endeavours to ensure the making of balanced, clear and understandable assessments of the Group's position and prospects and extending the coverage of such information to include annual, interim and quarterly reports, price-sensitive announcements and financial disclosures as required under the Listing Rules, reports to regulators as well as any information that is required to be disclosed pursuant to statutory requirements.

D. 問責及審核

1. 財務匯報

- 1.1 董事會知悉其責任乃編製反映本公司及本集團真實公平財政狀況之賬目(按持續經營基準，並在有需要時以假設及保留意見支援)。於編製本年度之賬目時，董事已挑選適合之會計政策及貫徹應用，並作出審慎合理之判斷及估計。
- 1.2 管理層向董事會提供該等闡釋及資料，使董事會對其須批准之財務及其他資料能作出知情評估。
- 1.3 董事會致力確保對本集團之狀況及前景作出客觀、明確及可理解之評估，並將範圍擴大至本集團之年度、中期及季度報告、其他涉及股價敏感資料的公佈、其他根據上市規則須予披露之財務資料、致監管機構之報告書以及法定須予披露之其他資料。

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2. Internal Controls

The Board is responsible for the Group's system of internal controls and is committed to managing business risks and maintaining sound and effective internal control systems to safeguard the Shareholders' investment and the Group's assets.

During the Year, the Internal Audit Department under the supervision of the Board and the Audit Committee, has reviewed and reported on the adequacy of effectiveness of the risk management and internal control systems of the Group, covering financial, operational, compliance and risk management control functions annually. Based on the results of the review, the Group's risk management and internal control systems are still effective and adequate.

The Board adopted the risk management policy and internal risk management audit plan, including structure and system of risk management of the Group. Internal Audit Department together with the Audit Committee will review the adequacy of the effectiveness of the risk management at least once a year.

The Board's annual review had considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function.

The internal control system is designed to provide reasonable, but not absolute, assurance of no material misstatement or loss and to manage instead of eliminating risks of failure in operational systems and achievement of the Group's objectives.

2. 內部監控

董事會負責本集團之內部監控系統，並致力管理經營風險及確保內部監控系統穩健妥善且有效，以保障股東之投資及本集團的資產。

於本年度，內部審計部在董事會及審核委員會的監督下，已對本集團每年內部監控制度及風險管理之有效性進行檢討及匯報，範圍包括財務、營運、合規監控及風險管理功能。根據檢討結果，本集團之風險管理及內部監控制度仍然有效及充分。

董事會已採納風險管理政策及內部風險管理審計計劃，其中包括本集團的風險管理系統及結構。內部審計部連同審核委員會至少每年將就風險管理的有效性進行檢討。

董事會每年進行檢討時，已考慮足夠的資源、員工資歷及經驗、員工所接受的培訓課程、本公司會計的預算及財務匯報職能。

內部監控系統乃提供合理，而非絕對地，確保沒有重大錯誤陳述或損失，以及旨在管理而非消除營運制度失當之風險及達致本集團之目標。

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The Internal Audit Department performs regular audit reviews and report of the risk and key controls of the Group to the Board and the Audit Committee. The responsible Department Heads will be notified of the control deficiencies noted for rectification. For the Year, the Internal Audit Department mainly conducted operational management audit over process of manufacturing, procurement management, logistics management, import and export customs activities, consumable material management as well as project tendering and bidding, budgeting, on-site certification, testing and acceptance materials and equipments in real estate business etc and other items with higher risk index. The audit results have been presented to the senior management, the Audit Committee and the Board.

For the purpose of handling and disseminating inside information pursuant to Rules 13.09 and 13.10 of the Listing Rules and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Group has taken various procedures and measures, including arousing the awareness to preserve confidentiality of inside information within the Group, signing of confidentiality agreement, sending blackout period and securities dealing restrictions notifications to the Directors and relevant employees regularly, disseminating information to specified persons on a need-to-know basis and observing the “Guidelines on Disclosure of Inside Information” issued by the Securities and Futures Commission in June 2012 stringently.

內部審計部進行定期審核，了解與分析本集團內部風險管理項目執行情況，並向董事會及審核委員會匯報風險及主要的內部監控。部門主管將獲通知其監控不足之處以進行修正。於本年度，內部審計部對工廠流程、採購管理、物流管理、進出口關務活動、易耗品管理及房地產業務之工程招投標、預結算、現場簽證、材料設備進場驗收等營運管理及風險指數較高的項目進行審計。審計結果已提呈高級管理層、審核委員會及董事會。

就根據上市規則第13.09及13.10條以及香港法例第571章《證券及期貨條例》第XIVA部處理及發佈內幕消息而言，本集團已採取多項程序及措施，包括提高本集團內幕消息的保密意識、簽訂保密協議、定期向董事和有關僱員發送禁售期和證券交易限制的通知、僅對需要知情的指定人員發佈信息以及嚴格遵守證券及期貨事務監察委員會於二零一二年六月發佈的「內幕消息披露指引」。

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3. Risk Management

1. Risk Management System

The Company established an enterprise risk management system for ensuring the appropriate control and governance on the principal risks that are exposed to the Group, which includes:

- specifying the concept of risk management, and determining the scope of risk management.
- specifying the risk reporting process and establishing risk governance framework to identify and assess the possible impact on the Group.
- establishing risk governance control points for establishing relevant countermeasures against the main control matters involving risks.
- establishing monitoring plan in terms of priority, conducting monitoring and review twice a year.
- in face of Epidemic, the Group quickly activated the emergency response mechanism for the Epidemic, fully utilized epidemic prevention resource resources, worked not the Epidemic emergency work plan, set up the Epidemic prevention working group and issued a series of administrative measures including the “Administrative Requirements on Epidemic Prevention Discipline”. The Group adheres to properly manage both prevention and control of the Epidemic and regularly operation and production.

3. 風險管理

一：風險管理系統

本公司建立了企業風險管理系統，確保能夠適當地控制和治理本集團所面對的主要風險，包括：

- 明確風險管理理念，確定風險管理範圍。
- 明確風險匯報流程，建立風險治理架構，識別以及評估風險可能給公司造成的影響。
- 制定風險治理控制點，對含有風險的主要控制事項制定相關的應對措施。
- 按主次順序制定監察計劃，每年兩次實施監察及檢討。
- 面對疫情，本集團迅速啟動疫情應急處理機制，充分使用防疫資源，撰寫疫情應急工作方案，成立防疫工作小組及發佈了《關於防疫紀律的管理要求》等一系列管理辦法，本集團做到疫情防控及保持業務運作兩不失。

II. Risk Management Framework

The Board is playing the role as an overseer, and the Audit Committee is responsible for risk governance, report the effectiveness of the risk system of the Group to the Board and the actual risk executor is the person in charge of each department. The Board assigns the representative of Executive Committee the responsibility of being in charge of implementing the risk measures. The internal audit department of the Group will conduct an independent annual review on the risk management system of the Group according to the audit plan on risk management, and submit the report to the Board.

III. Risk Identification

The Group identifies risk through a mixture of top-down and bottom-up approaches, thereby conducting analysis and appraisal on risk, and identifying the source, type and index of risk.

For top-down approach, the representatives of Executive Committee and Risk Management Department have to conduct risk identification through questionnaires.

For bottom-up approach, the person-in-charge of the risk will collect the risks from each department, complete the risk register under the assistance of risk executor, and submit to risk management department or report to respective management personnel.

二：風險管理架構

董事會乃監督者的角色，而審核委員會負責風險管治，向董事會匯報本集團的風險系統的有效性，實際風險執行者為各部門負責人。董事會把實施風險措施的責任分配給執委會代表負責。本集團的內部審計部門每年會按風險管理審計計劃獨立地對公司的風險管理系統作出審核，並向董事會提交報告。

三：風險識別

本集團採用自上而下和自下而上的混合方式來識別風險，從而進行風險分析與評定，以辨認風險根源、風險類別和風險指數。

自上而下，執委會代表及風險管理部須以問卷的形式進行風險識別。

自下而上，風險負責人將各部門的風險進行整理，在風險執行人的協助下完成風險登記冊，提交到風險管理部或上報分管管理人員。

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IV. Risk Assessment

The risk is classified into two levels, namely intrinsic risk and residual risk. The risk assessment calculates the risk index on these two levels according to the established methods in respect of the possible impact of each risk on the Group. It controls the sum of all risk indices on residual risk within the risk limit pre-set by the Group through taking control action and mitigation measures.

V. Risk Handling

The sum of risk indices shall at no time exceed the cap of risk preference of the Group. The control measures shall be taken to conduct risk governance on any risk with high risk index in a timely manner. The governance aims at reducing the possibility of occurrence or mitigating the impact of risk (and may not be fully eliminated). Each of the proposed risk management/countermeasure is assigned to a person in charge with an estimated date of completion, so as to enable the person-in-charge of risk to monitor the process of management easier to ensure risk countermeasures have come into force.

4. Auditors' remuneration

During the Year, the fees paid to KPMG, the Group's external auditor HK\$3,600,000 for audit services of the Group and for non-audit related services approximately HK\$428,000, representing mainly taxation services and other non-audit service fees.

四：風險評估

風險分為固有風險與剩餘風險兩個層面，風險評估在兩個層面上就各風險可能對本集團造成的影響按照既定方法計算風險指數。通過採取控制行動和緩解措施，將剩餘風險層面上所有風險指數的總和，控制在在本集團事先設定的風險偏好界限內。

五：風險處理

風險指數總和在任何時候都不應超過本集團風險偏好上限。任何高風險指數的風險都應及時採取控制措施來進行風險治理。治理的目的在於降低發生可能性或降低風險的影響(而不一定能悉數刪除)。每一個擬議的風險管理／應對措施都需指定負責人及預計完成日期，便於風險負責人監督管理進度，以確保風險應對措施生效。

4. 核數師酬金

於本年度內，支付予本公司外聘核數師畢馬威會計師事務所3,600,000港元為本集團提供核數服務及約428,000港元為非核數相關服務(主要為稅務服務及其他非審計服務費)。

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E. COMMUNICATION WITH SHAREHOLDERS

1. The Company strives to convey to Shareholders pertinent information in a clear, detailed, timely manner and on a regular basis and to take into consideration their views and inputs, and to address the Shareholders' concerns. Their views are communicated to the Board comprehensively.
2. The Company adopted a Shareholders' Communication Policy and will review it on a regular basis to ensure its effectiveness. The purpose of this policy is to ensure the Shareholders are provided with prompt and equal access to information about the Company (including but not limited to its financial performance, corporate goals and strategies, significant developments, corporate governance and risk exposure), in order to enable the Shareholders to assess the Company's overall performance, exercise their rights in an informed manner and engage actively with the Company.
3. The Company communicates with the Shareholders through the publication of annual reports, interim reports, circulars, results announcements and releases. All communications to Shareholders are also available on the Company's website at www.karrie.com.
4. We had provided sufficient notice for Shareholders at all general meetings. The AGM provides a useful platform for Shareholders to exchange views with the Board. The Chairman of the Board and the Board members will make an effort to attend to answer Shareholders' questions. External auditor is also available at the annual general meeting to address shareholders' queries about the conduct of the audit.
5. Separate resolutions are proposed at general meetings on each substantially separate issue, including the election of individual Directors.

E. 與股東之溝通

1. 本公司致力向股東傳達明確、詳盡、適時及定期之相關資料，並考慮彼等之意見及建議以及處理股東關注之事宜。彼等之意見會整體向董事會傳達。
2. 本公司已採納股東通訊政策，並會定期作出檢閱以確保其成效。本政策的目的為確保各股東獲迅速而平等的途徑以取得本公司的資料，包括但不限於財務表現、公司目標及策略、重大發展、企業管治及風險，藉以使股東可得悉本公司的整體表現、以知情的方式行使彼等的權利，以及積極參與本公司業務。
3. 公司透過刊發年報、中期報告、通函、業績公佈及新聞發報與股東溝通。所有與股東之通訊亦載於本公司網站 www.karrie.com。
4. 各股東大會已有足夠通知提供予股東。股東週年大會為股東與董事會提供有用之交換意見平台。董事會主席及董事會成員將盡可能抽空出席回答股東之問題。外聘核數師亦於股東週年大會上回答股東關於審計操守的問題。
5. 每個實質上無關連之個別事項（包括選舉個別董事），以獨立決議案提呈於股東大會上。

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6. All votes of the Shareholders at a general meeting must be taken by poll according to the Listing Rules. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to bye-law 66 of the Bye-laws.

F. INVESTOR RELATIONS

1. Results announcement

The Board recognizes that effective communication with investors is the key to establish investor confidence and to attract new investors.

Annual reports and interim reports are prepared and issued to all Shareholders within the prescribed period stipulated by the Listing Rules. All results announcements and reports are posted on the Company's website and the Stock Exchange's website. The Company can still provide the Shareholders and investors with an adequate degree of transparency and information of the financial position of the Company.

2. Communication of media, analysts and investors

The Group endeavours to enhance the transparency. We have close communication with media, analysts and both institutional and individual investors after the release of the interim and final results by way of presentation, luncheons, meetings or telephone conferences etc. according to circumstances from time to time in order to share the performances of the Group during the Relevant period results and to report the new development and strategy of the Group's business. There is also ample opportunity for all parties to ask questions and to communicate with each other. Furthermore, the Group shall reply and handle rapidly, as we have received enquiries from media and individual Shareholders.

6. 股東大會上的表決必須以投票形式進行。根據公司細則第66條，大會主席會因此要求股東週年大會上的決議皆由投票形式表決。

F. 投資者關係

1. 業績公佈

董事會深知與投資者之有效溝通，乃建立投資者信心及吸引新投資者之關鍵。

本集團已於上市規則規定的期間內編製年度及中期報告，並刊發予全體股東。所有業績公佈及報告均載於本公司網站及聯交所網站。本公司仍然能夠就本公司之財務狀況，向股東及投資者提供足夠資料及透明度。

2. 新聞界、分析員及投資者之交流

本集團致力提高透明度，定期於中期及全年業績發佈後與新聞界、分析員及機構和個人投資者緊密溝通，不時按情況以簡報會、午餐會、會議或電話會議等形式，分享集團於有關期間之業績表現，匯報集團業務的最新發展及策略，並提供足夠機會予各界進行提問和溝通。此外，當接獲傳媒及個別股東查詢時，本集團均及時回覆及處理。

3. Tea-Break with individual investors

Since the first quarter of 2004/05, the Group has been arranging tea-break with individual investors from time to time to build up an interactive and direct communication channel. This allows individual investors talking to the management of the Group. Meanwhile, the Group would give an update about the status of the Group's development and share of their feelings toward the Group. The next tea-break will be held on 12 August 2023. Interested investors are invited to visit the Company's website at www.karrie.com for more details.

4. Website

The Group regularly releases corporate information such as awards received, and the latest news of the Group's developments on its Company's website. The public are welcome to give their comments and make their enquiries through the Company's website, the management will give their prompt response.

5. Shareholder Communication Policy

The Board has reviewed the Shareholders Communication Policy and its effectiveness for the year ended 31 March 2023. The Company has provided appropriate communication channels to the Shareholders in accordance with the Shareholders Communication Policy and therefore the existing Shareholders Communication Policy is appropriate to the Company.

3. 與個人投資者茶敘

自二零零四／零五年度第一季起，本集團不時舉行茶敘，以提供渠道予個人投資者，透過跟管理層直接會面和互動溝通，從而增加對集團之了解，本集團會提供有關集團最新發展的更新資料及分享他們對集團的感受。下次茶敘謹訂於二零二三年八月十二日，投資者如有興趣，歡迎瀏覽本司網頁www.karrie.com參閱詳情。

4. 網站

本集團定期於本公司網站公佈公司資料，例如其所獲得獎項及本集團發展之最新消息等。本集團歡迎公眾人士透過本公司網站提出意見及查詢，管理層將會迅速跟進。

5. 股東通訊政策

董事會已審閱截至二零二三年三月三十一日止年度的股東政策及其有效性。本公司已根據股東通訊政策向股東提供適當的通訊渠道，因此現有股東通訊政策合適於本公司。

Corporate Governance Report

企業管治報告書

G. SHAREHOLDERS' RIGHT

1. Procedures for Shareholders to convene a Special General Meeting

Pursuant to Section 74 of the Bermuda Companies Act, members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, 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. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionists, or any of them representing more than one half of the voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition.

2. Procedures for which enquiries may be put to the Board

Shareholders may at any time send their enquiries to the Board in writing at the Company's head office and principal place of business or the Company's website.

G. 股東權利

1. 股東召開股東特別大會之程序

根據百慕達公司法第74條，於遞呈呈請日期持有不少於本公司繳入股本(附有於本公司股東大會表決權利)十分之一的任何一名或以上的股東，有權於任何時間透過向董事會或公司秘書發出書面呈請，要求董事會召開股東特別大會，以處理有關呈請中指明的任何事項；而有關大會須於寄交呈請書後兩個月內舉行。如董事會未有於呈請書遞交日期起計二十一天內安排召開股東特別大會，呈請人或佔全體呈請人所持總股數一半以上之呈請人，可自行召開會議，但任何據此召開之會議，須於呈請書遞交日期起計三個月內舉行。

2. 向董事會提出查詢的程序

股東可隨時以書面透過本公司總辦事處及主要營業地點或本公司網站向董事會提出查詢。

Corporate Governance Report

企業管治報告書

3. Procedures for putting forward proposals by shareholders at the shareholders' meeting

Pursuant to Section 79 of the Bermuda Companies Act 1981, shareholders representing not less than one-twentieth of the total voting rights of all shareholders; or not less than 100 shareholders may make requisition in writing to the head office and principal place of business of the Company:

- (a) to give to shareholders of the Company entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and
- (b) to circulate to shareholders entitled to have notice of any general meeting sent to them any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Any enquires or suggestions by Shareholders can be sent in writing to the Board or the Company Secretary at our head office and principal place of business or email to the Company.

H. COMPANY SECRETARY

The Company Secretary is an employee of the Company and has day-to-day knowledge of the Group's affairs and assists the Board in functionary effectively. All Directors also have access to the advice and services of the Company Secretary. During the Year, the Company Secretary has confirmed that he has taken no less than 15 hours of relevant professional training.

I. CONSTITUTIONAL DOCUMENTS

During the year ended 31 March 2023, the Company has amended the bye-laws, the details of which are set out in the announcement dated 14 July 2022 and the circular dated 25 July 2022 of the Company. The Shareholders have approved the amendments to the Bye-laws at the annual general meeting of the Company held on 26 August 2022. The latest version of the Company's Bye-laws is available for inspection on the website of the Company and the Stock Exchange.

3. 股東於股東大會上提呈議案之程序

根據百慕達1981年公司法第79條，佔全體股東總投票權不少於二十分之一的股東或不少於一百名股東可向本公司總辦事處及主要營業地點提出書面呈請：

- (a) 向本公司有權收取下一屆股東週年大會通告之股東告知於該大會上任何可能正式動議及擬動議之決議案；及
- (b) 向有權獲發送任何股東大會通告之股東傳閱不超過1,000字之陳述書，以告知於該大會上提呈之決議案所述事宜或將處理之事項。

倘股東如有查詢或建議，可致函本公司總辦事處及主要營業地點予董事會或公司秘書或電郵至本公司。

H. 公司秘書

公司秘書為本公司僱員，對本集團的日常事務有所認識並協助董事會有效運作。全體董事均可聯絡公司秘書及獲取其意見及服務。年內，公司秘書已經確認，他已進行不少於十五小時的相關專業培訓。

I. 章程文件

截至二零二三年三月三十一日止年度內，本公司修改本公司細則，詳情請參閱本公司於二零二二年七月十四日之公告及於二零二二年七月二十五日之通函。股東已於二零二二年八月二十六日通過細則修訂。本公司細則最終版本可於本公司網站及聯交所網站查閱。

Senior Management Profile

高級管理人員之個人資料

DIRECTORS

Executive Directors

Mr. HO Cheuk Fai, aged 77, was appointed as a Director of the Company in October 1996 and is the Chairman and Chief Executive Officer of the Company as well as the founder of the Group. He is also the director of certain subsidiaries of the Group. Prior to founding the Group in 1980, Mr. Ho had experience in factory management for several decades and in running operations specialised in manufacturing plastic, metal and electronic products. He is responsible for the Group's overall corporate strategies and objectives. He is also a director of New Sense Enterprises Limited and Honford Investments Limited, a corporate substantial shareholder of the Company, and the brother of Mr. Ho Cheuk Ming, who is a non-executive Director and Deputy Chairman, the husband of Ms. Ho Po Chu, who is a member of management team and the uncle of Mr. Ho Kai Man, a non-executive Director of the Company.

董事

執行董事

何焯輝先生，七十七歲，於一九九六年十月獲委任為本公司董事，並為本公司主席兼行政總裁及本集團的創辦人。彼亦為本集團若干附屬公司之董事。於一九八零年成立本集團前，彼擁有數十年工廠管理及塑膠、金屬與電子產品製造經驗。彼負責集團之整體企業策略及目標。彼為本公司法團大股東 New Sense Enterprises Limited 及 Honford Investments Limited 之董事，及為何卓明先生(本公司之非執行董事兼副主席)之兄長；何寶珠女士(管理團隊成員之一)之丈夫；及何先生為何啟文先生(本公司之非執行董事)之伯父。

Senior Management Profile 高級管理人員之個人資料

Mr. Ho was appointed as member of the 10th Guangdong Provincial Committee of Political Consultative Conference in January 2008 and was reappointed as a member of the 11th Chinese People's Political Consultative Conference, Dongguan City, Guangdong Province in January 2007. He was also awarded as the Honorable Citizen of Dongguan City and Honorable Citizen of Yixing City. The solid business knowledge and working experience gained by Mr. Ho throughout the years are recognized by the industries. He was awarded the Honorary Fellowship of the Professional Validation Council of Hong Kong Industries in October 2020. He was also the Honorary Vice-Chairman of Hang Seng Management College — Foundation and the Honorary Director of Hong Kong CPPCC (Provincial) Members Association Foundation. Mr. Ho currently participates in affairs of different social and commercial associations, which include Former Guangdong Province CPPCC Members Association, Overseas Friendship Association of Dongguan, Former Dongguan City CPPCC Members Association, The Association of the Hong Kong Members of Dongguan's (Hong Kong & Macau) CPPCC, Guangdong Overseas Chinese Enterprises Association, Hong Kong Metals Manufacturers Association, World Dongguan Entrepreneurs, China Association of Enterprises with Foreign Investment, Dongguan City Association of Enterprises with Foreign Investment, Dongguan City Fenggang Association of Enterprises with Foreign Investment, Federation of Hong Kong Guangdong Community Organisations, Hong Kong Fenggang (Dongguan) Natives Association Limited, The Hong Kong Chinese Importers' & Exporter's Association, Dongguan Foundation for the Disabled and Dongguan City Fenggang Industrial Development Association (東莞市鳳崗產業發展促進會).

彼於二零零八年一月獲委任為廣東省第十屆政協委員及於二零零七年一月續任廣東省東莞市第十一屆政協委員，另分別獲頒授東莞市榮譽市民及宜興市榮譽市民。憑藉多年於商界的深厚經驗及閱歷，得到了業界的肯定，於二零二零年十月獲香港工業專業評審局授予榮譽院士名銜。亦為恒生管理學院 — 基金之榮譽副主席及港區省級政協委員聯誼會基金名譽董事。同時亦積極參與多個社會團體及商會事務，其中包括有廣東省歷屆政協委員聯誼會、東莞市海外聯誼會、東莞市歷屆政協委員聯誼會、香港東莞政協(港澳)委員聯誼會、廣東省僑商投資企業協會、香港金屬製造業協會、世界莞商聯合會、中國外商投資企業協會、東莞市外商投資企業協會、東莞市鳳崗外商投資企業協會、香港廣東社團總會、香港東莞鳳崗同鄉會、香港中華出入口商會、東莞市殘疾人福利基金會及東莞市鳳崗產業發展促進會等。

Senior Management Profile

高級管理人員之個人資料

Ms. CHAN Ming Mui, Silvia, aged 51, was appointed as an executive Director in November 2010, and is the General Manager — Human Resources and Administration of the Group and responsible for the overall operation of human resources, administration and IT department of the Group. Ms. Chan is one of the members of the Executive Committee and Internal Audit Committee of the Group. She is also the director of certain subsidiaries of the Group. Ms. Chan graduated from The City University of Hong Kong majoring in Public Administration and Management. She also holds a Master of Business Administration from Wrexham Glyndwr University in the United Kingdom. She joined the Group in 1996 and has over 20 years' experience in administration and management.

Mr. ZHAO Kai, aged 48, was appointed as a Director of the Company in November 2012. He has been appointed as the General Manager and the Convener of Executive Committee of the Group with effect from 1 April 2013, responsible for overall manufacturing management and operation of the Group. Mr. Zhao graduated from Xihua University (formerly known as Sichuan Institute of Technology) in the PRC with a Bachelor Degree in Foundry Engineering. He had over 20 years' experience in metal plastic, mould engineering and project management and more than 15 years' experience in production management and operation. Mr. Zhao joined the Group in December 2011.

Mr. CHAN Raymond, aged 56, was appointed as an executive Director in June 2016. He is also the Marketing Executive General Manager and a member of the Executive Committee of the Group, responsible for the Group's marketing and business development. He is also the director of certain subsidiaries of the Group. He joined the Group in 1985 and has over 25 years' experience in sales and marketing.

陳名妹小姐，五十一歲，於二零一零年十一月獲委任為執行董事，並為本集團人力資源及行政總經理，負責本集團人力資源、行政及電腦部之整體運作。陳小姐是本集團執行委員會及內部審計管理委員會之成員。彼亦為本集團若干附屬公司之董事。陳小姐於香港城市大學畢業，主修公共行政及管理；及持有英國格林多大學工商管理碩士學位。彼於一九九六年加入本集團，擁有逾二十年行政及管理經驗。

趙凱先生，四十八歲，於二零一二年十一月獲委任為執行董事，彼於二零一三年四月一日獲委任為本集團總經理及執行委員會召集人，負責集團製造業務之整體營運及管理。趙先生持有中國西華大學(前稱中國四川工業學院)鑄造工程學士學位。彼擁有逾二十年五金塑膠、工模工程及項目管理經驗，亦具有逾十五年工廠生產管理及營運經驗。趙先生於二零一一年十二月加入本集團。

陳毅文先生，五十六歲，於二零一六年六月獲委任為執行董事，現時亦為本集團市場執行總經理及執行委員會成員，負責集團市場業務拓展。彼亦為本集團若干附屬公司之董事。彼於一九八五年加入本集團，擁有逾二十五年銷售及市場推廣經驗。

Senior Management Profile 高級管理人員之個人資料

Non-executive Director

Mr. HO Cheuk Ming, aged 69, was re-designated as a non-executive Director and Deputy Chairman of the Company with effect from 1 May 2011. He is also the director of certain subsidiaries of the Group. Mr. Ho Cheuk Ming was appointed as an executive Director of the Company from October 1996 to 31 May 2007, and was a Deputy Chairman and Chief Operation Officer as well as the Convener of the Executive Committee of the Group. He was re-designated as a non-executive Director of the Company with effect from 1 June 2007. He is responsible for the overall supervision of the Group's operation business. He joined the Group in 1980 and has over 20 years' experience in factory production. He is also the brother of Mr. Ho Cheuk Fai, who is one of the executive Directors, the Chairman and the Chief Executive Officer of the Company, the brother-in-law of Ms. Ho Po Chu, who is a member of the senior management team and father of Mr. Ho Kai Man (one of the non-executive directors).

Mr. HO Kai Man, aged 42, was appointed as an executive Director from 12 July 2012 to 31 October 2012 and was re-designated as a non-executive Director in November 2012. He joined the Group in November 2005. He has been appointed as the Assistant Corporate Planning General Manager and Executive Committee member and is responsible for handling internal and external business and political contact, establishing of communication platform, promoting energy-saving, environment protection and cleaner production etc and maintaining the Group's sustainability. He is also the director of certain subsidiaries of the Group. Mr. Ho graduated from Auckland University of Technology majoring in Computer Science. He had engaged in the works of various departments of the Group so that he has familiarized himself with the business operation of the Group. He is the nephew of Mr. Ho Cheuk Fai, Chairman and Chief Executive Officer of the Company and is the son of Mr. Ho Cheuk Ming, a non-executive director and deputy chairman of the Company.

非執行董事

何卓明先生，六十九歲，於二零一一年五月一日起調任為本公司非執行董事兼副主席。彼亦為本集團若干附屬公司之董事。何卓明先生由一九九六年十月至二零零七年五月三十一日期間為本公司執行董事，並為本集團副主席兼營運總裁及執行委員會召集人。彼於二零零七年六月一日起獲調任為非執行董事。彼負責本集團整體業務運作監督。彼於一九八零年加入本集團，擁有逾二十年工廠生產業務經驗。彼為何焯輝先生(本公司之執行董事成員之一、主席兼行政總裁)之弟、何寶珠女士(本公司高級管理人員團隊成員)之小叔及何啟文先生(本公司之非執行董事成員之一)之父親。

何啟文先生，四十二歲，由二零一二年七月十二日至二零一二年十月三十一日期間為執行董事，並於二零一二年十一月調任為非執行董事。彼於二零零五年十一月加入本集團，任副企業規劃總經理及執行委員會成員，負責內地對外政商接觸，構建溝通平台，推動企業節能、環保及清潔生產等，保持本集團可持續發展。彼亦為本集團若干附屬公司之董事。何先生畢業於奧克蘭科技大學主修電腦。彼曾任職於本集團多個不同部門，彼十分了解本集團的營運，彼亦為本公司主席兼行政總裁何焯輝先生之姪兒及本公司非執行董事兼副主席何卓明先生之兒子。

Senior Management Profile 高級管理人員之個人資料

Independent Non-executive Directors

Mr. FONG Hoi Shing, aged 59, was appointed as an independent non-executive Director in December 2004. He has extensive experience in accounting, finance and management. He holds a master degree in professional accounting, a postgraduate diploma in corporate administration and a higher diploma in accountancy from The Hong Kong Polytechnic University. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a Chartered Secretary, a Chartered Governance Professional and an associate of the Chartered Governance Institute and the Hong Kong Chartered Governance Institute.

Mr. YAM Chung Shing, aged 63, was appointed as an independent non-executive Director of the Company in November 2015, is an Honorable President of Dongguan City Association of Enterprises with Foreign Investment, the Honorable Citizen of Dongguan, Standing Committee of Chinese People's Political Consultative Conference, Dongguan City and an Executive Vice President and Secretary of Association of the Hong Kong Members of Dongguan's (Hong Kong & Macau) Chinese People's Political Consultative Conference Committee. He has invested and developed several projects. He has extensive experience in business management and project investment.

Dr. LAU Kin Wah, *MH, JP*, aged 63, has been appointed as an independent non-executive Director, a member of each of the audit committee, remuneration committee and nomination committee of the Company. Dr. Lau has rich and extensive experience in business operation and management and is the founder, chairman and managing director of Hanville Co. Ltd. He holds a Doctor of Business Administration from Bulacan State University in Philippines and becomes a prominent figure in watch and clock industry. He graduated from the Lee Wai Lee Technical Institute in the 1980s. He was presented with the 20th Anniversary Award for Outstanding Graduate by the VTC in 2002. Also, he was an awardee of the Young Industrialist Awards of Hong Kong in 2004 and conferred the VTC Honorary Fellowship in 2013. On 1 July 2013 he was appointed a justice of the peace.

獨立非執行董事

方海城先生，五十九歲，於二零零四年十二月獲委任為獨立非執行董事。方先生於會計、財務及管理方面擁有豐富經驗。彼持有香港理工大學頒授的專業會計碩士、公司行政管理深造文憑及會計學高級文憑，彼為香港會計師公會會員，亦為特許秘書、公司治理師及香港公司治理公會及英國特許公司治理公會會員。

任重誠先生，六十三歲，於二零一五年十一月獲委任為獨立非執行董事。為東莞市外商投資企業協會榮譽會長、東莞市榮譽市民，東莞市政協常委及香港東莞政協港澳委員聯誼會常務副會長兼秘書長，彼曾投資發展多個項目，於企業管理及項目投資擁有豐富經驗。

劉健華博士，*MH, 太平紳士*，六十三歲，並獲委任為本公司之獨立非執行董事、審核委員會成員、薪酬委員會成員及提名委員會成員。劉博士有豐富營商及管理經驗，為鉅資有限公司之創辦人、主席兼董事總經理，彼持有菲律賓布拉干國立大學工商管理博士學位，為鐘錶業界舉足輕重的人物。彼於一九八零年代畢業於李惠利工業學院，於二零零二年獲頒發職業訓練局二十周年傑出畢業生獎，二零零四年亦獲得香港青年工業家獎及於二零一三年獲頒授職業訓練局(VTC)榮譽院士榮銜，同年七月一日起獲香港政府委任為太平紳士。

Senior Management Profile 高級管理人員之個人資料

Dr. Lau is also a Vice-Convenor of The Employees Retraining Board Industry Consultative Networks (Business Services), a Chairman of Education Bureau Curriculum Development Council Ad Hoc Committee on Applied Learning Chinese (for non-Chinese speaking students), a Member of Hong Kong Productivity Council Hong Kong Watch & Clock Technology Centre Management Committee, an Advisor of Hong Kong Brand Development Council and a Specialist of The Hong Kong Council for Accreditation of Academic and Vocational Qualifications (HKCAAVQ).

MANAGEMENT

Ms. HO Po Chu, aged 74, is the Director of Administration of the Group. She is also a director of certain subsidiaries of the Group. Ms. Ho is one of the founding members of the Group in 1980. She is mainly responsible for supervising human resources and overall administration of the Group. She is also the wife of Mr. Ho Cheuk Fai, who is one of the executive Directors, the chairman and the chief executive officer of the Company, and sister-in-law of Mr. Ho Cheuk Ming, who is a non-executive Director and Deputy Chairman.

Mr. LO Wai Kit, aged 53, is the Marketing General Manager of the Group and a member of the Executive Committee of the Group, responsible for the Group's business development and product management. Mr. Lo graduated from The Hong Kong Baptist University with a Bachelor of Arts (Honors) in Sociology. He had over 20 years' experience in Sales & Marketing.

Mr. CHAN Wah Ying, aged 58, is the General Manager of Thailand factory and a member of the Executive Committee of the Group. He is also the director of Karwin Thai Advanced Technology Industrial Limited. Mr. Chan graduated from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a higher certificate in Manufacturing Engineering. Mr. Chan joined the Group in 1992 and had over 30 years' experience in quality management, system integration and rich experience in international certification related to manufacturing.

劉博士亦為僱員再培訓局「商業服務業行業諮詢網絡」副召集人、教育局課程發展議會應用學習中文(非華語學生適用)專責委員會主席、香港生產力促進局香港鐘錶科技中心管理委員會委員、香港品牌發展局顧問及香港學術及職業資歷評審局學科專家。

管理人員

何寶珠女士，七十四歲，本集團行政總監。彼亦為本集團若干附屬公司之董事。何女士為本集團於一九八零年成立時的創辦人之一。彼主要負責監督本集團之人力資源及整體行政工作。彼為何焯輝先生(本公司執行董事成員之一、主席兼行政總裁)之夫人及何卓明先生(本公司之非執行董事兼副主席)之大嫂。

勞偉傑先生，五十三歲，本集團市場總經理及執行委員會成員之一，負責本集團業務拓展及產品管理。勞先生畢業於香港浸會大學，持有社會學(榮譽)文學士學位。彼擁有逾二十年銷售及市場推廣經驗。

陳華英先生，五十八歲，本集團泰國工廠總經理及執行委員會成員。彼亦為 Karwin Thai Advanced Technology Industrial Limited 之董事。陳先生畢業於香港理工學院(現稱香港理工大學)，持有製造工程高級證書。彼於一九九二年加入本集團，擁有逾三十年品質管理、系統整合及豐富製造業相關國際認證經驗。

Report of the Directors

董事會報告

The Board has the pleasure of presenting the report together with the audited financial statements of the Group for the Year.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in

- Metal and Plastic Business (“M&P”): providing mechanical engineering solutions, manufacturing and sales of metal and plastic parts, mainly including moulds and the relevant plastic and metal parts products for information and communication technology industry, etc.;
- Electronic Manufacturing Services Business (“EMS”): manufacturing and sales of magnetic tape data storage, point-of-sale system, and other computer peripherals, etc.; and
- Real Estate Business: urban renewal, residential real estate project investment and development. During the year ended 31 March 2023, the Real Estate business segment was disposed of and successfully applied separate listing on the Main Board of the Stock Exchange. The results of this segment have been classified as discontinued operations of the Group.

Further discussion and analysis of the Group’s activities as required by Schedule 5 to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), including a discussion of the principal risks and uncertainties facing the Group, an indication of likely future developments in the Group’s business and an analysis using financial key performance indicators, can be found in Chairman’s Statement on pages 11 to 29, in Report of the Directors in pages 68 to 100 and Financial Highlights on pages 8 to 10 of this annual report.

A discussion on the Group’s compliance with the relevant laws and regulations that have a significant impact on the Group is contained in Corporate Governance Report on pages 30 to 61 of this annual report.

董事會謹此呈上本集團本年度之報告及經審核財務報表。

主要業務

本公司之主要業務為投資控股，集團主要從事

- 五金塑膠業務(「五金塑膠」)：提供機械工程解決方案，製造及銷售金屬及塑膠部件，主要包括資訊及通訊科技產業之模具、相關塑膠與金屬部件產品等；
- 電子專業代工業務(「電子代工」)：製造及銷售磁帶機數據儲存器、收銀機系統及其他電腦周邊產品等；及
- 房地產業務：舊城改造、住宅房地產項目投資及發展。於截至二零二三年三月三十一日止年度，房地產業務分部被出售並成功在香港聯交所主板申請獨立上市。該分部之業績已分類為本集團之已終止經營業務。

按(香港法律第622章)《公司條例》附表5規定對本集團業務之進一步討論及分析(包括有關本集團面臨的主要風險及不明朗因素的討論、本集團業務的未來可能發展動向及使用主要財務業績指標作出之分析)可於本年報第11至29頁之主席報告、第68至100頁的董事會報告及第8至10頁的財務概要。

有關本集團之遵守對本集團有重大影響的有關法律及規例的情況之討論載於本年報第30至61頁之企業管治報告書。

Report of the Directors 董事會報告

The Group's turnover by principal product business segment and geographical locations for the Year are set out in Note 5 to the consolidated financial statements of this annual report.

DIVIDENDS

The Board has recommended to pay a final dividend of HK1.5cents per share (2021/22 final dividend: HK4.0 cents per share), to shareholders whose names appear on the register of members of the Company on 6 September 2023. Together with the interim dividend of HK4.0 cents per share (2021/22 interim dividend: HK4.5 cents per share and a special dividend of HK1.0 cent per share), total dividend paid/payable for this year amounted to HK5.5 cents per share (2021/22: HK9.5 cents per share). The final dividend will be subject to the approval of the shareholders of the Company at the forthcoming annual general meeting (the "AGM") of the Company to be held on 30 August 2023.

RESULTS AND APPROPRIATIONS

Details of the Group's results for the Year are set out in the consolidated statement of profit or loss on page 113 to 114 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group and of the Company during the Year are set out in Note 6 to the consolidated financial statements.

SHARE CAPITAL

Details of the share capital of the Company are set out in Note 19 to the consolidated financial statements.

RESERVES

Movements in reserves of the Group and the Company during the Year are set out in Note 21 to the consolidated financial statements.

For the year ended 31 March 2023, the Company's reserves of approximately HK\$240,279,000 mainly representing the contributed surplus and retained earnings were available for distribution to the Company's shareholders.

本集團本年度之營業額按主要業務分部及地區之分析詳載於本年報內綜合財務報表附註5。

股息

董事會已建議派發末期股息每股1.5港仙(二零二一/二二年度末期股息：每股4.0港仙)予所有於二零二三年九月六日當日名列於本公司股東名冊內的股東。連同中期股息每股4.0港仙(二零二一/二二年度中期股息：每股4.5港仙及特別股息每股1.0港仙)，全年股息派發/應付共達每股5.5港仙(二零二一/二二年度：每股9.5港仙)。末期股息須待本公司股東於二零二三年八月三十日舉行之應屆股東週年大會(「股東週年大會」)上批准後方可作實。

業績與分派

本集團本年度之業績，詳載於本年報第113至114頁之綜合損益表內。

物業、廠房及設備

本集團及本公司在本年度內之物業、廠房及設備變動情況詳載於綜合財務報表附註6。

股本

本公司股本情況詳載於綜合財務報表附註19。

儲備

本集團及本公司在本年度之儲備變動情況載於綜合財務報表附註21。

截至二零二三年三月三十一日止，本公司可供分派予本公司股東的儲備約240,279,000港元，為繳入盈餘及保留溢利。

Report of the Directors

董事會報告

DONATIONS

Charitable and other donations made by the Group during the Year amounted to HK\$815,000.

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not redeemed any of its shares during the year.

Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group has realized the importance of good utilization of resources long time ago and not to exploit the rights of using resources for the next generation. The Group adheres to the concept of our Chairman, Mr. Ho Cheuk Fai, with heartfelt dedication in all details, and saves resources for the next generation. As such, the Group's production adheres to the concept of reducing energy or material consumption from the sources with the adoption of various environmental friendly measures and addition of energy-saving equipment. With the concept of green and cleaner production implemented in practice, the Group continues to formulate policies for green production and energy-saving policies, while introducing different kinds of environmentally friendly equipment to attain the objectives of cleaner production and environmental protection and to comply with relevant environmental regulations. It is of paramount importance to have effective communication and understanding between the Group and its stakeholders including shareholders, partners, employees, suppliers, regulators and the public in coming up with benchmarks and regarding key issues.

In accordance with Rule 13.91 and the Environmental, Social and Governance Report Guide contained in Appendix 27 of the Listing Rules, the Company's Sustainability Report will be available on the Company's website and the Stock Exchange's website at the same time as the publication of the annual report.

捐款

本集團於本年度進行之慈善及其他捐款達815,000港元。

購買、出售或贖回股份

本年度，本公司概無贖回任何股份。

本公司及其附屬公司在本年度內概無購買或出售本公司任何股份。

環境政策及表現

本集團意識到善用資源的重要性，不能剝削下一代使用資源的權力。秉承本集團主席何焯輝先生理念：「凡事用心去做；將資源留給下一代」。故本集團生產從源頭著手減少能量或物料消耗的理念出發，採取多種環保措施及添置節能設備。貫徹執行綠色清潔生產的理念，本集團持續制定綠色生產、節能政策及引入不同環境設備以達到清潔生產，保護環境的目標，並竭力遵守相關環保法規。在制定指標及重要範疇，持份者，包括股東、合作夥伴、僱員、供應商、監管者及公眾人士與本集團溝通了解是十分重要。

根據上市規則第13.91條及附錄27所載之環境、社會及管治報告指引，本公司之可持續發展報告將於刊發本年報時，同時刊發於本公司及聯交所網站公佈。

Report of the Directors 董事會報告

COMPLIANCE WITH LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risk of noncompliance with such requirements. The Group has been implementing system and allocating staff resources to ensure ongoing compliance with rules and regulations.

The Group's operations are mainly carried out by the Company's subsidiaries in Hong Kong and Mainland China while the Company itself was incorporated in Bermuda and its shares are listed on the Main Board of the Hong Kong Stock Exchange. Our establishment and operations accordingly shall comply with relevant laws and regulations in Hong Kong, Bermuda and the PRC. The Group had complied with all relevant laws and regulations.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group ensures all staff are reasonably remunerated and it regularly reviews and improves its policies on remuneration and benefits, training, occupational health and safety.

The Group maintains good relationship with its customers. A customer complaint handling mechanism is in place to receive, analyse and study complaints and make recommendations on remedies with the aim of improving service quality.

The Group is in good relationship with its suppliers and conducts a fair and strict appraisal of its suppliers.

遵守法律及法規

本集團深明遵守監管規定的重要性及違反該等規定的風險。本集團持續投入系統及人手資源，確保一直遵守規則及法規。

本集團的營運主要由本公司位於香港及中國內地的附屬公司進行，而本公司本身乃於百慕達註冊成立，其股份並於聯交所主板上市。因此，我們的成立及營運須遵守香港、百慕達及中國內地的有關法律及法規。本集團已遵守所有相關法律及法規。

與僱員、顧客及供應商之關係

本集團確保給予所有員工合理待遇，並定期檢討和完善，其薪酬福利、培訓、職業健康與安全政策。

本集團與顧客關係良好。本集團已制定客戶投訴處理機制，收集、分析及研究投訴事件及提出改善意見，以不斷提高服務質素。

本集團與供應商關係良好，並會對供應商進行公平及嚴格審核。

Report of the Directors

董事會報告

PRINCIPAL RISKS AND UNCERTAINTIES

The Group adopts an integrated top-down and bottom-up approach in identifying risks and thereby conducts risk analysis and assessment to identify the sources, categories and indicators of risks. The followings are the key part of the risks and uncertainties identified by the Group:

(1) Industrial Business:

(i) Concentration of clients

The customers in industrial business of the Group are mainly concentrated in global leading technology corporations. The Group may be unable to attract new customers if no new product has been developed. The concentration of customers and/or the concentration of geographical location that exceeds an acceptable level may increase the business risk and may reduce the market share of the Group. The Group may also be exposed to the risk of significant reduction in profit in case a few important clients are lost.

(ii) Supplies of raw materials

Since market fluctuations may lead to delay, shortage and price fluctuation in raw materials supply, these may heighten the Group's risks in maintaining timely delivery to customers and a fall in profit.

主要風險及不確定因素

本集團採用自上而下及自下而上的混合方式來識別風險，從而進行風險分析與評定，以辨認風險根源、風險類別和風險指數。本集團已識別下列主要風險及不確定因素：

(1) 工業業務：

(i) 客戶集中度高

本集團工業客戶主要集中於國際領先科技企業，倘未開發新的產品項目，或未能吸引新的客戶，客戶的集中度和／或地理位置的集中度超過可接受水準，或會增加商業風險，而可能減低本集團市場份額。倘喪失數個主要客戶會導致利潤顯著減少的風險。

(ii) 原材料供應

因市場波動或會導致原材料供應延誤、短缺或價格波動，從而增加本集團向客戶準時付運或利潤減少的風險。

Report of the Directors 董事會報告

The Group has already adopted the following corresponding measures to mitigate operational risks:

- (i) **Concentration of clients:**
The Group adopt practical measures of “recruiting talents, innovating research and development, diversifying products, extending the production bases and market expansion” and provide solutions to our customers so as to meet the constant challenges.
- (ii) **Supplies of raw materials:**
The Group will seek to stock up sufficient raw materials in accordance with market conditions and sales and production plan, in order to stay clear of short-term fluctuation in market supply and price.

The Group always values clients and suppliers as long-term close partners. The Group will timely communicate with upstream and downstream suppliers over the market status of the raw materials and will proactively search for solutions to achieve a win-win business partnership.

(2) Finance

Foreign currency risks arising from dealings with customers and suppliers in foreign currencies are discussed in the Chairman’s Statement of this annual report. Other financial risks and uncertainties are set out in note 3 to the consolidated financial statements.

本集團已採取下列相應措施以減輕營運風險：

- (i) **客戶集中度高：**
本集團採納「廣納人才、創新研發、多元產品、伸延產品及開拓市場」的實際措施，為客戶提供解決方案，以應對不斷的挑戰。
- (ii) **原材料供應：**
本集團根據市場情況及銷售生產計劃備用足夠的原材料，避免市場短期之供應或價格波動。

本集團一直以來視客戶及供應商為長期緊密之合作夥伴。並會及時與上下游供應商溝通原材料之市場情況，積極尋求方案以實踐共締雙贏的商業夥伴關係。

(2) 財務

與客戶及供應商以外幣進行交易產生的外幣風險於本年報主席報告內討論。其他財務風險及不確定因素載於綜合財務報表附註3。

Report of the Directors

董事會報告

SHARE OPTION SCHEME

A. The Terminated Share Option Scheme (the “Old Scheme”)

The Old Scheme was adopted on 24 August 2012 and was expired on 24 August 2021. New Share Option Scheme of the Company was approved by the shareholders of the Company and adopted on 24 August 2021 (the “**New Scheme**”). Details of the Old Scheme are summarised herein below:

- (i) (a) The Old Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions which the eligible participants have made or will make to the Group or invested entity (as defined in Share Option Scheme).
 - (b) The Old Scheme will provide the eligible participants with an opportunity to have a personal stake in the Company with a view to motivating the eligible participants to utilise their performance and efficiency for the benefit of the Group or invested entity; and attracting and retaining or otherwise maintaining an ongoing relationship with the eligible participants whose contributions are or will be beneficial to the long term growth of the Group or invested entity.
- (ii) The Board may at its discretion grant options to:
- (a) any director (whether executive, non-executive or independent non-executive director), employee (whether full time or part time employee), consultant, customer, supplier, agent, partner, joint venture partner or advisers of or contractor to the Group or invested entity; and

購股權計劃

甲、已終止的購股權計劃(「舊計劃」)

舊計劃於二零一二年八月二十四日採納及已於二零二一年八月二十四日終止。本公司新購股權計劃已於二零二一年八月二十四日已獲本公司股東所通過及採納(「**新計劃**」)。舊計劃之詳細摘要如下：

- (i) (a) 舊計劃乃一項股份獎勵計劃，設立之目的旨在表揚及嘉許曾經或將對本集團或投資實體作出貢獻的合資格參與人士(按購股權計劃定義)。
 - (b) 舊計劃將向合資格參與人士提供於本公司擁有個人權益的機會，藉以鼓勵合資格參與人士發揮所長，提升工作效率貢獻本集團或投資實體，並且招攬及挽留或以其他方式與其貢獻有利於或將有利於本集團或投資實體長遠發展的合資格參與人士維繫持久的業務關係。
- (ii) 董事會可酌情授出購股權予：
- (a) 本集團或投資實體的任何董事(執行、非執行或獨立非執行董事)、僱員(全職或兼職)、諮詢人員、客戶、供應商、代理、合作夥伴、合營企業夥伴、顧問或合約商；及

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- (b) any discretionary trust whose discretionary objects include any director (whether executive, non-executive or independent non-executive director), employee (whether full time or part time employee), consultant, customer, supplier, agent, partner, joint venture partner or adviser of or contractor to the Group or invested entity.
- (iii) The total number of shares that may be issued by the Company if all options granted under the Old Scheme have been exercised is 2,000,000, which represents approximately 0.1% of the issued share capital of the Company as at 30 June 2023.
- (iv) The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Old Scheme and any other share option schemes for the time being of the Company shall not, in aggregate, exceed such number of Shares equaling to 30% of the Shares in issue from time to time. No option may be granted under the Old Scheme or any other share option scheme of the Company if it will result in the above-mentioned 30% limit being exceeded.
- (v) The total number of Shares which may be issued upon exercise of all options to be granted under the Old Scheme and any other share option scheme of the Company must not, in aggregate, exceed 10% of the Shares in issue as at the date of approval of the Old Scheme by the Shareholders (the “**Scheme Mandate Limit**”), unless Shareholders’ approval has been obtained. Options lapsed in accordance with the terms of the Old Scheme or any other share option scheme of the Company will not be counted for the purpose of calculating the Scheme Mandate Limit.
- (b) 本集團或投資實體的任何全權信託對象，包括任何董事（執行、非執行或獨立非執行董事）、僱員（全職或兼職）、諮詢人員、客戶、供應商、代理、合作夥伴、合營企業夥伴、顧問或合約商。
- (iii) 根據舊計劃已授出的所有購股權若然行使，本公司可發行之股份總數為2,000,000股，相當於二零二三年六月三十日本公司已發行股本約0.1%。
- (iv) 根據舊計劃及本公司當時任何其他購股權計劃已授出但尚待行使的所有尚未行使購股權獲行使時可發行的股份數目之整體限額，合共不得超過不時已發行股份之30%，惟須以下列條件為前提。倘有關授出將導致超過上述30%限額，則概不可根據舊計劃或本公司任何其他購股權計劃授出購股權。
- (v) 根據舊計劃及本公司任何其他購股權計劃將予授出的所有購股權獲行使而可能發行之股份總數，合共不得超過於股東批准舊計劃日期已發行股份總數之10%（「**計劃授權限額**」）。就計算計劃授權限額而言，根據舊計劃或本公司任何其他購股權計劃之條款失效之購股權將不予計算在內。

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(vi) (a) Unless approved by Shareholders in a general meeting, no option may be granted to any eligible participant which, if exercised in full, would result in the total number of Shares issued and to be issued upon exercise of all options already granted or to be granted to such eligible participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such new grant exceeding 1% of the Shares in issue as at the date of such new grant.

(b) Any grant of options to a director, chief executive or substantial shareholder of the Company or its subsidiaries or any of their respective associates under the Old Scheme must be subject to the prior approval of the independent non-executive Directors (excluding any independent non-executive Director who is a grantee of the relevant options).

(vi) (a) 除非經股東於股東大會上批准，於截至及包括授出新購股權之日止12個月期間內，倘悉數行使向任何合資格參與人士授出的購股權將導致根據所有已授予或將授予該合資格參與人士的購股權(包括已行使、註銷及尚未行使的購股權)獲行使而已發行及將予發行之股份總數超過於該授出日期已發行股份之1%，則不得授出任何該等購股權。

(b) 根據舊計劃向本公司或其附屬公司董事、主要行政人員或主要股東或任何彼等各自之聯繫人士授出任何購股權，均須經本公司獨立非執行董事(惟任何身為有關購股權之承授人之獨立非執行董事除外)事先批准。

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(c) Where any grant of options to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (1) representing in aggregate over 0.1% of the Shares in issue, and
- (2) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5,000,000.

then such further grant must be subject to the approval by Shareholders at a general meeting taken on a poll.

- (vii) The period within which the options must be exercised will be specified by the Company at the time of grant, but shall expire no later than 10 years from the relevant date of grant.
- (viii) At the time of grant of the options, the Company may specify any minimum period(s) for which an option must be held before it can be exercised. The Old Scheme does not contain any such minimum period.
- (ix) At the time of the grant of the options, the Company may specify any performance target(s) which must be achieved before the options can be exercised. The Old Scheme does not contain any performance targets.

(c) 倘向本公司主要股東或獨立非執行董事或任何彼等各自之聯繫人士授出購股權，將導致已發行股份及因行使於截至及包括授出該購股權日期止12個月期間內已向及將向該人士授出的全部購股權(包括已行使、註銷及尚未行使的購股權)時將發行之股份：

- (1) 合共佔已發行股份逾0.1%；及
- (2) 根據股份於各授出日期的收市價計算的總值超過5,000,000港元。

則該進一步授出購股權須經股東以投票表決方式批准。

- (vii) 本公司將於授出時指定須行使購股權之期間，但須自有關授出日期起計不超過10年屆滿。
- (viii) 於授出購股權時，本公司可指定購股權可行使前必須持有的任何最短期限。舊計劃並無列明任何最短期限。
- (ix) 於授出購股權時，本公司可指定購股權可行使前必須達到的任何表現目標。舊計劃並無列明任何表現目標。

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- (x) A non-refundable remittance of HK\$10 by way of consideration for the grant of an option is refunded to be paid by each grantee upon acceptance of the option.
 - (xi) Subject to adjustments made in a situation contemplated under the Old Scheme, the subscription price in respect of any option shall be at the discretion of the Board, provided that it shall not be less than the highest of:
 - (a) the closing price of a share as shown in the daily quotations sheet of the Stock Exchange on the date of grant (which must be a business day) in respect of such option;
 - (b) the average of the closing prices of the shares as shown in the daily quotations sheet of the Stock Exchange for the five business days immediately preceding the relevant date of grant in respect of such option; and
 - (c) the nominal value of a share.
- (x) 獲授人在接納購股權時須支付10港元作為獲授購股權之代價，款項概不退回。
 - (xi) 待根據舊計劃所擬定情況作出調整後，任何購股權的認購價須按董事會的酌情權決定，但其不得少於以下最高者：
 - (a) 聯交所於該購股權授出日期（該日必須為營業日）發出的每日報表所列股份收市價；
 - (b) 緊接有關該購股權授出日期前五個營業日聯交所發出的每日報表所列的股份平均收市價；及
 - (c) 股份面值。

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(xii) Details of share option movements during the Year under the Old Scheme are as follows:

(xii) 根據舊計劃於本年度之購股權變動詳情如下：

Name	Date of Grant	Exercise Price per share	Exercise Period	Closing Price before date of grant	Price at exercise date of options	Number of options outstanding at 1 April 2022	Number of options granted during the year	Number of options exercised during the year	Number of options lapsed/cancelled during the year	Number of options outstanding at 31 March 2023
姓名	授出日期	每股行使價格 (HK\$) (港元)	行使期	於購股權授出日前之價格 (HK\$) (港元)	於購股權行使日之價格 (HK\$) (港元)	二零二二年四月一日尚未行使購股權數目 ('000) (千)	於本年度獲授予購股權數目 ('000) (千)	於本年度行使購股權數目 ('000) (千)	於本年度失效/取消購股權數目 ('000) (千)	二零二三年三月三十一日尚未行使購股權數目 ('000) (千)
(i) Directors/Chief Executives 董事及最高行政人員										
Mr. Zhao Kai 趙凱先生	11/08/2014	0.419	01/08/2015– 10/08/2024	0.420	-	-	-	-	-	-
	11/08/2014	0.419	01/08/2017– 10/08/2024	0.420	-	-	-	-	-	-
	20/04/2021	1.69	20/04/2021– 19/04/2022	1.49	-	1,000	-	-	(1,000)	-
Ms. Chan Ming Mui, Silvia 陳名妹小姐	27/10/2016	0.70	01/07/2017– 26/10/2026	0.69	-	-	-	-	-	-
	27/10/2016	0.70	01/07/2018– 26/10/2026	0.69	-	-	-	-	-	-
	27/10/2016	0.70	01/07/2019– 26/10/2026	0.69	-	-	-	-	-	-
	20/04/2021	1.69	20/04/2021– 19/04/2022	1.49	-	1,000	-	-	(1,000)	-
Mr. Chan Raymond 陳毅文先生	27/10/2016	0.70	01/07/2017– 26/10/2026	0.69	-	-	-	-	-	-
	27/10/2016	0.70	01/07/2018– 26/10/2026	0.69	-	-	-	-	-	-
	27/10/2016	0.70	01/07/2019– 26/10/2026	0.69	-	-	-	-	-	-
	20/04/2021	1.69	20/04/2021– 19/04/2022	1.49	-	1,000	-	-	(1,000)	-
Mr. Yam Chung Shing 任重誠先生	27/10/2016	0.70	01/07/2017– 26/10/2026	0.69	-	-	-	-	-	-
	27/10/2016	0.70	01/07/2018– 26/10/2026	0.69	-	-	-	-	-	-
	27/10/2016	0.70	01/07/2019– 26/10/2026	0.69	-	-	-	-	-	-
Mr. Ho Kai Man 何啟文先生	20/04/2021	1.69	20/04/2021– 19/04/2022	1.49	-	150	-	-	(150)	-
(ii) Other Eligible Participants 其他合資格參與者										
Employees 僱員	11/08/2014	0.419	01/08/2015– 10/08/2024	0.420	-	-	-	-	-	-
	11/08/2014	0.419	01/08/2017– 10/08/2024	0.420	-	-	-	-	-	-
	27/10/2016	0.70	01/07/2017– 26/10/2026	0.69	-	180	-	-	-	180
	27/10/2016	0.70	01/07/2018– 26/10/2026	0.69	1.43	530	-	(150)	-	380
	27/10/2016	0.70	01/07/2019– 26/10/2026	0.69	-	1,440	-	-	-	1,440
	20/04/2021	1.69	20/04/2021– 19/04/2022	1.49	-	11,400	-	-	(11,400)	-

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A professional actuarial firm has been engaged in the year of 2014/15, 2016/17 and 2021/22 to perform a valuation of the share options granted under the share option scheme.

According to the Hong Kong Financial Reporting Standard 2 (“HKFRS2”), the fair value of the share option on the date grant should be amortised in profit or loss as expenses over the period from the date of grant until they are exercisable by the grantee. The expense required to be reported for share options granted from 1 April 2014 to 31 March 2023 would be estimated as follows:

根據舊計劃，一間專業估值公司分別於二零一四／一五年度、二零一六／一七年度及二零二一／二二年度獲聘請評估本公司之購股權價值。

根據香港財務報告準則第二號(「香港財務報告準則2」)，購股權於授出日期的公平值須於有關的權益期內攤銷(由授出日至獲授人可行使購股權)，攤銷支出從損益賬戶扣除。有關於二零一四年四月一日至二零二三年三月三十一日授出的購股權所產生的支出遂評估如下：

	Financial Year									
	財政年度									
	2014/15	2015/16	2016/17	2017/18	2018/19	2019/20	2020/21	2021/22	2022/23	Total
	(Actual)	(Actual)	(Actual)	(Actual)	(Actual)	(Actual)	(Actual)	(Actual)	(Actual)	
	2014/15	2015/16	2016/17	2017/18	2018/19	2019/20	2020/21	2021/22	2022/23	總計
	(實際)	(實際)	(實際)	(實際)	(實際)	(實際)	(實際)	(實際)	(實際)	
P&L expenses										
(HK\$'000)										
損益賬支出										
(千港元)	1,267	1,020	2,561	2,908	1,186	230	-	3,768	-	12,940

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Employee share option expenses charged to the consolidated profit or loss are determined with the trinomial model valuation model based on the following assumptions:

於綜合損益表中扣除之僱員認股權費用乃根據以下假設及按三項式模型計算：

(1) The share options were granted on 11 August 2014:

(一) 於二零一四年八月十一日授出之購股權：

Date of valuation	11 August 2014	估值日期	二零一四年八月十一日
Date of grant	11 August 2014	授出日期	二零一四年八月十一日
Option value	HK\$0.176– HK\$0.194	認股權價值	0.176港元– 0.194港元
Market price at date of grant	HK\$0.405	於授出日之 市場價值	0.405港元
Exercisable price	HK\$0.419	行使價	0.419港元
Risk-free interest rate	1.97%	無風險利率	1.97%
Life of options	10 years	認股權有效 年期	十年
Expected Volatility (120 months)	52.84%	預期波幅 (120 個月)	52.84%
Expected Dividend yield	2.47%	預期每股 股息	2.47%

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(2) The share options were granted on 27 October 2016:

Date of valuation 27 October 2016

Date of grant 27 October 2016

Option value HK\$0.239–
HK\$0.271

Market price at date of grant HK\$0.70

Exercisable price HK\$0.70

Risk-free interest rate 1.00%

Life of options 10 years

Expected Volatility (120 months) 51.27%

Expected Dividend yield 5.00%

(二) 於二零一六年十月二十七日授出之購股權：

估值日期 二零一六年十月二十七日

授出日期 二零一六年十月二十七日

認股權價值 0.239港元–
0.271港元

於授出日之市場價值 0.70港元

行使價 0.70港元

無風險利率 1.00%

認股權有效年期 十年

預期波幅 (120個月) 51.27%

預期每股股息 5.00%

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(3) The share options were granted on 20 April 2021:

Date of valuation	20 April 2021
Date of grant	20 April 2021
Option value	HK\$0.2509– HK\$0.2520
Market price at date of grant	HK\$1.69
Exercisable price	HK\$1.69
Risk-free interest rate	0.05%
Life of options	1 year
Expected Volatility (120 months)	44.58%
Expected Dividend yield	5.00%

Note: The vesting of the share options is subject to the performance of the Group.

(三) 於二零二一年四月二十日授出之購股權：

估值日期	二零二一年 四月二十日
授出日期	二零二一年 四月二十日
認股權價值	0.2509港元– 0.2520港元
於授出日之 市場價值	1.69港元
行使價	1.69港元
無風險利率	0.05%
認股權有效 年期	一年
預期波幅 (120 個月)	44.58%
預期每股 股息	5.00%

附註：授購股權取決於本集團之業績。

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There are several relevant measures that may be considered to assess the financial impact of the share option schemes, including the expense of share-based transactions under generally accepted financial reporting standards (e.g., HKFRS2). The expense of the share-based transactions is attributed over the period from the original transaction date (i.e., grant date) to the date when the recipient's entitlement to the payment has been fully realized (i.e., vested).

The expected volatility is based on the historic volatility, adjusted for any expected changes to future volatility based on publicly available information. Change in the subjective input assumptions could materially affect the fair value estimate.

The result of the trinomial model can be materially affected by changes in these assumptions so an option's actual value may differ from the estimated fair value of the options due to limitations of the trinomial model.

In assessing the value of the share options granted during the Year and the expense of share-based transactions under HKFRS2 requirement, the trinomial option pricing model has been used. The trinomial model is one of the generally most accepted methods used to calculate the value of options and expense of share-based transactions.

The parameters of the trinomial model include the risk free rate, dividend yield, exit rate and trigger price multiple. The risk free rate has made reference to the yield of exchange fund notes as at the grant date. The dividend yield makes reference to the dividend history and it is assumed that the grantee will exercise the option in accordance with their sub-optimal exercise policy.

現時有數種計量方法可以考慮用作評估購股權計劃對財務報表的影響，包括於普遍採納的財務報告標準(如香港財務報告準則2)下以股份支付的交易的有關支出。至於以股份支付的交易的相關支出則會於原定交易日(即授出日)至收款人全數確認收取款項(即已歸屬)期間攤銷。

預期波動率是依據歷史波動率，並且就按照可公開獲得的資料預期未來波動率的任何預期變化作出調整後得出。主觀輸入假設的變動可能嚴重影響所估計的公平值。

倘上述假設出現變動，足以嚴重影響三項式模型的結果，故股權的實際價值可能因三項式模型的限制而有別於購股權的估計公平值。

香港財務準則2規定下在本年度以股份支付的交易的相關支出乃使用三項式模型評估。三項式模型乃計算購股權價值及股份支付的交易的有關支出最為普遍接納之方法之一。

三項式模型之參數包括購股權之無風險利率、股息回報率、提早行使購股權和價格波動等因素。無風險利率乃參照香港外匯基金票據之回報率。股息回報率乃反映有關過往紀錄及假設授讓者將根據次佳行使政策行使購股權。

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B. The New Scheme

No share option has been granted under the New Scheme since its adoption on 24 August 2021. Details of the New Scheme are summarized as below: -

- (i) (a) The New Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions which the eligible participants have made or will make to the Group or invested entity (as defined in Share Option Scheme).
 - (b) The New Scheme will provide the eligible participants with an opportunity to have a personal stake in the Company with a view to motivating the eligible participants to utilise their performance and efficiency for the benefit of the Group or invested entity; and attracting and retaining or otherwise maintaining an ongoing relationship with the eligible participants whose contributions are or will be beneficial to the long term growth of the Group or invested entity.
- (ii) The Board may at its discretion grant options to:
 - (a) any director (whether executive, non-executive or independent non-executive director), employee (whether full time or part time employee), consultant, customer, supplier, agent, partner, joint venture partner or advisers of or contractor to the Group or invested entity; and
 - (b) any discretionary trust whose discretionary objects include any director (whether executive, non-executive or independent non-executive director), employee (whether full time or part time employee), consultant, customer, supplier, agent, partner, joint venture partner or adviser of or contractor to the Group or invested entity.

乙、新計劃

自二零二一年八月二十四日採納新計劃以來，並未有按照新計劃而授出購股權。新計劃之詳細摘要如下：—

- (i) (a) 新計劃乃一項股份獎勵計劃，設立之目的旨在表揚及嘉許曾經或將對本集團或投資實體作出貢獻的合資格參與人士（按購股權計劃定義）。
 - (b) 新計劃將向合資格參與人士提供於本公司擁有個人權益的機會，藉以鼓勵合資格參與人士發揮所長，提升工作效率貢獻本集團或投資實體，並且招攬及挽留或以其他方式與其貢獻有利於或將有利於本集團或投資實體長遠發展的合資格參與人士維繫持久的業務關係。
- (ii) 董事會可酌情授出購股權予：
 - (a) 本集團或投資實體的任何董事（執行、非執行或獨立非執行董事）、僱員（全職或兼職）、諮詢人員、客戶、供應商、代理、合作夥伴、合營企業夥伴、顧問或合約商；及
 - (b) 本集團或投資實體的任何全權信託對象，包括任何董事（執行、非執行或獨立非執行董事）、僱員（全職或兼職）、諮詢人員、客戶、供應商、代理、合作夥伴、合營企業夥伴、顧問或合約商。

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- (iii) The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option schemes for the time being of the Company shall not, in aggregate, exceed such number of Shares equaling to 30% of the Shares in issue from time to time. No option may be granted under the New Scheme or any other share option scheme of the Company if it will result in the above-mentioned 30% limit being exceeded.
- (iv) The total number of Shares which may be issued upon exercise of all options to be granted under the New Scheme and any other share option scheme of the Company must not, in aggregate, exceed 10% of the Shares in issue as at the date of approval of the New Scheme by the Shareholders (the “**Scheme Mandate Limit**”), unless Shareholders’ approval has been obtained. Options lapsed in accordance with the terms of the New Scheme or any other share option scheme of the Company will not be counted for the purpose of calculating the Scheme Mandate Limit.
- (v) (a) Unless approved by Shareholders in a general meeting, no option may be granted to any eligible participant which, if exercised in full, would result in the total number of Shares issued and to be issued upon exercise of all options already granted or to be granted to such eligible participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such new grant exceeding 1% of the Shares in issue as at the date of such new grant.
- (iii) 根據新計劃及本公司當時任何其他購股權計劃已授出但尚待行使的所有尚未行使購股權獲行使時可發行的股份數目之整體限額，合共不得超過不時已發行股份之30%，惟須以下列條件為前提。倘有關授出將導致超過上述30%限額，則概不可根據新計劃或本公司任何其他購股權計劃授出購股權。
- (iv) 根據新計劃及本公司任何其他購股權計劃將予授出的所有購股權獲行使而可能發行之股份總數，合共不得超過於股東批准新計劃日期已發行股份總數之10%（「**計劃授權限額**」）。就計算計劃授權限額而言，根據新計劃或本公司任何其他購股權計劃之條款失效之購股權將不予計算在內。
- (v) (a) 除非經股東於股東大會上批准，於截至及包括授出新購股權之日止12個月期間內，倘悉數行使向任何合資格參與人士授出的購股權將導致根據所有已授予或將授予該合資格參與人士的購股權（包括已行使、註銷及尚未行使的購股權）獲行使而已發行及將予發行之股份總數超過於該授出日期已發行股份之1%，則不得授出任何該等購股權。

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- (b) Any grant of options to a director, chief executive or substantial shareholder of the Company or its subsidiaries or any of their respective associates under the New Scheme must be subject to the prior approval of the independent non-executive Directors (excluding any independent non-executive Director who is a grantee of the relevant options).
- (c) Where any grant of options to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
- (1) representing in aggregate over 0.1% of the Shares in issue, and
 - (2) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5,000,000.
- then such further grant must be subject to the approval by Shareholders at a general meeting taken on a poll.
- (vi) The period within which the options must be exercised will be specified by the Company at the time of grant, but shall expire no later than 10 years from the relevant date of grant.
- (vii) At the time of grant of the options, the Company may specify any minimum period(s) for which an option must be held before it can be exercised. The New Scheme does not contain any such minimum period.
- (viii) At the time of the grant of the options, the Company may specify any performance target(s) which must be achieved before the options can be exercised. The New Scheme does not contain any performance targets.
- (b) 根據新計劃向本公司或其附屬公司董事、主要行政人員或主要股東或任何彼等各自之聯繫人士授出任何購股權，均須經本公司獨立非執行董事（惟任何身為有關購股權之承授人之獨立非執行董事除外）事先批准。
- (c) 倘向本公司主要股東或獨立非執行董事或任何彼等各自之聯繫人士授出購股權，將導致已發行股份及因行使於截至及包括授出該購股權日期止12個月期間內已向及將向該人士授出的全部購股權（包括已行使、註銷及尚未行使的購股權）時將發行之股份：
- (1) 合共佔已發行股份逾0.1%；及
 - (2) 根據股份於各授出日期的收市價計算的總值超過5,000,000港元。
- 則該進一步授出購股權須經股東以投票表決方式批准。
- (vi) 本公司將於授出時指定須行使購股權之期間，但須自有關授出日期起計不超過10年屆滿。
- (vii) 於授出購股權時，本公司可指定購股權可行使前必須持有的任何最短期限。新計劃並無列明任何最短期限。
- (viii) 於授出購股權時，本公司可指定購股權可行使前必須達到的任何表現目標。新計劃並無列明任何表現目標。

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- (ix) A non-refundable remittance of HK\$10 by way of consideration for the grant of an option is refunded to be paid by each grantee upon acceptance of the option.
 - (x) Subject to adjustments made in a situation contemplated under the New Scheme, the subscription price in respect of any option shall be at the discretion of the Board, provided that it shall not be less than the highest of:
 - (a) the closing price of a share as shown in the daily quotations sheet of the Stock Exchange on the date of grant (which must be a business day) in respect of such option;
 - (b) the average of the closing prices of the shares as shown in the daily quotations sheet of the Stock Exchange for the five business days immediately preceding the relevant date of grant in respect of such option; and
 - (c) the nominal value of a share.
 - (xi) The New Scheme remains in force for a period of 10 years commencing on the date of the adoption of the New Scheme by resolutions of the Company passed on 24 August 2021. Accordingly, the remaining life of the New Scheme is approximately 8 years.
 - (xii) The total number of Shares available for issue under the Share Option Scheme was 201,613,920 Shares, representing approximately 9.97% of the Shares in issue as at the date of this annual report.
- (ix) 獲授人在接納購股權時須支付10港元作為獲授購股權之代價，款項概不退回。
 - (x) 待根據新計劃所擬定情況作出調整後，任何購股權的認購價須按董事會的酌情權決定，但其不得少於以下最高者：
 - (a) 聯交所於該購股權授出日期(該日必須為營業日)發出的每日報表所列股份收市價；
 - (b) 緊接有關該購股權授出日期前五個營業日聯交所發出的每日報表所列的股份平均收市價；及
 - (c) 股份面值。
 - (xi) 新計劃自二零二一年八月二十四日本公司決議案通過開始，有效期為十年，據此，新計劃之剩餘時間約為八年。
 - (xii) 根據購股權計劃可供發行的股份數目為201,613,920股，約佔本年報日期已發行股份的9.97%。

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws and there was no restriction against such rights under the laws of Bermuda.

優先權

公司細則規定概無載有本公司須按比例向現有股東發行新股之優先權條文，而百慕達法例中亦無限制有關優先權之條文。

Report of the Directors 董事會報告

TAX RELIEF

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the shares in the Company.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 275 to 276 of this annual report.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

PERMITTED INDEMNITY PROVISION

The Company's Bye-law provides that the Directors shall be indemnified out of the assets of the Company against any actions, costs, charges, losses, damages and expenses as a result of any act or failure to act in carrying out their functions.

The Company has arranged directors' and officers' liability insurance cover in respect of legal action against the Directors during the year.

ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATES COMPANIES

In October 2022, the Company completed the exercise of warrants to further increase its shareholdings in TKT, a listed company in Thailand, to 38.99% (the "Acquisition"). For details, please refer the Company's announcement dated 30 September 2022. As the completion of the Acquisitions, TKT became an associate of the Group.

Save as the disclosed above, the Group did not have any material acquisitions or disposals of subsidiaries, associate or joint ventures during the year ended 31 March 2023.

SIGNIFICANT INVESTMENT HELD BY THE GROUP

As at 31 March 2023, the Group did not hold any significant investment.

稅務寬減

本公司概不知悉股東因持有本公司股份而享有任何稅務寬減。

五年財務概要

本集團過去五個財政年度之業績及資產與負債摘要載於本年報第275至276頁。

管理合約

本年度內，本公司概無就整體業務或任何重大業務之管理或行政工作訂立任何合約，亦無存有此等合約。

獲准許彌償條文

本公司細則規定，董事均可從本公司資產獲得彌償，以補償履行職務時因進行或未進行任何行為而招致的任何訴訟、成本、費用、損失、損害及支出。

本公司已安排就董事於年內面對的法律訴訟之董事及高級管理人員責任保險。

收購及出售附屬公司及聯營公司

於二零二二年十月本公司完成行使認股權證，進一步增持泰國上市公司TKT的股權至38.99%（「收購」）。詳情請參閱本公司於二零二二年九月三十日之公告。完成收購後，TKT已成本集團之聯營公司。

除上述外，截至二零二三年三月三十一日止年度內，本集團並無任何有關附屬公司、聯營公司或合營企業之重大收購或出售事宜。

本集團所持重大投資

於二零二三年三月三十一日，本集團並未持有任何重大投資。

Report of the Directors

董事會報告

PLEDGE OF ASSETS

As at 31 March 2023, the Group did not pledge any assets.

SUBSIDIARIES

Particulars of the principal subsidiaries of the Company are set out in Note 9 to the consolidated financial statements.

BANK BORROWINGS

Particulars of bank borrowings of the Group as at 31 March 2023 are set out in Notes 23 to the consolidated financial statements.

BOARD OF DIRECTORS

The Directors who held office during the Year and up to the date of this report are:

Executive Directors

Mr. Ho Cheuk Fai (*Chairman & Chief Executive Officer*)
Ms. Chan Ming Mui, Silvia
Mr. Zhao Kai
Mr. Chan Raymond

Non-executive Directors

Mr. Ho Cheuk Ming (*Deputy Chairman*)
Mr. Ho Kai Man

Independent Non-executive Directors

Mr. Fong Hoi Shing
Mr. Yam Chung Shing
Dr. Lau Kin Wah

Mr. Fong Hoi Shing, Mr. Yam Chung Shing and Dr. Lau Kin Wah entered into an appointment letter with the Company for a term of one year with effect from 1 December 2022 subject to extension by mutual agreement and retirement by rotation and re-election at the annual general meeting of the Company as and when required under the Bye-laws.

In accordance with Article 87 of the Company's Bye-laws and paragraph B.2.2 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. Ms. Chan Ming Mui, Silvia, Mr. Chan Raymond and Mr. Ho Cheuk Ming will retire from office by rotation at the forthcoming annual general meeting. All such Directors, being eligible, offer themselves for re-election.

資產抵押

於二零二三年三月三十一日，本集團並無抵押任何資產。

附屬公司

本公司主要附屬公司之詳情，載於財務報表附註9。

銀行借貸

本集團於二零二三年三月三十一日之銀行借貸詳情列於財務報表附註23。

董事會

本年度內及截至本年報日期止，在任之董事如下：

執行董事

何焯輝先生(*主席兼行政總裁*)
陳名妹小姐
趙凱先生
陳毅文先生

非執行董事

何卓明先生(*副主席*)
何啟文先生

獨立非執行董事

方海城先生
任重誠先生
劉健華博士

方海城先生、任重誠先生及劉健華博士已簽訂為期一年的董事委任函，於二零二二年十二月一日生效。雙方同意延期除外及直至再次依章於股東週年大會上告退及膺選連任為止。

按照本公司章程細則第87條規定及上市規則附錄十四內的企業管治守則B.2.2段，陳名妹小姐、陳毅文先生及何卓明先生將於即將舉行之股東週年大會上輪席退任。所有該等董事為有資格，並願意膺選連任。

Report of the Directors 董事會報告

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the forthcoming AGM has a service contract with the Company which is not terminable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

During the Year, no transactions, arrangements or contracts of significance to which any of the Group companies was a party and in which a Director was materially interested, either directly or indirectly, subsisted at the end of the Year or at any time.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this report, for the year ended 31 March 2023, there were no such rights to acquire benefits by means of acquisition of Shares or debentures of the Company granted to any Directors or their respective spouse or children under 18 years of age, nor were any such rights exercised by them. There was no arrangement to which the Company and any of its subsidiaries is a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other corporation.

CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTION

During the Year, the Group did not enter into any connected transaction or continuing connected transaction that are not exempted from annual reporting requirement under the Listing Rules. The related party transactions set out in note 34 to the consolidated financial statements are fully exempted connected transactions under Chapter 14A of the Listing Rules.

董事之服務合約

本公司並無與擬於股東週年大會上重選連任之董事訂立任何不可於一年內由本公司無償終止之服務合約(法定賠償除外)。

董事於交易，安排或合約之利益

本年度內，本公司或其附屬公司於本年度內任何時間概無簽訂涉及本公司之業務而本公司董事直接或間接擁有重大利益之重要交易，安排或合約。

董事購買股份或債券之權利

除本年報披露外，截至二零二三年三月三十一日止年度，並無向董事或彼等之配偶或十八歲以下子女授予可認購本公司股權或債券之權利，而彼等亦無行使任何該等權利；且本公司其附屬公司亦無作出任何安排致使董事或彼等之配偶或十八歲以下子女可購入任何其他法人團體之任何該等權利。

關連交易及持續關連交易

本年度內，本集團並無訂立任何上市規則項下年度報告規定的不獲豁免之關連交易或持續關連交易。於綜合財務報表附註34所述之關連人仕交易皆悉數豁免於關連交易及上市規則14A章的持續關連交易。

Report of the Directors

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES

As at 31 March 2023

The interests and short positions of the Directors and the chief executive of the Company in the shares and the underlying shares of the Company and any associated corporations (as defined in Part XV of the Securities and Futures Ordinance (the "SFO")) (a) as recorded in the register required to be kept under Section 352 of the SFO; or (b) as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") were as follows:

(A) Interests in the Company

董事及最高行政人員之股份權益

於二零二三年三月三十一日

本公司各董事及最高行政人員在本公司及任何相聯法團(釋義見《證券及期貨條例》(《證券條例》)第XV部)的股份及相關股份中擁有的權益及淡倉，而該等權益及淡倉(a)根據《證券條例》第352條須予備存之登記冊所記錄者；或(b)依據《上市公司董事進行證券交易的標準守則》(《標準守則》)通知本公司及香港聯合交易所有限公司(「聯交所」)，如下：

(甲) 於本公司之權益

		Number of ordinary shares of HK\$0.1 each 每股面值0.1港元之普通股數目				
		Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益	% of issued share capital 持股百分比
Mr. Ho Cheuk Fai	何焯輝先生	278,712,000 (Note 1) (附註一)	110,350,000 (Note 1) (附註一)	1,077,608,000 (Note 2) (附註二)	1,466,670,000	72.56
Mr. Ho Cheuk Ming	何卓明先生	11,400,000 (Note 3) (附註三)	-	817,608,000 (Note 2) (附註二)	829,008,000	41.01
Ms. Chan Ming Mui, Silvia	陳名妹小姐	6,000,000 (Note 4) (附註四)	-	-	6,000,000	0.30
Mr. Zhao Kai	趙凱先生	10,672,000 (Note 5) (附註五)	-	-	10,672,000	0.53
Mr. Chan Raymond	陳毅文先生	3,922,000 (Note 6) (附註六)	-	-	3,922,000	0.19
Mr. Yam Chung Shing	任重誠先生	500,000 (Note 7) (附註七)	-	-	500,000	0.02

Report of the Directors

董事會報告

Number of ordinary shares of HK\$0.1 each 每股面值0.1港元之普通股數目

		Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益	% of issued share capital 持股百分比
Mr. Fong Hoi Shing	方海城先生	42,000 (Note 8) (附註八)	-	-	42,000	0.00
Ms. Ho Po Chu	何寶珠女士	110,350,000 (Note 9) (附註九)	538,712,000 (Note 9) (附註九)	817,608,000 (Note 2) (附註二)	1,466,670,000	72.56

Notes:

- Mr. Ho Cheuk Fai's personal interest consists of 278,712,000 Shares. He is deemed to be interested in 110,350,000 Shares held by his spouse, Ms. Ho Po Chu, as beneficial owner.
- The 1,077,608,000 Shares comprised (i) 487,608,000 Shares held by New Sense Enterprises Limited ("New Sense"); and (ii) 330,000,000 Shares held by Castfast Properties Development Co., Limited ("Castfast Properties"), 87% of the issued share capital of which is beneficially owned by Honford Investments Limited ("Honford Investments"). New Sense and Honford Investments are each wholly-owned by TMF (BVI) Limited ("TMF") as trustee for a discretionary trust, The Ho Family Trust, and (iii) 260,000,000 Shares held by The Wedding City Co., Limited ("The Wedding City"), 90% and 10% of the issued share capital of which is beneficially owned by Mr. Ho Cheuk Fai and Ms. Ho Po Chu, respectively. Mr. Ho Cheuk Fai is deemed to be interested in the 817,608,000 Shares in (i) and (ii) as founder of The Ho Family Trust and in 260,000,000 Shares in (iii) through The Wedding City. Ms. Ho Po Chu and Mr. Ho Cheuk Ming are the discretionary objects of The Ho Family Trust and are thus deemed to be interested in the 817,608,000 Shares held under The Ho Family Trust. Therefore, the interests of Mr. Ho Cheuk Fai, Ms. Ho Po Chu and Mr. Ho Cheuk Ming in the 817,608,000 Shares duplicate with each other.

附註：

- 何焯輝先生之個人權益包括 278,712,000 股股份。何焯輝先生被視為持有其配偶何寶珠女士作為實益擁有人持有之 110,350,000 股股份。
- 1,077,608,000 股股份包括 (i) 由 New Sense Enterprises Limited (「New Sense」) 持有之 487,608,000 股股份；(ii) 嘉輝房地產發展有限公司 (「嘉輝房地產」) 持有之 330,000,000 股股份，其已發行股本之 87% 乃由 Honford Investments Limited (「Honford Investments」) 實益擁有。New Sense 及 Honford Investments 由 TMF (BVI) Limited (「TMF」) 作為全權信託 The Ho Family Trust 之受託人全資擁有及 (iii) 婚紗城有限公司 (「婚紗城」) 持有之 260,000,000 股股份，其發行股本之 90% 及 10% 分別由何焯輝先生及何寶珠女士實益擁有。何焯輝先生作為 The Ho Family Trust 之創立人，被視為於該等 817,608,000 股股份中擁有 (i) 及 (ii) 及 (iii) 婚紗城之 260,000,000 股股份之權益。何寶珠女士及何卓明先生為 The Ho Family Trust 之全權受益人，故被視為於 The Ho Family Trust 持有之 817,608,000 股股份擁有權益。故此，何焯輝先生、何寶珠女士及何卓明先生於該等 817,608,000 股股份之權益彼此重疊。

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3. The personal interests of Mr. Ho Cheuk Ming comprise 11,400,000 Shares.
 4. The personal interests of Ms. Chan Ming Mui, Silvia comprise 6,000,000 Shares.
 5. The personal interests of Mr. Zhao Kai comprise 10,672,000 Shares.
 6. The personal interests of Mr. Chan Raymond comprise 3,922,000 Shares.
 7. The personal interests of Mr. Yam Chung Shing comprise 500,000 Shares.
 8. The personal interests of Mr. Fong Hoi Shing comprise 42,000 Shares.
 9. The personal interests of Ms. Ho Po Chu comprise 110,350,000 Shares. Ms. Ho Po Chu is also deemed to be interested in (a) 278,712,000 Shares held and 260,000,000 Shares deemed to be held by her spouse, Mr. Ho Cheuk Fai, and (b) 817,608,000 Shares referred to in Note 2 above.
- 三、何卓明先生之個人權益由11,400,000股股份組成。
 - 四、陳名妹小姐之個人權益由6,000,000股股份組成。
 - 五、趙凱先生之個人權益由10,672,000股股份組成。
 - 六、陳毅文先生之個人權益由3,922,000股股份組成。
 - 七、任重誠先生之個人權益由500,000股股份組成。
 - 八、方海城先生之個人權益由42,000股股份組成。
 - 九、何寶珠女士之個人權益由110,350,000股股份組成。何寶珠女士被視為持有(a)其配偶何焯輝先生作為實益擁有人持有之278,712,000股股份及260,000,000股股份；及(b)817,608,000股股份之權益，被視為何寶珠女士(如附註二所述)重疊之同一權益。

Report of the Directors 董事會報告

DIRECTORS' INTEREST IN COMPETING BUSINESS

As at 31 March 2023, none of Directors were interested in any business apart from the Company's business which competed or was likely to complete, either directly or indirectly with the businesses of the Company and its subsidiaries to Rule 8.10 of the Listing Rules.

The power to make material business decisions for the Group is vested in the Board. Whenever the Board considers that there may be a conflict of interest between the Group and any Director, such Director will be required to abstain from voting. Therefore, the Board is capable of carrying on the Group's business independently of, and at arm's length, from the business of Directors.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2023

The interests or short positions of the persons (other than a Director or Chief Executive of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO are as follows:

董事於競爭業務之權益

於二零二三年三月三十一日，概無董事依據上市規則8.10條於任何直接或間接與本公司及其附屬公司業務構成競爭或可能構成競爭之任何業務(本公司業務除外)中擁有任何權益。

本集團之重大商業決定乃委予董事會，無論何時，當董事會認為可能出現有董事與本集團有利益衝突時，該名董事將會放棄投票。因此，董事會便能獨立於及公平於董事業務而營運本集團之業務。

主要股東

於二零二三年三月三十一日

以下人士(不包括董事及本公司之最高行政人員)於本公司股份及相關股份中擁有根據本公司須按《證券條例》第336條存置之登記冊之權益及淡倉：

Number of ordinary shares of HK\$0.1 each 每股面值0.1港元之普通股數目

Name of Shareholder	Personal interests	Corporate/ Other interests	Shareholding percentage
股東名稱	個人權益	法團權益或 其他權益	持股百分比
New Sense	487,608,000 (Note 1) (附註一)	–	24.12%
Castfast Properties 嘉輝房地產	330,000,000 (Note 2) (附註二)	–	16.33%
The Wedding City 婚紗城	260,000,000 (Note 3) (附註三)	–	12.86%
Honford Investments	–	330,000,000 (Note 2) (附註二)	16.33%
TMF	–	817,608,000 (Note 4) (附註四)	40.45%

Report of the Directors 董事會報告

Note:

1. The entire issued share capital of New Sense was owned by TMF as trustee for The Ho Family Trust.
2. 87% of the issued share capital of Castfast Properties is beneficially owned by Honford Investments. The entire issued share capital of Honford Investments was owned by TMF as trustee for a discretionary trust, The Ho Family Trust. The interests of Honford Investments duplicate with those of the Castfast Properties.
3. 260,000,000 Shares were beneficially held by The Wedding City. 90% and 10% of the issued share capital of which is beneficially owned by Mr. Ho Cheuk Fai and Ms. Ho Po Chu, respectively. The interests of The Wedding City therefore duplicate with those of Mr. Ho Cheuk Fai referred to in Note 2 to the section “Directors’ and Chief Executive’s Interests in Shares — (A) Interests in the Company” above.
4. TMF is deemed to be interested in these Shares held by New Sense, Castfast Properties and Honford Investments by virtue of acting as the trustee for The Ho Family Trust.

Save as disclosed above, as at 31 March 2023, no person, other than the Directors and chief executives of the Company, whose interests are set out in the section “Directors’ and Chief Executive’s Interests in Shares” above, had an interest or short position in the Shares and underlying Shares of the Company that was required to be recorded in the register required to be kept under Section 336 of the SFO.

附註：

- 一、 New Sense之全部已發行股本乃由TMF以信託代The Ho Family Trust持有。
- 二、 嘉輝房地產已發行股本之87%乃由Honford Investments實益擁有。Honford Investments之全部已發行股本乃由TMF作為全權信託The Ho Family Trust之受託人持有。Honford Investments之權益與嘉輝房地產之權益重疊。
- 三、 婚紗城實益持有260,000,000股股份。其已發行股本之90%及10%分別由何焯輝先生及何寶珠女士實益擁有。故此，婚紗城之權益被視為何焯輝先生於以上「董事及最高行政人員之股份權益—(甲)於本公司之權益」一節附註二所述之權益重疊。
- 四、 TMF被視為以The Ho Family Trust之受託人身份於New Sense、嘉輝房地產及Honford Investments所持有股份中擁有權益。

除上文及董事及最高行政人員於「董事及最高行政人員之股份權益」中披露外，於二零二三年三月三十一日，並無人士擁有本公司之股份及相關股份之權益或淡倉，而該等權益或淡倉需根據《證券條例》第336條須予備存之登記冊所記錄。

Report of the Directors 董事會報告

UPDATES ON DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Change of information of the Directors, which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules are set out below:

根據上市規則第13.51B(1)條作出之董事資料更新

根據上市規則第13.51B(1)條須予披露之董事資料變動載列如下：

Name of Director 董事姓名	Detail of Change 變動詳情
Mr. Ho Cheuk Fai 何焯輝先生	annual salary increased from HK\$4,784,400 to HK\$4,814,400 (excluding discretionary bonus) with effect from 1 July 2022, which is determined by the Board with reference to his experience, performance and duties as well as the prevailing market conditions. 年薪由4,784,400港元增加至4,814,400港元(不包括酌量花紅)，自二零二二年七月一日生效，其薪酬由董事會參考其工作表現，經驗、職責及當前市場情況而釐定。
Ms. Chan Ming Mui, Silvia 陳名妹小姐	annual salary increased from HK\$926,496 to HK\$956,496 (excluding discretionary bonus) with effect from 1 July 2022, which is determined by the Board with reference to her experience, performance and duties as well as the prevailing market conditions. 年薪由926,496港元增加至956,496港元(不包括酌量花紅)，自二零二二年七月一日生效，其薪酬由董事會參考其工作表現，經驗、職責及當前市場情況而釐定。
Mr. Zhao Kai 趙凱先生	annual salary increased from HK\$1,283,952 to HK\$1,307,892 (excluding discretionary bonus) with effect from 1 July 2022, which is determined by the Board with reference to his experience, performance and duties as well as the prevailing market conditions. 年薪由1,283,952港元增加至1,307,892港元(不包括酌量花紅)，自二零二二年七月一日生效，其薪酬由董事會參考其工作表現，經驗、職責及當前市場情況而釐定。
Mr. Ho Kai Man 何啟文先生	annual salary increased from HK\$480,000 to HK\$504,000 (excluding discretionary bonus) with effect from 1 July 2022, which is determined by the Board with reference to his experience, performance and duties as well as the prevailing market conditions. 年薪由480,000港元增加至504,000港元(不包括酌量花紅)，自二零二二年七月一日生效，其薪酬由董事會參考其工作表現，經驗、職責及當前市場情況而釐定。
Mr. Chan Raymond 陳毅文先生	annual salary increased from HK\$1,068,000 to HK\$1,098,000 (excluding discretionary bonus) with effect from 1 July 2022, which is determined by the Board with reference to his experience, performance and duties as well as the prevailing market conditions. 年薪由1,068,000港元增加至1,098,000港元(不包括酌量花紅)，自二零二二年七月一日生效，其薪酬由董事會參考其工作表現，經驗、職責及當前市場情況而釐定。

Report of the Directors

董事會報告

DISCLOSURES PURSUANT TO RULE 13.21 OF THE LISTING RULES

Save as disclosed in this annual reports, the Company does not have any other disclosure obligations under Rules 13.21 of the Listing Rules.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year ended 31 March 2023 attributable to the Group's major suppliers and customers are as follows:

Purchases	
The largest supplier	48%
Five largest suppliers combined	68%
Sales	
The largest customer	36%
Five largest customers combined	89%

None of the Directors, their associates, or any shareholders (which, to the knowledge of the Directors, owned more than 5% of the Company's share capital) had a beneficial interest in the Group's major suppliers or customers noted above.

根據上市規則第13.21條作出之披露

除本年報披露者外，本公司並無根據上市規則第13.21條承擔任何其他披露責任。

主要客戶及供應商

截至二零二三年三月三十一日止年度，本集團在主要供應商及客戶之購買及銷售百分比為：

購買	
最大供應商	48%
五大供應商共佔	68%
銷售	
最大客戶	36%
五大客戶共佔	89%

除上述外，各董事、彼等的聯繫人或以董事所知擁有本公司股本超過5%之股東並無擁有任何上述本集團主要供應商及客戶之權益。

Report of the Directors 董事會報告

DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

Assuming that the final dividend is approved by the shareholders of the Company at the AGM, for the purposes of ascertaining the entitlement to the final dividend, the register of members of the Company will be closed from Tuesday, 5 September 2023 to Wednesday, 6 September 2023 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 4 September 2023. It is expected that the final dividend will be payable and issued to those entitled on or around Thursday, 21 September 2023.

ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

To ascertain the entitlement to attend and vote at the AGM to be held on 30 August 2023, the register of members of the Company will be closed from Thursday, 24 August 2023 to Wednesday, 30 August 2023 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 23 August 2023.

PUBLIC FLOAT

As at the date of this annual report, based on public information available to the Company and to the best knowledge of the Directors, the Company maintained sufficient public float, being 25% of the issued share capital of the Company as required under the Listing Rules.

股息及暫停辦理過戶登記

假設末期股息於股東週年大會上獲本公司股東批准，為確定享有末期股息之權利，本公司將由二零二三年九月五日(星期二)至二零二三年九月六日(星期三)(包括首尾兩日)暫停辦理股份過戶登記手續。如欲符合獲派末期股息之資格，所有填妥之股份轉讓文件連同有關之股票，須於二零二三年九月四日(星期一)下午四時三十分前送達本公司於香港之股份過戶登記分處：香港中央證券登記有限公司；地址為香港灣仔皇后大道東183號合和中心17樓1712至1716室。末期股息預計將於或約於二零二三年九月二十一日(星期四)派發及發行予本公司合資格股東。

股東週年大會及暫停辦理過戶登記

為確定享有出席將於二零二三年八月三十日舉行之股東週年大會並於會上投票之權利，本公司將由二零二三年八月二十四日(星期四)至二零二三年八月三十日(星期三)(包括首尾兩日)暫停辦理股份過戶登記手續。如欲享有出席股東週年大會並於會上投票之資格，所有填妥之股份轉讓文件連同有關之股票，須於二零二三年八月二十三日(星期三)下午四時三十分前送達本公司於香港之股份過戶登記分處：香港中央證券登記有限公司；地址為香港灣仔皇后大道東183號合和中心17樓1712至1716室。

公眾持股量

於本年報刊發日期，根據本公司獲得的公開資料及據本公司董事知悉，本公司擁有足夠的公眾持股量，即不少於上市規則規定下本公司已發行股份的25%。

Report of the Directors

董事會報告

EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme as set out in the section of "Share Option Scheme" in this section, no equity-linked agreements were entered into by the Group, or existed during the year ended 31 March 2023.

AUDITORS

The financial statements have been audited by Messrs. KPMG who shall retire and, being eligible, offer themselves for re-appointment.

A resolution for their re-appointment as auditors of the Company will be proposed at the AGM.

The Company has not changed the auditors of the Company in the past three years.

On behalf of the Board

Ho Cheuk Fai
Chairman

Hong Kong, 28 June 2023

股票掛鈎協議

除於「購股權計劃」部份所述之購股權計劃，截至本年度二零二三年三月三十一日，本集團並無訂立或存續股票掛鈎協議。

核數師

本年度之賬目由畢馬威會計師事務所審核；該核數師即將任滿，惟有資格並願意膺選連任。

本公司將於股東週年大會上就彼等之重新委任提呈決議案。

過去三年本公司並未變更本公司核數師。

承董事會命

主席
何焯輝

香港，二零二三年六月二十八日

Independent Auditor's Report 獨立核數師報告

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)



Independent auditor's report to the shareholders of Karrie International Holdings Limited

(Incorporated in Bermuda with limited liability)

致嘉利國際控股有限公司全體股東之 獨立核數師報告

(於百慕達註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Karrie International Holdings Limited (“the Company”) and its subsidiaries (“the Group”) set out on pages 110 to 274, which comprise the consolidated statement of financial position as at 31 March 2023, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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 2023 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 Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) 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 are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (“the Code”) together with any ethical requirements that are relevant to our audit of the consolidated financial statements in Bermuda, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

吾等已審核列載於第110至第274頁嘉利國際控股有限公司(「貴公司」)及其附屬公司(稱「貴集團」)之綜合財務報表，此綜合財務報表包括於二零二三年三月三十一日之綜合財務狀況表及截至該日止年度之綜合損益表、綜合損益及其他全面收入表、綜合權益變動表及綜合現金流量表，以及財務報表附註，包括主要會計政策概要。

吾等認為，該等綜合財務報表已根據香港會計師公會頒佈之《香港財務報告準則》真實而公平地反映了貴集團於二零二三年三月三十一日之綜合財務狀況及截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港《公司條例》之披露要求妥為擬備。

意見之基礎

吾等已根據香港會計師公會頒佈之《香港審計準則》進行審計。吾等在該等準則下承擔之責任已在本報告「核數師就審計綜合財務報表承擔之責任」部分中作進一步闡述。根據香港會計師公會頒佈之《專業會計師道德守則》(以下簡稱「守則」)以及與吾等對百慕達綜合財務報表之審計相關之道德要求，吾等獨立於貴集團，並已履行這些道德要求以及守則中之其他專業道德責任。吾等相信，吾等所獲得之審計憑證能充足及適當地為吾等之審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, 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.

Timing of revenue recognition

Refer to note 26 to the consolidated financial statements and the accounting policy note 2(w).

關鍵審計事項

關鍵審計事項乃根據吾等之專業判斷，認為對本期綜合財務報表之審計最為重要之事項。此等事項是在吾等審計整體綜合財務報表及出具意見時進行處理。吾等不會對這些事項提供單獨之意見。

收入確認時間

參閱綜合財務報表附註26及附註2(w)之會計政策。

The Key Audit Matter

關鍵審計事項

How the matter was addressed in our audit

吾等之審計如何處理該事項

The principal activities of the Group are the manufacture and sales of metal and plastic products and electronic products.

貴集團主要從事製造及銷售五金及塑膠產品，以及電子產品。

The revenue is recognised when the goods are delivered to the customer's designated location which is considered to be the point in time when the Group transfers the control over goods to the customers.

收入在產品送達客戶指定之地點，即 貴集團將產品控制權轉移給客戶時確認。

Our audit procedures to assess the timing of revenue recognition included the following:

吾等處理收入確認之時間之審計程序包括以下：

- obtaining an understanding of and assessing the design, implementation and operating effectiveness of the Group's key internal controls in relation to revenue recognition;
- 了解及評估 貴集團關於收入確認之關鍵內部控制之設計、實施及運作之有效性；
- inspecting key customer contracts to identify terms and conditions relating to goods acceptance and assessing the Group's revenue recognition policies with reference to the requirements of the prevailing accounting standards;
- 檢查關鍵客戶合約以識別與貨物驗收有關之條款及條件，以及參照現行會計準則之要求評估 貴集團之收入確認政策；

Independent Auditor's Report 獨立核數師報告

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

KEY AUDIT MATTERS (CONTINUED)

Timing of revenue recognition (continued)

關鍵審計事項(續)

收入確認時間(續)

The Key Audit Matter

關鍵審計事項

The Group's sales contracts with customers, which principally comprise of large-sized international technology corporations, have a variety of terms and conditions. Such terms may affect the timing of the recognition of sales to those customers. The Group evaluates the terms of each sales contract in order to determine the appropriate timing of revenue recognition.

貴集團與客戶(主要包括大型國際科技公司)訂立之銷售合約設有一系列交易條款及條件。該等條款可能會影響確認對這些客戶進行銷售之時間。貴集團因應各銷售合約就風險轉移之有關條款去釐定收入確認之適當時間。

We identified the timing of revenue recognition as a key audit matter because each sales contract may have different terms and conditions which increases the risk of error in the recognition of revenue and because it is one of the key performance indicators of the Group and could be subject to manipulation to meet targets or expectations.

吾等把五金塑膠及電子專業代工業務之收入確認之時間列為關鍵審計事項，因各銷售合約訂有不同條款及條件，因而可能增加收入確認錯誤之風險。同時，因收入是貴集團其中一項關鍵業績指標，可能受到人為操縱以達成目標或期望。

How the matter was addressed in our audit

吾等之審計如何處理該事項

- comparing, on a sample basis, specific revenue transactions recorded before and after the financial year end date with goods delivery documents and underlying sales invoices to determine whether the revenue had been recognised in the appropriate financial period; and
- 抽樣比較在年末前後已入賬之具體收入交易與相關銷售憑證及商品交付文件，以釐定相關收入是否在適當之年期內予以確認；及
- inspecting underlying documentation for manual journal entries relating to revenue raised during the year which were considered to specific risk-based criteria.
- 檢查符合特定風險標準且與收入有關之手動輸入會計分錄之相關文件。

Independent Auditor's Report

獨立核數師報告

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

KEY AUDIT MATTERS (CONTINUED)

Valuation of inventories

Refer to note 14 to the consolidated financial statements and the accounting policy note 2(l)(i).

關鍵審計事項(續)

存貨估值

參閱綜合財務報表附註14及附註2(l)(i)之會計政策。

The Key Audit Matter

關鍵審計事項

The carrying value for inventories as at 31 March 2023 was \$633 million, which represented 24.8% of the Group's total assets.

於二零二三年三月三十一日，貴集團存貨賬面值為633,000,000元，相當於貴集團資產總值24.8%。

Inventories are carried at the lower of cost and net realisable value. The Group maintains its inventory levels based on customer orders and forecast demand.

存貨按成本與可變現淨值之間之較低者估值。貴集團根據客戶訂單和預期需求維持其存貨水平。

A significant proportion of the Group's products are manufactured to meet specific customer requirements. There is a risk that inventories may be stated at more than their net realisable value if a customer experiences financial difficulty or there is a demand issue with a customer's product that includes a component manufactured by the Group.

貴集團的大部分產品是為滿足具體客戶之要求而製造。如果客戶面臨財務困難，或客戶之產品(包括由貴集團製造的組件)存在需求問題，則會形成存貨可能以超過其可變現淨值列賬之風險。

How the matter was addressed in our audit

吾等之審計如何處理該事項

Our audit procedures to assess the valuation of inventories included the following:

吾等就存貨估值之審計程序包括以下各項：

- obtaining an understanding of and assessing the design and implementation of the Group's key internal controls over the process for assessing provisions for inventories;
- 了解和評估貴集團有關評估存貨減值撥備之程序之關鍵內部控制之設計及實施；
- assessing whether the inventory items in the inventory ageing report were categorised in the appropriate ageing bracket by comparing individual items therein with supplier invoices and other underlying documentation on a sample basis;
- 透過抽樣比較採購憑證及其他相關文件，評估存貨賬齡報告內之存貨項目是否被歸類於適當之賬齡框架；

Independent Auditor's Report 獨立核數師報告

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

KEY AUDIT MATTERS (CONTINUED)

Valuation of inventories (continued)

關鍵審計事項(續)

存貨估值(續)

The Key Audit Matter

關鍵審計事項

Management assesses the level of provisions for inventories required at each reporting date after considering inventory ageing and other relevant factors. This assessment involves significant management judgement.

管理層在計及存貨之賬齡及其他相關因素後，於每個報告日評估所需存貨準備之水平。該評估涉及重大管理層判斷。

We identified the valuation of inventories as a key audit matter because the Group held significant inventories at the reporting date and because of the significant degree of management judgement involved in evaluating the provisions for inventories.

吾等把存貨估值列為關鍵審計事項，因為貴集團於報告日持有大量存貨，以及在評價存貨準備時涉及了重大管理層判斷。

How the matter was addressed in our audit

吾等之審計如何處理該事項

- selecting inventory items, on a sample basis, at reporting date and comparing their carrying value to their subsequent selling prices as indicated in sales invoices subsequent to the reporting date;
- 抽樣選擇於報告日之存貨項目，比較其賬面值與報告日後銷售憑證上之售價；
- obtaining an understanding of the Group's inventory write-down policy and assessing whether this policy appropriate with reference to the Group's current circumstances and the requirements of the prevailing accounting standards;
- 了解貴集團之存貨撇減和準備政策，並評估該等政策是否仍然適用於貴集團之當前狀況並符合現行會計準則的要求；
- comparing slow-moving inventories items with customers' orders and assessing the financial condition of key customers on a sampling basis; and
- 抽樣就客戶訂單與滯銷存貨項目進行比較，以及評估主要客戶之財務狀況；及
- assessing the historical accuracy of management's process for making provisions for inventories by examining the utilisation or release of the provisions for inventories made at the end of the previous financial year during the current financial year.
- 通過審查上一會計年度期末存貨減值撥備之本年度之使用或轉回情況，評估過往管理層計算之存貨減值撥備是否準確。

Independent Auditor's Report

獨立核數師報告

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do 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 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, 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.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors 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 directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內之全部信息，但不包括綜合財務報表及吾等之核數師報告。

吾等對綜合財務報表之意見並不涵蓋其他信息，吾等亦不對該等其他信息發表任何形式之鑒證結論。

結合吾等對綜合財務報表之審計，吾等之責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或吾等在審計過程中所了解之情況存在重大抵觸或者似乎存在重大錯誤陳述之情況。基於吾等已執行之工作，如果吾等認為其他信息存在重大錯誤陳述，吾等需要報告該事實。在這方面，吾等沒有任何報告。

董事就綜合財務報表承擔之責任

董事須負責根據香港會計師公會頒佈之《香港財務報告準則》及香港《公司條例》之披露要求擬備真實而中肯之綜合財務報表，並對其認為為使綜合財務報表之擬備不存在由於欺詐或錯誤而導致之重大錯誤陳述所需之內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，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，或別無其他實際之替代方案。

審核委員會協助董事履行監督貴集團之財務報告過程之責任。

Independent Auditor's Report

獨立核數師報告

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

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. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, 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 HKSAs 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.

As part of an audit in accordance with HKSAs, we exercise professional judgement 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.

核數師就審計綜合財務報表承擔之責任

吾等之目標，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之重大錯誤陳述取得合理保證，並出具包括吾等意見之核數師報告。吾等是按照百慕達1981年《公司法案》第90條之規定，僅向整體股東報告。除此以外，吾等之報告不可用作其他用途。吾等概不就本報告之內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平之保證，但不能保證按照《香港審計準則》進行之審計，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匯總起來可能影響綜合財務報表使用者依賴財務報表所作出之經濟決定，則有關之錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計之過程中，吾等運用了專業判斷，保持了專業懷疑態度。吾等亦：

- 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之風險，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之審計憑證，作為吾等意見之基礎。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之重大錯誤陳述之風險高於未能發現因錯誤而導致之重大錯誤陳述之風險。
- 了解與審計相關之內部控制，以設計適當之審計程序，但目的並非對貴集團內部控制之有效性發表意見。

Independent Auditor's Report

獨立核數師報告

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

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

- 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.
- 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.

核數師就審計綜合財務報表承擔之責任(續)

- 評價董事所採用會計政策之恰當性及作出會計估計及相關披露之合理性。
- 對董事採用持續經營會計基礎之恰當性作出結論。根據所獲取之審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對 貴集團之持續經營能力產生重大疑慮。如果吾等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中之相關披露。假若有關之披露不足，則吾等應當發表非無保留意見。吾等之結論是基於核數師報告日止所取得之審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表之整體列報方式、結構及內容，包括披露，以及綜合財務報表是否中肯反映交易及事項。
- 就 貴集團內實體或業務活動之財務信息獲取充足、適當之審計憑證，以便對綜合財務報表發表意見。吾等負責 貴集團審計之方向、監督和執行。吾等為審計意見承擔全部責任。

除其他事項外，吾等與審核委員會溝通了計劃之審計範圍、時間安排、重大審計發現等，包括吾等於審計中識別出內部控制之任何重大缺陷。

Independent Auditor's Report 獨立核數師報告

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

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

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

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 Yuen Man Ching.

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

28 June 2023

核數師就審計綜合財務報表承擔之責任(續)

吾等還向審核委員會提交聲明，說明吾等已符合有關獨立性之相關專業道德要求，並與他們溝通有可能合理地被認為會影響吾等獨立性之所有關係和其他事項，以及在適用之情況下，採取相應防範措施。

從與審核委員會溝通之事項中，吾等確定哪些事項對本期綜合財務報表之審計最為重要，因而構成關鍵審計事項。吾等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，或在極端罕見之情況下，如果合理預期在吾等報告中溝通某事項造成之負面後果超過產生之公眾利益，吾等決定不應在報告中溝通該事項。

出具本獨立核數師報告之審計項目合夥人是袁文正。

畢馬威會計師事務所 執業會計師

香港中環
遮打道10號
太子大廈8樓

二零二三年六月二十八日

Consolidated Statement of Financial Position

綜合財務狀況表

(Expressed in Hong Kong dollars) (以港元列示)

			31 March 2023 二零二三年 三月三十一日	31 March 2022 二零二二年 三月三十一日
		Note 附註	\$'000 千元	\$'000 千元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	6	670,648	688,260
Investment properties	投資物業	7	281,865	332,961
Intangible assets	無形資產	8	3,287	4,840
Investments in associates	於聯營公司之投資	10	82,810	21,265
Other financial assets	其他金融資產	13	13,067	29,216
Other non-current assets	其他非流動資產	12	91,842	43,077
Deferred tax assets	遞延稅項資產	25(b)	8,951	189,991
			1,152,470	1,309,610
Current assets	流動資產			
Inventories	存貨	14	633,168	778,366
Property development and contract costs	物業發展及合同成本	15	-	1,268,088
Trade and bills receivable	貿易及票據應收賬款	12	558,114	605,903
Prepayments, deposits and other receivables	預付款、按金及其他應收賬款	12	39,894	138,946
Amounts due from related companies	應收關連公司賬款	34(b)	2,628	39,952
Current tax recoverable	本期可收回稅項	25(a)	5,060	1,153
Pledged deposits	質押存款	16	-	84,539
Restricted deposits	受限制存款	17	-	397,961
Cash and bank deposits	現金及銀行存款	17	159,445	441,548
			1,398,309	3,756,456
Total assets	資產總值		2,550,779	5,066,066

Consolidated Statement of Financial Position

綜合財務狀況表

(Expressed in Hong Kong dollars) (以港元列示)

			31 March 2023 二零二三年 三月三十一日	31 March 2022 二零二二年 三月三十一日
		Note 附註	\$'000 千元	\$'000 千元
EQUITY	權益			
Capital and reserves attributable to equity shareholders of the Company	本公司權益持有人應佔股本及儲備			
Share capital	股本	19	202,146	202,131
Other reserves	其他儲備	21	244,285	98,202
Retained earnings	保留溢利	21	490,331	1,396,219
Total equity	權益總值		936,762	1,696,552
LIABILITIES	負債			
Current liabilities	流動負債			
Trade payables	貿易應付賬款	22	350,212	375,951
Accruals and other payables	應計費用及其他應付賬款	22	481,179	1,143,981
Bank borrowings	銀行借貸	23	422,372	738,434
Lease liabilities	租賃負債	24	6,611	7,942
Amount due to an associate	應付聯營公司賬款	10	3,895	1,532
Amounts due to related companies	應付關連公司賬款	34(b)	3,848	3,664
Current tax payable	本期應付稅項	25(a)	109,583	607,122
			1,377,700	2,878,626

Consolidated Statement of Financial Position

綜合財務狀況表

(Expressed in Hong Kong dollars) (以港元列示)

			31 March 2023 二零二三年 三月三十一日	31 March 2022 二零二二年 三月三十一日
		Note 附註	\$'000 千元	\$'000 千元
Non-current liabilities	非流動負債			
Bank borrowings	銀行借貸	23	230,000	462,750
Lease liabilities	租賃負債	24	3,126	12,634
Provision for long service payments	長期服務金準備		782	6,241
Deferred tax liabilities	遞延稅項負債	25(b)	2,409	9,263
			236,317	490,888
Total liabilities	負債總值		1,614,017	3,369,514
Total equity and liabilities	權益及負債總值		2,550,779	5,066,066
Net current assets	流動資產淨值		20,609	877,830
Total assets less current liabilities	資產總值減流動負債		1,173,079	2,187,440

Approved and authorised for issue by the board of directors on 28 June 2023.

於二零二三年六月二十八日由董事會批准及授權刊發。

Ho Cheuk Fai
何焯輝
Director
董事

Chan Ming Mui, Silvia
陳名妹
Director
董事

The notes on pages 122 to 274 form part of these financial statements.

第122至274頁之附註為本財務報表之一部分。

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度 (Expressed in Hong Kong dollars) (以港元列示)

			2023 二零二三年	2022 二零二二年 (Restated) (已重列)
		Note 附註	\$'000 千元	\$'000 千元
CONTINUING OPERATIONS 持續經營業務				
Revenue	收入	26	3,081,697	3,075,013
Cost of revenue	收入成本	27	(2,744,532)	(2,636,922)
Gross profit	毛利		337,165	438,091
Distribution and selling expenses	分銷及銷售費用	27	(31,205)	(30,814)
General and administrative expenses	一般及行政費用	27	(71,572)	(113,636)
Other net income/(loss)	其他收入/(虧損)			
	淨額	26	5,974	7,688
Net valuation (losses)/gains on investment properties	投資物業估值(虧損)/收益淨額	7	(29,577)	1,967
Operating profit	經營溢利		210,785	303,296
Finance income	財務收入		1,504	1,623
Finance costs	財務成本		(35,655)	(9,876)
Finance cost, net	財務收入，淨額	29	(34,151)	(8,253)
Share of profits of associates	應佔聯營公司溢利	10	15,157	1,164
Profit before taxation	除稅前溢利		191,791	296,207
Income tax	所得稅	30	(9,473)	(41,934)
Profit for the year from continuing operations	來自持續經營業務之年度溢利		182,318	254,273
DISCONTINUED OPERATIONS 已終止經營業務				
Profit for the year from discontinued operations	來自已終止經營業務之年度溢利	18	203,855	294,829
Profit for the year	年度溢利		386,173	549,102

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度 (Expressed in Hong Kong dollars) (以港元列示)

		2023 二零二三年	2022 二零二二年 (Restated) (已重列)
	Note 附註	\$'000 千元	\$'000 千元
Profit attributable to equity shareholders of the Company arises from:	本公司權益持有人應佔來自以下各項之溢利：		
— Continuing operations	— 持續經營業務	182,318	254,273
— Discontinued operations	— 已終止經營業務	203,855	294,829
		386,173	549,102
Earnings per share from continuing operations and discontinued operations attributable to equity shareholders of the Company	本公司權益持有人應佔來自持續經營業務及已終止經營業務之每股溢利		
Basic earnings per share (HK cent)	每股基本溢利 (港仙) 31		
— Continuing operations	— 持續經營業務	9.0	12.6
— Discontinued operations	— 已終止經營業務	10.1	14.6
		19.1	27.2
Diluted earnings per share (HK cent)	攤薄後每股溢利 (港仙) 31		
— Continuing operations	— 持續經營業務	9.0	12.6
— Discontinued operations	— 已終止經營業務	10.1	14.6
		19.1	27.2

The notes on pages 122 to 274 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 32.

第122至274頁之附註為本財務報表之一部分，屬於本年度溢利之應付本公司權益持有人之股息詳列於附註32。

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收入表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度 (Expressed in Hong Kong dollars) (以港元列示)

		2023 二零二三年	2022 二零二二年 (Restated) (已重列)
	Note 附註	\$'000 千元	\$'000 千元
Profit for the year	年度溢利	386,173	549,102
Other comprehensive income for the year:	年度其他全面收入：		
<i>Items that will not be reclassified to profit or loss:</i>	不會重新分類至損益之項目：		
Remeasurement of provision for long service payments	長期服務金準備之重新計量	6,038	2,934
Changes in fair value of other financial assets	其他金融資產公平值之變動 21	6,592	2,256
<i>Items that may be reclassified subsequently to profit or loss:</i>	其後可能重新分類至損益之項目：		
Exchange differences on translation of financial statements of operations outside Hong Kong	換算香港外業務財務報表所產生之兌換差異 21	(98,714)	67,792
Changes in fair value of other financial assets	其他金融資產公平值之變動 21	26	56
Release of the recycling fair value gain due to disposal of other financial assets	因出售其他金融資產沖還之可轉回公平值收益 21	(100)	-
Other comprehensive income for the year	年度其他全面收入	(86,158)	73,038
Total comprehensive income for the year	年度全面收入總額	300,015	622,140
Total comprehensive income attributable to equity shareholders of the Company arises from	本公司權益持有人應佔來自以下各項之全面收入總額：		
— Continuing operations	— 持續經營業務	141,182	290,870
— Discontinued operations	— 已終止經營業務	158,833	331,270
		300,015	622,140

The notes on pages 122 to 274 form part of these financial statements.

第122至274頁之附註為本財務報表之一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度 (Expressed in Hong Kong dollars) (以港元列示)

		Share capital 股本 (Note 19) (附註19)	Other reserves 其他儲備 (Note 21) (附註21)	Retained earnings 保留溢利	Total equity 權益總值
	Note 附註	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Balance at 1 April 2021 as previously reported	如先前呈報二零二一年四月一日之結餘	201,244	363,569	1,131,893	1,696,706
Profit for the year	年度溢利	-	-	549,102	549,102
Other comprehensive income	其他全面收入	-	70,104	2,934	73,038
Total comprehensive income	全面收入總額	-	70,104	552,036	622,140
Dividends paid in respect of the previous year	已派上年度股息 32(b)	-	-	(141,259)	(141,259)
Dividends paid in respect of the current year	已派本年度股息 32(a)	-	-	(110,952)	(110,952)
Equity settled shared-based transactions	以股份支付之交易	-	3,768	-	3,768
Acquisition of subsidiaries under common control	收購共同控制之附屬公司	-	(45,725)	-	(45,725)
Assumption of debt liabilities arising from the acquisition of a related company Dongguan City Jiaxuntong Computer Products Limited ("Jiaxuntong")	來自收購關連公司東莞市嘉訊通電腦產品有限公司(「嘉訊通」)之債務承擔 21(c)(ii)	-	(331,533)	-	(331,533)
Appropriation of statutory surplus reserve	法定盈餘儲備撥款	-	32,526	(32,526)	-
Repurchase of shares	回購股份 21(c)(iv)	-	(3,011)	-	(3,011)
Cancellation of shares	註銷股份 21(c)(iv)&(v)	(188)	3,199	(3,011)	-
Issuance of shares upon exercise of share options	行使購股權後發行股份 19(c)	1,075	5,343	-	6,418
Release upon lapse of share options	沖還失效購股權	-	(38)	38	-
Balance at 31 March 2022	二零二二年三月三十一日之結餘	202,131	98,202	1,396,219	1,696,552

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度 (Expressed in Hong Kong dollars) (以港元列示)

		Share capital 股本 (Note 19) (附註19)	Other reserves 其他儲備 (Note 21) (附註21)	Retained earnings 保留溢利	Total equity 權益總值
	Note 附註	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Balance at 1 April 2022	二零二二年四月一日 之結餘	202,131	98,202	1,396,219	1,696,552
Changes in equity for the year ended 31 March 2023:	截至二零二三年三月 三十一日止年度權益 變動:				
Profit for the year	年度溢利	-	-	386,173	386,173
Other comprehensive income	其他全面收入	-	(92,196)	6,038	(86,158)
Total comprehensive income	全面收入總額	-	(92,196)	392,211	300,015
Dividends paid in respect of the previous year	已派上年度股息 32(b)	-	-	(80,852)	(80,852)
Dividends paid in respect of the current year	已派本年度股息 32(a)	-	-	(80,852)	(80,852)
Appropriation of statutory surplus reserve	法定盈餘儲備撥款	-	18,636	(18,636)	-
Issuance of shares upon exercise of share options	行使購股權後發行股份 19(c)	15	90	-	105
Transfer to retained profit upon disposal of financial asset	出售其他金融資產轉撥至 保留溢利	-	(8,361)	8,361	-
Release upon lapse of share options	沖還失效購股權	-	(3,656)	3,656	-
Distribution in specie	實物分派 18	-	231,570	(1,129,776)	(898,206)
Balance at 31 March 2023	二零二三年三月三十一日 之結餘	202,146	244,285	490,331	936,762

The notes on pages 122 to 274 form part of these financial statements.

第122至274頁之附註為本財務報表之一部分。

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度 (Expressed in Hong Kong dollars) (以港元列示)

	Note	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Cash flows from operating activities			
Profit before taxation		693,371	971,582
Share of profit of associates	10	(15,157)	(1,164)
Depreciation and amortisation of property, plant and equipment	6	102,331	97,118
Amortisation of intangible assets	8	1,553	1,548
Equity settled share-based transactions	20	–	3,768
Loss/(gain) on disposal of property, plant and equipment		48	(1,158)
Reversal of written-down of obsolete and slow-moving inventories	14(b)	(9,810)	(396)
Recognition of loss allowance for trade and bills receivables	12	625	2,002
Reversal of loss allowance for trade and bills receivables	12	(232)	–
Loss on disposal of other financial assets	26	576	–
Provision for long service payments		826	290
Valuation losses/(gains) on investment properties	7	29,577	(1,967)
Loss recognised from derecognition of other financial assets	26	8,361	–
Interest expenses		39,587	14,738
Interest income		(8,443)	(17,067)
Foreign exchange (gain)/loss		(53,127)	38,073
Operating profit before working capital changes carried forward		790,086	1,107,367

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度 (Expressed in Hong Kong dollars) (以港元列示)

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Operating profit before working capital changes brought forward	承前營運資金變動前之經營溢利	790,086	1,107,367
Decrease/(increase) in inventories	存貨之減少／(增加)	155,008	(386,898)
Decrease/(increase) in property development and contract costs	物業發展及合同成本之減少／(增加)	90,045	(116,167)
Decrease in trade and bills receivable	貿易及票據應收賬款之減少	45,095	50,711
Decrease/(increase) in prepayments, deposits and other receivables	預付款、按金及其他應收賬款之減少／(增加)	86,450	(54,958)
Increase in amount due to related companies	應付關連公司賬款之增加	420	180,097
(Decrease)/increase in trade payables	貿易應付賬款之(減少)／增加	(21,400)	34,830
(Decrease)/increase in accruals and other payables	應計費用及其他應付賬款之(減少)／增加	(343,278)	286,161
Increase/(decrease) in amount due to an associate	應付聯營公司賬款之增加／(減少)	2,363	(137)
Increase in amount due from related companies	應收關連公司賬款之增加	(12,397)	(428)
Net cash generated from operations	經營產生之淨現金	792,392	1,100,578
Hong Kong Profits Tax paid	已付香港利得稅	(35,906)	(27,033)
PRC tax paid	已付中國稅	(227,498)	(524,650)
Hong Kong tax refunded	退還香港利得稅	4	-
PRC tax refunded	退還中國稅	92,017	-
Long service payments refunded/(paid)	退還／(已付)長期服務金	15	(264)
Net cash generated from operating activities	經營活動產生之淨現金	621,024	548,631

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度 (Expressed in Hong Kong dollars) (以港元列示)

	Note	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
	附註		
Cash flows from investing activities	投資活動之 現金流量		
Payment for the purchase of property, plant and equipment	6	(187,890)	(254,110)
Payment for additions to investment properties	7	(137)	(90)
Proceeds from disposal of property, plant and equipment		323	1,183
Proceeds from disposal of other financial assets		6,117	–
Payment for acquisition of associate		(39,904)	–
Payment for acquisition of intangible assets	8	–	(38)
Interest received		8,122	16,690
Net cash used in investing activities	投資活動所用之 淨現金	(213,369)	(236,365)

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度 (Expressed in Hong Kong dollars) (以港元列示)

			2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
		Note 附註		
Cash flows from financing activities	融資活動之現金 流量			
Interest paid	已付利息	17(b)	(43,130)	(36,454)
Payment for the repurchase of shares	回購股份之付款	19(b)	-	(3,011)
Proceeds from new bank borrowings	新銀行借貸之 所得款	17(b)	479,120	792,683
Repayment of bank borrowings	償還銀行借貸	17(b)	(1,016,935)	(517,702)
Capital element of lease rental paid	已付租賃租金之 資本部份	17(b)	(7,544)	(5,151)
Interest element of lease rental paid	已付租賃租金之 利息部份	17(b)	(814)	(678)
Payment for acquisition of related parties, Jiaxuntong and Kar Info International Property Limited ("Kar Info International")	收購關連人士嘉 訊通及Kar Info International Property Limited ("Kar Info International") 之付款		-	(45,725)
Dividends paid	已派股息		(161,705)	(252,211)
Increase/(decrease) in pledged deposits	質押存款之增加/ (減少)		79,041	(83,164)
Proceeds from issuance of shares upon exercise of share options	行使購股權後發行 股份之所得款	19(c)	105	6,418
Net cash outflow from distribution in specie	實物分派之現金 淨流出	18	(397,297)	-
Net cash used in financing activities	融資活動所用之 淨現金		(1,069,159)	(144,995)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物 之淨(減少)/ 增加		(661,504)	167,271
Cash and cash equivalents at the beginning of the year	年初之現金及 現金等價物	17	839,509	662,838
Effect of foreign exchange rate changes	外幣匯率變動之 影響		(18,560)	9,400
Cash and cash equivalents at the end of the year	年底之現金及 現金等價物	17	159,445	839,509

The notes on pages 122 to 274 form part of these financial statements.

第122至274頁之附註為本財務報表之一部分。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

1 GENERAL INFORMATION

Karrie International Holdings Limited (the “**Company**”) and its subsidiaries (together the “**Group**”) are principally engaged in

- Metal and Plastic Business (“**M&P**”): providing mechanical engineering solutions, manufacturing and sales of metal and plastic parts, mainly including moulds and the relevant plastic and metal parts products for information and communication technology industry, etc.;
- Electronic Manufacturing Services Business (“**EMS**”): manufacturing and sales of magnetic tape data storage, point-of-sale system, and other computer peripherals, etc.; and
- Real Estate Business: urban renewal, residential real estate project investment and development. During the year ended 31 March 2023, the Real Estate business segment was disposed and successfully applied separate listing on the Main Board of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The results of this business segment have been classified as discontinued operations of the Group (note 18).

The Company is a limited liability company incorporated in Bermuda on 29 October 1996. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The shares of the Company have been listed on the Main Board of the Stock Exchange since 16 December 1996.

These consolidated financial statements are presented in unit of Hong Kong dollars (“**HK\$**”), unless otherwise stated.

1 一般資料

嘉利國際控股有限公司(「**本公司**」)及其附屬公司(合稱「**本集團**」)主要從事：

- 五金塑膠業務(「**五金塑膠**」)：提供機械工程解決方案，製造及銷售金屬及塑膠部件，主要包括資訊及通訊科技產業之模具、相關塑膠與金屬部件產品等；
- 電子專業代工業務(「**電子代工**」)：製造及銷售磁帶機數據儲存器、收銀機系統及其他電腦周邊產品等；及
- 房地產業務：舊城改造、住宅房地產項目投資及發展。於截至二零二三年三月三十一日止年度，房地產業務分部被出售並成功在香港聯合交易所有限公司(「**香港聯交所**」)主板申請獨立上市。該分部之業績已分類為本集團之已終止經營業務(附註18)。

本公司於一九九六年十月二十九日於百慕達註冊成立之有限責任公司，辦事處地址是Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本公司之股份於一九九六年十二月十六日於香港聯合交易所有限公司(「**聯交所**」)主板上市。

除非另有說明，此綜合財務報表以港元(「**元**」)呈報。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”). Significant accounting policies adopted by the group are disclosed below.

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the group. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the group for the current accounting period reflected in these financial statements.

2 重要會計政策

(a) 遵例聲明

此財務報表乃根據所有適用之香港財務報告準則(「**香港財務報告準則**」)，此統稱包括香港會計師公會(「**香港會計師公會**」)頒佈之所有個別適用之香港財務報告準則、香港會計準則(「**香港會計準則**」)與詮釋、香港公認會計原則及香港《公司條例》之披露規定而編製。此財務報表亦符合聯交所證券上市規則(「**上市規則**」)之適用披露規定。本集團採納之重要會計政策摘要載列如下。

香港會計師公會已頒佈多項香港財務報告準則之修訂，並於本集團之本會計期間首次生效或可供提早採納。附註2(c)提供因最初應用該等與本集團有關並已反映於本會計期間之財務報表內之會計政策變動之資料。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(b) Basis of preparation of the financial statements

On 3 March 2023, in respect of the spin-off and separate listing of KRP Development Holdings Limited (“KRP”), a subsidiary of the Company, on the Main Board of the Stock Exchange by way of introduction, the Board approved and declared a conditional distribution in specie of all the KRP’s shares to the Company’s shareholders. The distribution in specie by the Company was recognised at the carrying amount of the net assets of KRP and its subsidiaries (collectively referred to as “KRP Group”) attributable to the owners of the Company as the directors of the Company considered that KRP was ultimately under the control of the same parties before and after the distribution. Following the distribution, the Group held no interest in KRP Group and KRP Group ceased to be subsidiaries of the Company. KRP Group is engaged in development and sales of residential properties in the fast-developing residential markets in Dongguan, Huizhou and Foshan in the Greater Bay Area. On 23 March 2023 (the “Distribution Date”), all the Company’s equity interests of KRP Group were distributed to the owners of the Company. KRP Group’s profit for the period from 1 April 2022 to 22 March 2023 was presented as discontinued operations in the consolidated statement of profit or loss and other comprehensive income, and the comparative figures have been restated accordingly. Details of the discontinued operations are set out in Note 18.

The consolidated financial statements for the year ended 31 March 2023 comprise the Group and its interest in associates. The measurement basis used in the preparation of the financial statements is the historical cost basis except for investment properties, other financial assets and employee benefit liabilities which have been measured at fair value. Disposal group held for sale are stated at the lower of carrying amount and fair value less costs to sell.

2 重要會計政策(續)

(b) 財務報表之編製基準

於二零二三年三月三日，有關嘉創房地產控股有限公司(「嘉創」為本公司附屬公司)分拆並於香港聯交所主板以介紹方式獨立上市，董事會批准並以有條件實物分派形式向本公司股東宣派所有嘉創股份。本公司進行實物分派乃按本公司董事應佔嘉創及其附屬公司(統稱「嘉創集團」)之淨資產賬面值確認，乃由於本公司董事認為嘉創於分派前後均由相同人士最終控制。分派後，本集團不再於嘉創集團持有權益，而嘉創集團則不再為本公司附屬公司。嘉創集團從事於東莞、惠州、佛山迅速發展之住宅物業市場開發及銷售住宅物業。於二零二三年三月二十三日(「分派日」)，本公司將嘉創集團之全部股權分派予本公司擁有人。嘉創集團自二零二二年四月一日至二零二三年三月二十二日期間之利潤在綜合損益及其他全面收入表中呈列為已終止經營業務，因此，比較數字已重列。已終止經營業務之詳情載於附註18。

截至二零二三年三月三十一日止年度之綜合財務報表包括本集團及其聯營公司權益。本財務報表採用歷史成本法為計量基準編製，惟投資物業、其他金融資產及員工福利負債皆以公平值計量。持作出售之出售組別以賬面值及公平值減出售成本兩者之較低者列賬。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the financial statements (continued)

The preparation of financial statements in conformity with HKFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 4.

2 重要會計政策(續)

(b) 財務報表之編製基準(續)

編製符合香港財務報告準則之財務報表需要管理層作出判斷、估計及假設有影響政策之應用及資產、負債、收入及支出之金額之呈報。此等估計及相關假設乃按過往經驗及其他各種按情況相信為合理之因素作為依據，為未能透過其他方法容易確認賬面值之資產及負債判斷其賬面值，實際結果可能有別於此等估計。

此等估計及基本假設會持續檢討。若已修改之會計估計只影響相關期間，其修改於該期間確認，或若修改影響現時及未來期間，其修改則會於現時及未來期間確認。

管理層因應用香港財務報告準則而作出對本財務報表有重大影響之判斷之不確定性主要來源已於附註4討論。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies

The Group has applied the following amendments to HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

- Amendments to HKAS 16, *Property, Plant and Equipment: Proceeds Before Intended Use*
- Amendments to HKAS 37, *Provisions, Contingent Liabilities and Contingent Assets: Onerous Contracts — Cost of Fulfilling a Contract*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period. Impacts of the adoption of the amended HKFRSs are discussed below:

Amendments to HKAS 16, *Property, plant and equipment: Proceeds before intended use*

The amendments prohibit an entity from deducting the proceeds from selling items produced before that asset is available for use from the cost of an item of property, plant and equipment. Instead, the sales proceeds and the related costs should be included in profit and loss. The amendments do not have a material impact on these financial statements as the Group does not sell items produced before an item of property, plant and equipment is available for use.

2 重要會計政策(續)

(c) 會計政策變動

本集團已於本會計期間之財務報表採納以下由香港會計師公會頒佈之香港財務報告準則之修訂：

- 香港會計準則第16號(修訂本)「物業、廠房及設備：未作擬定用途之所得款項」
- 香港會計準則第37號(修訂本)「準備、或然負債及或然資產：虧損性合約—履行合約之成本」

本集團並無採納任何於本會計期間尚未生效之任何新準則或詮釋。採納修訂之香港財務報告準則之影響如下：

香港會計準則第16號(修訂本)「物業、廠房及設備：未作擬定用途之所得款項」

該修訂禁止實體從物業、廠房及設備項目之成本中扣除該資產可供使用前所產生之出售項目所得款項。銷售所得款項及其相關成本應包括於損益。本集團並沒有出售物業、廠房及設備可供使用前所生產之產品，故該修訂對本集團之財務報表並無重大影響。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(c) Changes in accounting policies (continued)

Amendments to HKAS 37, *Provisions, Contingent Liabilities and Contingent Assets: Onerous Contracts – Cost of Fulfilling a Contract*

The amendments clarify that for the purpose of assessing whether a contract is onerous, the cost of fulfilling the contract includes both the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts.

Previously, the Group included only incremental costs when determining whether a contract was onerous. In accordance with the transitional provisions, the Group has applied the new accounting policy to contracts for which it has not yet fulfilled all its obligations at 1 April 2022, and has concluded that none of them is onerous.

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-Group balances, transactions and cash flows, and any unrealised profits arising from intra-Group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-Group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

2 重要會計政策(續)

(c) 會計政策變動(續)

香港會計準則第37號(修訂本)「準備、或然負債及或然資產：虧損性合約 — 履行合約之成本」

該修訂本澄清評估合約是否屬虧損性而言，履行合約之成本包括與履行該合約之增量成本，及與履行合約直接相關之其他成本分配。

以往，本集團評估合約是否屬虧損性，只包括增量成本。根據過渡性規定，本集團已採納新會計政策於二零二二年四月一日尚未履行其所有義務之合約，斷定當中並無虧損合約。

(d) 附屬公司及非控股權益

附屬公司是指由本集團控制之實體。當本集團處於或有權享有來自參與某實體業務之可變回報，並能運用其權力以影響該等回報，則本集團對某實體有控制權。在評估本集團是否有控制權時，只以實質權利(本集團及其他方所持有者)為考慮因素。

於附屬公司之投資由取得控制權當日起合併於綜合財務報表內，直至控制權結束當日止。集團內公司間之結存、交易及現金流，及集團內公司間之交易所產生之任何未變現盈利，於編製綜合財務報表時予以全面抵銷。集團內公司間之交易所產生之未變現虧損按與相同之方式產生之未變現盈利抵銷，惟僅限於未變現虧損並不顯示存在減值之情況。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Subsidiaries and non-controlling interests (continued)

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

2 重要會計政策(續)

(d) 附屬公司及非控股權益(續)

非控股權益是指非由本公司直接或間接應佔之附屬公司權益，且本集團並沒有與持有此等權益之人士達成任何額外條款，以至令本集團整體上須就該等權益承擔符合金融負債定義之合約義務。就每項業務合併，本集團可選擇以公平值或非控股權益按比例應佔附屬公司可予識別資產淨值之份額以計量非控股權益。

非控股權益於綜合財務狀況表之權益呈列，與本公司股權持有人應佔權益分開列賬。非控股權益應佔本集團業績之權益，於綜合損益表及綜合損益及其他全面收入表呈列，並作為非控股權益與本公司股權持有人應佔年內總損益及全面收入總額之一分配項目。

若本集團於附屬公司之權益變動不構成失去控制權，則按權益交易入賬，於綜合權益之控股權益及非控股權益將會被調整，以反映相關權益之變動，但不會調整商譽及確認收益或虧損。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Subsidiaries and non-controlling interests (continued)

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate (see note 2(e)).

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(k)(ii)), unless the investment is classified as held for sale (or included in a disposal Group that is classified as held for sale (see note 2(t))).

(e) Associates

An associate is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

2 重要會計政策(續)

(d) 附屬公司及非控股權益(續)

當本集團失去附屬公司之控制權，則按出售該附屬公司之全部權益入賬，其收益或虧損於損益確認。於失去附屬公司控制權當日，任何仍然持有之前附屬公司權益將會以公平值確認，而該金額將被視為金融資產最初確認之公平值，或(如適用)最初確認於聯營公司投資之成本(見附註2(e))。

於本公司財務狀況表中之於附屬公司之投資，按成本減去累計減值虧損列賬(見附註2(k)(ii))，除非投資分類為持作出售(或包括於分類為持作出售之出售組別(見附註2(t)))。

(e) 聯營公司

聯營公司是指本集團可以對其管理層產生重大影響，包括參與財務及經營決策，但非控制或共同控制其管理層之實體。

Notes to the Financial Statements

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(e) Associates (continued)

An investment in an associate is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the Group's equity investment. The Group determined the cost of investment in associate in the step acquisition as the sum of the original consideration paid for the initial interest plus the consideration paid for any additional interest. Thereafter, the investment is adjusted for the post-acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see note 2(k)(ii)). At each reporting date, the Group assesses whether there is any objective evidence that the investment is impaired. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition, post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

2 重要會計政策(續)

(e) 聯營公司(續)

於聯營公司之投資乃按權益法於綜合財務報表入賬。按照權益法，投資最初按成本記錄，及就本集團佔該承資公司可識別淨資產於收購日之公平值超出該項投資成本之數額(如有)作出調整。本集團釐定於分步收購中投資於聯營公司之成本為收購初始權益已付之原定代價，加上收購額外權益已付代價之總額。其後，就本集團佔該承資公司淨資產於收購後之變動及與該項投資有關之任何減值虧損作出調整(見附註2(k)(ii))。於各報告日期，本集團評估是否有客觀證據該投資需作減值，任何於收購日超逾成本之差額、本集團所佔承資公司於收購後之除稅後業績及年內任何減值虧損於綜合損益表確認，而本集團於收購後所佔承資公司除稅後之其他全面收入項目則於綜合損益及其他全面收入表確認。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Associates (continued)

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to \$nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method, together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investees, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2(f)).

2 重要會計政策(續)

(e) 聯營公司(續)

當本集團應佔聯營公司之虧損超越其應佔權益，則本集團之權益減至零，並停止確認進一步虧損，惟本集團代表承資公司所承擔之法律或推定義務或替其付款除外。就此目的而言，本集團持有之權益乃按權益法計算之投資賬面值，連同實質上構成本集團於聯營公司之應佔投資淨值之長期權益。

本集團與各聯營公司間之交易所產生之未變現損益按本集團於承資公司所佔之權益比率抵銷，但若未變現虧損提供證據證實已轉讓之資產已產生減值，則此未變現虧損即時於損益確認。

倘於聯營公司之投資變成合營企業投資，則保留權益不予重新計量，而該投資繼續按權益法入賬。

在所有其他情況下，當本集團不再對聯營公司擁有重大影響，則按出售於該承資公司之全部權益入賬，其收益或虧損於損益確認。於失去前承資公司重大影響當日，任何仍然持有該承資公司之權益以公平值確認，而該金額將被視為金融資產最初確認之公平值(見附註2(f))。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(f) Other investments in debt and equity securities

The Group's and the Company's accounting policies for investments in debt and equity securities, other than investments in subsidiaries and an associate, are as follows:

Investments in debt and equity securities are initially stated at fair value, which is their transaction price unless it is determined that the fair value at initial recognition differs from the transaction price and that fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets. Cost includes attributable transaction costs, except for those investments measured at fair value through profit or loss ("FVPL") for which transaction costs are recognised directly in profit or loss and where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification.

(i) Investments other than equity investments

Non-equity investment held by the Group are classified into one of the following measurement categories:

- Amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see note 2(w)(iv)).

2 重要會計政策(續)

(f) 其他債務及股權證券投資

本集團及本公司就債務及股權證券投資(附屬公司及聯營公司之投資除外)之會計政策如下:

債務及股權證券投資最初乃按公平值，即以其交易價格列賬，除非最初確認之公平值與交易價格不同，且該公平值得到活躍市場上相同資產或負債之報價佐證或根據只採用來自可觀察市場之數據之估值技巧釐定。成本包括可歸屬交易成本，惟按公平值計入損益計量之投資除外，該等投資之交易成本直接於損益內確認。該等投資隨後根據其分類按以下方法入賬。

(i) 股權投資以外之投資

本集團持有之非股權投資歸入以下其中一個計量類別:

- 按攤銷成本，倘持有投資之目的為收取合約現金流量，即純粹為支付本金及利息。投資所得利息收入乃使用實際利率法計算(見附註2(w)(iv))。

Notes to the Financial Statements

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Other investments in debt and equity securities (continued)

(i) Investments other than equity investments (continued)

- Fair value through other comprehensive income (“FVOCI”) (recycling), if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- FVPL, if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

2 重要會計政策(續)

(f) 其他債務及股權證券投資 (續)

(i) 股權投資以外之投資 (續)

- 按公平值計入其他全面收入(可轉回)，倘投資之合約現金流量僅包括本金及利息付款，且投資乃於其目的為同時收取合約現金流量及出售之業務模式中持有。公平值之變動於其他全面收益確認，惟預期信貸虧損、利息收入(使用實際利率法計算)及匯兌收益及虧損於損益確認。當投資被取消確認，於其他全面收益累計之金額從權益劃轉至損益。
- 按公平值計入損益，倘投資不符合按攤銷成本計量或按公平值計入其他全面收入(可轉回)計量之標準，投資之公平值變動(包括利息)於損益確認。

Notes to the Financial Statements

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2 SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(f) Other investments in debt and equity securities

(continued)

(ii) Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the other financial assets revaluation reserve until the investment is disposed of. At the time of disposal, the amount accumulated in the other financial assets revaluation reserve is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, if any, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income.

(g) Investment properties

Investment properties are land and buildings which are owned or held under a leasehold interest (see note 2(i)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

2 重要會計政策(續)

(f) 其他債務及股權證券投資

(續)

(ii) 股權投資

股權證券投資分類為按公平值計入損益，除非股權投資並非持作買賣目的，且於初次確認投資時，本集團選擇不可變更之指定投資為按公平值計入其他全面收入(不可轉回)，以致公平值之後續變動於其他全面收入確認。有關選擇乃按工具個別作出，惟僅當發行人認為投資符合權益定義時方可作出。當作出有關選擇後，於其他全面收入累計之金額繼續保留於其他金融資產之重估儲備，直至投資被出售為止。出售時，於其他金融資產之重估儲備累計之金額轉撥至保留溢利，而非劃轉至損益。來自股權證券投資之股息不論分類為按公平值計入損益或按公平值計入其他全面收入與否，均於損益表確認為其他收入。

(g) 投資物業

投資物業乃指為賺取租金收入及／或為資本增值並按租賃權益(見附註2(i))擁有或持有之土地及樓宇，當中包括尚未確定未來用途之土地，以及正在建造或發展以供日後作投資物業用途之物業。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Investment properties (continued)

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss.

(h) Property, plant and equipment

Property, plant and equipment (including right-of-use assets and land use rights) are stated at historical cost less accumulated depreciation or amortisation and impairment losses. 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 the replaced part is derecognised. All other repairs and maintenance are expensed in profit or loss during the financial period in which they are incurred.

Items may be produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management. The proceeds from selling any such items and the related costs are recognised in profit or loss.

Gain or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

2 重要會計政策(續)

(g) 投資物業(續)

投資物業乃按公平值列賬，除非投資物業於報告期末仍在興建或開發過程中，且當時其公平值不能可靠計量則作別論。投資物業公平值之變動，或報廢或出售投資物業所產生之任何收益或虧損均於損益確認。

(h) 物業、廠房及設備

物業、廠房及設備(包括使用權資產及土地使用權)按歷史成本減去累計折舊或攤銷及減值虧損列賬。歷史成本包括收購該項目直接應佔之費用。

後續成本僅當可能為本集團帶來與該項目有關之未來經濟利益，同時該項目之成本能可靠計量時，才包括於資產之賬面值或確認為獨立資產(如適用)，其取替部分之淨值將不在計算之列。所有其他維修及保養費用於產生之財務期間內於損益支銷。

當物業、廠房及設備能符合管理層預期運作方式之必要狀態及地點所生產之物品，銷售該等物品之所得款及其相關成本於損益確認。

因物業、廠房及設備項目報廢或出售而產生之收益或虧損，乃該項目出售收益淨額與賬面值之差額，並於該項目報廢或出售日於損益確認。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Property, plant and equipment (continued)

Construction-in-progress represents buildings, plant and machinery under construction and pending installation and is stated at cost. Cost includes the costs of construction of buildings, the costs of plant and machinery, installation, testing and other direct costs. No depreciation is made on construction-in-progress until such time as the relevant assets are completed and ready for intended use. When the assets concerned are brought into use, the costs are transferred to other property, plant and equipment and depreciated in accordance with the policy as stated in below.

Depreciation and amortisation is calculated to write off the cost of items of property, plant and equipment using the straight-line method over their estimated useful lives. The annual rates used for the calculation of depreciation are:

– Land use rights and leasehold land	Over the lease term
– Buildings	2% to 4%
– Fixtures and leasehold improvements	8% to 33.33%
– Machinery	6.67% to 20%
– Tools and equipment	20%
– Furniture and computer equipment	15% to 33.33%
– Properties leased for own use	Over the lease term

Both the useful life of an asset and its residual value, if any, are reviewed annually.

2 重要會計政策(續)

(h) 物業、廠房及設備(續)

在建工程乃指在建樓宇、廠房及有待安裝之機器，並按成本列賬。成本包括於樓宇建築之成本、廠房及機器之成本、安裝、測試及其他直接成本。在建工程項目於直至有關資產完成及可作擬定用途前不計提折舊。當有關資產投入運作時，成本將轉撥至其他物業、廠房及設備，並按本節以下所述之政策計提折舊。

物業、廠房及設備項目乃使用直線法按照其估計可用年期撇銷其成本計算折舊及攤銷。用以計算折舊之年率為：

– 土地使用權及租賃土地	租賃期
– 樓宇	2%至4%
– 裝置及物業裝修	8%至33.33%
– 機器	6.67%至20%
– 工具及設備	20%
– 傢俬及電腦設備	15%至33.33%
– 租賃物業自用	租賃期

資產之可用年期及其剩餘價值(如有)皆每年檢討。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

2 重要會計政策(續)

(i) 租賃資產

訂立合約時，本集團評估合約是否為租賃或包含租賃。倘合約賦予權利於一段時間內控制已識別資產之用途以換取代價，則該合約為租賃或包含租賃。在客戶既有權指示已識別資產之用途，亦有權從該用途獲得幾乎所有經濟利益之情況下，則控制權已轉移。

(i) 作為承租人

倘合約包含租賃組成部分及非租賃組成部分，本集團已選擇不分拆非租賃組成部分，並對各租賃組成部分及任何相關之非租賃組成部分作為一項單一之租賃組成部分入賬。

於租賃開始日，本集團確認使用權資產及租賃負債，惟租期為12個月或以下之租賃及低價值資產之租賃除外，當本集團就一項低價值資產訂立租賃時，本集團決定是否以逐項租賃為基準將租賃資本化，與未資本化之租賃相關之租賃付款在租賃期內有系統地確認為費用。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Leased assets (continued)

(i) As a lessee (continued)

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 2(h) and 2(k)(ii)).

2 重要會計政策(續)

(i) 租賃資產(續)

(i) 作為承租人(續)

當租賃被資本化，則租賃負債以租賃期內應付租賃付款之現值進行初始確認，並使用該項租賃之內含利率折現；或倘內含利率無法輕易釐定，則使用相關之增量借款利率。初始確認後，租賃負債以攤銷成本計量，且利息費用則採用實際利率法計算。不取決於指數或利率之可變租賃付款並不包含於租賃負債之計量中，並因此於其產生之會計期間自損益扣除。

租賃資本化時已確認之使用權資產按成本進行初始計量，其中包括租賃負債之初始金額加上任何於開始日或之前作出之租賃付款，以及產生之任何初始直接成本。在適用之情況下，使用權資產之成本亦包括將拆卸、搬移相關資產或復原相關資產或資產所在地點之成本估算折現至其現值，減去已收到之租賃優惠。使用權資產隨後按成本減去累計折舊及減值虧損列賬(參閱附註2(h)及2(k)(ii))。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Leased assets (continued)

(i) As a lessee (continued)

The initial fair value of refundable rental deposits is accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in debt securities carried at amortised cost (see notes 2(f)(i), 2(w)(iii) and 2(k)(i)). Any difference between the initial fair value and the nominal value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

2 重要會計政策(續)

(i) 租賃資產(續)

(i) 作為承租人(續)

可退回租賃按金之初始公平值與以根據適用於以攤銷成本計價之債務證券投資會計政策(見附註2(f)(i)、2(w)(iii)及2(k)(i))之使用權資產分開入賬及按金之初始公平值與面值之任何差異入賬為已付額外租賃付款及計入使用權資產成本。

當指數或利率變動引起未來租賃付款發生變動；或本集團就餘值擔保下預計應付之金額估計發生變化；或由於重新評估本集團是否合理地行使購買、延期或終止選擇權而產生變化時，承租人重新計量租賃負債。當租賃負債以此方式重新計量時，對使用權資產之賬面值作出相應調整，或倘使用權資產之賬面值已調減至零，則計入損益。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Leased assets (continued)

(i) As a lessee (continued)

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract (“**lease modification**”) that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are rent concessions that occurred as a direct consequence of the COVID-19 pandemic and met the conditions set out in paragraph 46B of HKFRS 16 Leases. In such cases, the Group has taken advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative variable lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

In the consolidated statement of financial position, the Group presents right-of-use assets that do not meet the definition of investment property in “property, plant and equipment” and presents lease liabilities separately. The current portion of long-term lease liabilities is determined as the principal portion of contractual payments that are due to be settled within twelve months after the reporting period.

2 重要會計政策(續)

(i) 租賃資產(續)

(i) 作為承租人(續)

當租賃範圍發生變化，或租賃合約中原先沒有規定之租賃代價發生變化(「租賃修改」)，且未作為單獨租賃入賬時，亦會重新計量租賃負債。在此情況下，租賃負債乃根據經修訂之租賃付款及租賃期，使用經修訂之折現率於修訂生效日重新計量。唯一例外是任何因COVID-19疫情而直接產生之租金寬減，且其須符合香港財務報告準則第16號租賃第46B段所載之條件。在該等情況下，本集團利用不評估租金寬減是否為租賃修改之實際權宜法，並於觸發租金寬減之事件或狀況發生期間之損益確認代價變更為負值可變租賃付款。

於綜合財務狀況表中本集團呈報不符合投資物業定義之使用權資產於「物業、廠房及設備」及與租賃負債分開呈報。長期租賃負債之流動部分釐定為報告期後十二個月內到期結付之合約付款之本金部分。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Leased assets (continued)

(ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 2(w)(iii).

(j) Intangible assets

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and impairment losses (see note 2(k)(ii)). Operating rights acquired in a business combination are recognised at fair value at the acquisition date. Amortisation of intangible assets is charged to profit or loss on a straight-line basis over the assets' estimated useful lives.

Both the period and method of amortisation are reviewed annually.

2 重要會計政策(續)

(i) 租賃資產(續)

(ii) 作為出租人

當本集團為出租人時，其於租賃開始時釐定各租賃是否為融資租賃或經營租賃。倘租賃將相關資產之所有權絕大部分風險及回報轉移至承租人，則本集團將有關租賃分類為融資租賃。倘不屬於該情況，則租賃分類為經營租賃。

當合約包含租賃組成部分及非租賃組成部分，本集團根據相對獨立售價基準將合約中之代價分配予各組成部分。經營租賃之租金收入根據附註2(w)(iii)確認。

(j) 無形資產

本集團購入之其他無形資產按成本減去累計攤銷及減值虧損(見附註2(k)(ii))列賬。在業務合併中購入之經營權按購買日之公平值確認。無形資產之攤銷以直線法按估計使用年期於損益支銷。

攤銷期及方法均每年作出檢討。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and impairment of assets

(i) Credit losses from financial instruments and contract assets

The Group recognises a loss allowance for expected credit losses (“ECLs”) on the following items:

- financial assets measured at amortised cost (including cash and bank deposits, restricted deposits, trade and bills receivables and prepayments, deposits and other receivables);
- contract assets as defined in HKFRS 15 (see note 2(n)); and
- debt securities measured at FVOCI (recycling).

Financial assets measured at fair value, including debt securities and equity securities designated at FVOCI (non-recycling), are not subject to the ECL assessment.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present values of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

2 重要會計政策(續)

(k) 信貸虧損及資產之減值

(i) 金融工具及合約資產之信貸虧損

本集團就下列各項之預期信貸虧損確認虧損撥備：

- 按攤銷成本計量之金融資產(包括現金及銀行存款、受限制存款、貿易及票據應收賬款及預付款、按金及其他應收賬款)；
- 香港財務報告準則第15號定義之合約資產(見附註2(n))；及
- 按公平值計入其他全面收入(可轉回)計量之債務證券。

按公平值計量之金融資產(包括指定為按公平值計入其他全面收入(不可轉回)之債務證券及股權證券)無須進行預期信貸虧損評估。

預期信貸虧損計量

預期信貸虧損乃以概率加權估計之信貸虧損。信貸虧損以所有預期現金短缺(即根據合約應付予本集團之現金流量及本集團預期收取之現金流量之間之差額)之現值計量。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and Impairment of assets (continued)

(i) Credit losses from financial instruments and contract assets (continued)

Measurement of ECLs (continued)

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and

2 重要會計政策(續)

(k) 信貸虧損及資產之減值(續)

(i) 金融工具及合約資產之 信貸虧損(續)

預期信貸虧損計量(續)

倘貼現影響屬重大，預期短缺現金將使用以下貼現率貼現：

- 固定利率金融資產以及貿易及其他應收款項：初始確認釐定時之實際利率或其近似值；
- 浮動利率金融資產：當前實際利率。

於估計預期信貸虧損時所考慮之最長期間為本集團承受信貸風險之最長合約期間。

於計量預期信貸虧損時，本集團考慮合理及有理據而毋須付出不必要之成本或努力獲得之資料，包括過去事件、當前狀況及未來經濟狀況預測等資料。

預期信貸虧損基於下列其中一個基準計量：

- 十二個月預期信貸虧損：預期於報告日期後十二個月內可能發生之違約事件而導致之虧損；及

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and Impairment of assets (continued)

(i) Credit losses from financial instruments and contract assets (continued)

Measurement of ECLs (continued)

- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

2 重要會計政策(續)

(k) 信貸虧損及資產之減值(續)

(i) 金融工具及合約資產之 信貸虧損(續)

預期信貸虧損計量(續)

- 存續期之預期信貸虧損：預期於採用預期信貸虧損模式之項目在預期年限內所有可能發生之違約事件而導致之虧損。

貿易應收賬款之虧損撥備一般乃按等同於存續期之預期信貸虧損之金額計量。此金融資產之預期信貸虧損是利用基於本集團過往信貸虧損經驗之撥備矩陣進行估算，並按於報告日期債務人個別因素及對當前及預測整體經濟狀況之評估進行調整。

對於所有其他金融工具，本集團確認相當於十二個月預期信貸虧損之虧損撥備，除非自初始確認以來金融工具之信貸風險顯著增加，在此種情況下，虧損撥備計量等於存續期之預期信貸虧損之金額。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and Impairment of assets (continued)

(i) Credit losses from financial instruments and contract assets (continued)

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held) or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractual due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);

2 重要會計政策(續)

(k) 信貸虧損及資產之減值(續)

(i) 金融工具及合約資產之 信貸虧損(續)

信貸風險大幅上升

評估金融工具之信貸風險自初始確認以來有否大幅上升時，本集團會比較於報告日期及於初始確認日期評估之金融工具發生違約之風險。作出該重新評估時，本集團認為當(i)借款人不大可能在本集團無追索權採取變現抵押(如持有)等行動之情況下向本集團悉數支付其信貸義務；或(ii)金融資產已逾期九十日。本集團會考慮合理可靠之定量及定性資料，包括過往經驗及於無需付出過多成本或努力下即可獲得之前瞻性資料。

特別是，當評估信貸風險自初始確認以來有否大幅上升時會考慮以下資料：

- 未能按合約到期日支付本金或利息；
- 金融工具外部或內部信貸評級之實際或預期顯著惡化(如有)；

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and Impairment of assets (continued)

- (i) Credit losses from financial instruments and contract assets (continued)
Significant increases in credit risk (continued)
- an actual or expected significant deterioration in the operating results of the debtor; and
 - existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

2 重要會計政策(續)

(k) 信貸虧損及資產之減值(續)

- (i) 金融工具及合約資產之信貸虧損(續)
信貸風險大幅上升(續)
- 債務人經營業績之實際或預期顯著惡化；及
 - 科技、市場、經濟或法律環境之目前或預期變動對債務人履行其對本集團義務之能力有重大不利影響。

取決於金融工具之性質，信貸風險大幅上升之評估乃按個別基準或共同基準進行。當評估為按共同基準進行，金融工具則按共同擁有之信貸風險特徵(如逾期狀況及信貸風險評級)進行分組。

預期信貸虧損於各報告日期進行重新計量以反映金融工具自初始確認以來之信貸風險變動。預期信貸虧損金額之任何變動於損益中確認為減值收益或虧損。本集團就所有金融工具確認減值收益或虧損，並通過虧損撥備賬對彼等之賬面值作出相應調整，惟於按公平值計入其他全面收入(可轉回)計量之債務證券之投資除外。有關投資之虧損撥備於其他全面收入內確認並於公平值儲備(可轉回)中累計。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and Impairment of assets (continued)

(i) Credit losses from financial instruments and contract assets (continued)

Basis of calculation of interest income
Interest income recognised in accordance with note 2(w)(iv) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Groups assess whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

2 重要會計政策(續)

(k) 信貸虧損及資產之減值(續)

(i) 金融工具及合約資產之 信貸虧損(續)

利息收入之計算基準
根據附註2(w)(iv)確認之利息收入按金融資產之賬面總值計算，除非該金融資產出現信貸減值，於此等情況下，利息收入按金融資產之已攤銷成本(即賬面總值減虧損撥備)計算。

於各報告日期，本集團評估金融資產是否出現信貸減值。當已發生一項或多項對金融資產估計未來現金流量有不利影響之事件時，金融資產出現信貸減值。

金融資產出現信貸減值之證據包括以下可觀察事件：

- 債務人出現重大財務困難；
- 違反合約，例如不履行或逾期事件；
- 債務人可能破產或進行其他財務重組；
- 技術、市場、經濟或法律環境出現重大變動而對債務人產生負面影響；或
- 由於發行人出現財務困難，證券活躍市場消失。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and Impairment of assets (continued)

(i) Credit losses from financial instruments and contract assets (continued)

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- intangible assets;
- goodwill; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

2 重要會計政策(續)

(k) 信貸虧損及資產之減值(續)

(i) 金融工具及合約資產之 信貸虧損(續)

撇銷政策

倘日後實際上不可收回款項，則會撇銷(部分或全部)金融資產之賬面總值。該情況通常出現在本集團確定債務人沒有資產或可產生足夠現金流量之收入來源來償還應撇銷之金額。

隨後收回先前已撇銷之資產於收回期間於損益內確認為減值回撥。

(ii) 其他資產之減值

內部及外來資料之來源於各報告期末進行檢討，以辨識下列資產可能已受損，或(商譽除外)之前所確認之減值虧損已不再存在或可能已減少：

- 物業、廠房及設備；
- 無形資產；
- 商譽；及
- 於本公司財務狀況表內之於附屬公司投資。

倘存在任何跡象顯示上述情況，則需估計該資產之可收回價值。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and impairment of assets (continued)

(ii) Impairment of other assets (continued)

– Calculation of the recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest Group of assets that generates cash inflows independently (i.e. a cash generating unit).

2 重要會計政策(續)

(k) 信貸虧損及資產之減值(續)

(ii) 其他資產之減值(續)

– 可收回價值之計算方法

資產之可收回價值為其公平值減去出售成本或使用價值之間之較高者。在衡量使用價值時，估計未來現金流量將按除稅前貼現率計算貼現值，以反映市場目前對金錢之時間值及該資產之特定風險之評估。倘某項資產所賺取之現金流量並非大致上獨立於其他資產之現金流，則按獨立賺取現金流之最小一組資產組合(即一個現金生產單位)釐定可收回之價值。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and impairment of assets (continued)

(ii) Impairment of other assets (continued)

- Recognition of impairment losses
An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or Group of units) and then, to reduce the carrying amount of the other assets in the unit (or Group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

- Reversals of impairment losses
An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

2 重要會計政策(續)

(k) 信貸虧損及資產之減值(續)

(ii) 其他資產之減值(續)

- 減值虧損之確認
倘資產或其所屬現金生產單位之賬面值超逾其可收回價值，則於損益確認其減值虧損。為現金生產單位而確認之減值虧損，將首先用以撇減該現金生產單位(或一組單位)之任何商譽之賬面值，然後按比例減少單位(或一組單位)內其他資產之賬面值，但資產之賬面值不可減至低於其減去出售成本後之公平值(如能計量)或使用值(如能確定)。

- 減值虧損之回撥
倘據以釐定可收回金額之估計出現有利轉變，則減值虧損會被回撥。

減值虧損之回撥額不會超過假設該資產往年從來沒有確認減值虧損而釐定之賬面值。減值虧損之回撥將於確認回撥之年度內於損益確認。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and impairment of assets (continued)

(iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 2(k)(i) and 2(k)(ii)).

Impairment losses recognised in an interim period in respect of other financial assets are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates. Consequently, if the fair value of another financial asset increases in the remainder of the annual period, or in any other period subsequently, the increase is recognised in other comprehensive income and not profit or loss.

2 重要會計政策(續)

(k) 信貸虧損及資產之減值(續)

(iii) 中期財務報告及減值

根據上市規則，本集團必須遵照香港會計準則第34號「中期財務報告」之規定編製每個財政年度首六個月之中期財務報告。在中期期間結束時，本集團應用之減值測試、確認及回撥標準與財政年度結束時將會採用之相同(見附註2(k)(i)及2(k)(ii))。

於中期確認之其他金融資產減值虧損不會在往後期間回撥，即使只於與中期有關之財政年度結束時進行減值評估，亦不會導致確認虧損或只會確認輕微虧損。因此，倘其他金融資產之公平值於年內餘下時間，或於其後任何其他期間增加，則該增加會於其他全面收入而非於損益確認。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Inventories and other contract costs

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process.

Inventories are carried at the lower of cost and net realisable value as follows:

(i) Manufacturing

Cost is determined using the first-in, first-out method and comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

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 sales.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

2 重要會計政策(續)

(I) 存貨及合同成本

存貨乃指在日常業務過程中為出售，為此類銷售在生產過程中或在生產過程中消耗之材料或物料形式而持有之資產。

以成本值及可變現淨值兩者之較低者入賬之存貨如下：

(i) 製造業

成本利用先進先出法釐定及其中包括所有採購成本，轉換成本及將存貨運至目前地點及使其達至現狀所產生之其他成本。

可變現淨值乃在日常業務過程中之估計銷售價，減估計達成銷售所需之成本計算。

存貨出售時，其賬面值會在相關收入確認期間被確認為支出。存貨按可變現淨值撇減及所有存貨虧損會於撇減或虧損發生期間確認為支出。因可變現淨值增加而須回撥之任何存貨撇減會於回撥發生期間所確認之存貨支出扣減。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Inventories and other contract costs (continued)

(ii) Property development

Cost and net realisable values are determined as follows:

- Property under development for sale
The cost of properties under development for sale comprises specifically identified cost, including the acquisition cost of land, aggregate cost of development, materials and supplies, wages and other direct expenses and an appropriate proportion of overheads. Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the property.
- Completed property held for resale
In the case of completed properties developed by the Group, cost is determined by apportionment of the total development costs for that development project, attributable to the unsold properties. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

The cost of completed properties held for sale comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

2 重要會計政策(續)

(I) 存貨及合同成本(續)

(ii) 物業發展

成本與可變現淨值之釐定如下：

- 待沽在建物業
待沽在建物業之成本包括已明確識別之成本，包括土地收購成本、發展、物料及供應品累加成本、工資、其他直接開支及適當比例之間接費用。可變現淨值為估計售價減估計完工成本及為售出物業而產生之成本。
- 待沽物業
就本集團開發之竣工物業而言，成本乃按該開發項目中未售物業應佔總開發成本之部分釐定。可變現淨值為估計售價減為售出物業而產生之成本。

待沽物業之成本包括所有採購成本、轉換成本以及將存貨運至目前地點及使其達至現狀所產生之其他成本。

存貨出售時，其賬面值會在相關收入確認期間被確認為支出。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(I) Inventories and other contract costs (continued)

(ii) Property development (continued)

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

A right to recover returned goods is recognised for the right to recover products from customers sold with a right of return. It is measured in accordance with the policy set out in note 2(w)(i).

(iii) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory (see note 2(l)(i) and (ii)), property, plant and equipment (see note 2(h)) and intangible assets (see note 2(j)).

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained (for example, an incremental sales commission). Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

2 重要會計政策(續)

(I) 存貨及合同成本(續)

(ii) 物業發展(續)

存貨按可變現淨值撇減及所有存貨虧損會於撇減或虧損發生期間確認為支出。因可變現淨值增加而須回撥之任何存貨撇減會於回撥發生期間所確認之存貨支出扣減。

可收回退貨之權利確認為可從客戶收回已售附有退貨權之產品之權利。按附註2(w)(i)所列之政策計量。

(iii) 其他合同成本

其他合約成本是取得客戶合約之增量成本或履行客戶合約之成本，其並無資本化為存貨(見附註2(l)(i)及(ii))、物業、廠房及設備(見附註2(h))或無形資產(見附註2(j))。

取得合約之增量成本為本集團就取得客戶合約而產生，倘未能取得合約則不會產生之成本(例如增量銷售佣金)。倘有關收益之成本將在未來報告期間內確認，而成本預期可收回，則取得合約之增量成本於產生時會撥充資本。取得合約之其他成本在產生時支銷。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Inventories and other contract costs (continued)

(iii) Other contract costs (continued)

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in note 2(w).

2 重要會計政策(續)

(l) 存貨及合同成本(續)

(iii) 其他合同成本(續)

履行合約之成本會資本化；產生或增強將來用於提供商品或服務之資源；預計將被收回。與現有合約或特定可識別預期合約直接相關之成本可能包括直接人工，直接材料，成本分配，明確向客戶收取之成本以及僅因本集團訂立合約而產生之其他成本(例如，向分包商付款)。履行合約之其他成本(未作為存貨，物業，廠房和設備或無形資產資本化)在發生時計入費用。

已資本化合約成本按成本減累計攤銷及減值虧損列賬。當合約成本資產超過(i)本集團預期因交換資產相關貨品或服務而將收取之代價餘額減(ii)尚未確認為開支之直接與提供該等貨品或服務相關之任何成本之淨額時，確認減值虧損。

已資本化合約成本攤銷於確認資產相關收入時從損益內扣除。收入確認之會計政策載於附註2(w)。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see note 2(n)).

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 2(k)(i)).

(n) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 2(w)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECL in accordance with the policy set out in note 2(k)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see note 2(m)).

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 2(w)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2(m)).

For a single contract with the customers, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

2 重要會計政策(續)

(m) 貿易及其他應收賬款

應收賬款於本集團擁有無條件權利可收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價之權利為無條件。倘收益已於本集團有權無條件收取代價之前已確認，則該金額呈列為合約資產(見附註2(n))。

應收賬款使用實際利率法減信貸虧損撥備按攤銷成本列賬(見附註2(k)(i))。

(n) 合約資產及合約負債

當本集團有權無條件獲取合約所載付款條款代價前確認收入(見附註2(w))時確認合約資產。合約資產根據附註2(k)(i)所載政策評估預期信貸虧損，並於收取代價之權利成為無條件時重新分類為應收賬款(見附註2(m))。

當客戶於本集團確認相關收入前支付不可退還代價，即確認合約負債(見附註2(w))。倘本集團擁有無條件權利可於本集團確認相關收入之前收取不可退還代價，亦會確認合約負債。於此情況下，相應應收賬款亦會獲確認(見附註2(m))。

就與客戶之單一合約而言，呈列合約資產淨值或合約負債淨額。就多份合約而言，不相關合約之合約資產及合約負債不會按淨額基準呈列。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Contract assets and contract liabilities

(continued)

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 2(w)).

(o) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expenses is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2(y)).

(p) Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Trade and other payables are initially recognised at fair value, and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECL in accordance with the policy set out in note 2(k)(i).

2 重要會計政策(續)

(n) 合約資產及合約負債(續)

當合約包括重大融資部分，則合約餘額包括按實際利率法計算之應計利息(見附註2(w))。

(o) 帶息借貸

帶息借貸最初按公平值減交易成本確認，其後則按攤銷成本從實際利率法列賬。利息支出按本集團之會計政策確認為借貸成本(見附註2(y))。

(p) 貿易及其他應付賬款

貿易應付賬款指於日常業務過程中從供應商購買貨品或服務而應支付之義務。

貿易及其他應付賬款最初按公平值確認，其後則按攤銷成本列賬，除非貼現影響輕微，於此情況下則按成本列賬。

(q) 現金及現金等價物

現金及現金等價物包括銀行存款及現金、存放於銀行及其他金融機構之活期存款，以及流動性極高之短期投資，而此等投資可即時轉換為已知數額之現金，須承受輕微價值變動風險及於購入後三個月內到期。就編製綜合現金流量表而言，按通知即時償還之銀行透支視為本集團現金管理之一組成部分，亦被包括於現金及現金等價物。現金及現金等價物之預期信貸虧損按附註2(k)(i)之政策評估。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Employee benefits

(i) Employee leave entitlement

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

Group companies operate a defined contribution plan under which the Group pays fixed contributions into a separate entity on a mandatory, contractual or voluntary basis. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognised as employee benefit expense when they are due and are not reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iii) Retirement plan — Long service payments

The contributions to defined contribution retirement plans are charged as an expense in the year as the related services are provided by employees.

2 重要會計政策(續)

(r) 僱員福利

(i) 僱員享有假期之權利

僱員享有之年假及長期服務休假於僱員應享有時確認。截至報告期末止為僱員已提供之服務而產生之年假及長期服務休假估計其負債作出準備。僱員享有之病假及產假不作確認，直至僱員正式休假為止。

(ii) 退休金責任

本集團公司實行定額供款計劃，於該計劃下本集團以強制、合約或自願基準作出定額供款予一獨立實體。倘基金並無持有足夠資產向所有僱員就當期及以往期間之僱員服務支付福利，本集團並無法律或推定義務作出進一步供款。供款於到期支付時確認為僱員福利費用，且不會全數歸屬供款前離開計劃之僱員所放棄之供款扣減。預付供款按照現金退還或扣減未來付款時確認為資產。

(iii) 退休計劃 — 長期服務金

於定額供款退休計劃之供款於相關僱員提供服務之年度內作為費用支銷。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Employee benefits (continued)

(iii) Retirement plan — Long service payments (continued)

The Group's net obligation under the Hong Kong Employment Ordinance in respect of long service payments on cessation of employment under certain circumstances is the estimated discounted amount of future benefit that employees have earned in return for their services in the current and prior periods. The obligation is calculated annually using the projected unit credit method, taking into account offsettable accrued benefits related to the Group's Mandatory Provident Fund ("MPF") Scheme contributions.

The obligation is calculated using the projected unit credit method, discounted to its present value and reduced by entitlements accrued under the Group's retirement plans that are attributable to contributions made by the Group. The discount rate is the yield at the end of the reporting period on high quality corporate bonds which have terms to maturity approximating the terms of the related liability. The actuarial gains or losses are credited or charged to the consolidated statement of profit or loss and other comprehensive income in the current period.

(iv) Other compensations

Other directors' and employees' compensations are recorded as a liability and charged to profit or loss when the Group is contractually obliged or when there is a past practice that has created a constructive obligation and the associated services are rendered by the employees.

2 重要會計政策(續)

(r) 僱員福利(續)

(iii) 退休計劃 — 長期服務金(續)

當僱員在符合香港僱傭條例的若干情況下終止僱傭關係或退休時，本集團有關向其僱員支付長期服務金之責任淨額為僱員於本期間及過往期間提供服務所賺取之日後利益金額。本責任每年根據預算單位信貸記存法計算，並考慮本集團於強制性公積金(強積金)計劃供款之相關可對沖累算權益。

本責任以預計單位信貸法計算其貼現值，並扣除本集團退休計劃下本集團供款所佔之應計權益。貼現率為到期日與本集團負債期相若之優質企業債券於報告期末之孳息率。精算收益或虧損於當期之綜合損益及其他全面收入表計入或支銷。

(iv) 其他補償

當本集團有合同約束，或依據過往做法產生推定義務及由僱員提供相關服務，董事及僱員之其他補償則記錄為負債及於損益支銷。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Share-based payments

The Company operated an equity-settled, share-based compensation plan, under which the Company received services from employees in return for the granting of equity instruments (options) of the Company. The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- excluding the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. 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 reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision to the original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

The cash received for the shares issued when the options are exercised is credited to share capital (nominal value) and share premium, net of any directly attributable transaction costs.

2 重要會計政策(續)

(s) 以股份支付報酬

本公司設有一以權益結算、以股份支付之報酬計劃，根據該等計劃，本公司取得僱員之服務以作為本公司權益工具(購股權)之代價。授予僱員之購股權之公平值確認為僱員成本，並在權益內相應增加資本儲備。支出之總金額按照授予購股權之公平值釐定：

- 包括任何市場表現條件；
- 不包括任何服務及非市場表現之授予條件(例如盈利能力、銷售增長目標及在某特定時期留任為實體之僱員)之影響；及
- 不包括任何非授予條件(例如僱員儲蓄之規定)之影響。

非市場授予條件包括在有關預期授予購股權數目之假設。支出之總金額於歸屬期間確認，歸屬期指符合所有特定授予條件之期間。於每個結算日，實體依據非市場授予購股權條件估計其修訂對預期歸屬購股權之數目。實體於損益確認對原估計修訂(如有)之影響，並對權益作出相應調整。

在購股權行使時，認購發行股份之現金撥入股本(面值)及股本溢價，並扣除任何直接歸屬交易費用。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Share-based payments (continued)

The grant by the Company of options over its equity instruments to employees of a subsidiary in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in the subsidiary, with a corresponding credit to share-based compensation reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

(t) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

2 重要會計政策(續)

(s) 以股份支付報酬(續)

本公司向本集團附屬公司之僱員授予其權益工具之購股權被視為出資。收取僱員服務之公平值乃按歸屬日之公平值計量，並在歸屬期內確認為增加於附屬公司之投資，並相應計入以股份支付之酬金儲備直至購股權被行使(當其計入就已發行股份確認之股本金額)或購股權到期(當直接沖回至保留溢利)。

(t) 已終止經營業務

已終止經營業務為本集團業務之組成部分，其營運及現金流量可與本集團其他業務明確區分，該業務代表一個單獨之主要業務線或經營地區，或為出售一個單獨主要業務線或經營地區之單一協調計劃之一部分，或特為轉售而收購之附屬公司。

於出售時或當經營業務符合待分類為持作出售之準則時(以較早者為準)，將分類為已終止經營業務。撤銷業務時，該業務亦會分類為已終止經營業務。

當一項經營業務分類為已終止經營業務時，單項金額會在損益表中呈列，其中包括：

- 已終止經營業務之除稅後盈利或虧損；及
- 就構成已終止經營業務之資產或出售組別，計量公平價值減銷售成本時或於出售時確認之除稅後損益。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

2 重要會計政策(續)

(u) 所得稅

本年度所得稅包括本期稅項及遞延稅項資產及負債之變動。本期稅項和遞延稅項資產及負債之變動於損益確認，但倘與於其他全面收入或直接於權益確認之項目有關，則有關之稅項分別於其他全面收入或直接於權益確認。

本期稅項乃按報告期末已頒佈或基本上已頒佈之稅率計算之預期應付稅項，及就以往年度之應付稅項作出之任何調整。

遞延稅項資產及負債乃分別源自資產及負債項目於用於財務報告之賬面值及其稅項基礎值所產生之可扣稅及應課稅之暫時性差異。遞延稅項資產亦會來自尚未使用之稅務虧損及稅務抵免。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Income tax (continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

2 重要會計政策(續)

(u) 所得稅(續)

除若干有限度之特殊情況外，所有遞延稅項負債均予確認，而遞延稅項資產則應在預期出現應課稅溢利抵銷之情況下，予以確認。用以支持確認源自可扣稅暫時性差異之遞延稅項資產之未來應課稅溢利包括因回撥現有應課稅暫時性差異時所產生者，惟這些時差必須與同一稅務機關及同一應稅實體有關，並預期會在預期回撥可扣稅暫時性差異之同一期間或引至遞延稅項資產之稅務虧損可向後期或前期結轉之期間回撥。在釐定現有應課稅暫時性差異是否支持確認未使用之稅務虧損及抵免所產生之遞延稅項資產時，會採用上述同一標準，即倘該些差異與同一稅務機關及同一應稅實體有關，並預期會在可使用上述稅務虧損或抵免之期間內回撥，上述由稅務虧損或抵免所產生之遞延稅項資產便需確認。

該等確認遞延稅項資產及負債之有限例外情況，包括由不可作扣稅用途之商譽所產生之暫時性差異、初步確認但並不影響會計溢利及應課稅溢利之資產或負債(惟其不可為企業合併之一部分)、以及有關於附屬公司投資所引致之暫時差異(如為應課稅差異，只限於本集團可控制回撥之時間，並且不大可能在可見未來撥回之差異；或如為可扣減差異，則只限於可能在未來撥回之差異)。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Income tax (continued)

Where investment properties are carried at their fair values in accordance with the accounting policy set out in note 2(g), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

2 重要會計政策(續)

(u) 所得稅(續)

當投資物業按照附註2(g)之會計政策以公平值列報，確認之遞延稅項金額之計量乃參照於報告日以賬面值出售適用稅率計算，除非該物業是可以折舊及以一商業模式持有，而該模式之目的是以長時間去消耗該物業幾乎所有之經濟利益，而非經出售。至於其他資產，遞延稅項之計量基於預計該等變現資產或交付負債之賬面值，以報告期末已頒佈或基本上已頒佈之稅率計算。遞延稅項資產及負債均不作貼現。

遞延稅項資產之賬面值於各報告期末予以審閱，若日後不再可能有足夠應課稅溢利用以抵扣相關稅項利益，則扣減遞延稅項資產賬面值。若日後可能有足夠應課稅溢利用以抵扣，則撥回所扣減之數額。

股息分派產生之額外所得稅於支付相關股息之負債獲確認時予以確認。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Income tax (continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(v) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

2 重要會計政策(續)

(u) 所得稅(續)

本期稅項結餘及遞延稅項結餘及其變動額將各自呈列，並不予抵銷。本期稅項資產及遞延稅項資產只會在本集團有合法可強制執行權利以本期稅項資產抵銷本期稅項負債時，並且符合以下附帶條件之情況下，方可分別抵銷本期及遞延稅項負債：

- 就本期稅項資產及負債而言，本集團計劃按淨額基準結算，或同時變現該資產及清償該負債；或
- 就遞延稅項資產及負債而言，此等資產及負債必須與同一稅務機關就以下其中一項徵收之所得稅有關：
 - 同一應課稅實體；或
 - 不同之應課稅實體，該等實體預期在日後每個預計有大額遞延稅項負債需要清償或大額遞延稅項資產可以收回之期間內，按淨額基準變現本期稅項資產及清償本期稅項負債，或同時變現該資產及清償該負債。

(v) 準備及或然負債

當本集團因過往事件而須負上法定或推定義務，而履行該責任很可能導致經濟利益流出及能夠就此作出可靠估計時，方可確認準備。當金額涉及重大之時間價值時，則會按預期用以履行責任之開支之現值作出準備。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(v) Provisions and contingent liabilities (continued)

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognised for any expected reimbursement that would be virtually certain. The amount recognised for the reimbursement is limited to the carrying amount of the provision.

(w) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

2 重要會計政策(續)

(v) 準備及或然負債(續)

倘不一定須流出經濟利益履行責任或未能可靠估計金額，則該等責任將作為或然負債予以披露，惟出現經濟利益流出之可能性極微則除外。可能出現之責任(僅於一項或多項未來事件發生或不發生之情況下確定其是否存在)亦作為或然負債予以披露，惟出現經濟利益流出之可能性極微則除外。

倘清償一項撥備所需之部分或全部支出預計將由另一方償還，則為任何幾乎確定之預期償還確認一項單獨資產。確認償還之金額僅限於該準備之賬面值。

(w) 收入及其他收入

當收益來自本集團業務於日常業務過程中，銷售貨品、提供服務或以租賃方式給其他人使用本集團之資產，本集團將該收益分類為收入。

當產品之控制權轉移給客戶時，按照本集團預期有權獲得之承諾代價金額確認收入，不包括代表第三方收取之金額。收入不包括增值稅或其他銷售稅，並扣除任何貿易折扣。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Revenue and other income (continued)

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Sales of manufacturing goods

Revenue from the sales of goods is recognised when the customer takes possession of and accepts the products. Any advance payments received from customers prior to delivery of goods are recorded as contract liabilities (see note 2(n)).

In the comparative period, revenue from sales of manufacturing goods was recognised when the goods are delivered to the customer, the customer has accepted the products and the related risks and rewards of ownership and collectability of the related receivables is reasonably assured.

2 重要會計政策(續)

(w) 收入及其他收入(續)

倘合約包含之融資成分為客戶提供超過十二個月之重大融資利益，則收入按應收金額之現值計量，並使用與單獨融資交易中反映之貼現率貼現。客戶和利息收入按實際利率法單獨計提。倘合約包含為本集團提供重大融資利益之融資成分，則根據該合約確認之收益包括按實際利率法計算之合約負債所產生之利息開支。本集團利用香港財務報告準則第15號第63段之實際權宜之計，倘融資期為十二個月或以下，則不會就重大融資成分之任何影響調整代價。

本集團收入及其他收入確認政策之進一步詳情如下：

(i) 製造貨品銷售

當客戶擁有並接受貨品，銷售貨品所產生之收入才確認。客戶於送貨前預付之款項記錄為合約負債(見附註2(n))。

於比較期間，當貨品已交付予客戶，客戶亦接收產品及擁有者之有關風險與回報，以及有關應收款之收回可合理確保時銷售貨品所產生之收入才確認。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Revenue and other income (continued)

(ii) Sales of properties

Revenue arising from the sale of properties developed for sale in the ordinary course of business is recognised when the property is accepted by the customer, or deemed as accepted according to the contract, whichever is earlier, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under contract liabilities (see note 2(n)).

To the extent that the advance payments from customers are regarded as providing a significant financing benefit to the Group, revenue recognised under that contract includes the interest accreted on the contract liability under the effective interest method during the period between the payment date and the completion date of legal assignment. The discount rate applied is reflective of the rate in a separate financing transaction between the Group and the customer at contract inception. The interest is expensed as accrued unless it is eligible to be capitalised under HKAS 23, Borrowing costs, in accordance with the policies set out in note 2(y).

(iii) Rental income from operating leases

Rental income from operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset.

2 重要會計政策(續)

(w) 收入及其他收入(續)

(ii) 物業銷售

本集團在正常業務過程中銷售物業所產生之收入於客戶接受該物業時或根據合同被視為已接受時(以較早者為準)亦即當客戶有能力直接使用物業並獲得該物業之所有剩餘利益之某個時點予以確認。在確認收入當日前就出售物業收取之訂金和分期付款，包括於綜合財務狀況表之合約負債內(見附註2(n))。

倘收到客戶預付款被視為向集團提供重大融資利益，則根據該合約確認之收益包括於付款日至法定轉讓完成日期間按實際利率法計算之合約負債所產生之利息開支。採用之貼現率反映本集團與客戶單獨融資交易合約建立時之貼現率。除非符合香港會計準則第23號「借貸成本」予以資本化(見附註2(y))，否則利息按應計費用支銷。

(iii) 經營租賃之租金收入

經營租賃之租金收入按租約期涉及之期間平均攤分並於損益確認，倘有其他基準更清楚地反映使用租賃資產所產生之收益模式則除外。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Revenue and other income (continued)

(iv) Interest income

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2(k)(i)).

(v) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expenses.

2 重要會計政策(續)

(w) 收入及其他收入(續)

(iv) 利息收入

利息收入以資產之實際利率，按照將金融資產之預計使用年限內之估計未來現金收入與金融資產之賬面總值準確折現之利率計算確認。就信貸並無減值並按攤銷成本或按公平值計入其他全面收入(可轉回)計量之金融資產而言，實際利率用於該資產之賬面總值。就信貸出現減值之金融資產而言，實際利率用於該資產之攤銷成本(即賬面總值減去虧損撥備)(見附註2(k)(i))。

(v) 政府資助

當可合理保證將會收取政府資助及本集團將會符合資助所附帶之條件時，政府資助最初於財務狀況表確認。用以補償本集團已產生開支之資助於該等開支產生之期間於損益表有系統地確認收入。用以補償本集團資產成本之資助，資助於該資產賬面值扣除及其後按其可用年期減少折舊費用之方式於損益實際確認。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(x) Translation of foreign currencies

(i) 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 Hong Kong dollars, which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

2 重要會計政策(續)

(x) 外幣換算

(i) 功能及列賬貨幣

本集團各個實體之財務報表所列項目均以該實體營運所在之主要經濟環境之貨幣計量(「**功能貨幣**」)。綜合財務報表以港元呈報，港元為本公司之功能及列報貨幣。

(ii) 交易及結餘

本年度內以外幣結算之交易按交易日之匯率換算。以外幣為單位之貨幣性資產及負債則按報告期末適用之外幣匯率換算。兌換收益及虧損於損益確認。

以歷史成本計量之非貨幣性外幣資產及負債按交易日適用之外幣匯率兌換，交易日乃本集團初步確認該等非貨幣資產或負債之日期。以公平值列賬之外幣非貨幣資產及負債乃以計量公平值當日適用之外幣匯率兌換。

Notes to the Financial Statements

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(x) Translation of foreign currencies (continued)

(ii) Transactions and balances (continued)

The results of operations with functional currency other than Hong Kong dollars are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollar at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the translation reserve.

On disposal of an operation with functional currency other than Hong Kong dollars, the cumulative amount of the exchange differences relating to that operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(y) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

2 重要會計政策(續)

(x) 外幣換算(續)

(ii) 交易及結餘(續)

非以港元為功能貨幣之業務之業績乃按與交易日通行之外匯匯率相若之匯率換算為港元，財務狀況表項目則按報告期末之匯率換算為港元，而所產生之兌換差異於其他全面收入確認，並另於權益之換算儲備中累計。

於出售非以港元為功能貨幣之業務時，與該項業務有關之累計兌換差異於確認出售損益時，由權益重新分類至損益。

(y) 借貸成本

直接因收購、興建或生產一項須花一段很長時間始能投入擬定用途或出售之資產之借貸成本會被資本化為該資產成本之一部份。其他借貸成本乃於產生期間支銷。

屬於合資格資產成本一部分之借貸成本於當資產開支產生、借貸成本產生及使資產投入擬定用途或出售所必需之準備工作進行期間開始資本化。當絕大部分合資格資產投入擬定用途或出售所必需之準備工作中斷或完成，借貸成本則暫停或停止資本化。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(CONTINUED)

(z) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or the Group's parent.

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

2 重要會計政策(續)

(z) 有關連人士

(a) 倘屬以下人士，則該人士或該人士之近親與本集團有關連：

- (i) 擁有本集團之控制權或共同控制權；
- (ii) 對本集團有重大影響；或
- (iii) 為本集團或本集團母公司之管理層成員。

(b) 倘符合下列任何條件，則一實體與本集團有關連：

- (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (ii) 一實體為另一實體之聯營公司或合營企業(或一實體為集團旗下成員公司之聯營公司或合營企業而另一實體為集團成員公司)。
- (iii) 兩間實體均為同一第三方之合營企業。
- (iv) 一實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(z) Related parties (continued)

(b) (continued)

- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in note 2(z)(a).
- (vii) A person identified in note 2(z)(a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a Group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(aa) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

2 重要會計政策(續)

(z) 有關連人士(續)

(b) (續)

- (v) 該實體為本集團或為本集團有關連之實體之僱員而設之退休福利計劃。
- (vi) 實體受於附註2(z)(a)所識別之人士控制或受共同控制。
- (vii) 於附註2(z)(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體之母公司)主要管理層成員。
- (viii) 該實體或該實體所屬集團之任何成員公司向本集團或本集團之母公司提供主要管理人員服務。

任何人士之家庭近親成員指在與實體往來之過程中預期可影響該人士或受其影響之家庭成員。

(aa) 分部報告

營運分部及財務報表中各分部項目之金額，均見於定期向本集團最高行政管理人員匯報之財務資料以對本集團內不同部門及地區作出資源分配及評估其表現。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(aa) Segment reporting (continued)

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

(ab) Distribution of non-cash assets to owners

Upon loss of control of a subsidiary through distribution of shares in the subsidiary to the shareholders of the Company where the subsidiary is ultimately controlled by the same parties both before and after the distribution, the Group (a) derecognises the assets and liabilities of the subsidiary at their carrying amounts at the date when control is lost; and (b) measures the distribution and the liability to distribute non-cash assets as a dividend to its owners at the carrying amount of the net assets to be distributed.

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: currency risk, interest rate 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.

2 重要會計政策(續)

(aa) 分部報告(續)

個別重大之營運分部不會匯集進行財務匯報，除非此等分部有類似之經濟特徵、產品與服務性質、生產過程性質、客戶類別或級別、分銷產品或提供服務之方法，以及監管環境性質。倘個別並不重大之營運分部符合上述大部分條件，或會匯集處理。

(ab) 非現金資產分派予擁有人

向擁有人分派非現金資產因向本公司股東分派附屬公司的股份而對該附屬公司失去控制權，而附屬公司於分派前後最終受同一方控制時，本集團(a)於失去控制權當日按附屬公司資產及負債之賬面值終止確認該等資產及負債；及(b)按將予分派之資產淨值之賬面值計量分派及向其擁有人分派非現金資產作為股息之負債。

3 財務風險管理及金融工具公平值

(a) 財務風險因素

本集團業務承受多種財務風險：外幣風險、利率風險、信貸風險及流動資金風險。本集團之整體風險管理計劃專注於財務市場之難預測性，並尋求儘量減低對本集團財務表現之潛在不利影響。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial risk factors (continued)

Risk management is carried out by the Group's Finance and Accounting department ("Group F&A") under policies approved by the Board of Directors. Group F&A identifies, evaluates and mitigates financial risks in close co-operation with the Group's operating units. The Board is responsible for overall risk management which covers currency risk, interest rate risk, credit risk, use of derivative financial instruments and cash management.

The Group's exposure to the aforesaid risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(i) Currency risk

The Group operates primarily in Hong Kong and the Mainland China and most of its business transactions, assets and liabilities are denominated in HK\$, United States dollars ("US\$") and Renminbi ("RMB"). Currency risk arises from commercial transactions, recognised assets and liabilities and net investments in foreign operations that are denominated in a currency that is not the entity's functional currency. As HK\$ are pegged against US\$, management considers that the Group is mainly exposed to foreign currency risk with respect to Renminbi. Management will continue to monitor foreign exchange exposure and will take measures to minimise the currency translation risk. The conversion rate of Renminbi to foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC Government.

3 財務風險管理及金融工具公平值 (續)

(a) 財務風險因素 (續)

風險管理由本集團之財會部(「集團財會」)按照董事會批准之政策執行。集團財會透過與本集團經營單位之緊密合作，負責釐定、評估及減輕財務風險。董事會負責整體風險管理涵蓋外幣風險、利率風險、信貸風險、使用衍生金融工具及現金管理。

本集團面對上述風險以及本集團用於管理該等風險之財務風險管理政策如下所述。

(i) 外幣風險

本集團主要在香港及中國內地經營，大部份業務交易、資產及負債以港元、美元及人民幣為單位。外幣風險來自非以本實體功能貨幣為單位之商業交易、已確認之資產及負債及於海外營運之投資淨額。由於港元與美元掛鈎，管理層認為本集團主要面對人民幣外匯風險。管理層將持續監控外匯風險，並會採取措施減低外幣換算風險。人民幣對外幣之兌換率受制於中國政府所頒佈之外匯管制條例及規則。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial risk factors (continued)

(i) Currency risk (continued)

The following table details the currency portfolio of the Group's monetary assets/(liabilities) denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the portfolio are expressed in HK\$, translated using the spot rate at the end of the reporting period:

		At 31 March 2023 二零二三年三月三十一日			
		HK\$ 港元 \$'000 千元	US\$ 美元 \$'000 千元	RMB 人民幣 \$'000 千元	Others 其他 \$'000 千元
Trade and bills receivable and other receivables	貿易及票據應收賬款及其他應收賬款	—	496,266	1,142	18
Other financial assets	其他金融資產	—	13,067	—	—
Cash and bank deposits	現金及銀行存款	4,224	105,860	2,507	1,523
Amounts due from related companies	應收關連公司賬款	—	—	705	—
Trade payables	貿易應付賬款	—	(238,611)	(43,500)	(154)
Accruals and other payables	應計費用及其他應付賬款	—	(19)	—	—
Amounts due to related companies	應付關連公司賬款	—	—	(3,795)	—

3 財務風險管理及金融工具公平值 (續)

(a) 財務風險因素 (續)

(i) 外幣風險 (續)

下表詳列本集團以相關實體功能貨幣以外其他貨幣為單位之貨幣性資產/(負債)之貨幣組合。為列賬用途，此組合之金額以報告期末即期匯率兌換，並以港元列示：

Notes to the Financial Statements

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial risk factors (continued)

(i) Currency risk (continued)

3 財務風險管理及金融工具公平值 (續)

(a) 財務風險因素 (續)

(i) 外幣風險 (續)

		At 31 March 2022 二零二二年三月三十一日			
		HK\$	US\$	RMB	Others
		港元	美元	人民幣	其他
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Trade and bills receivable and other receivables	貿易及票據應收賬款及其他應收賬款	-	572,876	1,441	10
Other financial assets	其他金融資產	-	19,514	-	9,702
Cash and bank deposits	現金及銀行存款	4,229	96,110	2,133	1,507
Amounts due from related companies	應收關連公司賬款	-	-	636	-
Trade payables	貿易應付賬款	-	(252,708)	(42,112)	(68)
Accruals and other payables	應計費用及其他應付賬款	-	(108,832)	(133)	-
Amounts due to related companies	應付關連公司賬款	-	-	(3,611)	-

At 31 March 2023, if HK\$ had weakened/strengthened by 5% against the RMB with all other variables held constant, post-tax profit for the year and retained earnings would have decreased/increased approximately \$1,788,000 (2022: \$1,735,000 decreased/increased), mainly as a result of the net foreign exchange gains/losses on translation of Renminbi-denominated trade and other receivables, cash and bank deposits, trade and other payables and bank borrowings.

於二零二三年三月三十一日，倘其他變動因素維持不變，港元兌人民幣貶值／升值5%，年度稅後溢利將減少／增加約1,788,000元(二零二二年：減少／增加1,735,000元)。此乃主要因換算以人民幣計值之貿易及票據應收賬款及其他應收賬款、現金及銀行存款、貿易應付賬款及應收／應付關連公司賬款所產生之淨外匯收益／虧損。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial risk factors (continued)

(i) Currency risk (continued)

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax (and retained earnings) and other components of equity that would arise assuming that the change in foreign exchange rate of HK\$ against the RMB had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk, including inter-company payables and receivables with the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis is performed on the same basis for 2022.

(ii) Interest rate risk

Monetary assets/liabilities acquired at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group's interest rate risk arises from bank borrowings and bank deposits which are primarily issued at variable rates.

3 財務風險管理及金融工具公平值(續)

(a) 財務風險因素(續)

(i) 外幣風險(續)

從上述敏感度分析顯示，假設於報告期末港元兌人民幣匯率變動，對本集團之除稅後溢利(及保留溢利)及其他權益組合產生之瞬間變動，及本集團面對之外匯風險，包括本集團旗下各實體並非以貸款者或借款者之功能貨幣為本位之公司間應付賬款及應收賬款已應用在重新計量集團擁有之金融工具。二零二二年之分析以相同之基準進行。

(ii) 利率風險

以浮動利率及固定利率購入之貨幣性資產／負債使本集團分別面對現金流量利率風險及公平值利率風險。本集團之利率風險來自其主要以浮動利率發放之銀行借貸及銀行存款。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial risk factors (continued)

(ii) Interest rate risk (continued)

The following table details the interest rate profile of the Group's interest-bearing assets and liabilities at the end of the reporting period:

3 財務風險管理及金融工具公平值 (續)

(a) 財務風險因素 (續)

(ii) 利率風險 (續)

下表詳列於報告期末本集團帶息資產及負債利率之概況：

	Note 附註	At 31 March 2023 二零二三年三月三十一日		At 31 March 2022 二零二二年三月三十一日	
		Effective interest rate % 實際利率	\$'000 千元	Effective interest rate % 實際利率	\$'000 千元
Fixed rate interest-bearing assets/(liabilities):					
Deposits with banks with 3 months or less to maturity when placed	17	3.18%	31,314	0.42%	18,000
Key management insurance contracts	13	2.01%	13,067	2.01%	19,514
Lease liabilities	24	5.24%	(9,737)	5.13%	(20,576)
Variable rate interest-bearing assets/(liabilities):					
Pledged deposits	16	—	—	1.61%	84,539
Restricted deposits	17	—	—	1.63%	397,961
Cash at bank	17	0.01%	127,143	0.01%	422,227
Bank borrowings	23	5.04%	(652,372)	2.94%	(1,201,184)

At 31 March 2023, with all other variables held constant, if the interest rate had increased/decreased by 50 basis points, the corresponding increase/decrease in interest expenses on bank borrowings and interest income from bank deposits at variable rates will result in a net decrease/increase in the Group's post-tax profit by approximately \$2,088,000/\$2,711,000 (2022: decrease/increase by \$491,000/\$2,560,000).

於二零二三年三月三十一日，所有其他變動因素維持不變，倘利率上調／下調五十個點子，相應增加／減少之銀行借貸利息支出及銀行存款利息收入將使本集團稅後溢利淨減少／增加約2,088,000元／2,711,000元(二零二二年：減少／增加491,000元／2,560,000元)。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial risk factors (continued)

(ii) Interest rate risk (continued)

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax (and retained earnings) and other components of equity that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit after tax (and retained earnings) and other components of equity is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis for 2022.

(iii) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group and is managed on a Group basis. The Group's credit risk mainly arises from financial assets and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding trade and other receivables. For banks and financial institutions, only independent parties with high credit rating are accepted.

3 財務風險管理及金融工具公平值 (續)

(a) 財務風險因素 (續)

(ii) 利率風險 (續)

從以上敏感度分析顯示，假設於報告期末利率發生變動，而需重新計量本集團持有之面臨公平值利率風險之金融工具，本集團除稅後溢利(及保留溢利)及部分權益之其他組成部分將會產生即時變動。對於本集團於報告期末持有之浮動利率非衍生工具產生之現金流量利率風險而言，對本集團除稅後溢利(及保留溢利)及權益之其他組成部分之影響乃基於該等利率之改變對年度利息支出或收入之影響而進行估計。二零二二年之分析以相同之基準進行。

(iii) 信貸風險

信貸風險是指交易對方違反合約義務導致本集團財務損失，其照組合方式管理。本集團信貸風險主要來自金融資產及銀行與財務機構之存款，亦有來自客戶之信貸風險，包括未償還之貿易及其他應收賬款。對於銀行及財務機構，只會接納信用評級良好之獨立方。

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3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial risk factors (continued)

(iii) Credit risk (continued)

Trade receivables and contract assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. There is a concentration of credit risk in respect of trade and bills receivable as the Group's sales are made primarily to a few key customers. At 31 March 2023, the trade and bills receivable from five largest customers accounted for approximately 85% (2022: 86%) of the total trade and bills receivable.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 90 days from the date of billing. Normally, the Group does not obtain collateral from customers.

Prepayment, deposits and other receivables

Credit risk in respect of other receivables, the Group monitors the exposures and manages them based on historical settlement records and past experience, current conditions and forecast of future economic conditions.

3 財務風險管理及金融工具公平值 (續)

(a) 財務風險因素 (續)

(iii) 信貸風險

貿易應收賬款及合約資產

本集團涉及之信貸風險主要受到各客戶之個別特徵所影響，而非客戶所從事行業及所在國家，因此，高度集中信貸風險主要源自本集團個別客戶出現重大風險。於二零二三年三月三十一日，五大貿易及票據應收賬款之客戶佔貿易及票據應收賬款總額約85% (二零二二年：86%)。

本集團會對要求超過一定信用額度之所有客戶進行個別信用評估。此等評估針對客戶過往於到期時之還款記錄及現時支付能力，並考慮客戶之特定賬戶資料及客戶所處經濟環境之相關資料。貿易應收賬款於結算日起九十天內到期。本集團一般不會向客戶收取抵押品。

預付款、按金及其他應收賬款

有關其他應收賬款之信貸風險，本集團根據過往還款記錄及經驗、當前狀況及未來經濟狀況預測，監察及管理其風險。

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3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial risk factors (continued)

(iii) Credit risk (continued)

Amounts due from related parties

Credit risk in respect of amounts due from related parties are limited given that the Group assesses and closely monitors their financial conditions and the related parties have sufficient reserves of resources to settle the amount as they fall due. Therefore, the ECL allowance is considered insignificant.

Cash and bank deposits (including restricted deposits)

The credit risk on cash at banks (including restricted deposits) is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies. Transactions in relation to derivative financial instruments, if any, are only carried out with financial institutions of high reputation. The Group has policies that limit the amount of credit exposure to any one financial institution. Cash and cash equivalent are normally placed with major licensed banks. Management does not expect any of these licensed banks or financial institutions to fail to meet their obligations.

(iv) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of credit facilities. The Group aims to maintain flexibility in funding by keeping credit lines available at all times.

3 財務風險管理及金融工具公平值 (續)

(a) 財務風險因素 (續)

(iii) 信貸風險 (續)

應收關連公司賬款

應收關連公司賬款之信貸風險有限，因本集團評估及密切監察關連公司之財務條件及有充足儲備資源支付到期賬款。因此，預期信貸虧損被視為並不顯著。

現金及銀行存款(包括受限制存款及質押存款)
銀行現金(包括受限制存款及質押存款)之信貸風險有限，因交易對手為受國際評級機構確定為信用評級良好之銀行。與衍生金融工具有關之交易(如有)，亦只會與良好信譽之金融機構進行。本集團有政策限制對任何一間金融機構信貸風險之金額。現金及現金等價物一般存入主要持牌銀行，管理層預期任何此等持牌銀行或金融機構不會未能履行其責任。

(iv) 流動資金風險

審慎之流動資金風險管理意指維持充足現金及透過取得充裕之信貸融資獲得可動用資金。本集團經常致力保持信貸可動用額度以維持資金供應之靈活性。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Financial risk factors (continued)

(iv) Liquidity risk (continued)

The table below analyses the Group's financial liabilities classified into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date (without consideration of covenant breach as disclosed in note 23). The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within twelve months equal their carrying balances as the impact of discounting is not significant.

3 財務風險管理及金融工具公平值 (續)

(a) 財務風險因素 (續)

(iv) 流動資金風險 (續)

以下列表分析本集團之金融負債，該負債按由報告期末至合約到期日餘下期間未分類至有關到期組別(不考慮於附註23所披露之違反契諾)。表中所披露金額為合約未貼現之現金流量。由於貼現之影響並不重大，故十二月個月內到期之結餘與其賬面值相若。

		Contractual undiscounted cash outflow				
		合同未折現現金流出				
		Carrying amount	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
		賬面值	少於一年	一至兩年	二至五年	合共
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
At 31 March 2023	於二零二三年三月三十一日					
Trade payables	貿易應付賬款	350,212	350,212	-	-	350,212
Accruals and other payables	應計費用及其他應付賬款	481,179	481,179	-	-	481,179
Amounts due to related companies	應付關連公司賬款	3,848	3,848	-	-	3,848
Amount due to an associate	應付聯營公司賬款	3,895	3,895	-	-	3,895
Lease liabilities	租賃負債	9,737	6,956	3,171	-	10,127
Bank borrowings	銀行借貸					
— without repayable on demand clause	— 沒有按要項償還條款	466,000	186,629	299,392	-	486,021
— with repayable on demand clause	— 附有按要項償還條款	186,372	91,996	53,121	50,984	196,101
		1,501,243	1,124,715	355,684	50,984	1,531,383

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3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

- (a) Financial risk factors (continued)
(iv) Liquidity risk (continued)

3 財務風險管理及金融工具公平值 (續)

- (a) 財務風險因素 (續)
(iv) 流動資金風險 (續)

		Contractual undiscounted cash outflow 合同未折現現金流出				
		Carrying amount 賬面值 \$'000 千元	Less than 1 year 少於一年 \$'000 千元	Between 1 and 2 years 一至兩年 \$'000 千元	Between 2 and 5 years 二至五年 \$'000 千元	Total 合共 \$'000 千元
At 31 March 2022	於二零二二年 三月三十一日					
Trade payables	貿易應付賬款	375,951	375,951	-	-	375,951
Accruals and other payables	應計費用及其他應付 賬款	1,143,981	1,143,981	-	-	1,143,981
Amounts due to related companies	應付關連公司賬款	3,664	3,664	-	-	3,664
Amount due to an associate	應付聯營公司賬款	1,532	1,532	-	-	1,532
Lease liabilities	租賃負債	20,576	8,800	7,926	5,346	22,072
Bank borrowings	銀行借貸					
— without repayable on demand clause	— 沒有按 要求償還 條款	1,151,228	715,667	181,511	297,378	1,194,556
— with repayable on demand clause	— 附有按 要求償還 條款	49,956	24,014	6,192	1,281	31,487
		2,746,888	2,273,609	195,629	304,005	2,773,243

(b) Capital risk 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 equity shareholders and benefits for other stakeholders and to maintain an optimal capital structure.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

(b) 資金風險管理

本集團資金管理之目標為保障本集團按持續經營基準繼續營運之能力，為權益持有人帶來回報，同時兼顧其他利益相關者之利益，並維持最佳之資本結構。

為維持或調整資本結構，本集團或會調整支付予股東之股息、退還予股東之股本、發行新股或出售資產以減低債務。

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3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

(b) Capital risk management (continued)

Consistent with others in the industry, the Group monitors capital on the basis of the net gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total bank borrowings and lease liabilities less cash and bank deposits (including pledged and restricted deposits). Total capital is calculated as the total equity as shown in the consolidated statement of financial position.

The Group's strategy, which is unchanged from prior year, is to maintain an acceptable net gearing ratio. The net gearing ratios at 31 March 2023 and 2022 are as follows:

3 財務風險管理及金融工具公平值 (續)

(b) 資金風險管理 (續)

與業內其他公司一樣，本集團利用淨負債比率監察其資本。此比率按照淨借貸額除以總資本計算。淨借貸額為銀行借貸總額及租賃負債減現金及銀行存款(包括質押及受限制存款)。總資本為權益總值(如綜合財務狀況表所列)。

本集團之策略與往年不變，即秉承維持可接受之淨負債比率。於二零二三年及二零二二年三月三十一日之淨銀行借貸比率如下：

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Total bank borrowings	銀行借貸總額	652,372	1,201,184
Lease liabilities	租賃負債	9,737	20,576
Less: Cash and bank deposits	減：現金及銀行存款	(159,445)	(441,548)
Restricted deposits	受限制存款	-	(397,961)
Pledged deposits	質押存款	-	(84,539)
Net borrowings	淨借貸	502,664	297,712
Total equity	權益總值	936,762	1,696,552
Net gearing ratio	淨負債比率	54%	18%

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3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value estimation

The carrying value less impairment provision for trade and bills receivable, other receivables and trade and other payables are a reasonable approximation of their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined 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).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The Group has a team headed by the Assistant Accounting Director performing valuations for the insurance contracts which are categorised into Level 3 of the fair value hierarchy. A valuation report with analysis of changes in fair value measurement is prepared by the team at each interim and annual reporting date, and is reviewed and approved by the Chief Financial Officer. Discussion of the valuation process and results with the Chief Financial Officer is held twice a year, to coincide with the reporting dates.

3 財務風險管理及金融工具公平值 (續)

(c) 公平值估計

貿易及票據應收賬款減去虧損撥備後、其他應收賬款及貿易及其他應付賬款之賬面值合理接近其公平值。作為披露目的，財務負債公平值之估計按未來合約現金流量以本集團於目前市況相近之金融工具之利率貼現計算。

下表利用估值法分析按公平值入賬之金融工具。不同層級之定義如下：

- 相同資產或負債在活躍市場之報價(未經調整)(第一層)。
- 除了第一層所包括之報價外，該資產或負債之可觀察之數據，可為直接(即例如價格)或間接(即源自價格)(第二層)。
- 並非依據可觀察市場數據之資產或負債之數據(即非可觀察數據)(第三層)。

本集團設有由副會計總監所帶領之團隊，對分類為公平值層級第三層之保險合約進行估值。載有公平值變動計量分析之估值報告乃由該團隊於每次中期及年度報告日編製，並由首席財務官審閱及批准。為配合報告日，每年與首席財務官討論估值過程及結果兩次。

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3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

3 財務風險管理及金融工具公平值 (續)

(c) Fair value estimation (continued)

The following table presents the Group's financial assets that are measured at fair value on a recurring basis at 31 March 2023:

(c) 公平值估計 (續)

於二零二三年三月三十一日，本集團以經常性基礎公平值計量呈報之金融資產如下：

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Assets:	資產：		
Level 1	第一層		
— Listed equity securities (note 13)	— 上市股權證券 (附註13)	—	9,702
Level 3	第三層		
— Key management insurance contracts (note 13)	— 重要管理層 保險合約 (附註13)	13,067	19,514
		13,067	29,216

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.

在活躍市場買賣之金融工具之公平值根據報告日之市場報價列賬。本集團持有之金融資產之市場報價為當時買方報價。此等工具包括在第一層。

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available 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.

沒有在活躍市場買賣之金融工具(例如場外衍生工具)之公平值利用估值技術釐定。估值技術儘量利用可觀察市場數據，儘量少依賴實體之特定估計。倘計算一金融工具之公平值所需之所有重大數據為可觀察數據，則該金融工具列入第二層。

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

如一項或多項重大數據並非根據可觀察市場數據，則該金融工具列入第三層。

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3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value estimation (continued)

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- The fair value of structured foreign exchange forward products is determined using Monte Carlo simulation, taking into account of observable market parameters such as forward exchange rates, volatility and interest rates at the reporting date.
- Other techniques, such as discounted cash flow analysis including dividend growth model, are used to determine fair value for the remaining financial instruments.

There were no transfers of financial assets/liabilities between Level 1, Level 2 and Level 3 fair value hierarchy classifications.

Information about Level 3 fair value measurements

3 財務風險管理及金融工具公平值 (續)

(c) 公平值估計 (續)

用以估值金融工具之特定估值技術包括：

- 同類型工具之市場報價或交易商報價。
- 結構性外匯遠期產品之公平值利用蒙地卡羅模擬法釐定，已考慮到可觀察之市場參數，例如於報告日之遠期匯率、波幅及利率。
- 其他技術，例如貼現現金流量分析，包括股息增長模式，用以釐定其餘金融工具之公平值。

第一、第二與第三層公平值層級分類之間並無金融資產／負債之轉撥。

有關第三層公平值計量資料

	Valuation techniques 估值技術	Significant unobservable inputs 非可觀察重大數據	Range 範圍	Weighted average 加權平均數
Key management insurance contracts 重要管理層保險合約	Discounted cash flow model 貼現現金流量法	Discount rate 貼現率	2.0%–2.01% (2022: 2.0%–2.01%) 2.0%–2.01% (二零二二年： 2.0%–2.01%)	2.01% (2022: 2.01%) 2.01% (二零二二年： 2.01%)

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3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value estimation (continued)

The fair value of insurance contracts is determined using the discounted cash flow model. The duration of the cash flows and the specific timing of inflows and outflows are determined by conditions in accordance with the terms of the respective insurance contracts. The periodic cash flow is estimated as gross redemption value and interest income less surrender charges. The series of periodic net income for the contracting periods is then discounted. The fair value measurement is negatively correlated to the discount rate. As at 31 March 2023, it is estimated that with all other variables held constant, a decrease/increase in discount rate by 1% would have increased/decreased the Group's other comprehensive income by \$1,855,000 (2022: \$2,675,000).

The movement during the year in the balance of these Level 3 fair value measurements are as follows:

3 財務風險管理及金融工具公平值 (續)

(c) 公平值估計 (續)

保險合約之公平值乃採用貼現現金流量法釐定。現金流量之期限以及流入及流出之特定時間乃根據各保險合約之條款釐定。定期現金流量乃估計為總贖回價值及利息收入減退保費用。合約期間之一連串定期淨收入乃予以折讓。公平值計量與貼現率乃反向關連。於二零二三年三月三十一日，估計在所有其他變數維持穩定之情況下，貼現率減少／增加1%將增加／減少本集團之其他全面收入1,855,000元（二零二二年：2,675,000元）。

年內該等第三層公平值計量之結餘變動如下：

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Key management insurance contracts	重要管理層保險合約		
Beginning of the year	年初	19,514	18,956
Disposal	出售	(6,794)	-
Interest income recognised in profit or loss	於損益確認之利息收入	321	377
Exchange gain recognised in profit or loss	於損益確認之匯兌收益	-	125
Fair value gain recognised in other comprehensive income during the year	年內於其他全面收入確認之公平值收益	26	56
End of the year	年底	13,067	19,514

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value estimation (continued)

There were no fair value losses or gains for the years included in profit or loss for these assets held at 31 March 2023 and 2022.

4 ACCOUNTING JUDGEMENT AND ESTIMATES

Estimates and judgements 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.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates may be different from the actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in future years are discussed below.

(a) Expected credit loss allowance for trade receivables

The Group maintains a loss allowances of trade receivables measured at an amount equal to lifetime ECL of receivables stated at amortised cost. The loss allowance is estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factor that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date. If there is a change in the financial condition of the debtors, actual write-offs would be higher or lower than estimated.

3 財務風險管理及金融工具公平值 (續)

(c) 公平值估計 (續)

於二零二三年及二零二二年三月三十一日所持有資產並沒有公平值收益或虧損包括於損益內。

4 會計判斷及估計

估計及判斷根據過往經驗及其他因素(包括在有關情況下相信對未來事件之合理預測)被持續進行評估。

本集團對未來作出估計及假設。所得之會計估計很少與其實際結果相同。很大機會導致未來年度之資產及負債之賬面值作出重大調整之估計及假設討論如下。

(a) 貿易應收賬款之預期信貸虧損撥備

本集團維持貿易應收賬款之虧損撥備，計量相等於整個存續期以攤銷成本列賬之預期信貸虧損金額，該虧損撥備估計使用撥備矩陣計算，以本集團之過往信貸虧損經驗，根據債務人於報告日期之特定因素及對當前及預計一般經濟狀況之評估進行調整。如債務人之財務狀況有變動，實際撇銷會比估計之更高或更低。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

4 ACCOUNTING JUDGEMENT AND ESTIMATES (CONTINUED)

(b) Write-down of inventories

Inventories are written down to the net realisable value based on an assessment of the realisability of inventories. Write-downs on inventories are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value and write-downs of inventories.

5 SEGMENT REPORTING

The Group's chief operating decision-maker ("Management") reviews the Group's internal reports periodically in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The Group is organised on a worldwide basis into two (2022: three) major operating segments. They are (i) metal and plastic business and (ii) electronic manufacturing services business. Real estate business was formerly a major operating segment until it was distributed of during the year ended 31 March 2023, and its results for 2022 and up to the time of distribution on 22 March 2023 are disclosed in note 18.

Management considers the business from both a geographic and products and services perspective. From a products and services perspective, Management assesses the performance of metal and plastic business, electronic manufacturing services business and discontinued operations. In addition, there is further evaluation on a geographic basis (Japan, Hong Kong, Mainland China, Asia (excluding Japan, Hong Kong and Mainland China), North America and Western Europe). Management assesses the performance of the operating segments based on operating profit. Segment information provided to Management for decision making is measured in a manner consistent with that in the financial statements.

4 會計判斷及估計(續)

(b) 存貨撇減

根據存貨變現性之評估撇減存貨至可變現淨值。一旦事件發生或情況改變顯示存貨結餘可能未能變現時入賬存貨撇減。辨認撇減需要作出判斷及估計。當預期之金額與原定估計有差異時，該差異將影響存貨之賬面值及存貨之撇減。

5 分部報告

本集團首席營運決策者(「管理層」)定期審閱本集團之內部報告，以評估業績及分配資源。管理層以該些報告為基礎決定營運分部。

本集團遍及世界各地之業務分為二(二零二二年：三)大主要營運分部，分別是(i)五金塑膠業務；(ii)電子專業代工業務。房地產業務於二零二三年三月三十一日止年度內分派前為一個主要營運分部，其二零二二年及截至二零二三年三月二十二日分派時之業績披露於附註18。

管理層從地區、產品及服務之角度考慮其業務。管理層從產品及服務之角度評估五金塑膠業務、電子專業代工業務及房地產業務之表現。並會進一步以地區為基礎(日本、香港、中國內地、亞洲(不包括日本、香港及中國內地)、北美洲及西歐)來評估。管理層根據經營溢利評估營運分部之表現。提供予管理層決策用之分部資料之計量方式與財務報表一致。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

5 SEGMENT REPORTING (CONTINUED)

A measurement of segment assets and liabilities is not provided regularly to the Group's most senior executive management and accordingly, no segment assets or liabilities information is presented.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments. Segment profit is defined as the operating profit generated from the reportable segment before finance income, finance cost, share of profits of associates and income tax expense with inter segment profit being excluded.

For the year ended 31 March 2023, a reportable and operating segment of the Group, namely "Real Estate Business" has been classified as discontinued operations, as the segment has been spun off as detailed in Note 18.

The segment information reported below does not include any amounts for the discontinued operations (i.e. real estate business), which is described in more detail in Note 18, and the comparative figures in the segment information for the year ended 31 March 2022 have been represented.

5 分部報告計(續)

分部資產及負債之計量並無定期提供予本集團之最高級執行管理層，因此，並無呈列分部資產或負債資料。

收入及開支乃參考該等分部所產生之銷售額及該等分部所產生之開支或因該等分部之資產折舊或攤銷而產生之其他開支分配予各可呈報分部。分部溢利之定義為財務收入、財務成本、應佔聯營公司溢利及所得稅費用前之報告分部產生之經營溢利，但不包括分部間溢利。

「房地產業務」為本集團之一個報告及營運分部，於截至二零二三年三月三十一日止年度該分部已完成分拆並分類為已終止經營業務，詳情載於附註18。

以下匯報之分部資料，及截至二零二二年三月三十一日止年度之分部資料比較數字，並不包括於附註18更詳盡描述之已終止經營業務(即房地產業務)之任何金額。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

5 SEGMENT REPORTING (CONTINUED)

The segment results for the year ended 31 March 2023 are as follows:

5 分部報告(續)

截至二零二三年三月三十一日止年度之分部業績如下：

Continuing operations	持續經營業務	2023 二零二三年		Total 合共 \$'000 千元
		Metal and plastic business 五金塑膠業務 \$'000 千元	Electronic manufacturing services business 電子專業 代工業務 \$'000 千元	
Segment revenue	分部收入			
Revenue from external customers	來自外部客戶之收入	1,918,774	1,162,923	3,081,697
Inter-segment revenue	分部間收入	34,540	-	34,540
Reportable segment revenue	報告分部收入	1,953,314	1,162,923	3,116,237
Gross profit	毛利	298,176	38,989	337,165
Distribution and selling expenses and general and administrative expenses	分銷及銷售費用及一般及行政費用	(94,387)	(8,390)	(102,777)
Other net income	其他收入淨額	5,602	372	5,974
Valuation loss on investment properties	投資物業估值虧損	(29,577)	-	(29,577)
Segment profit	分部溢利	179,814	30,971	210,785
Segment profit includes:	分部溢利包括：			
Depreciation and amortisation of property, plant and equipment	物業、廠房及設備之折舊及攤銷	97,503	3,245	100,748
Amortisation of intangible assets	無形資產之攤銷	1,553	-	1,553
Reversal of write-down of obsolete and slow-moving inventories	陳舊及滯銷存貨撇減之回撥	(9,445)	(365)	(9,810)
Recognition of loss allowance for trade and bills receivable	貿易及票據應收賬款虧損撥備之確認	145	248	393

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

5 SEGMENT REPORTING (CONTINUED)

The segment results for the year ended 31 March 2022 are as follows:

5 分部報告(續)

截至二零二二年三月三十一日止年度之分部業績如下：

Continuing operations	持續經營業務	2022 (Restated) 二零二二年(已重列)		Total 合共 \$'000 千元
		Metal and plastic business 五金塑膠業務 \$'000 千元	Electronic manufacturing services business 電子專業 代工業務 \$'000 千元	
Segment revenue	分部收入			
Revenue from external customers	來自外部客戶之收入	1,920,032	1,154,981	3,075,013
Inter-segment revenue	分部間收入	32,438	–	32,438
Reportable segment revenue	報告分部收入	1,952,470	1,154,981	3,107,451
Gross profit	毛利	392,597	45,494	438,091
Distribution and selling expenses and general and administrative expenses	分銷及銷售費用及一般及行政費用	(131,939)	(12,511)	(144,450)
Other net income	其他收入淨額	7,143	545	7,688
Valuation gain on investment properties	投資物業估值收益	1,967	–	1,967
Segment profit	分部溢利	269,768	33,528	303,296
Segment profit includes:	分部溢利包括：			
Depreciation and amortisation of property, plant and equipment	物業、廠房及設備之折舊及攤銷	93,623	2,564	96,187
Amortisation of intangible assets	無形資產之攤銷	1,548	–	1,548
Write-down/(reversal of write-down) of obsolete and slow-moving inventories	陳舊及滯銷存貨撇減／(撇減之回撥)	1,197	(1,593)	(396)
Recognition of loss allowance for trade and bills receivable	貿易及票據應收賬款虧損撥備之確認	2,001	1	2,002

Notes to the Financial Statements

財務報表附註

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5 SEGMENT REPORTING (CONTINUED)

A reconciliation of segment profit to profit before taxation is provided as follows:

5 分部報告(續)

分部溢利調節至除稅前溢利如下：

		2023 二零二三年	2022 二零二二年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Operating profit from continuing operations	來自持續經營業務之經營溢利	210,785	303,296
Finance income	財務收入	1,504	1,623
Finance costs	財務成本	(35,655)	(9,876)
Share of profits of associates	應佔聯營公司溢利	15,157	1,164
Profit before taxation from continuing operations	來自持續經營業務之除稅前溢利	191,791	296,207

The following table sets out information about the geographical location of (i) the Group's revenue and (ii) the Group's property, plant and equipment, investment properties, intangible assets and investments in an associates ("specified non-current assets"). The geographical location of revenue is based on the country in which the final destination of shipment is located or services are provided and properties are located. The geographical location of the specified non-current assets is based on the physical location of the assets, in the case of property, plant and equipment, investment properties and the location of the operations to which they are allocated, in the case of intangible assets and investments in associates.

下表列載(i)本集團之收入及(ii)本集團之物業、廠房及設備、投資物業、無形資產及於聯營公司之投資(「指定非流動資產」)所在地區之資料。收入所在地區根據最終付運目的地或服務提供及物業所在國家分配。指定非流動資產所在地區之區分，如為物業、廠房及設備及投資物業乃根據該資產本身之存放地點，如為無形資產及於聯營公司之投資乃根據其所分配營運之所在地點。

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5 SEGMENT REPORTING (CONTINUED)

5 分部報告(續)

		The Group's revenue (Continuing operations) 本集團之收入 持續經營業務		Specified non-current assets 指定非流動資產	
		2023 二零二三年	2022 二零二二年 (Restated) (已重列)	2023 二零二三年	2022 二零二二年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Hong Kong (place of domicile)	香港(所在地)	1,021,279	932,259	27,081	34,199
Japan	日本	61,064	126,929	-	-
Mainland China	中國內地	717,603	838,775	908,081	970,016
Asia (excluding Japan, Hong Kong and Mainland China)	亞洲(不包括日本、香港及中國內地)	214,704	179,145	103,448	43,111
North America	北美洲	666,401	579,823	-	-
Western Europe	西歐	400,646	418,082	-	-
Sub-total	小計	2,060,418	2,142,754	1,011,529	1,013,127
		3,081,697	3,075,013	1,038,610	1,047,326

The Group's customer base includes four (2022: three) customers with whom transactions have exceeded 10% of the Group's revenue. For the year ended 31 March 2023, the total revenue from sales of merchandise in the metal and plastic business and electronic manufacturing services business, including sales to entities which are known to the Group to be under common control with these customers, amounted to approximately \$2,684,206,000 (2022: \$2,428,227,000) and arose in all geographical regions in which the businesses are active. Details of concentrations of credit risk arising from these customers are set out in note 3(a)(iii).

The Group's sales are made primarily to a few key customers. For the year ended 31 March 2023, the revenue derived from five largest customers accounted for approximately 89% (2022 (restated: 91%)) of the Group's total revenue.

本集團有四名(二零二二:三名)客戶之交易量超過本集團收入之10%。截至二零二三年三月三十一日止年度，來自銷售五金塑膠業務及電子專業代工業務之商品收入(包括向就本集團所知受到該等客戶共同控制之實體之銷售額)約為2,684,206,000元(二零二二年:2,428,227,000元)，並於有關業務活躍之所有地理區域產生。高度集中信貸風險主要源自此客戶之詳情載於附註3(a)(iii)。

本集團之銷售主要是由幾名關鍵客戶組成。截至二零二三年三月三十一日止年度，收入來自五大客戶佔本集團總收入約89%(二零二二年(已重列):91%)。

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6 PROPERTY, PLANT AND EQUIPMENT

6 物業、廠房及設備

		Land use rights and leasehold land 土地使用權及租賃土地	Buildings 樓宇	Properties leased for own use 租賃物業自用	Construction-in-progress 在建工程	Fixtures and leasehold improvements 裝置及物業裝修	Machinery 機器	Tools and equipment 工具及設備	Furniture and computer equipment 傢俬及電腦設備	Total 合共
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Cost:	成本:									
At 1 April 2022	二零二二年 四月一日	30,232	343,907	24,821	105,336	156,959	633,846	76,764	139,758	1,511,623
Additions	添置	-	-	-	34,263	26,048	48,573	22,382	6,030	137,296
Disposals	出售	-	-	-	-	(878)	(5,253)	(1,288)	(216)	(7,635)
Reclassification	重新分類	-	-	-	-	(61)	61	-	-	-
Exchange adjustments	兌換調整	(1,469)	(20,361)	(1,260)	(8,865)	(6,886)	(29,905)	(4,813)	(5,225)	(78,784)
Distribution in specie (Note 18)	實物分派(附註18)	(5,986)	(26,970)	(2,708)	-	(14,110)	-	(56)	(7,766)	(57,596)
At 31 March 2023	二零二三年 三月三十一日	22,777	296,576	20,853	130,734	161,072	647,322	92,989	132,581	1,504,904
Accumulated depreciation, amortisation and impairment losses:	累計折舊、攤銷及減值虧損:									
At 1 April 2022	二零二二年 四月一日	11,440	98,589	5,390	-	71,021	478,929	44,657	113,137	823,363
Charge for the year	年度扣除	569	6,763	7,344	-	13,167	46,355	13,755	14,378	102,331
Written back on disposals	因出售之撥回	-	-	-	-	(878)	(4,882)	(1,288)	(216)	(7,264)
Exchange adjustments	兌換調整	(482)	(4,548)	(286)	-	(3,033)	(20,084)	(2,753)	(4,315)	(35,501)
Distribution in specie (Note 18)	實物分派(附註18)	(3,173)	(25,862)	(611)	-	(13,544)	-	(56)	(5,427)	(48,673)
At 31 March 2023	二零二三年 三月三十一日	8,354	74,942	12,037	-	66,733	500,318	54,315	117,557	834,256
Net book value:	賬面淨值:									
At 31 March 2023	二零二三年 三月三十一日	14,423	221,634	8,816	130,734	94,339	147,004	38,674	15,024	670,648

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

6 PROPERTY, PLANT AND EQUIPMENT (CONTINUED) 6 物業、廠房及設備(續)

		Land use rights and leasehold land 土地使用權及 租賃土地	Buildings 樓宇	Properties leased for own use 租賃物業自用	Construction- in-progress 在建工程	Fixtures and leasehold improvements 裝置及 物業裝修	Machinery 機器	Tools and equipment 工具及設備	Furniture and computer equipment 傢俬及 電腦設備	Total 合共
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Cost:	成本:									
At 1 April 2021	二零二一年 四月一日	25,277	331,634	11,172	8,645	121,182	550,546	63,546	127,687	1,239,689
Additions	添置	-	-	21,771	94,759	32,316	74,363	11,181	9,609	243,999
Disposals	出售	-	-	(8,564)	-	(18)	(7,933)	(228)	(1,018)	(17,761)
Reclassification	重新分類	-	-	-	-	-	-	(481)	481	-
Exchange adjustments	兌換調整	4,955	12,273	442	1,932	3,479	16,870	2,746	2,999	45,696
At 31 March 2022	二零二二年 三月三十一日	30,232	343,907	24,821	105,336	156,959	633,846	76,764	139,758	1,511,623
Accumulated depreciation, amortisation and impairment losses:	累計折舊、攤銷及 減值虧損:									
At 1 April 2021	二零二一年 四月一日	9,322	86,489	7,730	-	61,054	430,865	29,321	95,306	720,087
Charge for the year	年度扣除	591	7,112	6,190	-	8,213	44,496	14,306	16,210	97,118
Written back on disposals	因出售之撤回	-	-	(8,564)	-	(4)	(7,933)	(225)	(1,013)	(17,739)
Reclassification	重新分類	-	-	-	-	-	-	(120)	120	-
Exchange adjustments	兌換調整	1,527	4,988	234	-	1,758	11,501	1,375	2,514	23,897
At 31 March 2022	二零二二年 三月三十一日	11,440	98,589	5,590	-	71,021	478,929	44,657	113,137	823,363
Net book value:	賬面淨值:									
At 31 March 2022	二零二二年 三月三十一日	18,792	245,318	19,231	105,336	85,938	154,917	32,107	26,621	688,260

Depreciation expense of \$90,736,000 (2022: \$89,701,000), \$10,012,000 (2022: \$6,486,000) and \$1,583,000 (2022: \$931,000) has been charged to cost of revenue, general and administrative expenses and discontinued operations, respectively.

折舊及攤銷費用中90,736,000元(二零二二年: 89,701,000元)及10,012,000元(二零二二年: 6,486,000元)及1,583,000元(二零二二年: 931,000元)分別計入收入成本、一般及行政費用及已終止經營業務。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

6 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

6 物業、廠房及設備(續)

(a) Right-of-use assets

The Group's interests in right-of-use assets at their net book values are analysed as follows:

(a) 使用權資產

本集團在使用權資產之權益按其賬面淨值分析如下：

	2023	2022
	二零二三年	二零二二年
	\$'000	\$'000
	千元	千元
Leasehold land and buildings in Hong Kong, held on leases between 10 to 50 years (note (i))	1,665	1,768
Land use rights and buildings in the PRC, held on leases between 10 to 50 years (note (ii))	234,392	262,342
Properties leased for own use carried at depreciated cost (note (iii))	236,057	264,110
	8,816	19,231
	244,873	283,341

(i) Leasehold land and buildings in Hong Kong held for own use
The Group holds several buildings for its office and warehouses. The Group is the registered owner of these property interests, including the whole or part of undivided share in the underlying land. Lump sum payments were made upfront to acquire these property interests from their previous registered owners, and there are no ongoing payments to be made under the terms of the land lease, other than payments based on rateable values set by the relevant government authorities. These payments vary from time to time and are payable to the relevant government authorities.

(i) 持有香港租賃土地及樓宇作自用
本集團持有若干樓宇作為辦公室及倉庫。本集團為該等物業權益(包括相關土地的全部或部分不可分割部分)之註冊擁有人。本集團以一筆過預付款向該些物業之前註冊擁有人收購物業權益，除根據有關政府部門設定之應課差餉租值之付款外，本集團概無根據土地租賃條款正在進行之付款。該等付款不時變動，並應支付予有關政府部門。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

6 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

(a) Right-of-use assets (continued)

(ii) Land use right and buildings in the PRC held for own use

The Group holds several buildings for its factories. The Group is the registered owner of these property interests, including the underlying land use rights. Lump sum payments were made upfront to acquire these property interests from their previous registered owners, and there are no ongoing payments to be made under the terms of the land lease.

(iii) Properties leased for own use

The Group has obtained the right to use other properties as its warehouses through tenancy agreements. The leases typically run for an initial period of 2 to 3 years with no extension options. None of these leases includes variable lease payments.

(b) Buildings leased out under operating leases

The Group leases out an insignificant portion of factories located in PRC under operating leases. The leases typically run for an initial period of 1 year. None of the leases includes variable lease payments. Undiscounted lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in the coming year is \$nil (2022: \$nil).

6 物業、廠房及設備(續)

(a) 使用權資產(續)

(ii) 持有中國土地使用權及樓宇作自用

本集團持有若干樓宇作為廠房。本集團為該等物業權益(包括相關土地使用權)之註冊擁有人。本集團以一筆過預付款向該些物業之前註冊擁有人收購物業權益，本集團概無根據土地租賃條款正在進行之付款。

(iii) 持有租賃物業作自用

本集團已透過租賃協議獲得物業作為其倉庫之使用權利。租期最初通常為期兩年及三年及無續租選擇權。該些租賃概無包括可變動租賃付款。

(b) 根據經營租賃出租之樓宇

本集團以經營租賃之方式出租位於中國之一小部分廠房，租期最初通常為期一年，該些租賃概無包括可變動租賃付款。本集團於報告日已發生之不可撤銷經營租賃下之來年未折現租賃應收租金為無(二零二二年：無)。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

7 INVESTMENT PROPERTIES

7 投資物業

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Beginning of the year	年初	332,961	317,420
Additions	添置	137	90
Fair value (loss)/gain	公平值(虧損)/收益	(29,577)	1,967
Exchange differences	兌換差異	(21,656)	13,484
End of the year	年底	281,865	332,961

The investment properties are under construction and located in the PRC under lease terms of 40 years expiring in August 2050 to January 2051.

於中國之在建中投資物業乃根據為期四十年(於二零五零年八月至二零五一年一月到期)之租賃期而持有。

Fair value measurement of properties

(a) Fair value hierarchy

As at 31 March 2023 and 31 March 2022, the fair value measurement of the Group's investment properties is categorised into Level 3 of the fair value hierarchy as defined in HKFRS 13, *Fair value measurement*.

During the years ended 31 March 2023 and 2022, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

物業之公平值計量

(a) 公平值層級

於二零二三年三月三十一日及於二零二二年三月三十一日，本集團投資物業之公平值計量是按香港財務報告準則第13號「公平值計量」之定義分類為第三層公平值層級。

截至二零二三年及二零二二年三月三十一日止年度內，第一與第二層級之間並無轉撥，而第三層級亦無轉出或轉入。本集團之政策乃於報告期末確認公平值層級間發生之轉移。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

7 INVESTMENT PROPERTIES (CONTINUED)

Fair value measurement of properties (continued)

(a) Fair value hierarchy (continued)

The valuation of the Group's investment properties as at 31 March 2023 was conducted by Masterpiece Valuation Advisory Limited, an independent professional valuer, which has among its staff members of Hong Kong Institute of Surveyors. The investment properties were valued on the basis that it would be developed and completed in accordance with the Group's latest development proposals. The Chief Financial Officer has discussion with the independent professional valuer in the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date.

Fair value adjustment of investment properties is recognised in the line item "net valuation (losses)/ gains on investment properties" on the face of the consolidated statement of profit or loss.

(b) Information about Level 3 fair value measurements

7 投資物業(續)

物業之公平值計量(續)

(a) 公平值層級(續)

於二零二三年三月三十一日，本集團之投資物業經獨立專業評估睿力評估諮詢有限公司估值，其僱員包括香港測量師學會之會員。投資物業估值按本集團最新發展建議書之進展為基準。當每中期及全年報告日進行估值時，首席財務官與獨立專業評估師討論其評估假設及評估結果。

投資物業之公平值調整乃於綜合損益表上之「投資物業估值(虧損)/收益淨額」一項確認。

(b) 有關第三層級公平值計量之資料

	Valuation techniques 估值技術	Unobservable inputs 不可觀察之數據	Range 估計範圍
Investment properties-land in the PRC 投資物業－於中國之土地	Market comparison approach 市場比較法	Adjustment factor on time, size and location of the properties 時間、物業面積及位置之調整因素	-15%--4% (2022: -13%--3%) -15%--4% (二零二二年： -13%--3%)
Investment properties-property under development in the PRC 投資物業－於中國之在建物業	Market comparison approach 市場比較法	Adjustment factor on time, size and location of the properties 時間、物業面積及位置之調整因素	-15%--4% (2022: -13%--3%) -15%--4% (二零二二年： -13%--3%)

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

7 INVESTMENT PROPERTIES (CONTINUED)

Fair value measurement of properties (continued)

(b) Information about Level 3 fair value measurements (continued)

The fair value of land that in the PRC classified as investment properties is determined using the market comparison approach by making reference to the comparable sales transactions as available in the relevant market was adopted. The adjustment factors used have been adjusted for the size and location of the properties. The fair value measurement is positively correlated to the adjustment factors on size and location of the properties.

The fair value of property under development in the PRC classified as investment properties is determined using the residual method by making reference to the comparable transactions or asking cases as available in the relevant market and it had taken into account the construction costs that will be expended to complete the development to reflect the quality of the completed development. The adjustment factors used have been adjusted for the size and location of the properties. The fair value measurement is positively correlated to the adjustment factors on size and location of the properties.

7 投資物業(續)

物業之公平值計量(續)

(b) 有關第三層級公平值計量之資料(續)

於中國分類為投資物業之土地之公平值乃使用市場比較法釐定，並參考相關市場可獲得之可比較銷售交易。使用之調整因素已按物業之面積及位置進行調整。公平值計量與物業面積及位置之調整因素乃正面相關。

於中國分類為投資物業之在建物業之公平值乃使用剩餘法釐定，並參考相關市場可獲得之可比較銷售交易，並已考慮完成開發項目將花費的建設成本，以反映已完成開發項目之質量。使用之調整因素已按物業之面積及位置進行調整。公平值計量與物業面積及位置之調整因素乃正面相關。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

8 INTANGIBLE ASSETS

8 無形資產

Computer software
電腦軟件
\$'000
千元

Cost:	成本：	
At 1 April 2022 and 31 March 2023	二零二二年四月一日及二零二三年三月三十一日	14,450
Accumulated amortisation:	累計攤銷：	
At 1 April 2022	二零二二年四月一日	(9,610)
Charge for the year (note 27)	年度扣除(附註27)	(1,553)
At 31 March 2023	二零二三年三月三十一日	(11,163)
Net Book Value:	賬面淨值：	
At 31 March 2023	二零二三年三月三十一日	3,287
Cost:	成本：	
At 1 April 2021	二零二一年四月一日	14,412
Addition	添置	38
At 31 March 2022	二零二二年三月三十一日	14,450
Accumulated amortisation:	累計攤銷：	
At 1 April 2021	二零二一年四月一日	(8,062)
Charge for the year (note 27)	年度扣除(附註27)	(1,548)
At 31 March 2022	二零二二年三月三十一日	(9,610)
Net Book Value:	賬面淨值：	
At 31 March 2022	二零二二年三月三十一日	4,840

Amortisation of \$1,553,000 (2022: \$1,548,000) was included in general and administrative expenses in the consolidated statement of profit or loss for the year ended 31 March 2023.

截至二零二三年三月三十一日止年度，1,553,000元攤銷(二零二二年：1,548,000元)包括於綜合損益表中一般及行政費用。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

9 SUBSIDIARIES

Particulars of the principal subsidiaries of the Company as at 31 March 2023 are:

9 附屬公司

本公司於二零二三年三月三十一日主要附屬公司之資料：

Name	Place of incorporation/ establishment and types of legal entity 註冊/成立地點及 法定實體類別	Principal activities and place of operation 主要業務及營運地點	Particulars of issued/ paid-up capital 已發行/已繳股本	Interest held 所持股權
Karrie Industrial Company Limited	Hong Kong, limited liability company	Sale of server casings, office automation products, visual accessories, plastic and metal parts, metal stamping dies and plastic injection moulds and provision of management services, Hong Kong	Ordinary shares of \$1,000 Non-voting deferred shares of \$5,000,000 (i)	100%
嘉利產品有限公司	香港有限責任公司	銷售伺服器外殼、辦公室文儀產品、影視組件、塑膠及金屬部件、金屬沖壓模具及注塑模具及提供管理服務，香港	普通股1,000元 無投票權遞延股 5,000,000元(i)	100%
Karrie Technologies Company Limited	Hong Kong, limited liability company	Manufacturing and sales of plastic parts, sales of metal stamping dies and plastic injection moulds, provision of electronic manufacturing services and investment holdings, Hong Kong	Ordinary shares of \$30,000,000	100%
嘉利環球科技有限公司	香港有限責任公司	製造及銷售塑膠部件、金屬沖壓模具及注塑模具、提供電子專業代工服務及投資控股，香港	普通股30,000,000元	100%
Karwin Engineering Company Limited	Hong Kong, limited liability company	Design, manufacture and sale of server casings, office automation products and visual accessories; sale of plastic and metal parts, metal stamping dies, plastic injection moulds and investment holdings, Hong Kong	Ordinary shares of \$10 Non-voting deferred shares of \$100 (i)	100%
嘉運機械工程有限公司	香港有限責任公司	設計、製造及銷售伺服器外殼、辦公室文儀產品及影視組件；銷售塑膠及金屬部件、金屬沖壓模具及注塑模具及投資控股，香港	普通股10元 無投票權遞延股100元(i)	100%

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

9 SUBSIDIARIES (CONTINUED)

9 附屬公司(續)

Name	Place of incorporation/ establishment and types of legal entity	Principal activities and place of operation	Particulars of issued/ paid-up capital	Interest held
名稱	註冊/成立地點及 法定實體類別	主要業務及營運地點	已發行/已繳股本	所持股權
東莞鳳崗嘉輝塑膠五金有限公司	The PRC, limited liability company	Manufacture of server casings, office automation products and metal parts, the PRC	Paid-up capital \$174,755,000 (ii)	100%
	中國有限責任公司	製造伺服器外殼、辦公室文儀產品及 金屬部件，中國	已繳資本174,755,000元 (ii)	100%
東莞鳳崗嘉安塑膠五金有限公司	The PRC, limited liability company	Manufacture of server casings, office automation products, visual accessories, moulds and plastic parts; provision of electronic manufacturing services, the PRC	Paid-up capital \$128,510,000 (iii)	100%
	中國有限責任公司	製造伺服器外殼、辦公室文儀產品、 影視組件、模具及塑膠部件及提供 電子專業代工服務，中國	已繳資本128,510,000元 (iii)	100%
東莞嘉寶電子實業有限公司	The PRC, limited liability company	Property holding, the PRC	Paid-up capital \$428,000,000 (iv)	100%
	中國有限責任公司	持有物業，中國	已繳資本428,000,000元 (iv)	100%
宜興嘉利商務大廈開發有限公司	The PRC, limited liability company	Property holding, the PRC	Paid-up capital US\$20,000,000 (v)	100%
	中國有限責任公司	持有物業，中國	已繳資本20,000,000美 元(v)	100%
宜興海洋置業有限公司	The PRC, limited liability company	Property holding, the PRC	Paid-up capital US\$16,000,000 (vi)	100%
	中國有限責任公司	持有物業，中國	已繳資本16,000,000美 元(vi)	100%
Karwin Thai Advanced Technology Industrial Limited	Thailand, limited liability company	Manufacturing and selling of server casing and metal parts, Thailand	Paid-up capital THB224,225,000	100%
	泰國有限責任公司	製造及銷售伺服器外殼 及金屬部件，泰國	已繳資本224,225,000 泰銖	100%

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

9 SUBSIDIARIES (CONTINUED)

Notes:

- (i) The non-voting deferred shares have no voting rights, are not entitled to dividends, and are not entitled to distributions upon winding up unless a sum of \$200,000,000,000 has been distributed by the relevant companies to holders of the ordinary shares.
- (ii) 東莞鳳崗嘉輝塑膠五金有限公司 is a wholly-owned foreign enterprise established in the PRC with an operating period of 15 years up to 19 May 2026.
- (iii) 東莞鳳崗嘉安塑膠五金有限公司 is a wholly-owned foreign enterprise established in the PRC with an operating period of 15 years up to 24 May 2026.
- (iv) 東莞嘉寶電子實業有限公司 is a wholly-owned foreign enterprise established in the PRC with an operating period of 25 years up to 18 February 2030.
- (v) 宜興嘉利商務大廈開發有限公司 is a wholly-owned foreign enterprise established in the PRC with an operating period of 40 years up to 2 December 2049.
- (vi) 宜興海洋置業有限公司 is a wholly-owned foreign enterprise established in the PRC with an operating period of 40 years up to 22 March 2051.

9 附屬公司(續)

附註：

- (i) 無投票權遞延股份並非由本集團所擁有。此等股份無投票權，亦無權分享股息。除非相關公司在清盤時向其普通股股東派發之總額超過200,000,000,000元；否則該等股份無權分享任何分派。
- (ii) 東莞鳳崗嘉輝塑膠五金有限公司乃一於中國成立全資擁有外資企業，其營業期限為十五年，於二零二六年五月十九日屆滿。
- (iii) 東莞鳳崗嘉安塑膠五金有限公司乃一於中國成立全資擁有外資企業，其營業期限為十五年，於二零二六年五月二十四日屆滿。
- (iv) 東莞嘉寶電子實業有限公司乃一於中國成立全資擁有外資企業，其營業期限為二十五年，於二零三零年二月十八日屆滿。
- (v) 宜興嘉利商務大廈開發有限公司乃一於中國成立全資擁有外資企業，其營業期限為四十年，於二零四九年十二月二日屆滿。
- (vi) 宜興海洋置業有限公司乃一於中國成立全資擁有外資企業，其營業期限為四十年，於二零五一年三月二十二日屆滿。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

10 INVESTMENTS IN ASSOCIATES

10 於聯營公司之投資

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Share of net assets	應佔資產淨值		
Beginning of the year	年初	21,265	19,266
Associate acquired in Step Acquisition (note (ii))	分步收購之聯營公司 (附註(ii))	47,837	-
Share of profits of associates for the year	年內應佔聯營公司溢利	15,157	1,164
Share of remeasurement of defined employee benefit recognised through other comprehensive loss of associate	應佔聯營公司確認於其他全面虧損之界定員工福利重新計量	(66)	-
Exchange difference	兌換差異	(1,383)	835
End of the year	年底	82,810	21,265
Balances with an associate	與聯營公司之結餘		
Amount due to an associate (note 34(b))	應付聯營公司賬款(附註34(b))	3,895	1,532

The outstanding balances due to an associate are unsecured, interest-free and repayable on demand, and are denominated in RMB.

該些聯營公司尚未償還應付之結餘為無抵押，不計利息，並應要求時償還，及以人民幣為單位。

Notes to the Financial Statements

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

10 INVESTMENT IN ASSOCIATES (CONTINUED)

Particulars of the associates of the Group are as follows:

10 於聯營公司之投資(續)

本集團聯營公司之詳細情況如下：

Name of associate 聯營公司名稱	Place of establishment and types of legal entity 成立地點及法定實體類別	Principal activities and place of operation 主要業務及營運地點	Particulars of issued and paid up capital 已發行/已繳股本	Proportion of ownership interest 持有權益比例	
				Group's effective interest 本集團權益	Held by a subsidiary 由附屬公司持有
廣東翠峰機器人科技股份有限公司(「翠峰」) ("Cui Feng")	The PRC, limited liability company	Research, sales of industrial robots and robot peripheral automation equipment, and provision of automation solution, the PRC (note (i))	Ordinary shares of RMB10,000,000 (2022: Ordinary shares of RMB10,000,000)	30% (2022: 30%)	30% (2022: 30%)
	中國有限責任公司	研究、銷售工業機器人及機器人周邊自動設備，及提供自動化解決方案，中國(附註(i))	普通股 人民幣10,000,000元 (二零二二年：普通股 人民幣10,000,000元)	30% (二零二二年： 30%)	30% (二零二二年： 30%)
T. Krungthai Industries Public Co., Ltd ("TKT")	The Kingdom of Thailand, limited liability company	Manufacturing plastic products, and produce moulds (note (ii))	Ordinary shares of THB350,780,000 (2022: Ordinary shares of THB237,780,000)	38.99% (2022: 10%)	38.99% (2022: 10%)
	泰國有限責任公司	製造塑膠部件及製造模具(附註(ii))	普通股350,780,000泰銖 (二零二二年：普通股 237,780,000泰銖)	38.99% (二零二二年： 10%)	38.99% (二零二二年： 10%)

(i) Cui Feng is a listed corporate entity on the National Equities Exchange and Quotations of the PRC whose quoted market price is not available.

(i) 翠峰於中華人民共和國全國中小企業股份轉讓系統掛牌，並沒有市場報價。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

10 INVESTMENT IN ASSOCIATES (CONTINUED)

- (ii) On 13 November 2020, the Group acquired 10% of the ordinary shares of TKT with warrants (the “Warrants”) to purchase ordinary shares of TKT. The 10% shareholdings were previously accounted as equity investments at FVOCI (note 13). On 4 October 2022, the Group exercised the Warrants to further acquire equity interest of TKT (the “Step Acquisition”) and increase its shareholding of TKT to 38.99%. As a result of the Step Acquisition, TKT has become an associate of the Group. The Group determined the cost of its investment in such associate as \$47,837,000, which is the sum of the original consideration paid for the initial interest plus the consideration paid for any additional interest by exercising the Warrants. The excess of the Group’s share of the net fair value of TKT’s identifiable assets and liabilities over the cost of the investment, which is amounted to \$15,622,000, is included as income in the determination of the Group’s share of the associate’s profit in the period in which the investment is acquired. In addition, a difference of \$8,361,000, resulting from the change in measurement between the fair value of the 10% initial investment on the date of obtaining significant influence over TKT and the original consideration paid for the initial investment is recognised as a loss, included in other net income (Note 26). The previously recognised fair value change in other comprehensive income is also recycled to retained profits upon the derecognition of the financial assets measured at FVOCI.

TKT is a listed corporate entity on Stock Exchange of Thailand whose quoted market price is available.

All of the above associates are accounted for using the equity method in the consolidated financial statements.

10 於聯營公司之投資(續)

- (ii) 於二零二零年十一月十三日，本集團以認股權證(「認股權證」)收購TKT 10%普通股，以購買TKT普通股。該10%股權此前作為按公平值計入其他全面收入之股權投資入賬(附註13)。於二零二二年十月四日，本集團行使認股權證進一步收購TKT股權(「分步收購」)，並將其對TKT之持股比例增至38.99%。由於分步收購，TKT已成為本集團之聯營公司。本集團確定其於該聯營公司之投資成本為47,837,000元，即就初始利息支付之初始代價加上因行使認股權證而就任何額外利息支付之代價之總和。本集團應佔TKT可識別資產及負債之公平值淨額超出投資成本之部分為15,622,000元，在釐定本集團在收購投資期間應佔聯營公司溢利之份額時將其計入收入。此外，因10%初始投資在取得對TKT重大影響當日之公平值與初始投資支付之原對價計量變動所致之差額8,361,000元確認為虧損，計入其他收入淨額(附註26)。原計入其他全面收入之公平值變動亦於終止確認按公平值計入其他全面收入之金融資產時轉回保存溢利。

TKT於泰國證券交易所掛牌，並有市場報價。

上述全部聯營公司乃按權益法於綜合財務報表入賬。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

10 INVESTMENT IN ASSOCIATES (CONTINUED)

Summarised financial information of the associates adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statement are disclosed below:

10 於聯營公司之投資(續)

根據會計政策之任何差異調整後之聯營公司財務資料概要，並與綜合財務報表之賬面值進行對賬，披露如下：

		TKT	Cuifeng 翠峰	
		31 December 2022 二零二二年 十二月 三十一日 \$'000 千元	31 March 2023 二零二三年 三月 三十一日 \$'000 千元	
Gross amounts of the associates	聯營公司之總額			
Current assets	流動資產	150,084	72,258	55,376
Non-current assets	非流動資產	128,961	4,156	5,707
Current liabilities	流動負債	(131,578)	(31,831)	(12,582)
Non-current liabilities	非流動負債	(11,593)	(293)	(719)
Net assets/equity	資產淨值／權益	135,874	44,290	47,782
		For the period from 4 October 2022 to 31 December 2022	2023	2022
		由二零二二年 十月四日至 二零二二年 十二月 三十一日期內 \$'000 千元	二零二三年 \$'000 千元	二零二二年 \$'000 千元
Revenue	收入	91,587	37,831	55,809
(Loss)/profit for the year	年度(虧損)／ 溢利	(897)	(384)	3,886
Total comprehensive (loss)/ income for the year	年度全面(虧損) ／收入總額	(1,066)	(384)	3,886

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10 INVESTMENT IN ASSOCIATES (CONTINUED)

10 於聯營公司之投資(續)

		TKT	Cuifeng 翠峰	
		31 December 2022 二零二二年 十二月 三十一日 \$'000 千元	31 March 2023 二零二三年 三月 三十一日 \$'000 千元	31 March 2022 二零二二年 三月 三十一日 \$'000 千元
Reconciled to the Group's interests in the associate	調節至本集團於聯營公司之權益			
Gross amounts of net assets of the associate	聯營公司之淨資產總額	135,874	44,290	47,782
Fair value adjustments on identifiable intangible assets upon acquisition	收購中體現之可辨認無形資產公平值調整	-	30,245	32,349
Fair value adjustment on identifiable net assets upon acquisition	收購中體現之可辨認淨資產公平值調整	25,816	-	-
Capital injection by the Group	本集團注資	-	(13,800)	(14,760)
		161,690	60,735	65,371
Group's effective interest	本集團之實際權益	38.99%	30%	30%
Group's share of net assets of the associate	本集團應佔聯營公司資產淨值	63,043	18,220	19,611
Goodwill	商譽	-	4,037	4,144
Impairment losses recognised	減值虧損確認	-	(2,490)	(2,490)
Carrying amount in the consolidated financial statements	於綜合財務報表中賬面值	63,043	19,767	21,265

* The equity interest in TKT was acquired on 4 October 2022. The statutory financial year for TKT is 31 December. The Group has recognised the share of result of TKT for the period from 4 October 2022 to 31 December 2022. There have been no significant events occurred to TKT from 31 December 2022 to the Company's financial reporting date of 31 March 2023.

* TKT之股份權益於二零二二年十月四日被收購。TKT之法定財政年為十二月三十一日，本集團已確認分享自二零二二年十月四日至二零二二年十二月三十一日期間TKT之業績。自二零二二年十二月三十一日至本公司財政匯報日二零二三年三月三十一日，TKT並無重大事件發生。

Notes to the Financial Statements

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

11 FINANCIAL INSTRUMENTS BY CATEGORIES

11 按類別分類之金融工具

Assets	資產	Financial assets measured at amortised cost		Financial assets measured at fair value through other comprehensive income		Total	
		以攤銷成本計量金融資產		金融資產按公平值計入其他全面收入		合共	
		2023	2022	2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Trade and bills receivables (note 12)	貿易及票據應收賬款(附註12)	558,114	605,903	-	-	558,114	605,903
Prepayments, deposits and other receivables (note 12)	預付款、按金及其他應收賬款(附註12)	131,736	182,023	-	-	131,736	182,023
Other financial assets (note 13)	其他金融資產(附註13)	-	-	13,067	29,216	13,067	29,216
Pledged Deposits	質押存款	-	84,539	-	-	-	84,539
Cash and bank deposits and restricted deposit (note 17)	現金及銀行存款及受限制存款(附註17)	159,445	839,509	-	-	159,445	839,509
Amounts due from related companies (note 34(b))	應收關連公司賬款(附註34(b))	2,628	39,952	-	-	2,628	39,952
		851,923	1,751,926	13,067	29,216	864,990	1,781,142

Financial assets measured at amortised cost

以攤銷成本計量金融負債

2023	2022
二零二三年	二零二二年
\$'000	\$'000
千元	千元

Liabilities	負債		
Trade payables, accruals and other payables (note 22)	貿易應付賬款、應計費用及其他應付賬款(附註22)	831,391	1,519,932
Bank borrowings (note 23)	銀行借貸(附註23)	652,372	1,201,184
Amount due to an associate (note 10)	應付聯營公司賬款(附註10)	3,895	1,532
Amounts due to related companies (note 34(b))	應付關連公司賬款(附註34(b))	3,848	3,664
		1,491,506	2,726,312

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

12 TRADE AND BILLS RECEIVABLE, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

12 貿易及票據應收賬款、預付款、按金及其他應收賬款

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Trade and bills receivable	貿易及票據應收賬款	560,793	608,194
Less: Loss allowance for trade and bills receivable	減：貿易及票據應收賬款虧損撥備	(2,679)	(2,291)
		558,114	605,903
Prepayments, deposits and other receivables	預付款、按金及其他應收賬款	131,736	182,023
		689,850	787,926
Less: Other non-current assets (note)	減：其他非流動資產(附註)	(91,842)	(43,077)
		598,008	744,849
Representing:	代表：		
Trade and bills receivable, net of allowance	貿易及票據應收賬款，扣除撥備	558,114	605,903
Prepayments, deposits and other receivables	預付款、按金及其他應收賬款	39,894	138,946
		598,008	744,849
Other non-current assets	其他非流動資產	91,842	43,077

Note: Other non-current assets represent deposits paid for the purchase of property, plant and equipment and intangible assets amounted to approximately \$91,842,000 (2022: \$43,077,000).

附註：其他非流動資產代表購置物業、廠房及設備及無形資產之已付按金金額約為91,842,000元(二零二二年：43,077,000元)。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

12 TRADE AND BILLS RECEIVABLE, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (CONTINUED)

The Group generally grants credit periods ranging from 30 to 90 days, except for four (2022: four) of the customers who were granted credit periods over 90 days. An ageing analysis of trade and bills receivable, based on invoice date, is as follows:

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
0 to 90 days	0至90日	538,647	562,688
91 to 180 days	91至180日	19,430	37,933
181 to 360 days	181至360日	2,520	7,562
Over 360 days	360日以上	196	11
		560,793	608,194

The carrying amounts of trade and bills receivable, prepayments, deposits and other receivables approximate their fair values.

The receivables are expected to be recovered within one year. Any amounts not expected to be recovered within one year are not included in current assets.

The Group measures loss allowances for trade and bills receivable at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

12 貿易及票據應收賬款、預付款、按金及其他應收賬款(續)

除其中四位(二零二二年:四位)客戶之數期超過90日外，本集團一般給予客戶之數期由30日至90日。貿易及票據應收賬款按發票日期計算之賬齡分析如下：

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
0 to 90 days	0至90日	538,647	562,688
91 to 180 days	91至180日	19,430	37,933
181 to 360 days	181至360日	2,520	7,562
Over 360 days	360日以上	196	11
		560,793	608,194

貿易及票據應收賬款、預付款、按金及其他應收賬款之賬面值與其公平值相近。

該些應收賬款預期在一年內收回，任何金額預期不會在一年內收回則不包括於流動資產內。

本集團貿易及票據應收賬款之虧損撥備計量為等於整個存續期之預期信貸虧損之金額，該虧損撥備使用撥備矩陣計算。由於本集團之歷史信貸虧損經驗並未表明不同客戶群之損失模式存在顯著差異，因此基於過期狀態之虧損撥備不會進一步區分本集團之不同客戶群。

Notes to the Financial Statements

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

12 TRADE AND BILLS RECEIVABLE, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (CONTINUED)

The following table provides information about the Group's exposure to credit risk and ECLs for trade and bills receivable as at 31 March:

12 貿易及票據應收賬款、預付款、按金及其他應收賬款(續)

下表資料提供有關本集團貿易及票據應收賬款信貸風險及預期信貸虧損於三月三十一日：

		2023 二零二三年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 \$'000 千元	Loss allowance 虧損撥備 \$'000 千元
Current (not past due)	當前(未逾期)	0.07	514,242	383
1 to 90 days past due	逾期1至90日	1.50	37,555	564
91 to 180 days past due	逾期91至180日	17.02	8,754	1,490
Over 180 days past due	逾期180日以上	100.00	242	242
			560,793	2,679
		2022 二零二二年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 \$'000 千元	Loss allowance 虧損撥備 \$'000 千元
Current (not past due)	當前(未逾期)	0.00	515,930	–
1 to 90 days past due	逾期1至90日	0.98	82,871	809
91 to 180 days past due	逾期91至180日	11.64	8,953	1,042
Over 180 days past due	逾期180日以上	100.00	440	440
			608,194	2,291

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12 TRADE AND BILLS RECEIVABLE, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (CONTINUED)

Expected loss rates are based on actual loss experience in the past. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Movement in loss allowance account in respect of trade and bills receivables is as follows:

12 貿易及票據應收賬款、預付款、按金及其他應收賬款(續)

預期虧損率基於過去之實際虧損經驗。此等利率經調整以反映收集歷史數據期間之經濟狀況，當前狀況和本集團對應收賬款預期年期之經濟狀況看法之間之差異。

有關貿易及票據應收賬款之虧損撥備變動如下：

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Beginning of the year	年初	2,291	289
Recognition of allowance during the year	年內撥備之確認	625	2,002
Reversal of loss allowance recognised in previous years	以往年度已確認虧損撥備之回撥	(232)	-
Exchange difference	兌換差異	(5)	-
End of the year	年底	2,679	2,291

The recognition of allowance for impaired receivables is included in general and administrative expenses in the consolidated statement of profit or loss.

對已減值應收賬款撥備之確認已包括於綜合損益表中一般及行政費用。

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12 TRADE AND BILLS RECEIVABLE, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (CONTINUED)

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable.

The maximum exposure to credit risk at the end of the reporting period is the carrying value of trade and bills receivable, deposits and other receivables stated above. The Group does not hold any collateral as security.

The credit quality of the Group's trade and bills receivable, deposits and other receivables that are past due but not impaired has been assessed by reference to the historical information about counterparty default rates. The existing counterparties do not have significant defaults in the past and have sound financial position to their liabilities past due. Therefore, the ECL allowance is considered insignificant.

12 貿易及票據應收賬款、預付款、按 金及其他應收賬款(續)

已逾期但未減值之應收賬款與若干與本集團有良好往績記錄之獨立客戶有關。根據過往經驗，管理層認為毋須就該等結餘作出減值撥備，因為信貸質素並無重大變動且餘額仍被視為可全數收回。

於報告期末，信貸風險之最大風險為上述貿易及票據應收賬款，按金及其他應收賬款之賬面值。本集團並無持有任何作為質押之抵押品。

根據過往客戶拖欠率，對本集團已到期而尚未減值之貿易及票據應收賬款、按金及其他應收賬款之信貸質素作出評估，現時之客戶在過去沒有重大之拖欠記錄。因此，預期信貸虧損被視為並不顯著。

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財務報表附註

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13 OTHER FINANCIAL ASSETS

13 其他金融資產

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Financial assets measured at FVOCI (recycling)	按公平值計入其他全面收入(可轉回)計量之金融資產		
— Key management insurance contracts (unlisted investments) (note (i))	— 重要管理層保險合約(非上市投資)(附註(i))	13,067	19,514
Equity securities designated at FVOCI (non-recycling)	股權證券計入其他全面收入(不可轉回)		
— Equity securities listed outside Hong Kong (note (ii))	— 香港以外上市股權證券(附註(ii))	—	9,702
		13,067	29,216

Notes:

- (i) At 31 March 2023, the insurance contracts represented life insurance plans with investment elements relating to two key management personnel of the Group. The total sum insured is US\$5,440,000 (approximately \$42,432,000) (2022: US\$7,081,000 (approximately \$55,232,000)), with an annual minimum guaranteed return of 4.0% to 4.25% for the first 1 years and 2.0% for the years afterwards.

At 31 March 2023, if the Group terminated the insurance contract, the account value, net of a surrender charge of US\$1,487,192 (approximately \$11,600,000) (2022: US\$2,202,000 (approximately \$17,176,000)), would be refunded to the Group. The amount of surrender charge decreases over time and is no longer required from the 19th year of contract conclusion onwards.

- (ii) The listed equity securities outside Hong Kong are shares in TKT, an automotive parts and components and moulds manufacturer in Thailand. The Group designated its investment in TKT at FVOCI (non-recycling), as the investment is held for strategic purposes. No dividends were received on this investment during the year ended 31 March 2023 (2022: nil). On 4 October 2022, the Group has acquired further interest in TKT and TKT has become an associate of the Group (note 10(ii)).

附註：

- (i) 於二零二三年三月三十一日，該保險合約為本集團兩名主要管理層人員之有投資成份之人壽保險，總保額為5,440,000美元(約42,432,000元)(二零二二年：7,081,000美元(約55,232,000元))，首年最低保證回報率為每年4.0%至4.25%及其後每年2.0%。

於二零二三年三月三十一日，倘本集團終止該保險合約，保險賬戶扣除退保費用後為1,487,192美元(約11,600,000元)(二零二二年：2,202,000美元(約17,176,000元))全數退回予本集團。退保收費隨時間而減少及於該合約簽定後第十九年起不用收取。

- (ii) 香港以外上市股權證券為T. Krungthai Industries Public Co., Ltd (「TKT」)之股份，TKT乃泰國製造汽車零件、組件及模具製造商。由於策略性持有該投資，本集團指定TKT投資為按公平價計入其他全面收入(不可轉回)。截至二零二三年三月三十一日年度內，並無(二零二二年：無)收取股息。於二零二二年十月四日，本集團進一步收購TKT之權益，TKT已成為本集團之聯營公司(附註10(ii))。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

14 INVENTORIES

(a) Inventories in the consolidated statement of financial position comprise:

		2023	2022
		二零二三年	二零二二年
		\$'000	\$'000
		千元	千元
Raw materials	原材料	149,583	190,176
Work-in-progress	半製成品	89,144	97,333
Finished goods	製成品	394,441	490,857
		633,168	778,366

(b) The analysis of the amount of inventories recognised as an expense and included in "cost of revenue" in the consolidated statement of profit or loss (note 27) is as follows:

		2023	2022
		二零二三年	二零二二年
		\$'000	\$'000
		千元	千元
Continuing operations	持續經營業務		
Reversal of write-down of obsolete and slow-moving inventories	陳舊及滯銷存貨 撇減之回撥	(9,810)	(396)
Carrying amount of inventories sold	已售存貨之 賬面值	2,307,667	2,148,846

14 存貨

(a) 於綜合財務狀況表之存貨包括：

	2023	2022
	二零二三年	二零二二年
	\$'000	\$'000
	千元	千元
Raw materials	149,583	190,176
Work-in-progress	89,144	97,333
Finished goods	394,441	490,857
	633,168	778,366

(b) 存貨之金額已確認為支出及已包括於綜合損益表內「收入成本」(附註27)分析如下：

	2023	2022
	二零二三年	二零二二年
	\$'000	\$'000
	千元	千元
Continuing operations		
Reversal of write-down of obsolete and slow-moving inventories	(9,810)	(396)
Carrying amount of inventories sold	2,307,667	2,148,846

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

15 PROPERTY DEVELOPMENT AND CONTRACT COSTS 15 物業發展及合同成本

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Property under development for sale	待沽在建物業	–	184,070
Completed property held for sale	待沽物業	–	1,079,717
		–	1,263,787
Contract costs	合同成本	–	4,301
		–	1,268,088

(a) The analysis of carrying value of land held for property development for sale is as follows:

(a) 待沽物業發展土地之賬面值分析如下：

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Outside Hong Kong	在香港以外		
— Less than 50 years	— 少於五十年	–	112,593

(b) The analysis of the amount of properties recognised as an expense and included in “cost of revenue” in the consolidated statement of profit or loss is as follows:

(b) 物業之金額已確認為支出及已包括於綜合損益表內「收入成本」分析如下：

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Carrying amount of properties sold	已售物業之賬面值	–	228,150

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

15 PROPERTY DEVELOPMENT AND CONTRACT COSTS (CONTINUED)

(c) Contract costs

Contract costs capitalised as at 31 March 2022 relate to the incremental sales commissions paid to property agents whose selling activities resulted in customers entering into sale and purchase agreements for the Group's properties which are still under construction at the reporting date. Contract costs are recognised as part of "selling expenses" in the statement of profit or loss in the period in which revenue from the related property sales is recognised. Contract costs of \$4,177,000 were recognised in profit or loss during the year ended 31 March 2022. No impairment was identified for the contract costs as at 31 March 2022.

16 PLEDGED DEPOSITS

The Group has deposits pledged to secure the Group's bank borrowings of \$nil (2022: \$169,079,000), details of which are set out in note 23.

The remittance of the pledged deposits placed with banks in Mainland China are subject to relevant rules and regulations of foreign exchange control promulgated by the PRC Government.

15 物業發展及合同成本(續)

(c) 合同成本

合同成本於二零二二年三月三十一日資本化合同成本是與支付予物業經紀之增量銷售佣金有關，其銷售活動導致客戶就本集團於報告日仍在發展中之物業訂立買賣協議。合同成本於相關物業銷售收入獲確認期間於綜合損益表中銷售費用確認為其中一部份。截至二零二二年三月三十一日年度內，計入損益之合同成本為4,177,000元。於二零二二年三月三十一日並無合同成本被識別為減值。

16 質押存款

本集團無質押存款以保證本集團之銀行借貸(二零二二年：169,079,000元)，詳情載於附註23。

匯出中國內地銀行之質押存款受制於中國政府所頒佈之外匯管制條例及規則。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

17 CASH AND BANK DEPOSITS AND RESTRICTED DEPOSITS

17 現金及銀行存款及受限制存款

(a) Cash and cash equivalents comprise:

(a) 現金及現金等價物包括：

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Cash at bank and in hand	銀行存款及現金	128,131	423,548
Deposits with banks with 3 months or less to maturity when placed	三個月或更短到期之銀行存款	31,314	18,000
Cash and bank deposits	現金及銀行存款	159,445	441,548
Restricted deposits (note (i))	受限制存款 (附註(i))	-	397,961
Cash and cash equivalents in the consolidated cash flow statement	於綜合現金流量表中之現金及現金等價物	159,445	839,509

Notes:

附註：

- (i) In accordance with relevant government requirements, certain property development subsidiaries of the Group are required to set up designated bank accounts with certain amount of pre-sale proceeds for the construction of the relevant properties. The restricted deposits in 2022 represent the pre-sale proceeds to secure the future payments of the Group's property development projects from the discontinued real estate business. Such restricted deposits will be released for the payments for construction costs of the related property development projects or upon completion of the construction.
- (ii) The remittance of bank balances of RMB21,035,000 (equivalent to \$24,190,000) and RMB624,576,000 (equivalent to \$768,228,000) as at 31 March 2023 and 2022 respectively placed with banks in Mainland China are subject to relevant rules and regulations of foreign exchange control promulgated by the PRC Government.

- (i) 根據相關政府規定，本集團若干物業開發附屬公司須就有關物業建設項目向指定銀行開設若干預售資金賬戶。二零二二年之受限制存款為預售所得款項，以擔保本集團物業發展項目之未來付款。該等受限制存款將於支付相關物業發展項目之建築成本或在建設完成後解除。
- (ii) 匯出於二零二三年及二零二二年三月三十一日存入中國內地銀行之銀行結餘，分別為人民幣21,035,000元(相當於24,190,000元)及人民幣624,576,000元(相當於768,228,000元)須遵守於中國政府所頒佈之外匯管制條例及規則。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

17 CASH AND BANK DEPOSITS AND RESTRICTED DEPOSITS (CONTINUED)

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

17 現金及銀行存款及受限制存款 (續)

(b) 融資活動所產生之負債調節

下表詳述集團來自融資活動之負債變動，包括現金及非現金變動。融資活動產生之負債為其現金量於過去或未來在本集團綜合現金流量表中歸類為融資活動所產生現金流量之負債。

		Bank borrowings 銀行借貸 (Note 23) (附註23) \$'000 千元	Lease liabilities 租賃負債 (Note 24) (附註24) \$'000 千元	Total 合共 \$'000 千元
At 1 April 2022	二零二二年四月一日	1,201,184	20,576	1,221,760
Changes from financing cash flows:	融資現金流量之變動：			
Proceeds from new bank borrowings	新銀行借貸之所得款	479,120	-	479,120
Repayment of bank borrowings	償還銀行借貸	(1,016,935)	-	(1,016,935)
Capital element of lease rentals paid	已付租賃租金之資本部分	-	(7,544)	(7,544)
Interest element of lease rentals paid	已付租賃租金之利息部分	-	(814)	(814)
Interest paid	已付利息	(43,130)	-	(43,130)
Total changes from financing cash flows	融資現金流量之變動總值	(580,945)	(8,358)	(589,303)
Exchange adjustments	兌換調整	(10,997)	(1,039)	(12,036)
Other changes:	其他變動：			
Interest expenses	利息支出	38,773	814	39,587
Capitalised borrowing costs	資本化借貸成本	4,357	-	4,357
Distribution in specie (note 18)	實物分派 (附註18)	-	(2,256)	(2,256)
Total other changes	其他變動總值	43,130	(1,442)	41,688
At 31 March 2023	二零二三年三月三十一日	652,372	9,737	662,109

Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

17 CASH AND BANK DEPOSITS AND RESTRICTED DEPOSITS (CONTINUED)

(b) Reconciliation of liabilities arising from financing activities (continued)

17 現金及銀行存款及受限制存款 (續)

(b) 融資活動所產生之負債調節 (續)

		Bank borrowings 銀行借貸 (Note 23) (附註23) \$'000 千元	Lease liabilities 租賃負債 (Note 24) (附註24) \$'000 千元	Total 合共 \$'000 千元
At 1 April 2021	二零二一年四月一日	917,466	3,735	921,201
Changes from financing cash flows:	融資現金流量之變動：			
Proceeds from new bank borrowings	新銀行借貸之所得款	792,683	-	792,683
Repayment of bank borrowings	償還銀行借貸	(517,702)	-	(517,702)
Capital element of lease rentals paid	已付租賃租金之資本部分	-	(5,151)	(5,151)
Interest element of finance lease rentals paid	已付租賃租金之利息部分	-	(678)	(678)
Interest paid	已付利息	(36,454)	-	(36,454)
Total changes from financing cash flows	融資現金流量之變動總值	238,527	(5,829)	232,698
Exchange adjustments	兌換調整	8,737	221	8,958
Other changes:	其他變動：			
Increase in lease liabilities	租賃負債之增加	-	21,771	21,771
Interest expenses	利息支出	14,060	678	14,738
Capitalised borrowing costs	資本化借貸成本	22,394	-	22,394
Total other changes	其他變動總值	36,454	22,449	58,903
At 31 March 2022	二零二二年 三月三十一日	1,201,184	20,576	1,221,760

Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

17 CASH AND BANK DEPOSITS AND RESTRICTED DEPOSITS (CONTINUED)

(c) Total cash outflow for leases

Amounts included in the cash flow statement for leases comprise the following:

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Within operating cash flows	於經營業務現金 流量之內	7,279	6,126
Within financing cash flows	於融資現金流量 之內	7,704	5,829
		14,983	11,955

18 DISTRIBUTION IN SPECIE

On the Distribution Date, in connection with the spin-off of KRP, the Company's then wholly-owned subsidiary, on the Main Board of The Stock Exchange, all the KRP shares to which the Company was entitled immediately before the completion of the spin-off was distributed to the then existing shareholders of the Company. Following the completion of the spin-off, the Company does not retain any interest in the issued share capital of KRP and KRP is no longer a subsidiary of the Company.

17 現金及銀行存款及受限制存款 (續)

(c) 租賃現金流出總額

包含在現金流量表內之租賃金額如下述：

18 實物分派

於分派日，就本公司當時之全資附屬公司嘉創分拆於香港聯交所主板上市而言，緊接分拆完成前本公司有權享有之所有嘉創股份均已分派予本公司當時的現有股東。分拆完成後，本公司並無保留嘉創已發行股本之任何權益，嘉創則不再為本公司附屬公司。

Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

18 DISTRIBUTION IN SPECIE (CONTINUED)

The net assets of KRP Group at Distribution Date were as follows:

18 實物分派(續)

嘉創集團於分派日之資產淨值如下：

		\$'000 千元
Property, plant and equipment	物業、廠房及設備	8,923
Deferred tax asset	遞延稅項資產	127,970
Inventories and other contract costs	存貨及其他合同成本	1,131,649
Prepayments, deposits and other receivables	預付款、按金及其他應收賬款	13,939
Amount due from related companies	應收關連公司賬款	12,883
Cash and bank deposits	現金及銀行存款	397,297
Accruals and other payables	應計費用及其他應付賬款	(257,895)
Current tax payable	本期應付稅項	(513,057)
Lease liabilities	租賃負債	(2,256)
Provision for long service payment	長期服務金準備	(180)
Deferred tax liabilities	遞延稅項負債	(21,067)
Net assets distributed	分派資產淨值	898,206

Analysis of net outflow of cash and cash equivalents in respect of the distribution:

有關分派之現金及現金等價物淨流出分析如下：

		\$'000 千元
Cash and cash equivalent of KRP Group as at the Distribution Date	於分派日嘉創集團之現金及現金等價物	397,297
Net cash distributed in respect of distribution in specie	有關實物分派之淨現金分派	397,297

The consolidated results of KRP for the period from 1 April 2022 to the Distribution Date were presented in the consolidated statements as discontinued operations. The consolidated statements of profit or loss and other comprehensive income distinguished the discontinued operations from the continuing operations, and the comparative figures have been restated to conform with the current year's presentation.

嘉創自二零二二年四月一日至分派日期間之綜合業績於綜合財務報表中呈列為已終止經營業務。在綜合損益及其他全面收入表中從持續經營業務區分出已終止經營業務，比較數字已按符合本年度呈報已重列。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

18 DISTRIBUTION IN SPECIE (CONTINUED)

The summarised financial information of Group presented below represents the amounts after the intra-group elimination.

The results of the operations of KRP Group for the period from 1 April 2022 to the Distribution Date were as follows:

18 實物分派(續)

以下呈列本集團財務資料概要，代表集團內部抵銷後金額。

嘉創集團由二零二二年四月一日至分派日之營運業績節錄如下：

		Period from 1 April 2022 to 22 March 2023 由二零二二年 四月一日至 二零二三年 三月二十二日 期內 \$'000 千元	Year ended 31 March 2022 二零二二年 三月三十一日 止年度 \$'000 千元
Revenue (note i)	收入(附註i)	778,992	938,421
Cost of revenue (note ii)	收入成本(附註ii)	(204,280)	(228,149)
Gross profit	毛利	574,712	710,272
Other income	其他收入	2,620	3,081
Distribution and selling expenses (note ii)	分銷及銷售費用(附註ii)	(15,755)	(12,745)
General and administrative expenses (note ii)	一般及行政費用(附註ii)	(63,004)	(35,815)
Operating profit	經營溢利	498,573	664,793
Finance income	財務收入	6,939	15,444
Finance costs	財務成本	(3,932)	(4,862)
Finance income, net (note iii)	財務收入，淨額(附註iii)	3,007	10,582
Profit before taxation	除稅前溢利	501,580	675,375
Income tax (note iv)	所得稅(附註iv)	(297,725)	(380,546)
Profit for the period/year from discontinued operations	來自已終止經營業務之期內／年度溢利	203,855	294,829
Attributable to:	應佔：		
Equity shareholders of the Company	本公司權益持有人	203,855	294,829
Non-controlling interests	非控股權益	-	-
Profit from discontinued operations	來自已終止經營業務之溢利	203,855	294,829

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

18 DISTRIBUTION IN SPECIE (CONTINUED)

Notes:

- i. Revenue from discontinued operations includes the following:

		Period from 1 April 2022 to 22 March 2023 由二零二二年 四月一日至 二零二三年 三月二十二日 期內 \$'000 千元	Year ended 31 March 2022 二零二二年 三月三十一日 止年度 \$'000 千元
Recognised at a point in time under HKFRS 15	根據香港財務報告準則第15號，隨時間而確認		
Sales of properties	物業銷售	778,992	938,421

- ii. Expense by nature:

		Period from 1 April 2022 to 22 March 2023 由二零二二年 四月一日至 二零二三年 三月二十二日 期內 \$'000 千元	Year ended 31 March 2022 二零二二年 三月三十一日 止年度 \$'000 千元
Carrying amount of properties sold	已售物業之賬面值	204,280	228,149
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,059	839
Depreciation of right-of-used asset	使用權資產之折舊	524	92
Employee benefit expenses (including directors' remuneration)	僱員福利開支(包括董事酬金)	15,792	12,243
Rental expenses of short-term leases	短期租賃租金	762	573
Net exchange loss/(gain)	匯兌虧損/(收益)淨額	8,259	(29)
Auditors' remuneration	核數師酬金	1,303	414
Listing expenses	上市費用	16,490	9,962
Marketing expense	市場推廣費用	16,323	11,842
Other expenses (note)	其他支出(附註)	18,247	12,624
		283,039	276,709
Representing:	代表:		
Cost of revenue	收入成本	204,280	228,149
Distribution and selling expenses	分銷及銷售費用	15,755	12,745
General and administrative expenses	一般及行政費用	63,004	35,815
		283,039	276,709

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

18 DISTRIBUTION IN SPECIE (CONTINUED)

Notes: (continued)

ii. Expense by nature: (continued)

Note: Other administrative expenses mainly include office expenses, entertainments, other taxes and miscellaneous expenses, which individually are not material to the Group.

iii. Finance income, net:

18 實物分派(續)

附註：(續)

ii. 按性質分類之費用：(續)

附註：其他行政費用主要包括辦公費用、交際費用、其他稅項及雜項費用，個別費用對本集團並不重大。

iii. 財務收入，淨額：

	Period from 1 April 2022 to 22 March 2023 由二零二二年 四月一日至 二零二三年 三月二十二日 期內 \$'000 千元	Year ended 31 March 2022 二零二二年 三月三十一日 止年度 \$'000 千元
Finance cost	財務成本	
— Interest expense from financial liabilities measured at amortised cost	— 按攤銷成本計量之金融負債利息支出	
	8,176	19,744
— Interest expenses on lease liabilities	— 租賃負債之利息支出	
	113	21
Less: interest expenses capitalised into property under development for sale	減：待沽在建物業利息支出資本化	
	(4,357)	(14,903)
	3,932	4,862
Finance income	財務收入	
— Interest income from financial assets measured at amortised cost	— 按攤銷成本計量之金融資產利息收入	
	(6,939)	(15,444)
Finance income, net	財務收入，淨額	
	(3,007)	(10,582)

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

18 DISTRIBUTION IN SPECIE (CONTINUED)

Notes: (continued)

iv. Income tax

18 實物分派(續)

附註：(續)

iv. 所得稅

		Period from 1 April 2022 to 22 March 2023 由二零二二年 四月一日至 二零二三年 三月二十二日 期內 \$'000 千元	Year ended 31 March 2022 二零二二年 三月三十一日 止年度 \$'000 千元
Current taxation	本期稅項		
PRC taxes	中國稅項		
— Corporate Income Tax	— 企業所得稅	34,870	183,837
— Land Appreciation Tax	— 土地增值稅	200,660	268,740
Deferred taxation	遞延稅項	62,195	(72,031)
		297,725	380,546

v. Cash flow information

v. 現金流量資料

		Period from 1 April 2022 to 22 March 2023 由二零二二年 四月一日至 二零二三年 三月二十二日 期內 \$'000 千元	Year ended 31 March 2022 二零二二年 三月三十一日 止年度 \$'000 千元
Net cash inflow from operating activities	經營活動之現金淨流入	50,581	394,164
Net cash inflow from investing activities	投資活動之現金淨流入	6,031	13,528
Net cash outflow from financing activities	融資活動之現金淨流出	(285,396)	(417,247)

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

19 SHARE CAPITAL

19 股本

		2023 二零二三年		2022 二零二二年	
		Number of shares 股份數目 '000 千元	Nominal value 面值 \$'000 千元	Number of shares 股份數目 '000 千元	Nominal value 面值 \$'000 千元
Authorised:	法定股本：				
Ordinary shares of HK10 cents each	普通股每股面值 10港仙	4,000,000	400,000	4,000,000	400,000
Issued and fully paid:	已發行及已繳足股本：				
Ordinary shares of HK10 cents each:	普通股每股面值 10港仙：				
Beginning of the year	年初	2,021,310	202,131	2,012,440	201,244
Issuance of shares under share option schemes	購股權計劃下發行 股份	150	15	10,750	1,075
Cancellation of shares	註銷股份	-	-	(1,880)	(188)
End of the year	年底	2,021,460	202,146	2,021,310	202,131

(a) During the year ended 31 March 2023, the Company has cancelled nil shares (2022: 1,880,000 shares) of the Company.

(b) During the year ended 31 March 2023, no share (2022: \$3,011,000) was repurchased on the Stock Exchange.

(c) During the year ended 31 March 2023, share option have been exercised to subscribe for 150,000 ordinary shares (31 March 2022: 10,750,000) in the Company at a consideration of \$105,000 (2022: \$6,418,000) of which \$15,000 (2022: \$1,075,000) was credited to share capital and the balance of \$90,000 (2022: \$5,343,000) was credited to the share premium. \$40,049 (2022: \$2,434,000) has been transferred from share-based compensation reserve to the share premium in accordance with policy set out in note 2(s).

(a) 截至二零二三年三月三十一日止年度內，本公司並無註銷本公司股份（二零二二年：1,880,000股）。

(b) 截至二零二三年三月三十一日止年度內，並無於聯交所回購本公司股份（二零二二年：3,011,000元）。

(c) 截至二零二三年三月三十一日止年度內，購股權已獲行使，以代價105,000元（二零二二年：6,418,000元）認購本公司150,000股普通股（二零二二年：10,750,000股），其中15,000元（二零二二年：1,075,000元）已計入股本，餘額90,000元（二零二二年：5,343,000元）已計入股份溢價。根據附註2(s)所載政策，40,049元（二零二二年：2,434,000元）已由以股份支付之酬金儲備轉撥至股份溢價。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

20 SHARE OPTIONS

The Company adopted a share option scheme on 24 August 2012 (the “**Scheme**”) under which it may grant options to employees of the Group (including executive directors of the Company) and other third parties to subscribe for shares in the Company, subject to a maximum of 30% of the nominal value of the issued share capital of the Company from time to time excluding for this purpose any shares issued on the exercise of options. The exercise price will be determined by the Company’s board of directors and shall at least be the highest of (i) the closing price of the Company’s shares on the date of grant of the options, and (ii) an average closing price of the Company’s shares for the five trading days immediately preceding the date of grant of the options.

On 11 August 2014, a total of 18,000,000 share options (the “**2014 Share Options**”) were granted to certain qualified participants of the Group (including an executive director of the Company) under the Scheme. The 2014 Share Options entitle the grantees to subscribe for a total of 18,000,000 new shares of \$0.10 each in the share capital of the Company. Depending on the financial performance of the Group and other conditions of the 2014 Share Options, not more than 50% of the 2014 Share Options will be vested on 1 August 2015 and not more than 50% of the 2014 Share Options will be vested on 1 August 2017. The exercise price of the 2014 Share Options is \$0.419 per share, which represents the highest of (i) the closing price of the shares of the Company of \$0.405 per share as stated in the daily quotation sheet issued by the Stock Exchange on the date of grant; (ii) the average closing price of the shares of the Company of \$0.419 per share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the shares of the Company of \$0.10 per share. All the 2014 Share Options were accepted by the grantees.

20 購股權

本公司於二零一二年八月二十四日採用一項購股權計劃，可據此向本集團之僱員(包括本公司之執行董事)及第三者授出購股權以便認購本公司之股份，惟最多以本公司不時已發行股本面值(不包括因行使購股權而發行之股份)30%為限。該購股權行使價將由本公司之董事會釐定，以(i)本公司股份於購股權授予日之收市價；及(ii)緊接授予購股權日前五個交易日本公司股份之平均收市價。

二零一四年八月十一日共有18,000,000份購股權(「二零一四購股權」)已授予本集團若干合資格之參與者(包括本公司之執行董事)。二零一四購股權賦予承授人認購每股面值為0.10元之公司之股本合共18,000,000新股。根據集團財務業績及其他二零一四購股權條件，不超過50%之二零一四購股權將於二零一五年八月一日被歸屬，及不超過50%之二零一四購股權將於二零一七年八月一日被歸屬。二零一四購股權行使價為每股0.419元，以(i)本公司股份於購股權授予日之收市價每股0.405元；(ii)緊接授予購股權日前五個交易日本公司股份之平均收市價每股0.419元；及(iii)本公司股份之每股面值0.10元，三者以較高者為準。所有二零一四購股權是由承授人接納。

Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

20 SHARE OPTIONS (CONTINUED)

On 27 October 2016, the Company granted a total of 24,700,000 share options (the “**2016 Share Options**”) to certain qualified participants of the Group (including executive directors of the Company) under the Scheme. The 2016 Share Options entitle the grantees to subscribe for a total of 24,700,000 new shares of \$0.10 each in the share capital of the Company. The exercise price of the 2016 Share Options is \$0.70 per share, which represents the highest of (i) the closing price of the shares of the Company of \$0.70 per share as stated in the daily quotation sheet issued by the Stock Exchange on the date of grant; (ii) the average closing price of the shares of the Company of \$0.656 per share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the shares of the Company of \$0.10 per share. All the 2016 Share Options were accepted by the grantees.

On 20 April 2021, the Company granted a total of 15,000,000 share options (the “**2021 Share Options**”) to certain qualified participants of the Group (including executive directors of the Company) under the Scheme. The 2021 Share Options entitle the grantees to subscribe for a total of 15,000,000 new shares of \$0.10 each in the share capital of the Company. The exercise price of the 2021 Share Options is \$1.69 per share, which represents the highest of (i) the closing price of the shares of the Company of \$1.69 per share as stated in the daily quotation sheet issued by the Stock Exchange on the date of grant; (ii) the average closing price of the shares of the Company of \$1.484 per share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the shares of the Company of \$0.10 per share. All the 2021 Share Options were accepted by the grantees.

20 購股權(續)

二零一六年十月二十七日本公司共有24,700,000份購股權(「二零一六購股權」)已授予本集團若干合資格之參與者(包括本公司之執行董事)。二零一六購股權賦予承授人認購每股面值為0.10元之公司之股本合共24,700,000新股。二零一六購股權行使價為每股0.70元，以(i)本公司股份於購股權授予日之收市價每股0.70元；(ii)緊接授予購股權日前五個交易日本公司股份之平均收市價每股0.656元；及(iii)本公司股份之每股面值0.10元，三者以較高者為準。所有二零一六購股權是由承授人接納。

二零二一年四月二十日本公司共有15,000,000份購股權(「二零二一購股權」)已授予本集團若干合資格之參與者(包括本公司之執行董事)。二零二一購股權賦予承授人認購每股面值為0.10元之公司之股本合共15,000,000新股。二零二一購股權行使價為每股1.69元，以(i)本公司股份於購股權授予日之收市價每股1.69元；(ii)緊接授予購股權日前五個交易日本公司股份之平均收市價每股1.484元；及(iii)本公司股份之每股面值0.10元，三者以較高者為準。所有二零二一購股權是由承授人接納。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

20 SHARE OPTIONS (CONTINUED)

20 購股權(續)

(a) The terms and conditions of the Share Options are as follows:

(a) 購股權之條款及條件如下：

		Exercise price per share 每股行使價格	Number of options 購股權數目	Vesting condition 授予條件	Expiry date 到期日期
Options granted to directors:	購股權授予董事：				
— on 11 August 2014	— 於二零一四年八月十一日	\$0.419	5,000,000	Not more than 5,000,000 options will vest on 1 August 2015* 不多於5,000,000份購股權將於二零一五年八月一日歸屬*	10 August 2024 二零二四年八月十日
— on 11 August 2014	— 於二零一四年八月十一日	\$0.419	5,000,000	Not more than 5,000,000 options will vest on 1 August 2017* 不多於5,000,000份購股權將於二零一七年八月一日歸屬*	10 August 2024 二零二四年八月十日
— on 27 October 2016	— 於二零一六年十月二十七日	\$0.70	3,150,000	Vesting on 1 July 2017 於二零一七年七月一日歸屬	26 October 2026 二零二六年十月二十六日
— on 27 October 2016	— 於二零一六年十月二十七日	\$0.70	3,150,000	Vesting on 1 July 2018 於二零一八年七月一日歸屬	26 October 2026 二零二六年十月二十六日
— on 27 October 2016	— 於二零一六年十月二十七日	\$0.70	4,200,000	Vesting on 1 July 2019 於二零一九年七月一日歸屬	26 October 2026 二零二六年十月二十六日
— on 20 April 2021	— 於二零二一年四月二十日	\$1.69	3,150,000	Vesting on 20 April 2021 二零二一年四月二十日歸屬	19 April 2022 二零二二年四月十九日

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

20 SHARE OPTIONS (CONTINUED)

(a) The terms and conditions of the Share Options are as follows: (continued)

20 購股權(續)

(a) 購股權之條款及條件如下：
(續)

		Exercise price per share 每股行使價格	Number of options 購股權數目	Vesting condition 授予條件	Expiry date 到期日期
Options granted to employees:	購股權授予員工：				
— on 11 August 2014	— 於二零一四年八月十一日	\$0.419	4,000,000	Vesting on 1 August 2015 於二零一五年八月一日歸屬	10 August 2024 二零二四年八月十日
— on 11 August 2014	— 於二零一四年八月十一日	\$0.419	4,000,000	Vesting on 1 August 2017 於二零一七年八月一日歸屬	10 August 2024 二零二四年八月十日
— on 27 October 2016	— 於二零一六年十月二十七日	\$0.70	4,260,000	Vesting on 1 July 2017 於二零一七年七月一日歸屬	26 October 2026 二零二六年十月二十六日
— on 27 October 2016	— 於二零一六年十月二十七日	\$0.70	4,260,000	Vesting on 1 July 2018 於二零一八年七月一日歸屬	26 October 2026 二零二六年十月二十六日
— on 27 October 2016	— 於二零一六年十月二十七日	\$0.70	5,680,000	Vesting on 1 July 2019 於二零一九年七月一日歸屬	26 October 2026 二零二六年十月二十六日
— on 20 April 2021	— 於二零二一年四月二十日	\$1.69	11,850,000	Vesting on 20 April 2021 於二零二一年四月二十日歸屬	19 April 2022 二零二二年四月十九日
Total number of share options	購股權總數		57,700,000		

* The vesting of the Share Options granted to an executive director of the Company is subject to the performance of the Group and other conditions.

* 向本公司執行董事授予之購股權之歸屬取決於本集團之業績及其他條件。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

20 SHARE OPTIONS (CONTINUED)

(b) The number and weighted average exercise prices of share options are as follows:

20 購股權(續)

(b) 購股權數目及加權平均行使價如下：

		2023 二零二三年		2022 二零二二年	
		Weighted average exercise price 加權平均 行使價	Number of options 購股權數目 \$'000 千	Weighted average exercise price 加權平均 行使價	Number of options 購股權數目 \$'000 千
Outstanding at the beginning of the year	於年初尚未行使	\$1.56	16,700	\$0.59	12,600
Granted during the year	於年內授出	-	-	\$1.69	15,000
Exercised during the year	於年內行使	\$0.70	(150)	\$0.60	(10,750)
Lapsed during the year	於年內失效	\$1.69	(14,550)	\$1.69	(150)
Outstanding at the end of the year	於年底尚未行使	\$0.70	2,000	\$1.56	16,700
Exercisable at the end of the year	於年底可行使	\$0.70	2,000	\$1.56	16,700

The Share Options outstanding as of 31 March 2023 had an exercise price of \$0.70 (2022: \$0.70 or \$1.69) per share and a weighted average remaining contractual life of 3.58 years (2022: 0.63 years). During the year ended 31 March 2023, 14,550,000 share options have lapsed (2022: 150,000 share options have lapsed). The value of vested options which lapsed during the year was amounting to \$3,656,000 and was released directly to retained profits (2022: \$38,000).

於二零二三年三月三十一日，尚未行使之購股權之行使價格每股0.70元(二零二二年：0.70元或1.69元)及加權平均行使合約年期3.58年(二零二二年：0.63年)。截至二零二三年三月三十一日止年度內，已有14,550,000(二零二二年：150,000)份購股權失效。本年度失效已歸屬購股權之價值為3,656,000元(二零二二年：38,000元)，並直接計入保留溢利。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

20 SHARE OPTIONS (CONTINUED)

(c) Fair value of the Share Options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the 2014 Share Options and 2016 Share Options granted was measured based on the Trinomial Model, after taking into account the terms and conditions upon which the share options were granted. The contractual life of the share option and expectations of early exercise were incorporated into the Trinomial Model. The significant assumptions and inputs used in the valuation model are as follows:

Fair value of and assumptions for 2014 share options

Fair value at measurement date	\$0.176 to \$0.194
Share price	\$0.405
Exercise price	\$0.419
Risk-free interest rate	1.97%
Expected volatility	52.84%
Expected dividend yield	2.47%
Expected exercise multiple	2.2 to 2.8

Fair value of and assumptions for 2016 share options

Fair value at measurement date	\$0.239 to \$0.271
Share price	\$0.70
Exercise price	\$0.70
Risk-free interest rate	1.00%
Expected volatility	51.27%
Expected dividend yield	5.00%
Expected exercise multiple	1.8 to 4.0

20 購股權(續)

(c) 購股權之公平值及相關假設

所收到為換取獲於年底尚未行使授購股權之服務之公平值乃參照所授出購股權之公平值計量。所授出二零一四購股權、二零一六購股權及二零二一購股權之公平值估計於計及該等購股權據以授出之條款及條件後根據三項式模型計量。購股權之合約年期及提早行使之預期獲納入三項式模型內。估值模式所使用之重大假設及數據如下：

二零一四購股權公平值及相關假設

於計量日之公平值	\$0.176至\$0.194
市場價值	\$0.405
行使價格	\$0.419
無風險利率	1.97%
預期波幅	52.84%
預期股息收益率	2.47%
預期行使倍數	2.2至2.8

二零一六購股權公平值及相關假設

於計量日之公平值	\$0.239至\$0.271
市場價值	\$0.70
行使價格	\$0.70
無風險利率	1.00%
預期波幅	51.27%
預期股息收益率	5.00%
預期行使倍數	1.8至4.0

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

20 SHARE OPTIONS (CONTINUED)

(c) Fair value of the Share Options and assumptions (continued)

Fair value of and assumptions for 2021 share options

Fair value at measurement date	\$0.2509 to \$0.2520
Share price	\$1.69
Exercise	\$1.69
Risk-free interest rate	0.05%
Expected volatility	44.58%
Expected dividend yield	5.00%
Expected exercise multiple	2.2 to 2.8

Risk-free interest rate is based on the yields of the Hong Kong Exchange Fund Notes at the grant date. Expected volatility is based on the historical volatility (calculated based on the weighted average remaining life of the share options). Expected dividend yield is based on historical dividend trend of the Company and expected future dividend policy determined by management.

The vesting of the share options granted are subject to the performance of the Group and other conditions. Such non-market conditions have not been taken into account in the grant date fair value measurement of the share options. There are no market conditions associated with the share options granted.

The Trinomial Model is subject to certain fundamental limitations because of the subjective nature of and uncertainty relating to the assumptions and inputs to the model as well as certain inherent limitations of the model itself. Any changes in the above assumptions or inputs may materially affect the fair value estimation.

- (d) The total expense recognised in profit or loss for the year ended 31 March 2023 in respect of the Share Options is \$nil (2022: \$3,768,000) (note 28(a)).

20 購股權(續)

(c) 購股權之公平值及相關假設(續)

二零二一購股權公平值及相關假設

於計量日之 公平值	\$0.2509至 \$0.2520
市場價值	\$1.69
行使價格	\$1.69
無風險利率	0.05%
預期波幅	44.58%
預期股息收益率	5.00%
預期行使倍數	2.2 to 2.8

無風險利率是根據香港外匯基金債券在授出日之收益率。預計波幅是根據歷史波幅(根據購股權之加權平均剩餘期限計算)。預期股息率是基於公司之股息歷史記錄及管理層預計未來股息政策。

授出之購股權之歸屬取決於本集團之業績及其他條件。此非市場條件在該購股權授出日尚未考慮到公平值之計量。現在沒有與授出購股權相關之市場價值可供參考。

三項式模型受某些基本限制，因主觀之性質及有關假設及數據之不確定性，以及若干固有模式本身之局限性。上述假設或數據有任何變化可能對公平值估計產生重大影響。

- (d) 截至二零二三年三月三十一日止年度，無於損益已確認之有關購股權總費用(二零二二年：3,768,000元)(附註28(a))。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

21 OTHER RESERVES AND RETAINED EARNINGS

(a) Group

21 其他儲備及保留溢利

(a) 本集團

		Other reserves 其他儲備										
		Share premium	Treasury share	Statutory surplus reserve	Capital reserve	Merger reserve	Capital redemption reserve	Share-based compensation reserve	Other financial assets revaluation reserve	Translation reserve	Total other reserve	Retained earnings
		股份溢價	庫存股	法定 盈餘儲備	資本儲備	合併儲備	資本 贖回儲備	以股份支付 之酬金儲備	其他金融 資產之 重估儲備	換算儲備	其他 儲備總額	保留溢利
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
Balance at 1 April 2022	二零二二年四月一日											
	之結餘	302,248	-	60,059	2,608	(360,213)	1,941	4,248	1,996	85,315	98,202	1,396,219
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	-	-	386,173
Remeasurement of provision for long service payment	長期服務金準備之重新計量	-	-	-	-	-	-	-	-	-	-	6,038
Release upon lapse of share options (note 20(b))	沖還失效購股權 (附註20(b))	-	-	-	-	-	-	(3,656)	-	-	(3,656)	3,656
Dividends paid in respect of the previous year	已派上年度股息	-	-	-	-	-	-	-	-	-	-	(80,852)
Dividends paid in respect of the current year	已派本年度股息	-	-	-	-	-	-	-	-	-	-	(80,852)
Currency translation differences	貨幣換算差異	-	-	-	-	-	-	-	-	(98,714)	(98,714)	-
Fair value gain on other financial assets (non-recycling)	其他金融資產公平值之收益 (不可轉回)	-	-	-	-	-	-	-	6,592	-	6,592	-
Fair value gain on other financial assets (recycling)	其他金融資產公平值之收益 (可轉回)	-	-	-	-	-	-	-	26	-	26	-
Release of the recycling fair value gain due to disposal of other financial assets	因出售其他金融資產沖還之可轉回公平值收益	-	-	-	-	-	-	-	(100)	-	(100)	-
Transfer to retained profit upon disposal of financial asset (note 10 (ii))	出售其他金融資產轉撥至保留溢利 (附註10(ii))	-	-	-	-	-	-	-	(8,361)	-	(8,361)	8,361
Appropriation of statutory surplus reserve	法定盈餘儲備撥款	-	-	18,636	-	-	-	-	-	-	18,636	(18,636)
Issuance of share upon exercise of share options	行使購股權後發行股份	130	-	-	-	-	-	(40)	-	-	90	-
Distribution in specie (note 18)	實物分派 (附註18)	(1,280)	-	(78,695)	-	322,213	-	-	-	(10,668)	231,570	(1,129,776)
Balance at 31 March 2023	二零二三年三月三十一日											
	之結餘	301,098	-	-	2,608	(38,000)	1,941	552	153	(24,067)	244,285	490,331

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

21 OTHER RESERVES AND RETAINED EARNINGS (CONTINUED)

(a) Group (continued)

21 其他儲備及保留溢利(續)

(a) 本集團(續)

		Other reserves 其他儲備										
		Share premium	Treasury share	Statutory surplus reserve	Capital reserve	Merger reserve	Capital redemption reserve	Share-based compensation reserve	Other financial assets revaluation reserve	Translation reserve	Total other reserve	Retained earnings
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
Balance at 1 April 2021	二零二一年四月一日之結餘	294,471	-	27,533	2,608	17,045	1,753	2,952	(316)	17,523	363,569	1,131,893
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	-	-	549,102
Remeasurement of provision for long service payment	長期服務金準備之重新計量	-	-	-	-	-	-	-	-	-	-	2,934
Share-based payment	以股份支付報酬	-	-	-	-	-	-	3,768	-	-	3,768	-
Release upon lapse of share options (note 20(b))	沖遷失效購股權(附註20(b))	-	-	-	-	-	-	(38)	-	-	(38)	38
Dividends paid in respect of the previous year	已派上年度股息	-	-	-	-	-	-	-	-	-	-	(141,259)
Dividends paid in respect of the current year	已派本年度股息	-	-	-	-	-	-	-	-	-	-	(110,952)
Currency translation differences	貨幣換算差異	-	-	-	-	-	-	-	-	67,792	67,792	-
Fair value gain on other financial assets (non-recycling)	其他金融資產公平值之收益(不可轉回)	-	-	-	-	-	-	-	2,256	-	2,256	-
Fair value gain on other financial assets (recycling)	其他金融資產公平值之收益(可轉回)	-	-	-	-	-	-	-	56	-	56	-
Effect on acquisition of subsidiaries under common control (note 21(c)(iii))	收購共同控制之附屬公司之影響(附註21(c)(iii))	-	-	-	-	(45,725)	-	-	-	-	(45,725)	-
Assumption of debt liabilities arising from the acquisition of Jiaxuntong (note 21(c)(ii))	來自收購嘉訊通之債務承擔(附註21(c)(ii))	-	-	-	-	(331,533)	-	-	-	-	(331,533)	-
Appropriation of statutory surplus reserve	法定盈餘儲備撥款	-	-	32,526	-	-	-	-	-	-	32,526	(32,526)
Repurchase of shares (note 21(c)(iv))	回購股份(附註21(c)(iv))	-	(3,011)	-	-	-	-	-	-	-	(3,011)	-
Cancellation of shares (note 21(c)(iv)&(v))	註銷股份(附註21(c)(iv)&(v))	-	3,011	-	-	-	188	-	-	-	3,199	(3,011)
Issuance of share upon exercise of share options	行使購股權後發行股份	7,777	-	-	-	-	-	(2,434)	-	-	5,343	-
Balance at 31 March 2022	二零二二年三月三十一日之結餘	302,248	-	60,059	2,608	(360,213)	1,941	4,248	1,996	85,315	98,202	1,396,219

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

21 OTHER RESERVES AND RETAINED EARNINGS

(CONTINUED)

(b) Company

21 其他儲備及保留溢利(續)

(b) 本公司

		Other reserves 其他儲備						Total Other reserve 其他 儲備總額	Retained earnings 保留溢利
		Share premium \$'000 千元	Treasury share \$'000 千元	Capital redemption reserve 資本 贖回儲備 \$'000 千元	Contributed surplus 繳入盈餘 \$'000 千元	Share-based compensation reserve 以股份支付 之酬金儲備 \$'000 千元	Other financial assets revaluation reserve 其他金融資產 之重估儲備 \$'000 千元		
Balance at 1 April 2022	二零二二年四月一日 之結餘	302,248	-	1,941	193,185	4,248	145	501,767	90,043
Profit for the year	年度溢利	-	-	-	-	-	-	-	1,011,471
Share based payment	以股份支付報酬	-	-	-	-	-	-	-	-
Release upon lapse of share options (note 20(b))	沖還失效購股權 (附註20(b))	-	-	-	-	(3,656)	-	(3,656)	3,656
Remeasurement of provision for long service payment	長期服務金準備之 重新計量	-	-	-	-	-	-	-	554
Dividend paid in respect of the previous year	已派上年度股息	-	-	-	-	-	-	-	(80,852)
Dividend paid in respect of current year	已派本年度股息	-	-	-	-	-	-	-	(80,852)
Fair value losses on other financial assets (recycling)	其他金融資產 公平值之虧損 (可轉回)	-	-	-	-	-	(9)	(9)	-
Release of the recycling fair value gain due to disposal of other financial assets	因出售其他金融資 產沖還之可轉回 公平值收益	-	-	-	-	-	(100)	(100)	-
Issuance of share upon exercise of share options	行使購股權後 發行股份	130	-	-	-	(40)	-	90	-
Distribution in specie	實物分派	(1,280)	-	-	-	-	-	(1,280)	(896,926)
Balance at 31 March 2023	二零二三年 三月三十一日 之結餘	301,098	-	1,941	193,185	552	36	496,812	47,094

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

21 OTHER RESERVES AND RETAINED EARNINGS (CONTINUED)

(b) Company (continued)

21 其他儲備及保留溢利(續)

(b) 本公司(續)

		Other reserves 其他儲備							Retained earnings 保留溢利 \$'000 千元
		Share premium 股份溢價 \$'000 千元	Treasury share 庫存股 \$'000 千元	Capital redemption reserve 資本贖回儲備 \$'000 千元	Contributed surplus 繳入盈餘 \$'000 千元	Share-based compensation reserve 以股份支付之酬金儲備 \$'000 千元	Other financial assets revaluation reserve 其他金融資產之重估儲備 \$'000 千元	Total Other reserve 其他儲備總額 \$'000 千元	
Balance at 1 April 2021	二零二一年四月一日之結餘	294,471	-	1,753	193,185	2,952	172	492,533	247,458
Profit for the year	年度溢利	-	-	-	-	-	-	-	97,517
Share based payment	以股份支付報酬	-	-	-	-	3,768	-	3,768	-
Release upon lapse of share options (note 20(b))	沖還失效購股權(附註20(b))	-	-	-	-	(38)	-	(38)	38
Remeasurement of provision for long service payment	長期服務金準備之重新計量	-	-	-	-	-	-	-	252
Dividend paid in respect of the previous year	已派上年度股息	-	-	-	-	-	-	-	(141,259)
Dividend paid in respect of current year	已派本年度股息	-	-	-	-	-	-	-	(110,952)
Fair value losses on other financial assets (recycling)	其他金融資產公平值之虧損(可轉回)	-	-	-	-	-	(27)	(27)	-
Repurchase of shares (note 21(c)(iv))	回購股份(附註21(c)(iv))	-	(3,011)	-	-	-	-	(3,011)	-
Cancellation of shares (note 21(c)(iv)&(v))	註銷股份(附註21(c)(iv)&(v))	-	3,011	188	-	-	-	3,199	(3,011)
Issuance of share upon exercise of share options	行使購股權後發行股份	7,777	-	-	-	(2,434)	-	5,343	-
Balance at 31 March 2022	二零二二年三月三十一日之結餘	302,248	-	1,941	193,185	4,248	145	501,767	90,043

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

21 OTHER RESERVES AND RETAINED EARNINGS (CONTINUED)

(b) Company (continued)

Under the Bermuda Companies Act 1981, contributed surplus is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

At 31 March 2023, the aggregate amount of reserves available for distribution to equity shareholders of the Company was \$240,279,000 (2022: \$283,228,000). After the end of the reporting period, the directors proposed a final dividend of HK1.5 cents per ordinary share (2022: final dividend of HK4.0 cents per ordinary share), amounting to \$30,322,000 (2022: \$80,852,000) (note 32(a)). This dividend has not been recognised as a liability at the end of the reporting period.

(c) Nature and purpose of reserves

(i) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of entities outside Hong Kong. The reserve is dealt with in accordance with the accounting policies set out in note 2(x).

21 其他儲備及保留溢利(續)

(b) 本公司(續)

根據百慕達一九八一年公司法案，繳入盈餘可供分派予股東，但若支付股息後(i)本公司不能支付到期負債，或(ii)其資產之可變現價值將會因而少於其債項及其已發行股本及股份溢價之合計總額，則本公司不可宣佈、支付股息，或從繳入盈餘作出分派。

於二零二三年三月三十一日，可供分配給公司權益持有人的儲備總額為240,279,000元(二零二二年：283,228,000元)。報告期末後，董事會建議派發末期股息每股普通股1.5港仙(二零二二年：末期股息每股普通股4.0港仙)，金額為30,322,000元(二零二二年：80,852,000元)(附註32(a))。此股息於報告期末並未確認為負債。

(c) 儲備之性質及目的

(i) 換算儲備

換算儲備包括自換算香港以外實體財務報表而產生之所有外匯差異。有關儲備乃根據附註2(x)載列之會計政策處理。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

21 OTHER RESERVES AND RETAINED EARNINGS (CONTINUED)

(c) Nature and purpose of reserves (continued)

(ii) Merger reserve

To rationalise the corporate structure in preparation of the spin-off and separate listing of KRP, KRP Group underwent a group reorganisation (the "Reorganisation") which involved the acquisition of Jiaxuntong and Kar Info International. The Reorganisation is a business combination of entities under common control. Merger reserve represents the difference between the consideration paid and the net book values of the acquirees and debt capitalisation during Reorganisation. The merger reserve related to KRP Group was released upon the spin-off of KRP. More detailed can be found in the Company's announcement dated 9 March 2022.

(iii) Other financial assets revaluation reserve

The other financial assets revaluation reserve comprises the cumulative net change in the fair value of other financial assets held at the end of the reporting period and is dealt with in accordance with the accounting policies set out in note 2(f).

(iv) Treasury share

The Group repurchased a total of nil (2022: 1,880,000) of the Company's shares during the year ended 31 March 2023. The total consideration paid to repurchase these shares was \$nil (2022: \$3,011,000), which has been deducted from equity attributable to the owners of the Company. During the year ended 31 March 2023, nil shares (2022: 1,880,000) were cancelled. Accordingly, the premium of \$nil (2022: \$3,011,000) paid on the repurchase of shares was charged to retained earnings.

21 其他儲備及保留溢利(續)

(c) 儲備之性質及目的(續)

(ii) 合併儲備

為合理化企業架構以準備嘉創分拆及獨立上市，嘉創集團已進行集團重組(「重組」)，包括收購嘉訊通及Kar Info International。重組屬於共同控制實體之業務合併，合併儲備指已付代價及被收購方之賬面值及重組期間債務資本化之差額。關於嘉創集團之合併儲備，於嘉創集團分拆後已沖還。其詳情請參閱本公司於二零二二年三月九日發出之公佈。

(iii) 其他金融資產重估儲備

其他金融資產重估儲備包括於報告期末持有之其他金融資產公平值之累計變動淨額，並根據附註2(f)載列之會計政策處理。

(iv) 庫存股

截至二零二三年三月三十一日止年度內，本集團無回購本公司股份(二零二二年：1,880,000股)。無回購該股份總支付代價(二零二二年：3,011,000元)，該款項已從本公司股東應佔權益中扣除。截至二零二三年三月三十一日止年度內，無股份(二零二二年：1,880,000股)已被註銷。因此，無回購股份而支付之溢價(二零二二年：3,011,000元)已於保留溢利支銷。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

21 OTHER RESERVES AND RETAINED EARNINGS (CONTINUED)

(c) Nature and purpose of reserves (continued)

(v) Capital redemption reserve

During the year ended 31 March 2023, upon cancellation of nil shares, an amount equivalent to the par value of the shares cancelled of \$nil was transferred from share capital to the capital redemption reserve.

21 其他儲備及保留溢利(續)

(c) 儲備之性質及目的(續)

(v) 資本贖回儲備

截至二零二三年三月三十一日止年度內，無股份被註銷，無相當於已註銷股份面值之金額由股本轉換至資本贖回儲備。

22 TRADE PAYABLES, ACCRUALS AND OTHER PAYABLES

22 貿易應付賬款、應計費用及其他應付賬款

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Trade payables	貿易應付賬款	350,212	375,951
Accruals for short-term lease expenses	應計短期租金	2,053	4,315
Accruals for purchase of property, plant and equipment	應計購買物業、廠房及設備	24,459	22,035
Salaries and staff welfare payable	應付薪金及員工福利	169,514	207,971
Accruals for properties under development	應計在建物業	-	153,541
Other payables and accruals	其他應付賬款及應計費用	112,421	125,873
Receipts in advance (see note (a) below)	預收賬款 (見下列附註(a))	172,732	630,246
		481,179	1,143,981
		831,391	1,519,932

The carrying amounts of trade payables, accruals and other payables approximate their fair values. All trade payables and accruals as at 31 March 2023 and 2022 are expected to be settled within one year.

貿易應付賬款、應計費用及其他應付賬款之賬面值與公平值相近。於二零二三年及二零二二年三月三十一日之所有貿易應付賬款、應計費用及其他應付賬款預期於一年內清付。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

22 TRADE PAYABLES, ACCRUALS AND OTHER PAYABLES (CONTINUED)

Trade payables ageing analysis, based on invoice date, is as follows:

22 貿易應付賬款、應計費用及其他應付賬款(續)

貿易應付賬款按發票日期計算之賬齡分析如下：

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
0 to 90 days	0至90日	318,066	353,522
91 to 180 days	91至180日	28,540	20,600
181 to 360 days	181至360日	2,501	1,285
Over 360 days	360日以上	1,105	544
		350,212	375,951

(a) Receipts in advance

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

- **Manufacturing segment**
When the Group receives a deposit before the production activity commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the project exceeds the amount of the deposit. The amount of deposit is negotiated on a case by case basis with customers.
- **Property development**
The Group receives receipts in advance from customers when they sign the sale and purchase agreement. These receipts in advance are recognised as contract liabilities until the properties are completed and legally assigned to/accepted by customers.

(a) 預收賬款

預收賬款影響已確認合約負債金額之通常付款條款如下：

- **製造業分部**
當本集團在生產活動開始前收到按金時，這將在合約開始時產生合約負債，直到已確認項目收入超過按金金額為止。按金金額根據具體情況與客戶協商。
- **物業發展**
本集團於簽訂買賣協議時預先收到客戶付款。這些預收賬款於法定轉讓／客戶接受已落成之物業之前確認為合約負債。

Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

22 TRADE PAYABLES, ACCRUALS AND OTHER PAYABLES (CONTINUED)

(a) Receipts in advance (continued)

Movements in contract liabilities:

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Beginning of the year	年初	630,246	506,159
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the period	於年內確認計入年初合約負債之營業收入導致合約負債減少	(431,165)	(391,339)
Increase in contract liabilities as a result of receiving receipts in advances	收取預付賬款導致合約負債增加	174,349	495,094
Exchange difference	兌換差異	(33,905)	20,332
Distribution in specie (note 18)	實物分派 (附註18)	(166,793)	-
End of the year	年底	172,732	630,246

As at 31 March 2023, the amount of receipts in advance expected to be recognised as revenue after more than one year are \$nil (2022: \$50,853,000).

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its sales contracts for manufacturing products and properties development such that information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations that had an original expected duration of one year or less need not to be disclosed.

22 貿易應付賬款、應計費用及其他應付賬款(續)

(a) 預收賬款(續)

合約負債之變動：

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Beginning of the year	年初	630,246	506,159
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the period	於年內確認計入年初合約負債之營業收入導致合約負債減少	(431,165)	(391,339)
Increase in contract liabilities as a result of receiving receipts in advances	收取預付賬款導致合約負債增加	174,349	495,094
Exchange difference	兌換差異	(33,905)	20,332
Distribution in specie (note 18)	實物分派 (附註18)	(166,793)	-
End of the year	年底	172,732	630,246

於二零二三年三月三十一日，無預收賬款(二零二二年：50,853,000元)預計將於一年後確認為收入。

本集團已將香港財務報告準則第15號第121段之可行權宜方法應用於其製造業及房地產業務的銷售合約，因此關於本集團將享有當其符合原定預定期限為一年或以下之剩餘履約責任之相關收入，其資料不需要作出披露。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

23 BANK BORROWINGS

23 銀行借貸

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Portion of bank borrowings repayable within one year or are subject to repayment on demand clauses, and classified as current liabilities	一年內償還或受應要求償還條款規限並分類為流動負債之銀行借貸部份	422,372	738,434
Portion of bank borrowings repayable after one year and classified as non-current liabilities	一年後償還並分類為非流動負債之銀行借貸部份		
After 1 year but within 2 years	一年後但於二年內	230,000	167,750
After 2 years but within 5 years	二年後但於五年內	-	295,000
		230,000	462,750
Total bank borrowings	銀行借貸總額	652,372	1,201,184
Representing:	代表：		
Secured	有抵押	-	291,077
Unsecured	無抵押	652,372	910,107
Total bank borrowings	銀行借貸總額	652,372	1,201,184

As included in the bank borrowings classified as current liabilities, a loan agreement with a term of 3 years, amounting to \$100,000,000, includes an overriding repayment on demand clause, which gives the lender the right to demand repayment at any time at their sole discretion. Notwithstanding that the Group does not expect the lender to exercise its rights to demand repayment provided that the Group timely repay such loan as scheduled, these liabilities are classified as current because the Group under such an agreement does not have a right to defer settlement of the liability for at least twelve months after the reporting period.

一份為期三年之貸款協議(金額為100,000,000元)包含凌駕一切之應要求償還條款，給予貸款人權利可隨時全權酌情要求還款，計入分類為流動負債之銀行借貸。儘管本集團並無預期貸款人在本集團依時間表按時償還有關貸款之情況下行使其權利要求還款，該等流動負債分類為流動乃由於本集團於該協議下並無權利於報告期後至少十二個月延遲結付負債。

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

23 BANK BORROWINGS (CONTINUED)

In addition, the Group's certain banking facilities are subject to the fulfilment of covenants relating to the Group's statement of financial position ratios. If the Group were to breach these covenants, the drawn down facilities would become payable on demand. Due to the spin-off of KRP Group, as at 31 March 2023, the financial covenant related to net tangible asset balance in the bank borrowing amounted to \$406,000,000 had been breached, of which \$205,000,000 has original contractual maturity of more than 12 months after 31 March 2023. Amongst these, for the liabilities amounting to \$140,000,000, the Group obtained a waiver by end of reporting period from the lenders which agreed to provide a period of grace ending at least 12 months after the reporting period, within which the Group can rectify the breach and during which the lenders cannot demand immediate repayment. Therefore, these liabilities are classified as non-current as at 31 March 2023. However, the liabilities of \$65,000,000 that become payable on demand as a result of non-fulfilment of covenants due to the spin off had been reclassified from non-current liabilities to current liabilities. As at 31 March 2022, none of the covenants relating to drawn down facilities had been breached.

As at 31 March 2023, banking facilities of \$nil (2022: \$359,636,000) were secured by the pledged deposits of \$nil (2022: \$84,539,000) and the share capital of the two wholly-owned subsidiaries of the Company, Castfast Industrial (Yan Tien) Limited and 東莞嘉創房地產開發有限公司 such facilities were utilised to the extent of \$nil as at 31 March 2023 (2022: \$291,077,000).

23 銀行借貸(續)

此外，本集團若干銀行融資須待達成有關本集團財務狀況表比率之契諾後方可作實。倘本集團違反該等契諾，則已提取之融資將須按要求償還。由於嘉創集團分拆，於二零二三年三月三十一日，已違反有關銀行借貸中有形資產淨值結餘金額為406,000,000元之財務契諾，其中205,000,000元之原有合約還款期為二零二三年三月三十一日後多於12個月。該等金額當中，負債為140,000,000元，本集團於報告期末自貸款人獲取豁免，其同意提供截至報告期後至少12個月之寬限期，期間本集團可糾正違規事項及貸款人不可要求即時還款。因此，於二零二三年三月三十一日，該等負債分類為非流動。然而，65,000,000元之負債因分拆導致未達成契諾而成為按要求償還，由非流動負債獲重新分類為流動負債。於二零二二年三月三十一日，概無違反有關已提取融資的契諾。

於二零二三年三月三十一日，銀行融資額零元(二零二二年：359,636,000元)，以質押存款零元(二零二二年：84,539,000元)及本公司兩間全資附屬公司，雁田嘉輝塑膠五金廠有限公司及東莞嘉創房地產開發有限公司之股本作抵押，而於二零二三年三月三十一日無已被動用之融資額(二零二二年：291,077,000元)。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

24 LEASE LIABILITIES

At 31 March 2023, the lease liabilities were repayable as follows:

24 租賃負債

於二零二三年三月三十一日之租賃負債償還如下：

		2023 二零二三年		2022 二零二二年	
		Present value of the lease payments 租賃付款 之現值 \$'000 千元	Total lease payments 租賃付款 總額 \$'000 千元	Present value of the lease payments 租賃付款 之現值 \$'000 千元	Total lease payments 租賃付款 總額 \$'000 千元
Within 1 year	一年內	6,611	6,956	7,942	8,800
After 1 year but within 2 years	一年後但於二年內	3,126	3,171	7,467	7,926
After 2 years but within 5 years	二年後但於五年內	-	-	5,167	5,346
		3,126	3,171	12,634	13,272
		<u>9,737</u>	<u>10,127</u>	<u>20,576</u>	22,072
Less: total future interest expenses	減：未來利息開支總額		<u>(390)</u>		<u>(1,496)</u>
Present value of lease liabilities	租賃負債之現值		<u>9,737</u>		<u>20,576</u>

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

25 TAXATION IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

25 於綜合財務狀況表中稅項

(a) Current taxation

(a) 本期稅項

		2023 二零二三年	2022 二零二二年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Provision for Hong Kong Profits Tax for the year	本年度香港利得稅之準備	14,944	26,078
Provisional Hong Kong Profits Tax paid	已付暫繳香港利得稅	(20,004)	(17,900)
		(5,060)	8,178
Provision for PRC taxes	中國所得稅之準備	109,583	597,791
		104,523	605,969
Current tax recoverable	本期可收回稅項	5,060	1,153
Current tax payable	本期應付稅項	(109,583)	(607,122)
		(104,523)	(605,969)

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

25 TAXATION IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

25 於綜合財務狀況表中稅項(續)

(b) Deferred taxation

(b) 遞延稅項

Deferred tax liabilities	遞延稅項負債	Accelerated	Fair value	Capitalisation	Total
		depreciation	gain of investment properties	of loan interests	
		加速折舊	公平值之收益	資本化	合共
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
At 1 April 2021	二零二一年 四月一日	4,117	2,338	12,191	18,646
(Credited)/charged to profit or loss	於損益(計入)/ 支銷	(1,530)	492	(1,428)	(2,466)
Exchange difference	兌換差異	-	107	-	107
At 31 March 2022 and 1 April 2022	二零二二年 三月三十一日及 二零二二年 四月一日	2,587	2,937	10,763	16,287
Charged/(credited) to profit or loss	於損益支銷/ (計入)	172	(1,143)	8,279	7,308
Exchange difference	兌換差異	(119)	-	-	(119)
Distribution in specie (note 18)	實物分派 (附註18)	(2,025)	-	(19,042)	(21,067)
At 31 March 2023	二零二三年 三月三十一日	615	1,794	-	2,409

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

25 TAXATION IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(b) Deferred taxation (continued)

Deferred tax assets	遞延稅項資產	Tax losses 稅項虧損	Temporary difference for property development 物業發展之暫 時差異	Accrual for Land Appreciation Tax ("LAT") 土地使用稅之 預提	Others 其他	Total 合共
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
At 1 April 2021	二零二一年四月一日	(7,770)	(5,643)	(106,338)	(1,345)	(121,096)
Charged/(credited) to profit or loss	於損益支銷/ (計入)	5,193	1,196	(76,162)	(382)	(70,155)
Exchange difference	兌換差異	-	-	(5,764)	-	(5,764)
At 31 March 2022 and 1 April 2022	二零二二年 三月三十一日及 二零二二年 四月一日	(2,577)	(4,447)	(188,264)	(1,727)	(197,015)
Charged/(credited) to profit or loss	於損益支銷/ (計入)	(5,509)	(1,643)	63,295	(9,674)	46,469
Exchange difference	兌換差異	-	(71)	4,610	9,086	13,625
Distribution in specie (note 18)	實物分派 (附註18)	1,450	6,161	120,359	-	127,970
At 31 March 2023	二零二三年三月 三十一日	(6,636)	-	-	(2,315)	(8,951)

(b) 遞延稅項(續)

Notes to the Financial Statements

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(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

25 TAXATION IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED) 25 於綜合財務狀況表中稅項(續)

(b) Deferred taxation (continued)

The deferred tax assets and liabilities are offset when there is a legally enforceable right to set off and when the deferred income taxes relate to the same tax jurisdiction. The following amounts, determined after appropriate offsetting, are shown in the consolidated statement of financial position:

(b) 遞延稅項(續)

當有法定權利可將遞延稅項資產與遞延稅項負債抵銷，而遞延所得稅涉及同一稅務機關，則可將遞延稅項資產與遞延稅項負債互相抵銷。於計入適當抵銷後，下列金額於綜合財務狀況表內顯示：

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Deferred tax assets	遞延稅項資產		
— Continuing operations	— 持續經營業務	(8,951)	(1,728)
— Discontinued operations	— 已終止經營業務	-	(188,263)
Deferred tax liabilities	遞延稅項負債		
— Continuing operations	— 持續經營業務	2,409	3,796
— Discontinued operations	— 已終止經營業務	-	5,467
		(6,542)	(180,728)

At 31 March 2023, in accordance with the accounting policy set out in note 2(u), the Group had unrecognised deferred tax assets of approximately \$18,725,000 for continuing operations (2022: \$19,021,000) primarily representing the tax effect of cumulative tax losses (subject to agreement by relevant tax authorities) which can be carried forward against future taxable income, of which, tax losses of \$113,486,000 for continuing operations (2022: \$115,278,000) can be carried forward indefinitely.

於二零二三年三月三十一日，按照載於會計政策附註2(u)，本集團未確認遞延稅項資產約18,725,000元(二零二二年：19,021,000元)，主要代表累計稅項虧損之稅項影響(須受有關稅務機關同意)，該金額可與未來繳稅收入抵銷，而稅項虧損約113,486,000元(二零二二年：115,278,000元)可無限期結轉。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

26 REVENUE, OTHER NET INCOME/(LOSS)

26 收入、其他收入／(虧損)淨額

		2023 二零二三年	2022 二零二二年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Continuing operations	持續經營業務		
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內與客戶之合約收入		
Sales of merchandise	商品銷售		
— Metal and plastic business	— 五金塑膠業務	1,918,774	1,920,032
— Electronic manufacturing services business	— 電子專業代工業務	1,162,923	1,154,981
		3,081,697	3,075,013
Continuing operations	持續經營業務		
Other net income/(loss):	其他收入／(虧損)淨額：		
Fixed rental income	固定租金收入	2,598	2,722
(Loss)/gain on disposal of property, plant and equipment	出售物業、廠房及設備之(虧損)／收益	(56)	1,158
Loss on disposal of other financial assets	出售其他金融資產之虧損	(576)	—
Loss on derecognition of other financial asset (note 10(ii))	取消確認其他金融資產之虧損(附註10(ii))	(8,361)	—
Government grants received (note (i))	獲得之政府資助金(附註(i))	10,666	2,033
Others	其他	1,703	1,775
		5,974	7,688

Notes:

- (i) During the year ended 31 March 2023, the Group received subsidies of \$5,129,000 (2022: \$2,033,000) from the PRC government. The purposes of these subsidies are to encourage the use of high-technologies machineries, promote the development of human resources and to provide financial support to enterprise during the COVID-19 pandemic.

In 2023, the Group successfully applied and received for funding support of \$2,600,000 (2022: nil) from the Employment Support Scheme under the Anti-epidemic Fund, set up by the Hong Kong Government. The purpose of the funding is to provide financial support to employers to retain their current employees or hire more employees when the business revives. Under the terms of the grant, the group is required to employ sufficient number of employees with reference to its proposed employee headcounts in each subsidy month.

附註：

- (i) 截至二零二三年三月三十一日年度內，本集團亦收取5,129,000元(二零二二年：2,033,000元)由中國政府之補貼，該補貼之目的是鼓勵使用高科技機器、提升人才培訓及由2019冠狀病毒病疫情間之財務支援。

於二零二三年，本集團成功申請由香港特區政府成立防疫抗疫基金下之保就業計劃及收取2,600,000元(二零二二年：無)基金支援。該資助之目的是為企業提供財務支援，以保留可能會被遣散之僱員。根據資助之條款，本集團被要求在補貼期間按建議員工崗位聘用足夠數量員工。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

27 EXPENSES BY NATURE

27 按性質分類之費用

		2023 二零二三年	2022 二零二二年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Continuing operations	持續經營業務		
Cost of materials*	物料成本*	2,307,667	2,148,846
Depreciation and amortisation of property, plant and equipment	物業、廠房及設備之折舊及攤銷	100,748	96,187
Amortisation of intangible assets (note 8)	無形資產之攤銷(附註8)	1,553	1,548
Employee benefit expenses (including directors' remuneration) (note 28(a))	僱員福利開支(包括董事酬金)(附註28(a))	389,139	483,795
Rental expenses of short-term leases	短期租賃租金	6,506	5,553
Net exchange (gain)/loss	匯兌(收益)/虧損淨額	(14,886)	683
Auditors' remuneration	核數師酬金	3,600	3,386
Recognition of loss allowance for trade and bills receivables (note 12)	貿易及票據應收賬款虧損撥備之確認(附註12)	393	2,002
Reversal of write-down of obsolete and slow-moving inventories	陳舊及滯銷存貨撇減之回撥	(9,810)	(396)
Other expenses	其他支出	62,399	39,768
		2,847,309	2,781,372
Representing:	代表：		
Cost of revenue	收入成本	2,744,532	2,636,922
Distribution and selling expenses	分銷及銷售費用	31,205	30,814
General and administrative expenses	一般及行政費用	71,572	113,636
		2,847,309	2,781,372

* The cost of materials excluded depreciation and amortization of property, plant and equipment, employee benefit expenses and rental expenses.

* 物料成本不包括物業、廠房及設備之折舊及攤銷，僱員福利開支及租賃租金。

Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

28 EMPLOYEE BENEFIT EXPENSES — INCLUDING DIRECTORS' REMUNERATION

(a) Employee benefit expenses during the year are as follows:

28 僱員福利支出 — 包括董事酬金

(a) 年內僱員福利支出如下：

		2023 二零二三年	2022 二零二二年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Continuing operation	持續經營業務		
Wages and salaries	薪酬及工資	358,362	449,068
Contributions to defined contribution retirement plans	界定供款退休計劃之供款	29,951	30,673
Provision for long service payments	長期服務金準備	826	286
Share option expenses (note 20(d))	購股權支出 (附註20(d))	-	3,768
		389,139	483,795

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

28 EMPLOYEE BENEFIT EXPENSES — INCLUDING DIRECTORS' REMUNERATION (CONTINUED)

(b) Directors' remuneration

Directors' remuneration disclosed pursuant to section 383 of the Hong Kong Companies Ordinance and Part 2 of the Companies Ordinance (Disclosure of Information about Benefits of Directors) Regulation is as follows:

28 僱員福利支出 — 包括董事酬金 (續)

(b) 董事酬金

根據香港《公司條例》第383章及公司條例之第二部份(有關董事福利之披露資料)規例之董事酬金披露如下:

		2023 二零二三年					
Name of director 董事名稱	Fees 袍金 \$'000 千元	Salary 薪金 \$'000 千元	Discretionary & director's Bonuses 酌情發放之花紅 \$'000 千元	Employer's contributions to retirement plans 退休金計劃之僱主供款 \$'000 千元	Share-based payment 以股份支付報酬(附註) \$'000 千元	Total 合共 \$'000 千元	
Executive directors 執行董事							
Mr. Ho Cheuk Fai 何焯輝先生	-	4,807	3,901	-	-	8,708	
Mr. Zhao Kai 趙凱先生	-	1,289	3,608	24	-	4,921	
Ms. Chan Ming Mui, Silvia 陳名妹小姐	-	949	2,080	18	-	3,047	
Mr. Chan Raymond 陳毅文先生	-	1,091	2,341	18	-	3,450	
Non-executive directors 非執行董事							
Mr. Ho Cheuk Ming 何卓明先生	220	-	20	-	-	240	
Mr. Ho Kai Man 何啟文先生	-	498	172	18	-	688	
Independent non-executive directors 獨立非執行董事							
Mr. Fong Hoi Shing 方海城先生	150	-	-	-	-	150	
Mr. Yam Chung Shing 任重誠先生	150	-	-	-	-	150	
Dr. Lau Kin Wah 劉健華博士	150	-	-	-	-	150	

Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

28 EMPLOYEE BENEFIT EXPENSES — INCLUDING DIRECTORS' REMUNERATION (CONTINUED)

(b) Directors' remuneration (continued)

28 僱員福利支出 — 包括董事酬金 (續)

(b) 董事酬金 (續)

		2022 二零二二年						
Name of director 董事名稱		Fees 袍金 \$'000 千元	Salary 薪金 \$'000 千元	Discretionary & director's Bonuses 酌情發放 之花紅 \$'000 千元	Employer's contributions to retirement plans 退休金計劃 之僱主供款 \$'000 千元	Share-based payment 以股份支付 報酬(附註) \$'000 千元	Total 合共 \$'000 千元	
Executive directors 執行董事								
Mr. Ho Cheuk Fai	何焯輝先生	-	4,772	3,899	-	-	8,671	
Mr. Zhao Kai	趙凱先生	-	1,280	3,607	22	252	5,161	
Ms. Chan Ming Mui, Silvia	陳名妹小姐	-	918	2,078	18	252	3,266	
Mr. Chan Raymond	陳毅文先生	-	1,059	2,289	18	252	3,618	
Non-executive directors 非執行董事								
Mr. Ho Cheuk Ming	何卓明先生	220	-	40	-	-	260	
Mr. Ho Kai Man	何啟文先生	-	477	194	18	38	727	
Independent non-executive directors 獨立非執行董事								
Mr. Fong Hoi Shing	方海城先生	150	-	-	-	-	150	
Mr. Yam Chung Shing	任重誠先生	150	-	-	-	-	150	
Dr. Lau Kin Wah	劉健華博士	150	-	-	-	-	150	

Note: These represent the estimated value of share options granted to the directors under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payments as set out in note 2(s). The details of these share options, including the principal terms and number of options granted, are disclosed in note 20 to the financial statements.

附註：此代表根據本公司購股權計劃授予董事之估計購股權價值。此等購股權價值是根據本集團載於附註2(s)以股份支付報酬之會計政策計算。此等購股權之詳情，包括主要條款及授股權數量，於本財務報表附註20中披露。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

28 EMPLOYEE BENEFIT EXPENSES — INCLUDING DIRECTORS' REMUNERATION (CONTINUED)

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include four (2022: four) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining one (2022: one) individuals during the year are as follows:

28 僱員福利支出 — 包括董事酬金 (續)

(c) 五名最高薪酬人士

本年度集團五名最高薪酬之人士包括四名(二零二二年：四名)董事，其酬金已載於上文分析。於年內其餘一名(二零二二年：一名)最高薪人士之應付酬金如下：

		2023 二零二三年	2022 二零二二年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Basic salaries and allowances	基本薪金及津貼	944	847
Discretionary bonus	酌情發放之花紅	908	971
Contributions to retirement plans	退休計劃之供款	18	18
Share-based payment	以股份支付報酬	—	126
		1,870	1,962

The emoluments fell within the following band:

該等酬金在下列組合範圍內：

		Number of individuals 人士數目	
		2023 二零二三年	2022 二零二二年
\$1,500,001 to \$2,000,000	1,500,001元至 2,000,000元	1	1

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

29 FINANCE COSTS, NET

29 財務成本，淨額

	2023 二零二三年	2022 二零二二年 (Restated) (已重列)
	\$'000 千元	\$'000 千元
Continuing operations		
Finance costs		
— Interest expense from financial liabilities measured at amortised cost	39,626	16,710
— Interest expenses on lease liabilities	701	657
Less: interest expenses capitalised into property, plant and equipment (note)	(4,672)	(7,491)
	35,655	9,876
Finance income		
— Interest income from financial assets measured at amortised cost	(1,183)	(1,246)
— Other interest income from financial assets measured at FVOCI (recycling)	(321)	(377)
	(1,504)	(1,623)
Finance costs, net	34,151	8,253

Note: The borrowing costs have been capitalised at a rate of 4.04% (2022: 4.14%) per annum..

附註：借貸成本以年利率4.04%（二零二二年：4.14%）被資本化。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

30 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

30 於綜合損益表中所得稅

The amount of taxation charged to consolidated statement of profit or loss represents:

於綜合損益表支銷之稅項如下：

		2023 二零二三年	2022 二零二二年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Continuing operations	持續經營業務		
Current taxation	本期稅項		
Hong Kong Profits Tax	香港利得稅		
— Current year	— 本年度	15,841	26,078
— Over provision in prior years	— 往年之超額準備	(197)	(71)
PRC taxes	中國稅項		
— Corporate Income Tax	— 企業所得稅	2,247	16,518
Deferred taxation	遞延稅項	(8,418)	(591)
		9,473	41,934

Hong Kong Profits Tax has been provided at the rate of 16.5% (2022: 16.5%) on the estimated assessable profit for the year for all Group companies incorporated in Hong Kong.

所有於香港成立之集團公司乃根據本期之估計應課稅溢利按16.5% (二零二二年：16.5%)之稅率計提香港利得稅準備。

The Group's operations in the PRC are subject to Corporate Income Tax Law of the PRC at the standard tax rate of 25% (2022: 25%), except for one PRC subsidiary of the Group was rewarded with Certificate of High and New Technology Enterprise and entitled for a tax reduction from 25% to 15%. The entitlement is subject to review every three years.

本集團於中國之業務須遵守中國企業所得稅法按標準稅率25% (二零二二年：25%)納稅，除了一家本集團中國附屬公司獲頒高新技術企業證書，並可以獲減稅，稅率由25%減至15%。該享有減稅之權利，每三年檢討一次。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

30 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

Reconciliation between income tax expense and accounting profit at applicable tax rates:

30 於綜合損益表中所得稅(續)

所得稅支出與按適用稅率計算之會計溢利之調節：

		2023 二零二三年	2022 二零二二年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Continuing operations	持續經營業務		
Profit before taxation	除稅前溢利	191,791	296,207
Profit before Hong Kong Profits Tax and Corporate Income Tax	除香港利得稅及企業所得稅前溢利	191,791	296,207
Notional tax calculated at applicable income tax rate	按適用稅率計算之假設稅項	28,128	50,973
Share of profits of associates	應佔聯營公司溢利	(2,501)	(192)
Income not subject to taxation	無須課稅之收入	(19,887)	(27,702)
Expenses not deductible for taxation purposes	不可扣稅之支出	3,815	18,397
Temporary difference not recognised	未確認之暫時差異	514	812
Overprovision for Hong Kong taxation in prior years	往年之香港稅項之超額準備	(197)	(71)
Utilisation of previously unrecognised tax losses	使用往年未確認稅項虧損	(102)	(70)
Unused tax losses not recognised	未確認之未使用稅項虧損	(297)	(213)
Income tax expense	所得稅支出	9,473	41,934

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

31 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to equity shareholders of the Company by the weighted average number of ordinary shares in issue during the year.

Diluted earnings per share is calculated by dividing the profit attributable to equity shareholders of the Company by weighted average number of ordinary shares in issue after adjusting the potential dilutive effect of the outstanding options during the year.

31 每股溢利

每股基本溢利乃根據本公司權益持有人應佔溢利除以年內已發行之普通股加權平均數計算。

攤薄後每股溢利乃根據本公司權益持有人應佔溢利除以年內已發行之普通股加權平均數及調整潛在攤薄影響之尚未行使購股權計算。

		2023 二零二三年	2022 二零二二年 (Restated) (已重列)
Profit attributable to equity shareholders of the Company arises from (\$'000)	本公司權益持有人應佔溢利(千元)		
— Continuing operations	— 持續經營業務	182,318	254,273
— Discontinued operations	— 已終止經營業務	203,855	294,829
		386,173	549,102
Weighted average number of ordinary shares in issue (in thousand shares)	已發行普通股之加權平均數(千股)	2,021,318	2,016,576
Effect of outstanding share options (in thousand shares)	尚未行使購股權之影響(千股)	797	5,102
Weighted average number of ordinary shares (diluted) in issue (in thousand shares)	已發行普通股(攤薄)之加權平均數(千股)	2,022,115	2,021,678
Basic earnings per share (HK cents)	每股基本溢利(港仙)		
— Continuing operations	— 持續經營業務	9.0	12.6
— Discontinued operations	— 已終止經營業務	10.1	14.6
		19.1	27.2
Diluted earnings per share (HK cents)	攤薄後每股溢利(港仙)		
— Continuing operations	— 持續經營業務	9.0	12.6
— Discontinued operations	— 已終止經營業務	10.1	14.6
		19.1	27.2

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

32 DIVIDENDS

(a) Dividends payable to equity shareholders of the Company attributable to the year

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Interim dividend declared and paid of HK 4.0 cents per ordinary share (2022: HK4.5 cents per ordinary share)	已宣佈及已派發中期股息每普通股4.0港仙(二零二二年：每普通股4.5港仙)	80,852	88,762
Special dividend declared and paid of HK nil cent per ordinary share (2022: HK1.0 cent per ordinary share)	已宣佈及已派發特別股息每普通股零港仙(二零二二年：每普通股1.0港仙)	-	22,190
Final dividend proposed after the end of the reporting period of HK1.5 cents per ordinary share (2022: HK4.0 cents per ordinary share)	於報告期末後擬派末期股息每普通股1.5港仙(二零二二年：每普通股4.0港仙)	30,322	80,852
		111,174	191,804

The final dividend proposed after the end of the reporting period have not been recognised as a liability at the end of the reporting period.

於報告期末後擬派之末期股息於報告期末並未確認為負債。

(b) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Final dividend in respect of the previous financial year, approved and paid during the year, of HK4.0 cents per ordinary share (2022: HK7.0 cents per ordinary share)	就上一財政年度，已批准及已於年內派發之末期股息每普通股4.0港仙(二零二二年：每普通股7.0港仙)	80,852	141,259

32 每股股息

(a) 屬於本年度應付本公司權益持有人之股息

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Interim dividend declared and paid of HK 4.0 cents per ordinary share (2022: HK4.5 cents per ordinary share)	80,852	88,762
Special dividend declared and paid of HK nil cent per ordinary share (2022: HK1.0 cent per ordinary share)	-	22,190
Final dividend proposed after the end of the reporting period of HK1.5 cents per ordinary share (2022: HK4.0 cents per ordinary share)	30,322	80,852
	111,174	191,804

於報告期末後擬派之末期股息於報告期末並未確認為負債。

(b) 屬於上一財政年度，並於年內批准及派發之應付本公司權益持有人之股息

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Final dividend in respect of the previous financial year, approved and paid during the year, of HK4.0 cents per ordinary share (2022: HK7.0 cents per ordinary share)	80,852	141,259

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33 COMMITMENTS AND CONTINGENT LIABILITIES

The Group had the following significant commitments and contingent liabilities which were not provided for in the consolidated financial statements:

(a) Capital commitments

The Group had the following authorised and contracted capital commitments at 31 March 2023:

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Purchase of property, plant and equipment	74,197	72,923
購買物業、廠房及設備		

(b) Guarantees

(i) At 31 March 2023, the Company has given guarantees totaling approximately \$1,492,765,000 (2022: \$1,648,927,000) to financial institutions in connection with the banking facilities granted to its subsidiaries. Such banking facilities utilised as at 31 March 2023 amounted to approximately \$652,372,000 (2022: \$1,201,184,000).

(ii) As at 31 March 2022, the Group has provided guarantees to banks to secure the mortgage arrangements of certain property buyers and the outstanding guarantees to the banks amounted to \$855,859,000 which will be released upon the completion of the transfer procedures with the property buyers in respect of the legal title of the properties.

33 承擔及或然負債

本集團有以下未有於本綜合財務報表上計提準備之重要承擔及或然負債：

(a) 資本承擔

於二零二三年三月三十一日本集團有以下已授權及簽約之資本承擔：

	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Purchase of property, plant and equipment	74,197	72,923
購買物業、廠房及設備		

(b) 擔保

(i) 於二零二三年三月三十一日，本公司給予財務機構有關提供銀行融資予其他附屬公司之總擔保金額約為1,492,765,000元(二零二二年：1,648,927,000元)。於二零二三年三月三十一日，已使用之銀行融資約為652,372,000元(二零二二年：1,201,184,000元)。

(ii) 於二零二二年三月三十一日，本集團已向銀行提供擔保，以擔保若干購房者之按揭安排及尚未償還之銀行擔保總額為855,859,000元，將於完成與房產購買者有關合法產權之轉讓手續後解除。

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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

33 COMMITMENTS AND CONTINGENT LIABILITIES (CONTINUED)

(b) Guarantees (continued)

(ii) (continued)

The directors do not consider the Group will sustain a loss under these guarantees as the bank has the rights to sell the property and recovers the outstanding loan balance from the sale proceeds if the property buyers have default payment. The Group has not recognised any deferred income in respect of these guarantees as its fair value is considered to be insignificant.

33 承擔及或然負債(續)

(b) 擔保(續)

(ii) (續)

董事認為本集團將不會因這些擔保而蒙受損失，因為銀行有權出售該些物業，並且若購房者有違約付款，則可從出售收益中收回未償還之貸款餘額。由於其公平值並非顯著，因此本集團並未就這些擔保確認任何遞延收入。

34 MATERIAL RELATED PARTY TRANSACTIONS

(a) Transactions with related parties (continuing operation)

34 主要關連人士交易

(a) 與關連人士之交易(持續經營業務)

		2023 二零二三年	2022 二零二二年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Sales of goods:	銷售貨物：		
Sales of finished goods to related companies	向關連公司銷售製成品	11	58
Others:	其他：		
Consultancy fee charged by an associated company	支付顧問費予聯營公司	690	726
Rental charged by a related company	支付租金予關連公司	2,880	2,880
Purchase of machinery from an associate	向聯營公司購買機器	5,943	10,220
Training fee charged by an associate	支付培訓費予聯營公司	66	93
Repair and maintenance charged by an associate	支付維修及保養費予聯營公司	7,376	5,306
Rental income from a related company	向關連公司收取租金收入	206	206
Management fee income from a related company	向關連公司收取管理費收入	640	640

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34 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

34 主要關連人士交易(續)

(b) Balances with related parties

(b) 與關連人士之結餘

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Amount due to an associate (note 10)	應付聯營公司賬款 (附註10)	3,895	1,532
Amounts due to related companies	應付關連公司 賬款	3,848	3,664
Amount due from Dongguan Jiale (note (i))	應收東莞嘉樂之 賬款(附註(i))	—	2,114
Amount due from other related companies	應收其他關連公司 賬款	2,628	37,838
Amounts due from related companies	應收關連公司 賬款	2,628	39,952

The amounts due from/to an associate and related companies are unsecured, interest-free and repayable on demand.

應收／應付聯營公司及關連公司賬款為無抵押，不計利息，並在要求時償還。

Note:

附註：

- (i) Represents the amount due from Dongguan Jiale, a new entity established as a result of the Corporate Division. The amount was paid by Jiaxuntong to Dongguan Jiale prior to the Corporate Division to support its ordinary business operations.

- (i) 應收東莞嘉樂(一間因分立而新成立之實體)之賬款，此金額代表於分立前由嘉訊通代東莞嘉樂支付之日常營運。

During the year ended 31 March 2022, the amount due from Dongguan Jiale of approximately RMB276,278,000 (equivalent to \$331,533,000) was settled by debt assumption as part of the consideration in pursuant to the acquisition agreement of Jiaxuntong, and the amount was debited to the merger reserve as set out in note 21(c)(ii).

截至二零二二年三月三十一日止年內，應收東莞嘉樂之賬款約人民幣276,278,000元(相當於331,533,000元)已根據嘉訊通收購協議作為代價之一部分以債務承擔方式結清，該款項已於收購事宜之完成日期借記至附註21(c)(ii)所載合併儲備。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

34 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 28(b) and certain of the highest paid employees as disclosed in note 28(c), is as follows:

		2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
Short-term employee benefits	短期僱員福利	25,704	28,436
Post-employment benefits	離職福利	114	148
Share-based payment	以股份支付報酬	-	970
		25,818	29,554

Total remuneration is included in "employee benefit expenses" (see note 28(a)).

總酬金包括在「僱員福利支出」內(見附註28(a))。

(d) Applicability of the Listing Rules relating to connected transactions

Except for the rental charged by a related company and the management fee income from a related company as disclosed in note 34(a) that constitute connected transactions, none of the related party transaction mentioned above falls under the definition of connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules.

(d) 與關連交易有關之上市規則之適用性

除了於附註34(a)所載之支付租金予關連公司，及向關連公司收取管理費收入構成關連交易外，以上提及之關連人士交易並無列入上市規則第14A章所界定之關連交易或持續關連交易。

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

35 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

35 公司層面之財務狀況表

		Note	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
ASSETS	資產			
Non-current assets	非流動資產			
Interests in subsidiaries	於附屬公司之 權益		723,600	710,653
Other financial assets	其他金融資產		6,841	13,443
			730,441	724,096
Current assets	流動資產			
Amount due from a subsidiary	應收附屬公司 賬款		100,000	103,915
Prepayments, deposits and other receivables	預付款、按金及 其他應收賬款		240	1,048
Current tax recoverable	本期可收回稅項		–	77
Cash and cash equivalents	現金及 現金等價物		3,480	4,297
			103,720	109,337
Total assets	資產總值		834,161	833,433
EQUITY	權益			
Capital and reserves attributable to equity shareholders of the Company	本公司權益持有人 應佔股本及 儲備			
Share capital	股本	19	202,146	202,131
Other reserves	其他儲備	21	496,812	501,767
Retained earnings	保留溢利	21	47,094	90,043
Total equity	權益總值		746,052	793,941

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

35 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION (CONTINUED)

35 公司層面之財務狀況表(續)

	Note	2023 二零二三年 \$'000 千元	2022 二零二二年 \$'000 千元
	附註		
LIABILITIES			
Non-current liabilities			
Provision for long service payments		13	553
Current liabilities			
Accruals and other payables		28,066	38,939
Current tax payable		30	–
Bank borrowings		60,000	–
Total liabilities		88,096	38,939
		88,109	39,492
Total equity and liabilities		834,161	833,433
Net current assets		15,624	70,398
Total assets less current liabilities		746,065	794,494

Approved and authorised for issue by the board of directors on 28 June 2023.

於二零二三年六月二十八日由董事會批准及授權刊發。

Ho Cheuk Fai
何焯輝
Director
董事

Chan Ming Mui, Silvia
陳名妹
Director
董事

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

36 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 March 2023, the directors regard TMF (B.V.I.) Limited, which beneficially owns 40.45% of the Company's equity interests, to be the immediate and ultimate controlling party of the Company. Mr. Ho Cheuk Fai, Ms. Ho Po Chu, and Mr. Ho Cheuk Ming are the beneficial owners of TMF (B.V.I.) Limited. TMF (B.V.I.) Limited is incorporated in the British Virgin Islands and does not produce financial statements available for public use.

37 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2023

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 March 2023 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

36 直接及最終控制人士

於二零二三年三月三十一日，董事認為TMF (B.V.I.) Limited，實益擁有本公司40.45%股份利益，並為本公司之直接及最終控制人士。何焯輝先生、何寶珠女士及何卓明先生為TMF (B.V.I.) Limited之實益擁有人。TMF (B.V.I.) Limited於英屬處女群島成立及沒有公開其財務報表。

37 已頒佈但尚未於截至二零二三年三月三十一日止年度生效之修訂、新準則及詮釋可能構成之影響

直至本財務報表發表當日，香港會計師公會頒佈了多項於截至二零二三年三月三十一日止年度尚未生效之修訂及新準則，香港財務報告準則第17號，「保險合同」，而並未於本財務報表內採納。下列為其中可能與本集團有關。

Effective for
accounting periods
beginning on or after
於以下日期或
之後開始之
會計期間生效

HKFRS 17, *Insurance contracts* 1 April 2023
香港財務報告準則第17號，「保險合約」 二零二三年四月一日

Amendments to HKAS 1, *Presentation of financial statements:* 1 April 2023
Classification of liabilities as current or non-current
香港會計準則第1號(修訂本)，「財務報表之表達：負債歸類為流動或非
流動」 二零二三年四月一日

Amendments to HKAS 1, *Presentation of financial statements and* 1 April 2023
HKFRS Practice Statement 2, Making materiality judgements:
Disclosure of accounting policies
香港會計準則第1號(修訂本)，「財務報表之表達」及香港財務報告準則
實務報表第2號，「作重大性判斷：會計政策披露」 二零二三年四月一日

Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有說明外，以港元列示)

37 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2023 (CONTINUED)

37 已頒佈但尚未於截至二零二三年三月三十一日止年度生效之修訂、新準則及詮釋可能構成之影響(續)

Effective for
accounting periods
beginning on or after
於以下日期或
之後開始之
會計期間生效

Amendments to HKAS 8, <i>Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates</i>	1 April 2023
香港會計準則第8號(修訂本)「會計政策、會計估計變動及錯誤：會計估計之定義」	二零二三年四月一日

Amendments to HKAS 12, <i>Income taxes: Deferred tax related to assets and liabilities arising from a single transaction</i>	1 April 2023
香港會計準則第12號(修訂本)「所得稅：與單一交易所引致資產及負債相關之遞延稅項」	二零二三年四月一日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正在評估該些修訂及新準則在初次應用期間之影響。截至目前，已確定採納該些修訂及新準則不可能對綜合財務報表產生重大影響。

Five-year Financial Summary 五年財務摘要

The results of the Group for the last five financial years ended 31 March 2023 and the assets and liabilities of the Group as at 31 March 2019, 2020, 2021 and 2022 are as follows:

本集團截至二零二三年三月三十一日止五個財政年度之業績，於二零一九年、二零二零年、二零二一年及二零二二年三月三十一日之資產及負債如下：

CONSOLIDATED RESULTS

綜合業績

		Year ended 31 March 截至三月三十一日止年度				
		2023 二零二三年	2022 二零二二年 (Restated) (已重列)	2021 二零二一年	2020 二零二零年	2019 二零一九年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Revenue	收入	3,081,697	3,075,013	3,472,798	2,902,208	2,651,169
Operating profit	經營溢利	210,785	303,296	743,992	380,780	315,837
Finance income	財務收入	1,504	1,623	11,379	4,462	2,743
Finance costs	財務成本	(35,655)	(9,876)	(7,975)	(24,858)	(19,187)
Share of profits of associates	應佔聯營公司收益	15,157	1,164	1,487	1,354	693
Profit before taxation	除稅前溢利	191,791	296,207	748,883	361,738	300,086
Income tax	所得稅	(9,473)	(41,934)	(303,555)	(111,472)	(78,700)
Profit for the year from continuing operations	來自持續 經營業務之年度溢利	182,318	254,273	445,328	250,266	221,386
Profit for the year from discontinued operations	來自已終止 經營業務之年度溢利	203,855	294,829	-	-	-
Profit for the year	年度溢利	386,173	549,102	445,328	250,266	221,386
Attributable to:	應佔：					
Equity shareholders of the Company	本公司權益持有人	386,173	549,102	445,328	250,266	221,386

Five-year Financial Summary

五年財務摘要

CONSOLIDATED ASSETS AND LIABILITIES

綜合資產及負債

		At 31 March 三月三十一日				
		2023 二零二三年	2022 二零二二年	2021 二零二一年	2020 二零二零年	2019 二零一九年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
ASSETS	資產					
Non-current assets	非流動資產	1,152,470	1,309,610	1,007,922	954,602	867,636
Current assets	流動資產	1,398,309	3,756,456	3,422,966	2,739,848	1,596,282
Total assets	資產總值	2,550,779	5,066,066	4,430,888	3,694,450	2,463,918
EQUITY	權益					
Share capital	股本	202,146	202,131	201,244	199,384	199,183
Reserves	儲備	734,616	1,494,421	1,495,462	1,176,431	967,677
Total equity	權益總值	936,762	1,696,552	1,696,706	1,375,815	1,166,860
LIABILITIES	負債					
Non-current liabilities	非流動負債	236,317	490,888	632,330	838,550	564,815
Current liabilities	流動負債	1,377,700	2,878,626	2,101,852	1,480,085	732,243
Total liabilities	負債總值	1,614,017	3,369,514	2,734,182	2,318,635	1,297,058
Total equity and liabilities	權益及負債總值	2,550,779	5,066,066	4,430,888	3,694,450	2,463,918

Note: The disposal of subsidiaries for the year ended 31 March 2023 constituted discontinued operations. In accordance with HKFRS 5, *Non-current Assets Held for Sales and Discontinued Operations*, the Group has re-presented the comparative information in 2022 in this regard. However, it is not practicable to restate the financial information for the earlier years for comparison purposes.

附註：截至二零二三年三月三十一日止年度出售附屬公司構成已終止經營業務。根據香港財務報告準則第5號「銷售非流動資產及已終止經營業務」，本集團已就此於二零二二年重新呈列比較資料。但是，為了比較用途而重新提供前幾年之財務信息並不切實可行。



嘉利國際控股有限公司
Karrie International Holdings Limited

