

SIN STAR

中國華星

中國華星集團有限公司
China Sinostar Group Company Limited

(Incorporated in Bermuda with limited liability)

Stock Code: 485



2023

ANNUAL REPORT
年報

OUR MISSION

We have highlighted the mission of “invest for a better life”, integrated the success of the culture of our management team into current operations, and adhered to the “customerfirst, all wins, harmony-oriented, environmental friendly, result driven” philosophy, thus promoting sustainable corporate development. This proves that we proactively responded to stakeholders’ concerns and, in particular, persisted with repaying investors’ trust with increasing returns and looking for good opportunities. We will expand our business to other sectors that would have good opportunities. We ensure a steady supply of quality products and considerate services to our customers, kept our promise to employees and paid heed to their concerns, created a home-alike working environment and a broad development platform, and proactively engaged in social welfare in return for the support and understanding of all walks of life.

集團使命

我們肩負「創造美好生活」之使命，將我們管理團隊在企業文化方面取得的成就融入到當前經營的業務中，並堅持「客戶至上、謀求共贏、和平共處、推動環保、以結果為導向」之理念，從而推動企業的可持續發展。這一理念表明我們積極回應利益相關者所關注之問題，尤其是我們將不斷增加回報，尋求良機，從而不負投資者之重托。我們日後會將業務擴展至具備良好發展機遇的其他分部。我們保證會供應優質產品，為客戶提供貼心服務，踐行向員工許下的承諾並關注員工所需，為其創造居家式辦公環境並為其提供廣闊的發展平台，同時積極參與社會福利事業，從而取得社會各界的支持和理解。



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Wang Jing (Chairman)
Wang Xing Qiao (Chief Executive Officer)
Zhao Shuang

Independent Non-Executive Directors

Su Bo
Tang Shengzhi
Zeng Guanwei

COMPANY SECRETARY

Lam Wai Kei

AUDITOR

Mazars CPA Limited

AUDIT COMMITTEE

Su Bo (Chairman)
Tang Shengzhi
Zeng Guanwei

REMUNERATION COMMITTEE

Tang Shengzhi (Chairman)
Su Bo
Zeng Guanwei

NOMINATION COMMITTEE

Wang Jing (Chairman)
Tang Shengzhi
Zeng Guanwei

董事局

執行董事

王晶(主席)
王星喬(行政總裁)
趙爽

獨立非執行董事

蘇波
唐生智
曾冠維

公司秘書

林偉基

核數師

中審眾環(香港)會計師事務所有限公司

審核委員會

蘇波(主席)
唐生智
曾冠維

薪酬委員會

唐生智(主席)
蘇波
曾冠維

提名委員會

王晶(主席)
唐生智
曾冠維

CORPORATE INFORMATION 公司資料

PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

SOLICITOR

Loeb & Loeb LLP

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited
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16 Harcourt Road
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
4th Floor North
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41 Cedar Avenue
Hamilton HM 12
Bermuda

REGISTERED OFFICE

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31 Victoria Street
Hamilton HM10
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG AND CONTACT INFORMATION

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Website: www.00485.hk
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主要往來銀行

香港上海滙豐銀行有限公司

律師

樂博律師事務所有限法律責任合夥

香港股份過戶登記分處

卓佳秘書商務有限公司
香港
夏慤道16號
遠東金融中心17樓

股份過戶登記總處

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4th Floor North
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Hamilton HM 12
Bermuda

註冊辦事處

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

香港主要營業地點及聯繫資料

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CHAIRMAN'S STATEMENT

主席報告書

On behalf of the board (the "Board") of directors (the "Directors") of China Sinostar Group Company Limited (the "Company") and all of its subsidiaries (together with the Company, the "Group"), I am pleased to present the Group's annual report for the year ended 31 March 2023 to the shareholders of the Company (the "Shareholders").

It has been the Group's business strategy to diversify its business models into different business sectors and to strengthen and expand its revenue streams. The Group is committed to generating sustainable returns to its Shareholders and enhance the Shareholders' value. The management of the Group formulates various business strategies to cope with the development of the Group. Also, we monitor the markets closely and take immediate and appropriate actions when needed.

During the year ended 31 March 2023, the global economic momentum had been slowing down, in particular, the property market in the People's Republic of China (the "PRC") has been facing an unprecedentedly difficult and complicated operating environment. The recurring domestic COVID-19 pandemic cases, shortage and disruption of the supply chain, credit crises of property developers, and weakened demand for property purchases have collectively led to the most severe consequences of the post-pandemic era being encountered. The operations of the Group were inevitably affected, the construction schedules of certain construction projects of the Group have been delayed, whereas the properties development business that contributed to a large extent to the Group's revenue in the past years was adversely affected.

While the international situation remains complex and volatile, the Central Government of the PRC has been making efforts to provide various financial supportive policies to stimulate the economic growth. In November 2022, the People's Bank of China and the China Banking and Insurance Regulatory Commission collectively published a notice with guidelines aimed at stabilising loan supply for property developers and supporting the reasonable demand for individual housing loans in the real estate market. These guidelines follow the ongoing policy "houses are built to be inhabited, not for speculation" and are intended to ensure the steady and healthily growth of real estate financing while implementing a long-term development mechanism for the real estate sector in the PRC. Leveraging on the extensive industry background of the management of the Group, we are confident that the three properties development projects in the PRC can reinforce our premium positioning in the properties development market in the northern PRC and meet the needs and preferences of the customers.

本人謹代表中國華星集團有限公司(「本公司」)及其全部附屬公司(連同本公司統稱「本集團」)董事(「董事」)局(「董事局」)，欣然向本公司股東(「股東」)呈列本集團截至二零二三年三月三十一日止年度之年報。

本集團的業務策略為將其業務模式分散到不同的業務領域，加強並擴大其收益來源。本集團致力於為其股東創造可持續回報及提升股東價值。本集團管理層制定各項業務策略以應對本集團的發展。同時，我們密切監察市場，於需要時立即採取適當措施。

於截至二零二三年三月三十一日止年度，全球經濟增長勢頭持續放緩，尤其是，中華人民共和國(「中國」)物業市場一直面臨前所未見的困難及複雜經營環境。國內反復出現2019冠狀病毒病疫情病例、供應鏈短缺及中斷、物業開發商信貸危機及物業購買需求疲弱共同導致後疫情時代市場面臨最嚴峻形勢。本集團經營不可避免地受到影響，本集團若干建築項目施工進度被推遲，而於過去幾年對本集團收益貢獻較大的物業發展業務受到不利影響。

在國際形勢依然複雜多變的情況下，中國中央政府一直努力出台多項金融扶持政策刺激經濟增長。於二零二二年十一月，中國人民銀行及中國銀行保險監督管理委員會聯合發佈通知及指引，旨在穩定發放物業開發商貸款及支持房地產市場個人住房貸款合理需求。該等指引遵循「房住不炒」的現行政策，旨在實施中國房地產行業長期發展機制，同時確保房地產融資平穩健康增長。憑藉本集團管理層豐富的行業背景，我們有信心在中國的三個物業開發項目能夠鞏固我們在華北物業開發市場的優質定位，滿足客戶的需求及偏好。

CHAIRMAN'S STATEMENT 主席報告書

On the other hand, the Group continued to support the investment in the renewable energy business. The two hydroelectric power stations in the PRC generated stable and clean electricity to the end users in the PRC, contributed also to both the sustainable development of the environment and the stable income of the Group. The renewable energy business will continue to be one of the core investments of the Group.

Looking forward, the Group will maintain the same prudent approach it has pursued on our business over the past years. We will continue to focus on our core business as well as seize business opportunities when they emerge so as to generate better results to the Shareholders.

Lastly, I would like to thank my fellow Directors, senior management and all our employees for their contribution and support during the year ended 31 March 2023. I would also like to thank all our Shareholders, suppliers, business partners and customers, whose supports have contributed to our success in the past year.

By the order of the Board
Wang Jing
Chairman
Hong Kong, 30 June 2023

另一方面，本集團繼續支持可再生能源業務的投資。中國的兩座水電站為中國的終端用戶提供穩定清潔的電力，也為環境的可持續發展和本集團的穩定收入做出了貢獻。可再生能源業務將繼續成為本集團的核心投資之一。

展望未來，本集團將一如既往地堅持過去數年在業務上採取的謹慎態度，繼續專注於我們的核心業務，並在業務機遇出現時抓住機會爭取為股東創造更好的業績。

最後，本人謹此感謝各位董事同仁、高級管理層人員以及全體員工於截至二零二三年三月三十一日止年度內的貢獻及支持。本人亦藉此機會向全體股東、供應商、業務夥伴及客戶過去一年對本集團營運成功所作出的貢獻表示由衷謝意。

承董事局命
主席
王晶
香港，二零二三年六月三十日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS REVIEW

To align with the Group's business strategies and directions, the Group has reallocated its resources and reorganised its asset portfolio to enlarge its business scale in properties development and related services sectors in the past years. For the year ended 31 March 2023, most of the Group's revenue were derived from properties development and hydroelectric power business, with a small proportion of revenue derived from properties investment and properties management business.

As adversely affected by various unexpected factors including but not limited to the recurrence of the COVID-19 pandemic and global economic slowdown, the national real estate industry experienced unprecedented challenges. The buyers were adopting a conservative and wait-and-see attitude on the property purchases in the PRC. The sales scale of commodity housing declined significantly and the total investment in property development recorded a negative growth for the first time as compared to the previous years. As shown in the information issued by the National Bureau of Statistics in the PRC, from January to December 2022, the sales area of commodity housing in the PRC was approximately 1,358 million sq.m., representing a decrease of 24% over the previous year; the sales of commodity housing in the PRC were approximately RMB13,331 billion, representing a decrease of 27% over the previous year; and the investment in the real estate development in the PRC amounted to approximately RMB13,290 billion, representing a decrease of 10% over the previous year. The property market remained under downward pressure and the housing supply and prices dragged down by the weakened demands.

During the year ended 31 March 2023, the market sentiments stayed far from recovery and the sluggish market trading remained, with impacts from the pandemic and macroeconomic downward pressure, the operations of the Group, especially properties sales and construction progress, were inevitably affected.

業務回顧

為配合本集團的業務策略及方向，本集團已於過往年度重新分配其資源及重組其資產組合，以擴大其於物業開發及相關服務分部的業務範圍。截至二零二三年三月三十一日止年度，本集團大部分收益來自物業開發及水電業務，小部分收益來自物業投資及物業管理業務。

受到多項意料之外因素的不利影響，包括但不限於2019冠狀病毒病疫情的反復及全球經濟放緩，國內房地產行業經歷前所未有的挑戰。購房者對於中國置業持保守及觀望態度。與過去幾年相比，商品房的銷售規模大幅下滑，而物業發展總投資更首次錄得負增長。誠如中國國家統計局發佈的資料所示，由二零二二年一月至十二月，中國商品房的銷售面積為約1,358百萬平方米，較上一年度減少24%；中國商品房的銷售額為約人民幣133,310億元，較上一年度下跌27%；及中國房地產發展的投資額為約人民幣132,900億元，較上一年度減少10%。物業市場仍有下行壓力，且住房供給及價格受需求疲軟拖累。

截至二零二三年三月三十一日止年度，市場氣氛遠未恢復，市場交投仍然疲弱，加上疫情及宏觀經濟下滑壓力的影響，本集團的經營（尤其是物業銷售及施工進度）難免受到影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

For the year ended 31 March 2023, the Group recorded a revenue of approximately HK\$23,764,000, representing a decrease of approximately 39% as compared to the revenue of approximately HK\$38,939,000 for the year ended 31 March 2022. Administrative expenses increased from approximately HK\$17,729,000 for the year ended 31 March 2022 to approximately HK\$34,588,000 for the year ended 31 March 2023, which was mainly due to the increased marketing and promotion activities and anti-epidemic facilities and environmental afforestation work on properties sales. In addition, the fair value of investment properties was affected by the overall economy and properties leasing market of the PRC, a loss on revaluation of investment properties of approximately HK\$16,157,000 was recorded for the year ended 31 March 2023, while a loss on revaluation of investment properties of approximately HK\$7,056,000 was recorded for the year ended 31 March 2022. Further, the Group recorded finance costs of approximately HK\$3,954,000 for the year ended 31 March 2023, representing an increase of approximately 2% as compared to that of approximately HK\$3,880,000 for the year ended 31 March 2022, which was resulted from the borrowings and bonds payable for the Group's refinancing and general corporate purpose.

As a result, the Group recorded a loss for the year at the amount of approximately HK\$51,210,000 for the year ended 31 March 2023, representing an increase of approximately 191% as compared to that of approximately HK\$17,607,000 for the year ended 31 March 2022.

Properties Development

Leveraging the experience and connection of the management and following the business directions of the Company, the Group started to engage in properties development business since the financial year of 2018. During the year ended 31 March 2023, the Group owned three properties development projects in the PRC, namely Xiguan Project, Bagua Town Project I and Bagua Town Project II. For the year ended 31 March 2023, revenue from properties development were derived from the sale of remaining completed properties of the Xiguan Project.

截至二零二三年三月三十一日止年度，本集團錄得收益約23,764,000港元，較截至二零二二年三月三十一日止年度的收益約38,939,000港元減少約39%。行政開支由截至二零二二年三月三十一日止年度的約17,729,000港元增至截至二零二三年三月三十一日止年度的約34,588,000港元，乃主要由於對物業銷售營銷及推廣活動與抗疫設施和環境造林工作的增加。此外，投資物業的公平值受到中國整體經濟及物業租賃市場影響，截至二零二三年三月三十一日止年度錄得投資物業之重估虧損約16,157,000港元，而於截至二零二二年三月三十一日止年度錄得投資物業之重估虧損約7,056,000港元。此外，截至二零二三年三月三十一日止年度，本集團錄得財務成本約3,954,000港元，較截至二零二二年三月三十一日止年度的約3,880,000港元增加約2%，此乃由於用於本集團再融資及一般企業用途的借貸及應付債券所致。

因此，截至二零二三年三月三十一日止年度，本集團錄得年內虧損約51,210,000港元，較截至二零二二年三月三十一日止年度的約17,607,000港元增加約191%。

物業開發

憑藉管理層的經驗及人脈及遵循本公司的業務方向，本集團自二零一八財政年度起開始從物業開發業務。截至二零二三年三月三十一日止年度，本集團於中國擁有三項物業開發項目，分別是西關項目、八卦城項目一及八卦城項目二。截至二零二三年三月三十一日止年度，來自物業開發的收益源自銷售西關項目餘下已竣工物業。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Xiguan Project

It is located at Xiguan Village, Huanren County, Benxi, Liaoning Province, the PRC, with a floor area of 46,242.6 sq.m. and a construction area of 80,462 sq.m.. Xiguan Project contained 19 buildings that created 775 residential and 30 commercial units and 121 parking units. The construction work of the Xiguan Project was completed during the financial year of 2019.

For the year ended 31 March 2023, the Group sold approximately 3% of the gross floor area and achieved total contracted sales of approximately HK\$13,392,000, while approximately 7% of the gross floor area was sold and total of contracted sales of approximately HK\$29,373,000 was recorded for the year ended 31 March 2022.

Bagua Town Project I

It is located at Bagua Town, Huanren County, Benxi, Liaoning Province, the PRC, with a floor area of approximately 5,023 sq.m. and a construction area of approximately 7,543 sq.m. for other commercial use. Although the preparation work for construction of properties on this parcel of land has been commenced since the financial year of 2020, the construction schedule has been delayed due to the outbreak and spread of COVID-19 pandemic during the past few years. The construction work of Bagua Town Project I has been substantially completed as at 31 March 2023. Bagua Town Project I comprises 3 main buildings and 38 commercial units that creates a marketplace for the community. It is expected that the sale of Bagua Town Project I will commence in mid-2023.

Bagua Town Project II

It is located at Bagua Town, Huanren County, Benxi, Liaoning Province, the PRC, with a floor area of approximately 9,188.2 sq.m. and a construction area of approximately 14,700 sq.m. for other commercial use. The Bagua Town Project II is at the preliminary stage of preparation ahead of construction.

西關項目

項目位於中國遼寧省本溪市桓仁縣西關村，佔地面積為46,242.6平方米及建築面積為80,462平方米。西關項目包括19棟樓宇，建造775個住宅單位以及30個商業單位及121個車庫。西關項目建設工程於二零一九財政年度內竣工。

截至二零二三年三月三十一日止年度，本集團出售總佔地面積的約3%，並取得總合約銷售額約13,392,000港元，而截至二零二二年三月三十一日止年度則錄得出售總佔地面積的約7%，並取得總合約銷售額約29,373,000港元。

八卦城項目一

項目位於中國遼寧省本溪市桓仁縣八卦城，佔地面積為約5,023平方米及建築面積為約7,543平方米，用於其他商業用途。儘管該土地的物業自二零二零財政年度起已開始施工準備，但施工進度因過去幾年2019冠狀病毒病疫情爆發及擴散導致延誤。八卦城項目一的建築工程於二零二三年三月三十一日基本竣工。八卦城項目一由3棟主樓宇及38個商業單位組成，為社區創建一個市場。預期八卦城項目一將會於二零二三年年中開始銷售。

八卦城項目二

項目位於中國遼寧省本溪市桓仁縣八卦城，佔地面積為約9,188.2平方米及建築面積為約14,700平方米，用於其他商業用途。八卦城項目二現處於施工前準備的初步階段。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Bagua Town Project I and the Bagua Town Project II are important parts of the only restoration and reconstruction project of the Taiji Bagua Town in the PRC, with strong ethnic characteristics and historical significance, located in the Central Community of Huanren Manchu Autonomous County, Liaoning Province, the PRC. The two projects are a combination of work, life, education and tourism, located near the government square of Huanren Manchu Autonomous County, Liaoning Province, the PRC. The two projects are planned to include pedestrian streets, office buildings, retail stores, shopping malls, and tourism, historical and cultural facilities. The Bagua Town Project I and the Bagua Town Project II are expected to generate continuous growth and enhance future business performance of the Group.

For the year ended 31 March 2023, the economy in the PRC faced downward pressure as a result of the recurring domestic COVID-19 pandemic cases. It weakened the internal demands and hence the properties development business in the PRC has been in a down-cycle. The overall property sales in the PRC continued with its decline, while the construction progress and sales planning on Bagua Town Project I and Bagua Town Project II continued to be inevitably delayed.

As a result of the significant decline in property sales, the increased marketing and promotion activities, anti-epidemic facilities and environmental afforestation work carried out during the year ended 31 March 2023, segment loss increased from approximately HK\$6,189,000 for the year ended 31 March 2022 to approximately HK\$25,053,000 for the year ended 31 March 2023.

八卦城項目一和八卦城項目二位於中國遼寧省桓仁滿族自治縣中心社區，為中國唯一的太極八卦城恢復改造項目的重要組成部分，極具民族特色和歷史意義。兩個項目位於中國遼寧省桓仁滿族自治縣政府廣場旁，是集工作、生活、教育及旅遊的綜合體。兩個項目規劃包括步行街、辦公樓、零售店、商場、旅遊及歷史文化配套設施。八卦城項目一及八卦城項目二預計將為本集團帶來持續增長及提升本集團未來業務表現。

截至二零二三年三月三十一日止年度，中國經濟因國內一再出現2019冠狀病毒病疫情病例而面臨下行壓力，導致內需疲軟，使得中國物業發展業務處於下行週期。中國整體物業銷售持續下滑，八卦城項目一及八卦城項目二的建築進度及銷售規劃難免繼續受到延誤。

由於截至二零二三年三月三十一日止年度的物業銷售大幅下滑，加上營銷及推廣活動與抗疫設施及環境造林工作增加，分類虧損由截至二零二二年三月三十一日止年度的約6,189,000港元增至截至二零二三年三月三十一日止年度的約25,053,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Confronted with the downward pressure in economy, local governments persisted in epidemic prevention and control on one hand while ensuring economic stability on the other. Stability in real estate, economy and growth still remained the keynote of the macro-policy advocated by the state. The government of the PRC continued to adhere to the national strategies that “houses are built to be inhabited, not for speculation”, implement city-specific policies to achieve the “three stabilities” of “stabilising land prices”, “stabilising housing prices” and “stabilising expectations”, as well as the financial support policies launched by the People’s Bank of China and the China Banking and Insurance Regulatory Commission, thereby promoting the positive and healthy development of the real estate industry. Following the national strategies, the Board is positive towards the properties development industry in the PRC and will proactively align and respond to the adjustment and calling of such policies and capture the potential opportunities in the properties development market in order to enhance shareholder’s value. Further, the Group will also enhance its portfolio of the existing projects and strive to generate a better result for the Group.

Properties Investment

Revenue generated from properties investment was mainly derived from the leasing of several parcels of land and rights-of-use assets located in Benxi City, Liaoning Province, the PRC for commercial use.

For the year ended 31 March 2023, revenue was approximately HK\$1,226,000, representing a decrease of 6% as compared to approximately HK\$1,298,000 for the year ended 31 March 2022. The fair value of investment properties was affected by the overall economy and properties leasing market of the PRC, a loss on revaluation of investment properties of approximately HK\$16,157,000 was recorded for the year ended 31 March 2023, while a loss on revaluation of investment properties of approximately HK\$7,056,000 was recorded for the year ended 31 March 2022. In addition, the operating costs for properties investment business increased due to the anti-epidemic facilities and maintenance work on certain investment properties during the year ended 31 March 2023, thus, segment loss of approximately HK\$18,369,000 and approximately HK\$6,602,000 for each of the year ended 31 March 2023 and 31 March 2022, respectively, were recorded.

面對經濟下行壓力，地方政府一方面堅持防疫管控，另一方面確保經濟穩定。房地產、經濟及增長表現穩定，依然為國家倡議的宏觀政策主調。中國政府繼續堅持國家政策「房住不炒」、實行因城施策，達致「穩地價」、「穩房價」、「穩預期」的「三穩」目標，再加上中國人民銀行及中國銀行保險監督管理委員會出台的財政扶持政策，促進房地產業積極健康發展。遵從國家政策下，董事局對中國物業發展行業持樂觀態度，並將積極配合及響應該等政策的調整及號召、把握物業發展市場的潛在機遇，以提升股東價值。此外，本集團亦會增強其現有項目的投資組合，致力為本集團創造更佳業績。

物業投資

物業投資產生之收益主要來自出租位於中國遼寧省本溪市的多幅土地及使用權資產作商業用途。

截至二零二三年三月三十一日止年度，收益約為1,226,000港元，較截至二零二二年三月三十一日止年度的約1,298,000港元減少6%。投資物業的公平值受到中國整體經濟及物業租賃市場影響，截至二零二三年三月三十一日止年度錄得投資物業之重估虧損約16,157,000港元，而於截至二零二二年三月三十一日止年度則錄得投資物業之重估虧損約7,056,000港元。此外，因抗疫設施及若干投資物業的維護工作，物業投資業務的營運成本於截至二零二三年三月三十一日止年度增加，因此，於截至二零二三年三月三十一日及二零二二年三月三十一日止年度各年分別錄得分類虧損約18,369,000港元及約6,602,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Properties Management

To complement the properties development business, the Group started to engage in properties management business and delivered comprehensive property management services for residential and commercial properties of the Xiguan Project since the financial year of 2020. The Group is committed to delivering the highest service standard and providing user-oriented services to its customers. Following the completion of construction work of the Bagua Town Project I and the Bagua Town Project II, it is expected that the Group will put more resources to build up a professional properties management team by providing integrated training in properties management sectors to its front line and back-office staff, acquiring and improving its properties management system and services to meet the increasing demand.

The revenue and segment profit for the year ended 31 March 2023 were approximately HK\$569,000 and approximately HK\$34,000, respectively, whereas the revenue and segment loss for the year ended 31 March 2022 were approximately HK\$564,000 and approximately HK\$139,000, respectively.

Hydroelectric Power Business

The Group started to engage in the business of clean and renewable energy since the financial year of 2016. Revenue was generated from the operation and management of two hydroelectric power stations located in the northern PRC which are connected to the national power grid and mainly for industrial use. The business of clean and renewable energy contributed to the stable income of the Group during the year.

The revenue for the year ended 31 March 2023 was approximately HK\$8,577,000, representing an increase of 11% as compared to approximately HK\$7,704,000 for the year ended 31 March 2022. However, segment loss of approximately HK\$288,000 was recorded as a result of the increased maintenance costs incurred for the hydroelectric power stations during the year ended 31 March 2023, whereas segment profit for the year ended 31 March 2022 was approximately HK\$3,486,000.

Needless to say, the sustainable development in clean and renewable energy is the global trend. The Group believes that continued investments in renewable energy business will benefit the Group in the long run and generate sustainable revenue to the Group.

物業管理

為補充物業開發業務，自二零二零財政年度起，本集團開始從事物業管理業務，並為西關項目的住宅及商業物業提供全面物業管理服務。本集團致力於向客戶提供最高服務水準及提供用戶為本服務。於八卦城項目一和八卦城項目二建造完成後，預期本集團將投放更多資源於建立一個專業的物業管理團隊，為一線及後勤員工提供綜合物業管理培訓，獲取及改善物業管理系統及服務，以迎合不斷增加的需求。

截至二零二三年三月三十一日止年度的收益及分類溢利分別為約569,000港元及約34,000港元，而截至二零二二年三月三十一日止年度的收益及分類虧損則分別為約564,000港元及約139,000港元。

水電業務

自二零一六財政年度起，本集團開始從事清潔及可再生能源業務。收益產生自中國北部兩家水電站的運營管理，該等水電站連接國家電網且主要作工業用途。清潔及可再生能源的業務於年內為本集團帶來穩定收入。

截至二零二三年三月三十一日止年度之收益為約8,577,000港元，較截至二零二二年三月三十一日止年度的約7,704,000港元增加11%。然而，因於截至二零二三年三月三十一日止年度水電站產生的維護成本增加，錄得分類虧損約288,000港元，而截至二零二二年三月三十一日止年度則為分類溢利約3,486,000港元。

眾所周知，清潔及可再生能源的可持續發展乃全球趨勢。本集團相信對可再生能源業務的持續投資將令本集團長期受益並可為本集團帶來可持續收益。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Prospect

Over the past years, the COVID-19 pandemic has created an intricate environment with challenges in public health, business, politics and all abounded. Although the head of the United Nations World Health Organization declared an end to the COVID-19 pandemic as a public health emergency in 2023, it is anticipated that the post pandemic era will be full of uncertainties and challenges. The restrictions and various COVID-19 pandemic measures, particularly in the PRC, are now lifted. The Group has been reviewing and adjusting its business development and sales schedule in accordance with the latest market conditions and the overall business environment.

Looking forward, the Group will adhere to its business orientation and reinforce its product brand and industry positioning and continue to upgrade its products and services qualities and capabilities in the northern PRC. Further, the Group will continue to maintain its prudent investment and business strategies and will adhere to its strategy to diversify its business models into different business sectors and to strengthen and expand its revenue streams and generate better results and prospect for the Group.

FINANCIAL REVIEW

Liquidity and Financial Resources

As at 31 March 2023, bank balances and cash denominated mainly in Hong Kong dollars and Renminbi amounted to approximately HK\$4,196,000 as compared to approximately HK\$12,673,000 as at 31 March 2022.

As at 31 March 2023, gearing ratio was 0.13 (31 March 2022: 0.17), which was calculated based on the total borrowings and bonds payable divided by total equity. The Group will continue to monitor and manage its financial structure and their potential risks in the course of development.

As at 31 March 2023, the current ratio was 3.17 (31 March 2022: 3.12), which was calculated by dividing the total current assets by the total current liabilities.

展望

過去幾年，2019冠狀病毒病疫情令環境變得複雜，給公共衛生、商業、政治等所有領域均帶來挑戰。儘管聯合國世界衛生組織總幹事於二零二三年宣佈2019冠狀病毒病疫情不再是突發公共衛生事件，惟預期後疫情時代將充滿不確定性及挑戰。眾多國家（尤其是中國）現已取消有關2019冠狀病毒病疫情的限制及各種措施。本集團一直根據最新市場狀況及整體商業環境檢討及調整其業務發展及銷售時間表。

展望未來，本集團將堅守其業務面向，增強其產品品牌及行業定位，並繼續於中國北方升級其產品及服務質素及能力。另外，本集團將繼續維持審慎投資及業務策略，並堅守其業務模式多樣化策略，打造不同業務分部，增強及擴展其收益流，從而為本集團帶來更好的業績及前景。

財務回顧

流動資金及財務資源

於二零二三年三月三十一日，銀行結餘及現金（主要以港元及人民幣計值）約為4,196,000港元，而於二零二二年三月三十一日則約為12,673,000港元。

於二零二三年三月三十一日，資產負債比率為0.13（二零二二年三月三十一日：0.17），乃按借貸及應付債券總額除以權益總額計算得出。本集團將繼續監控及管理其財務結構及發展進程中的潛在風險。

於二零二三年三月三十一日，流動比率為3.17（二零二二年三月三十一日：3.12），乃按流動資產總值除以流動負債總額計算得出。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Financing and Capital Structure

The Group finances its operations by a combination of equity and borrowings. As at 31 March 2023, the Group had borrowings of approximately HK\$21,716,000 (31 March 2022: HK\$40,181,000) and bonds payable of approximately HK\$8,282,000 (31 March 2022: HK\$11,500,000), which were for the Group's refinancing and general corporate purpose. Details regarding the borrowings and bond payable of the Group are set out in notes 26 and 27 to the consolidated financial statements.

Exposure to Fluctuation in Exchange Rates

For the year ended 31 March 2023, the Group's transactions were mostly denominated in Hong Kong dollars and Renminbi. No foreign currency hedge was made during the year ended 31 March 2023. The Group did not have significant exposure to foreign exchange fluctuation as the management monitors the related foreign currencies closely and will consider hedging for significant foreign currency exposure, if necessary.

Pledge of Assets

Details regarding the pledge of assets are set out in notes 17, 21 and 26 to the consolidated financial statements.

Contingent Liabilities

As at 31 March 2023, the Group had no material contingent liabilities (31 March 2022: Nil).

Employee

As at 31 March 2023, the Group had a total of 21 employees (31 March 2022: 16), of which 18 (31 March 2022: 13) were employed in the PRC. Details regarding the total amount of staff costs of the Group are set out in note 12 to the consolidated financial statements.

The employees' remuneration, promotion, salary increments and discretionary bonus are assessed based on both individual's and the Group's performance, professional and working experience and by reference to prevailing market practice and standards. In addition, the Group also provides employee benefits such as employee insurance, retirement scheme and training programmes.

財務及資本架構

本集團以權益及借貸作為經營資本。於二零二三年三月三十一日，本集團之借貸約為21,716,000港元（二零二二年三月三十一日：40,181,000港元）以及應付債券約為8,282,000港元（二零二二年三月三十一日：11,500,000港元），用於本集團再融資及一般企業用途。有關本集團借貸及應付債券之詳情載於綜合財務報表附註26及27。

匯率波動風險

截至二零二三年三月三十一日止年度，本集團的交易主要以港元及人民幣計值。於截至二零二三年三月三十一日止年度並無外幣對沖。本集團並無面臨重大外匯波動風險，乃由於管理層密切監控相關外幣並將於有必要時考慮對沖重大外幣風險。

資產抵押

有關資產抵押之詳情載於綜合財務報表附註17、21及26。

或然負債

於二零二三年三月三十一日，本集團並無重大或然負債（二零二二年三月三十一日：無）。

僱員

於二零二三年三月三十一日，本集團共有僱員21名（二零二二年三月三十一日：16名），其中18名（二零二二年三月三十一日：13名）僱員受僱於中國。有關本集團員工成本總額之詳情載於綜合財務報表附註12。

僱員之薪酬、升職、加薪及酌情花紅乃根據個人及本集團的表現、專業程度及工作經驗，並參考現行市場慣例及標準評估。此外，本集團亦提供員工保險、退休計劃及培訓計劃等員工福利。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

MATERIAL ACQUISITION AND DISPOSAL

The Group did not have any material acquisition or disposal during the year ended 31 March 2023.

SIGNIFICANT INVESTMENT HELD

Save as disclosed in the paragraphs headed “Business Review”, the Group did not have any significant investment held for the year ended 31 March 2023.

FUTURE PLANS RELATING TO MATERIAL INVESTMENT OR CAPITAL ASSET

Save as disclosed in the paragraphs headed “Business Review”, “Prospect” and “Material Acquisition and Disposal” in this section, the Group will actively seek potential opportunities in different industries and business sectors. However, the Group has not executed any legally binding agreement in relation to material investment or acquisition of capital assets and did not have any plans relating to material investment or capital assets as at the date of this annual report.

FINAL DIVIDEND

The Board does not recommend the payment of final dividend for the year ended 31 March 2023 (2022: Nil).

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31 March 2023, neither the Company nor its subsidiaries have purchased, sold or redeemed any of the Company's listed securities.

EVENT AFTER REPORTING PERIOD

Save as disclosed, the Board is not aware of any important event affecting the Group which occurred after the end of the reporting period and up to the date of this annual report.

重大收購及出售

本集團於截至二零二三年三月三十一日止年度並無任何重大收購或出售事項。

所持之重大投資

除「業務回顧」段落所披露者外，本集團於截至二零二三年三月三十一日止年度並無持有任何重大投資。

有關重大投資或資本資產之未來計劃

除本節「業務回顧」、「展望」及「重大收購及出售」數段所披露者外，本集團將積極於不同行業及業務領域尋求潛在機遇。然而，於本年報日期，本集團並未就重大投資或收購資本資產簽立任何具法律約束力之協議，亦無任何有關重大投資或資本資產之計劃。

末期股息

於截至二零二三年三月三十一日止年度，董事局不建議派付末期股息（二零二二年：無）。

購買、出售或贖回上市證券

於截至二零二三年三月三十一日止年度，本公司或其附屬公司概無購買、出售或贖回任何本公司之上市證券。

報告期後事項

除所披露者外，董事局並不知悉於報告期末後及直至本年報日期發生任何影響本集團的重要事項。

DIRECTORS' AND SENIOR MANAGEMENT'S PROFILE

董事及高級管理層履歷

DIRECTORS

Executive Directors

Mr. Wang Jing, aged 68, is the executive Director, the chairman of the Board and the chairman of the nomination committee of the Company (the "Nomination Committee"). He joined our Group in July 2014. He is the vice chairman of Liaoning Federation of Industry and Commerce* (遼寧省工商業聯合會), a Liaoning Province Model Worker* (遼寧省勞動模範) in 2006, and a member of People's Congress of Benxi City* (本溪市人大代表). He has founded Liaoning Shihua Group (遼寧實華集團) ("Liaoning Shihua Group") and he had been appointed as the general manager of Liaoning Shihua (Group) Property Development Limited* (遼寧實華(集團)房地產開發有限公司) ("Liaoning Shihua") since April 2007. He currently acts as the chairman of Liaoning Shihua Group. He has also been an executive member of the Property Development Industry Association of Liaoning Province* (遼寧省房地產行業協會常務理事) since March 2012. In February 2014, Mr. Wang was awarded as a Liaoning Province Excellent Builder* (遼寧省優秀建設者) by various organisations including the Liaoning United Front Work Department of the Chinese Communist Party* (中共遼寧省委統戰部). As at the date of this annual report, Mr. Wang is the beneficial owner of the equity interest in Liaoning Shihua, being the substantial shareholder of the Group. As at the date of this annual report, Mr. Wang is interested in 108,591,364 shares of the Company, representing approximately 51.02% of the total issued share capital of the Company. Details of his interest in the shares and underlying shares of the Company are set out in the section headed "Directors' Report". Save as aforesaid, Mr. Wang did not hold any directorship in other listed companies in the last three years. Mr. Wang Jing is the father of Mr. Wang Xing Qiao, the executive Director and chief executive officer of the Company.

董事

執行董事

王晶先生，68歲，為執行董事、董事局主席兼本公司提名委員會（「提名委員會」）主席。彼於二零一四年七月加入本集團。彼為遼寧省工商業聯合會副主席、二零零六年遼寧省勞動模範及本溪市人大代表。彼成立遼寧實華集團（「遼寧實華集團」），並自二零零七年四月起獲委任為遼寧實華（集團）房地產開發有限公司（「遼寧實華」）總經理。彼現時擔任遼寧實華集團主席。彼亦自二零一二年三月起為遼寧省房地產行業協會常務理事。於二零一四年二月，王先生獲多個機構（包括中共遼寧省委統戰部）評為遼寧省優秀建設者。於本年報日期，王先生為遼寧實華之股權實益擁有人，遼寧實華乃本集團主要股東。於本年報日期，王先生於108,591,364股本公司股份（相當於本公司已發行股本總額的約51.02%）中擁有權益。彼於本公司股份及相關股份之權益詳情載於「董事局報告」章節。除上述外，於過去三年，王先生並無於其他上市公司擔任任何董事職位。王晶先生為本公司執行董事兼行政總裁王星喬先生之父親。

* For identification purposes only

DIRECTORS' AND SENIOR MANAGEMENT'S PROFILE

董事及高級管理層履歷

Mr. Wang Xing Qiao, aged 35, is the executive Director, and the chief executive officer of the Company. He joined our Group in July 2014. Mr. Wang graduated in the University of Toronto with a bachelor's degree in commerce with high distinction in 2009. He also obtained a master of philosophy degree in finance from the Judge Business School of the University of Cambridge in 2010. He is currently the deputy general manager of Liaoning Shihua and is also the Shenyang regional general manager of Liaoning Shihua. Mr. Wang is also a director of 13 subsidiaries of the Group. As at the date of this annual report, Mr. Wang is interested in 163,750 shares of the Company, representing approximately 0.08% of the total issued share capital of the Company. Details of his interest in the shares and underlying shares of the Company are set out in the section headed "Directors' Report". Save as aforesaid, Mr. Wang did not hold any directorship in other listed companies in the last three years. He is the son of Mr. Wang Jing, the executive Director, the chairman of the Board and the Nomination Committee.

Mr. Zhao Shuang, aged 43, is the executive Director. He joined our Group in July 2014. He graduated from Changchun University in 2002, majored in marketing and sales. Mr. Zhao was appointed as the head of assets management of Liaoning Shihua Group in 2009 and later the general manager of Liaoning Shihua Group responsible for assets management in January 2014. Prior to joining Liaoning Shihua Group, Mr. Zhao was a project manager, an assistant to general manager and a vice general manager of Dalian Dongzhan Group Co. Ltd* (大連東展集團有限公司) from 2002 to 2009. Save as aforesaid, Mr. Zhao did not hold any directorship in other listed companies in the last three years.

王星喬先生，35歲，為本公司執行董事兼行政總裁。彼於二零一四年七月加入本集團。王先生於二零零九年畢業於多倫多大學，並獲得商業學士學位（優異）。彼亦於二零一零年獲得劍橋大學賈吉商學院金融哲學碩士學位。彼現時為遼寧實華之副總經理，亦為遼寧實華瀋陽地區總經理。王先生亦為本集團13家附屬公司董事。於本年報日期，王先生於163,750股本公司股份（相當於本公司已發行股本總額的約0.08%）中擁有權益。彼於本公司股份及相關股份之權益詳情載於「董事局報告」章節。除上述外，於過去三年，王先生並無於其他上市公司擔任任何董事職位。彼為執行董事、董事局主席兼提名委員會主席王晶先生之兒子。

趙爽先生，43歲，為執行董事。彼於二零一四年七月加入本集團。彼於二零零二年畢業於長春大學，主修市場營銷學。趙先生於二零零九年獲委任為遼寧實華集團之資產管理主管，其後於二零一四年一月獲委任為遼寧實華集團之總經理，負責資產管理。於加入遼寧實華集團前，趙先生於二零零二年至二零零九年期間曾擔任大連東展集團有限公司之項目經理、總經理助理及副總經理。除上述外，於過去三年，趙先生並無於其他上市公司擔任任何董事職位。

* For identification purposes only

DIRECTORS' AND SENIOR MANAGEMENT'S PROFILE

董事及高級管理層履歷

Independent Non-Executive Directors

Mr. Su Bo, aged 57, was appointed as the independent non-executive Director, the chairman of the audit committee of the Company (the "Audit Committee") and a member of the remuneration committee of the Company (the "Remuneration Committee") on 7 May 2020. Mr. Su studied Management Engineering* (管理工程) and graduated from Northeastern University (formerly known as Northeast Institute of Technology* (東北工學院)) in the PRC in July 1988. He also obtained legal occupational qualification* (法律職業資格) in the PRC in 2004. He was certified as a public accountant* (註冊會計師), an internal auditor* (內部審計師) and a tax accountant* (註冊稅務師), as well as a public valuer* (註冊資產評估師) in the PRC. He was also qualified as a constructor* (一級建造師) in the PRC. Mr. Su has years of experience in audit and finance, taxation, asset valuation, law and construction engineering. He is currently the deputy chief accountant* (副主任會計師) in Huanren Honghui United Accounting Firm* (桓仁鴻匯聯合會計師事務所) in the PRC. Save as aforesaid, Mr. Su did not hold any directorship in other listed companies in the last three years.

Mr. Tang Shengzhi, aged 41, was appointed as the independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee on 3 February 2020. Mr. Tang studied Computer Application and Maintenance* (計算機應用與維護) and graduated from Liaoning Institute of Science and Technology (formerly known as Benxi Yejin Higher Technical College* (本溪冶金高等專科學校)) in the PRC in July 2004. He has years of experience in corporate management and governance. Since September 2017, Mr. Tang has become the chairman and an executive director of Huanrenxuli Power Generation Co., Ltd.* (桓仁秀里發電有限公司) which is principally engaged in hydroelectric power business in the PRC. Save as aforesaid, Mr. Tang did not hold any directorship in other listed companies in the last three years.

獨立非執行董事

蘇波先生，57歲，於二零二零年五月七日獲委任為獨立非執行董事、本公司審核委員會(「審核委員會」)主席及本公司薪酬委員會(「薪酬委員會」)成員。蘇先生於一九八八年七月在中國的東北大學(前稱東北工學院)畢業，主修管理工程。彼亦於二零零四年在中國取得法律職業資格，並於中國獲認可為註冊會計師、內部審計師、註冊稅務師及註冊資產評估師。彼於中國亦獲認可為一級建造師。蘇先生於審計及財務、稅務、資產估值、法律及建築工程方面擁有多年經驗。彼目前於中國的桓仁鴻匯聯合會計師事務所擔任副主任會計師。除上述外，於過去三年，蘇先生並無於其他上市公司擔任任何董事職位。

唐生智先生，41歲，於二零二零年二月三日獲委任為獨立非執行董事、薪酬委員會主席以及審核委員會及提名委員會成員。唐先生於二零零四年七月在中國的遼寧科技學院(前稱本溪冶金高等專科學校)畢業，修讀計算機應用與維護。彼於企業管理及管治方面擁有多年經驗。自二零一七年九月起，唐先生已成為桓仁秀里發電有限公司之主席及執行董事，該公司主要於中國從事水電業務。除上述外，於過去三年，唐先生並無於其他上市公司擔任任何董事職位。

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DIRECTORS' AND SENIOR MANAGEMENT'S PROFILE

董事及高級管理層履歷

Mr. Zeng Guanwei, aged 36, was appointed as the independent non-executive Director and a member of the Audit Committee, the Nomination Committee and the Remuneration Committee on 30 April 2019. Mr. Zeng received his bachelor's degree in engineering from University of Central Lancashire in the United Kingdom in June 2009 and a master of philosophy from University of Cambridge in the United Kingdom in July 2011. He has over 10 years of experience in engineering and finance. Mr. Zeng worked at Huawei Technologies (UK) Co., Ltd from July 2010 to December 2012. He then established Beijing Wolfson Technology Company Limited* (北京沃夫森科技有限責任公司) in August 2014 and has been the chief executive officer since then. Mr. Zeng has also been working at Beijing Hefu Zhongqing Investment Company Limited* (北京合富中輕投資有限公司), of which he is a shareholder, as a general manager since June 2016. Save as aforesaid, Mr. Zeng did not hold any directorship in other listed companies in the last three years. As at the date of this annual report, Mr. Zeng is interested in 275,500 shares of the Company, representing approximately 0.13% of the total issued share capital of the Company. Details of his interest in the shares and underlying shares of the Company are set out in the section headed "Directors' Report".

SENIOR MANAGEMENT

Mr. Wang Wei Di, aged 33, joined our Group in 2018 and was appointed as the general manager of properties development and properties management division. Mr. Wang has over 10 years of experience in corporate management and properties development industry. Prior to joining the Group, Mr. Wang worked for several construction and building materials companies in the PRC.

曾冠維先生，36歲，於二零一九年四月三十日獲委任為獨立非執行董事以及審核委員會、提名委員會及薪酬委員會成員。曾先生於二零零九年六月獲得英國中央蘭開夏大學工程學學士學位及二零一一年七月獲得英國劍橋大學哲學碩士學位。彼擁有逾10年的工程及金融經驗。曾先生於二零一零年七月至二零一二年十二月任職於Huawei Technologies (UK) Co., Ltd。彼隨後於二零一四年八月成立北京沃夫森科技有限責任公司，並自此擔任行政總裁。曾先生亦自二零一六年六月起一直任職於北京合富中輕投資有限公司(其為股東)，擔任總經理。除上述外，於過去三年，曾先生並無於其他上市公司擔任任何董事職位。於本年報日期，曾先生於275,500股本公司股份(相當於本公司已發行股本總額的約0.13%)中擁有權益。彼於本公司股份及相關股份之權益詳情載於「董事局報告」章節。

高級管理層

王偉弟先生，33歲，於二零一八年加入本集團並獲委任為物業開發及物業管理部總經理。王先生於企業管理及物業開發行業擁有逾10年經驗。加入本集團前，王先生曾於中國數間建築及建材公司工作。

* For identification purposes only

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company is committed to maintain a high standard of corporate governance practices to safeguard the interest of its Shareholders and enhance the performance of the Group. The Directors firmly believe that the maintenance of a good, solid and sensible framework of corporate governance will ensure the Company to run its business in the best interests of its Shareholders as a whole.

The Company adopted all the code provisions in Corporate Governance Code (the “Code Provisions”) set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as its own code on corporate governance practices and guidance. During the year ended 31 March 2023 and up to the date of this annual report, the Company has complied with the Code Provisions except the following:

Pursuant to Code Provision B.2.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. The Company was incorporated in Bermuda and enacted by private act, the Starlight International Holdings Limited Company Act, 1989 of Bermuda (the “1989 Act”). Pursuant to section 3(e) of the 1989 Act, director holding office as executive chairman or managing director shall not be subject to retirement by rotation at each annual general meeting as provided in the bye-laws of the Company (the “Bye-laws”). As the Company is bounded by the provisions of the 1989 Act, the Bye-laws cannot be amended to fully reflect the requirements of Code Provision B.2.2.

To comply with Code Provision B.2.2, all the Directors will voluntarily retire from his directorship at the annual general meetings of the Company at least once every three years, and the retired Directors, being eligible, will offer themselves for re-election at the annual general meeting.

Pursuant to Code Provision F.2.2, the chairman of the board should attend the annual general meeting. Mr. Wang Jing, the chairman of the Board, was unable to attend the annual general meeting of the Company held on 7 September 2022 (the “2022 AGM”) due to his other engagement. Mr. Wang Xing Qiao, the executive Director, acted as the chairman of the 2022 AGM, and attended the 2022 AGM with other members of the management. At the 2022 AGM, there was sufficient caliber for answering questions at the 2022 AGM and answered questions at the 2022 AGM competently.

本公司致力維持高水平企業管治常規以保障其股東利益和提高本集團的業績。董事堅信，維持良好、穩健及明智的企業管治架構，將確保本公司之業務營運符合其股東整體最佳利益。

本公司已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之企業管治守則之所有守則條文（「守則條文」）作為其本身企業管治常規守則及指引。除下列各項外，本公司於截至二零二三年三月三十一日止年度及直至本年報日期一直遵守守則條文之規定：

根據守則條文第B.2.2條，各董事（包括擁有特定委任年期之董事）須最少每三年輪值告退一次。本公司乃根據私人法一九八九年百慕達升岡國際有限公司法（「一九八九年法」）於百慕達註冊成立。根據一九八九年法第3(e)章，擔任執行主席或董事總經理之董事毋須根據本公司之公司細則（「公司細則」）規定於各股東週年大會上輪值告退。由於本公司受到一九八九年法之條文約束，公司細則不得作出修訂以全面反映守則條文第B.2.2條之規定。

為遵守守則條文第B.2.2條，全體董事將自願於本公司之股東週年大會上至少每三年告退一次，且退任董事符合資格並願意於股東週年大會上膺選連任。

根據守則條文第F.2.2條，董事局主席應出席股東週年大會。董事局主席王晶先生因其他事務未能出席本公司於二零二二年九月七日舉行之股東週年大會（「二零二二年股東週年大會」）。執行董事王星喬先生作為二零二二年股東週年大會主席，與其他管理層成員出席二零二二年股東週年大會。於二零二二年股東週年大會上，已具備足夠才幹於二零二二年股東週年大會上回答提問並於二零二二年股東週年大會上稱職地回答了問題。

CORPORATE GOVERNANCE REPORT

企業管治報告

Pursuant to Code Provision C.1.6, independent non-executive director and other non-executive director should attend general meetings to gain and develop a balanced understanding of the views of shareholders. Mr. Su Bo and Mr. Zeng Guanwei, the independent non-executive Directors, were unable to attend the 2022 AGM due to the travel restrictions arising from the COVID-19 pandemic.

In order to comply with the Code Provisions, the Company will continue to furnish all the Directors with appropriate information on all general meetings and take all reasonable measures to arrange the schedule in such a caution that may enable all the Directors to attend the general meeting as far as possible.

Save as disclosed above, in the opinion of the Directors, the Company has complied with all Code Provisions during the year ended 31 March 2023 and, where appropriate, the applicable recommended best practices of the Code Provisions.

BOARD OF DIRECTORS

Composition of the Board

The Board is responsible for leading the Group in a responsive and effective manner. Each Director has to carry out his duties in utmost good faith above and beyond any prevailing applicable laws and regulations and act in the best interests of the Shareholders. The duties of the Board include establishing the strategic direction of the Group, setting objectives and monitoring the performance of the Group.

As at the date of this annual report, the Board consists of three executive Directors and three independent non-executive Directors. More than one-third of the Board members are independent non-executive Directors which enables the Board to make decisions and judgement in an independent and professional manner, assist the management in formulating the Company's development strategies, achieving corporate goals and monitoring the Company's performance.

根據守則條文第C.1.6條，獨立非執行董事與其他非執行董事應出席股東大會以對股東的意見有公正的了解。獨立非執行董事蘇波先生及曾冠維先生由於2019冠狀病毒病疫情導致的旅遊限制而未能出席二零二二年股東週年大會。

為遵守守則條文，本公司將繼續為全體董事提供所有股東大會的適當資料及採取一切合理措施，審慎安排時間，盡可能令全體董事出席股東大會。

除上文所披露者外，董事認為，截至二零二三年三月三十一日止年度，本公司已遵守全部守則條文及(如適用)守則條文之適用建議最佳常規。

董事局

董事局之組成

董事局須以積極而有效之方式領導本集團。除遵守任何現行適用法例及規例外，每名董事須絕對真誠地履行彼之職責，並以股東最佳利益行事。董事局職責包括制定本集團策略方針、設定目標及監察本集團表現。

於本年報日期，董事局由三名執行董事及三名獨立非執行董事組成。董事局有超過三分之一的成員為獨立非執行董事，故可使董事局按獨立及專業的方式作出決定及判斷，協助管理層制定本公司發展策略，達成企業目標並監察本公司之表現。

CORPORATE GOVERNANCE REPORT 企業管治報告

Mr. Su Bo and Mr. Tang Shengzhi entered into the letters of appointment with the Company for a fixed term of three years and renewable automatically for successive terms of one year each commencing from the day after the expiry of the then current term of the appointment. Save as aforesaid, all the Directors have entered into formal service contracts or letters of appointment with the Company, each for a fixed term of two years and renewable automatically for successive terms of one year each commencing from the day after the expiry of the then current term of the appointment. All the Directors are subject to retirement by rotation at least once every three years in accordance to the Bye-laws. Also, pursuant to the Bye-laws, any Director being appointed to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting and shall be eligible for re-election.

During the year ended 31 March 2023 and up to the date of this annual report, the members of the Board are as follows:

Executive Directors

Mr. Wang Jing (Chairman)
Mr. Wang Xing Qiao (Chief Executive Officer)
Mr. Zhao Shuang

Independent Non-Executive Directors

Mr. Su Bo
Mr. Tang Shengzhi
Mr. Zeng Guanwei

The Board has established schedule of matters specifically reserved to the Board for its decision and those reserved for the management. The Board reviews this schedule on a periodic basis to ensure that it remains appropriate to the needs of the Company. The brief biographical details and relationship of the Directors are set out in the section headed "Directors' and Senior Management's Profile" of this annual report.

Mr. Wang Jing, the chairman of the Board and the Nomination Committee and the executive Director, is the father of Mr. Wang Xing Qiao, the chief executive officer of the Company and the executive Director. Save as disclosed herein, the Board members have no financial, business, family or other material or relevant relationship with each other.

蘇波先生與唐生智先生均已與本公司訂立委任函，固定期限為三年並可連續自動續約，每次期限為自當時任期屆滿後的日期起計一年。除上述外，所有董事均已與本公司訂立正式的服務合約或委任函，各董事任期的固定期限為兩年並可連續自動續約，每次期限為自當時任期屆滿後的日期起計一年。依據公司細則，全體董事須至少每三年輪值退任一次。此外，根據公司細則，任何獲委任填補臨時空缺或加入現有董事局的董事任期僅至下一屆股東週年大會為止並有資格重選連任。

截至二零二三年三月三十一日止年度及直至本年報日期，董事局之成員如下：

執行董事

王晶先生(主席)
王星喬先生(行政總裁)
趙爽先生

獨立非執行董事

蘇波先生
唐生智先生
曾冠維先生

董事局制定專門留待董事局決定及管理層處理之事務列表。董事局會定期審閱相關列表，確保其仍然切合本公司需要。董事之簡歷詳情及關係載於本年報「董事及高級管理層履歷」章節。

董事局及提名委員會主席兼執行董事王晶先生為本公司行政總裁兼執行董事王星喬先生之父親。除本年報所披露外，董事局成員之間概無財政、業務、家族或其他重大或相關關係。

CORPORATE GOVERNANCE REPORT

企業管治報告

Role of the Board

The Board decides corporate strategies, approves overall business plans and evaluates the Group's financial performance and management. Specific tasks that the Board delegates to the Group's management include the implementation of strategies approved by the Board, the monitoring of operating budgets, the implementation of internal controls procedures, and the ensuring of compliance with relevant statutory requirements and other rules and regulations.

All the Directors have full and timely access to the information of the Company as well as the advices and services of the company secretary. The Board, may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses to assist them to perform their duties. Various policies such as board diversity policy and nomination policy and channels through formal and informal means are in place to ensure that independent view and inputs are available to the Board.

Corporate Governance Functions

The Board is also responsible for performing the corporate governance duties as set out below:

1. develop and review the Company's policies and practices on corporate governance and make recommendations;
2. review and monitor the training and continuous professional development of Directors and senior management;
3. review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
4. develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
5. review the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report under Appendix 14 to the Listing Rules.

董事局之職責

董事局決定企業策略、批核整體業務計劃及評估本集團之財務表現及管理。董事局授權本集團管理層進行之具體工作包括執行董事局批准之策略，監察經營預算，執行內部監控程序，以及確保本集團符合有關法定要求及其他規則和規例。

全體董事均可全面並及時獲取有關本公司的資料，以及公司秘書之意見及服務。董事局可應要求於適當情形下尋求獨立專業意見，本公司將承擔相關費用以協助彼等履行其職責。本公司訂有多項政策，包括董事局多元化政策及提名政策並設有正式與非正式的渠道，確保董事局可接觸到獨立的觀點及意見。

企業管治職能

董事局亦負責履行以下載列之企業管治職責：

1. 制定及檢討本公司之企業管治政策及慣例並提出建議；
2. 檢討及監察董事及高級管理層之培訓及持續專業發展；
3. 檢討及監察本公司之政策及慣例是否符合法律及監管規定；
4. 制定、檢討及監察適用於僱員及董事之行為手則及合規手冊(如有)；及
5. 檢討本公司是否遵守守則條文及上市規則附錄十四項下之企業管治報告之披露。

CORPORATE GOVERNANCE REPORT

企業管治報告

Chairman and Chief Executive Officer

To comply with Code Provision C.2.1, the chairman of the Board and chief executive officer of the Company were separated and held by Mr. Wang Jing and Mr. Wang Xing Qiao, respectively. The chairman of the Board is responsible for the Group's strategic planning and directions and to provide leadership of the Board while the chief executive officer takes the lead in the daily operations and business development.

Independent Non-Executive Directors

The three independent non-executive Directors, all of whom are independent of the management of the Company, are highly experienced professionals coming from diversified background. They ensure that the Board maintains high standard of financial and other mandatory reportings as well as providing adequate checks and balance to safeguard the interest of the Shareholders and the Company as a whole.

The Board confirms that the Company has received from each of the independent non-executive Directors a confirmation of independence for the year ended 31 March 2023 pursuant to Rule 3.13 of the Listing Rules.

Director's Training and Professional Development

Under Code Provision C.1.4, directors should participate in continuous professional development to develop and refresh their knowledge and skills; and to ensure that their contributions to the Board remains informed and relevant. During the year ended 31 March 2023, all the Directors confirmed that they had complied with Code Provision C.1.4 by reading materials provided by the company secretary of the Company and/or attending regular trainings on the topics relating to corporate governance and latest change and development of regulatory regime launched by professional parties.

主席及行政總裁

為遵守守則條文第C.2.1條，本公司董事局主席及行政總裁乃分開並分別由王晶先生及王星喬先生擔任，董事局主席負責本集團的策略規劃及方向，並領導董事局，而行政總裁則負責領導日常營運及業務發展。

獨立非執行董事

三名獨立非執行董事（均獨立於本公司管理層），乃來自不同背景之資深專業人士。彼等確保董事局維持高水平財務及其他強制申報，並具備充分權力制衡，以保障股東及本公司整體利益。

董事局確認，本公司已收到各位獨立非執行董事根據上市規則第3.13條作出之截至二零二三年三月三十一日止年度之獨立性確認書。

董事培訓及專業發展

根據守則條文第C.1.4條，董事需參加持續專業發展，以提升及更新彼等之知識及技能；以及確保其繼續在知情及切合所需的情況下對董事局作出貢獻。於截至二零二三年三月三十一日止年度，全體董事確認，彼等已閱覽本公司之公司秘書提供之資料，及／或出席由專業團體所舉辦課題與企業管治及最新監管制度轉變及發展有關之定期培訓，故已遵守守則條文第C.1.4條。

CORPORATE GOVERNANCE REPORT 企業管治報告

According to the training records maintained by the Company, the trainings received by each of the Directors during the year ended 31 March 2023 is summarised as follows:

根據本公司保存的培訓記錄，董事各自於截至二零二三年三月三十一日止年度接受培訓的概況如下：

| Name of Directors | 董事姓名 | Reading materials 閱覽資料 | Attending trainings 出席培訓 |
|--|----------------|---------------------------|-----------------------------|
| Executive Directors | 執行董事 | | |
| Wang Jing | 王晶 | ✓ | ✓ |
| Wang Xing Qiao | 王星喬 | ✓ | ✓ |
| Zhao Shuang | 趙爽 | ✓ | ✓ |
| Independent Non-Executive Directors | 獨立非執行董事 | | |
| Su Bo | 蘇波 | ✓ | ✓ |
| Tang Shengzhi | 唐生智 | ✓ | ✓ |
| Zeng Guanwei | 曾冠維 | ✓ | ✓ |

Board Meetings and Attendance Records of Directors

Board meetings are held regularly at approximately quarterly intervals to review the financial and operating performance of the Group and held on ad hoc basis as required by the business needs. All the Directors are given an opportunity to include matters for discussion in the agenda and give opinion. Regular Board meetings and ad hoc Board meetings are attended by a majority of the Directors in person or through other electronic means of communication. In addition, all the Directors are encouraged to attend the general meetings of the Company. The company secretary of the Company records all matters considered by the Board, decisions reached and any concerns raised or dissenting views expressed by the Directors. Minutes of meetings are kept by the company secretary of the Company.

董事局會議及董事出席記錄

董事局會議固定約每個季度舉行一次，以審閱本集團財務及營運表現，亦可應業務需要舉行臨時會議。全體董事可於議程中載入以供討論之事宜並給予意見。大部分董事親身或透過其他電子通訊方式出席常規董事局會議及臨時董事局會議。此外，鼓勵全體董事參加本公司的股東大會。本公司之公司秘書記錄董事局對所有事情的審議、達成的決定及董事對於任何事項之考慮或表達的反對意見。會議之會議記錄由本公司之公司秘書保存。

CORPORATE GOVERNANCE REPORT 企業管治報告

During the year ended 31 March 2023, the Board held a total of seven Board meetings and one general meeting:

截至二零二三年三月三十一日止年度，董事局共舉行了七次董事局會議及一次股東大會：

| Name of Directors | 董事姓名 | Numbers of Board meetings attend/held 出席／舉行 董事局會議次數 | Numbers of general meeting attended/held 出席／舉行 股東大會次數 |
|--|----------------|---|---|
| Executive Directors | 執行董事 | | |
| Wang Jing | 王晶 | 7/7 | 0/1 |
| Wang Xing Qiao | 王星喬 | 7/7 | 1/1 |
| Zhao Shuang | 趙爽 | 7/7 | 0/1 |
| Independent Non-Executive Directors | 獨立非執行董事 | | |
| Su Bo | 蘇波 | 7/7 | 0/1 |
| Tang Shengzhi | 唐生智 | 7/7 | 1/1 |
| Zeng Guanwei | 曾冠維 | 7/7 | 0/1 |

DIRECTOR'S SECURITIES TRANSACTIONS

The Company adopts the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"), as the code of conduct regarding directors' securities transactions. The Company has made specific enquiry of all the Directors that they have complied with the Model Code throughout the year ended 31 March 2023.

董事進行證券交易

本公司採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」），作為董事進行證券交易之操守守則。本公司已向全體董事作出具體查詢，彼等於截至二零二三年三月三十一日止年度一直遵守標準守則。

BOARD COMMITTEES

To strengthen the functions of the Board and enhance its expertise, the Company established three Board committees namely, the Audit Committee, Remuneration Committee and Nomination Committee. Each of the committees performs different functions.

董事局委員會

為加強董事局職能及提升其專業知識，本公司成立了三個董事局委員會，分別為審核委員會、薪酬委員會及提名委員會。各委員會履行不同職能。

AUDIT COMMITTEE

The Audit Committee was established with defined terms of reference in alignment with the recommendations set out in “A Guide for Effective Audit Committees” issued by the Hong Kong Institute of Certified Public Accountants and the Code Provisions. During the year ended 31 March 2023 and up to the date of this annual report, the Audit Committee comprises three independent non-executive Directors and the composition was as below:

Mr. Su Bo (Chairman)
Mr. Tang Shengzhi
Mr. Zeng Guanwei

The members of the Audit Committee meet no less than twice a year with the senior management and the external auditor. The role and function of the Audit Committee include the review of the accounting principles and practices adopted by the Group and other financial reporting matters, the assurance of the completeness, accuracy and fairness of the financial statements of the Group, monitor the effectiveness of the internal control and risk management systems throughout the Group and most importantly, the review of all significant business affairs managed by the executive Directors in particular on connected transactions. The Audit Committee also provides advices and recommendations to the Board and oversees all matters relating to the external auditor, as well as monitors and safeguards the independence of external auditor. The Audit Committee reviewed the financial statements of the Group for the year ended 31 March 2023.

The members of the Audit Committee met three times during the year ended 31 March 2023. Work undertaken by the Audit Committee during the reporting year included:

- reviewing of the financial statements for the year ended 31 March 2022 and for the six months ended 30 September 2022;
- reviewing of the auditor's fees and its re-appointment; and
- reviewing internal control and risk management system.

審核委員會

本公司已成立審核委員會，並制定界定的職權範圍，以遵照香港會計師公會所頒佈「審核委員會有效運作指引」所載推薦建議以及守則條文。截至二零二三年三月三十一日止年度及直至本年報日期，審核委員會包含三名獨立非執行董事，其組成載列如下：

蘇波先生(主席)
唐生智先生
曾冠維先生

審核委員會成員每年與高級管理層及外聘核數師會面不少於兩次。審核委員會之角色及職能包括：審閱本集團所採納會計原則及慣例以及其他財務申報事宜，保證本集團財務報表之完整性、準確性及公平性，監控本集團內部監控及風險管理制度之成效，而最重要的，乃審閱執行董事管理之一切重大業務事務，特別是關連交易。審核委員會亦向董事局提出意見及建議，並監督有關外聘核數師之一切事宜，以及監察及保障外聘核數師之獨立性。審核委員會審閱本集團截至二零二三年三月三十一日止年度的財務報表。

審核委員會成員於截至二零二三年三月三十一日止年度會面三次。審核委員會於報告年度所進行之工作包括：

- 審閱截至二零二二年三月三十一日止年度及截至二零二二年九月三十日止六個月之財務報表；
- 審閱核數師費用及其續聘事宜；及
- 檢討內部監控及風險管理制度。

REMUNERATION COMMITTEE

The Remuneration Committee was established with defined terms of reference. During the year ended 31 March 2023 and up to the date of this annual report, the Remuneration Committee comprises three independent non-executive Directors and the composition was as below:

Mr. Tang Shengzhi (Chairman)
Mr. Su Bo
Mr. Zeng Guanwei

The primary objective of the Remuneration Committee is to make recommendations on the remuneration package and structure of the executive Directors and senior management. The Remuneration Committee has adopted the recommendation model described in Code Provision E. In designing the remuneration policy, the Company aims to attract and retain executives needed to operate the Group successfully and to motivate executives to pursue appropriate growth strategies whilst taking into account the performance of the individuals. The remuneration should reflect the performance, complexity and responsibility of the individual; and the remuneration package should include salary, bonus and share options scheme in order to provide incentives to Directors and senior management and to improve their individual performances.

Details of the emoluments of directors and the five highest paid individuals are set out in note 13 to the consolidated financial statements. The members of the Remuneration Committee met once during the year ended 31 March 2023. Work undertaken by the Remuneration Committee during the reporting year included:

- reviewing of the remuneration policy (including that of the executive Directors); and
- assessing performance and reviewing the remuneration package of the Directors and senior management.

薪酬委員會

本公司已成立薪酬委員會，並制定界定的職權範圍。截至二零二三年三月三十一日止年度及直至本年報日期，薪酬委員會包含三名獨立非執行董事，其組成如下：

唐生智先生(主席)
蘇波先生
曾冠維先生

薪酬委員會之主要目標是對執行董事及高級管理層薪酬待遇及結構提出建議。薪酬委員會已採納守則條文第E條所載的建議模式。本公司設計薪酬政策旨在吸引及留聘成功經營本集團所需行政人員，並激勵行政人員推行適當發展策略，同時考慮員工個別表現。薪酬應反映個別員工之表現、職務複雜程度及職責；而薪酬待遇應涵蓋薪金、花紅及購股權計劃，為董事及高級管理層提供獎勵並提升彼等個人表現。

董事及五名最高薪酬人士的薪酬詳情載於綜合財務報表附註13。薪酬委員會成員於截至二零二三年三月三十一日止年度會面一次。薪酬委員會於報告年度內所進行之工作包括：

- 審閱薪酬政策(包括執行董事之薪酬政策)；及
- 評估表現及審閱董事及高級管理層之薪酬待遇。

NOMINATION COMMITTEE

The Nomination Committee is responsible for making recommendations to the Board on the appointment of Directors regarding the qualification and competency of the candidates. The Company has established a nomination policy setting out the selection, nomination and appointment criteria and factors in relation to nomination and appointment of Directors. Key criteria and factors to be considered include, but not limited to:

- character and integrity;
- qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board diversity policy of the Company that are relevant to the Company's business and corporate strategy;
- time and interest commitment as to discharge duties as a member of the Board and/or Board committee(s); and
- independence: independent non-executive Director candidates should meet the "independence" standards required by the Listing Rules, and the composition of the Board should meet the requirements of the Listing Rules.

Where there is vacancy at the Board, candidate is proposed and put forward to the Nomination Committee for consideration. The Nomination Committee shall evaluate such candidate with reference to the criteria as set out above to determine whether such candidate is appropriate for the Company's directorship. If the candidate is considered appropriate, the Nomination Committee shall make recommendations for the Board's consideration and approval. It also considers the reappointment of Directors and succession planning for Directors so as to ensure that all nominations and appointments are fair and transparent. It takes responsibility in assessing the appropriate mix of experience, expertise, skills and diversity required for the Board and assessing the extent to which the required skills are represented on the Board. It is also responsible for reviewing and reporting to the Board in relation to Board diversity.

提名委員會

提名委員會負責就董事委任向董事局提出有關候選人資格及能力之建議。本公司已制定提名政策，其中載列有關提名及委任董事的甄選、提名及委任準則以及因素。主要準則及考慮因素包括(但不限於)：

- 品格及誠信；
- 資歷，包括專業資格、技能、知識及經驗以及與本公司業務及企業策略相關的本公司董事局多元化政策項下的多元化因素；
- 為履行作為董事局及／或董事局委員會成員職務而投入的時間及關注；及
- 獨立性：獨立非執行董事候選人應符合上市規則所要求的「獨立性」標準，董事局的組成應符合上市規則的規定。

當董事局出現空缺時，候選人將獲推薦並提呈予提名委員會審議。提名委員會將參考上文所載準則評估該候選人，以釐定該候選人是否適合擔任本公司之董事職務。倘候選人被視為合適，則由提名委員會作出推薦建議，以供董事局考慮及批准。其亦考慮董事之重新委任及董事之繼任計劃，以確保所有提名及委任均屬公平及透明。委員會負責評估董事局所需合適的經驗、專業知識、技能及多元化組合，並且評估董事局包含所需技能的程度。委員會亦負責檢討董事局多元化，並向董事局匯報。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Diversity Policy

The Company formulated and adopted a Board diversity policy in 2013, aiming at setting out the approach on diversity of the Board. The Board recognises the importance of having a diverse Board in enhancing the effectiveness and corporate governance of the Board. In determining the composition of the Board, the Company considers the diversity of the Board from a number of aspects including but not limited to skills, industry knowledge and experience, education background, age, gender, ethnicity and length of service. The Nomination Committee monitors and reviews the implementation and effectiveness of the Board diversity policy on an annual basis in accordance with Code Provision B.1.3 and recommends any revisions to the Board when necessary. Currently, all Board members are male. In order to achieve gender diversity on the Board level, the Board will appoint one female Board member no later than 31 December 2024. During the year ended 31 March 2023 and up to the date of this annual report, the Nomination Committee comprises of one executive Director and two independent non-executive Directors and the composition was as below:

Mr. Wang Jing (Chairman)
Mr. Tang Shengzhi
Mr. Zeng Guanwei

The members of the Nomination Committee met once during the year ended 31 March 2023. Work undertaken by the Nomination Committee during the reporting year included:

- reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board;
- making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- assessing the independence of independent non-executive Directors;
- reviewing and make recommendations to the Board on re-election of retiring Directors; and
- reviewing and make recommendations to the Board on appointment of Directors.

董事局多元化政策

本公司於二零一三年制訂及採納董事局多元化政策，旨在制定使董事局多元化之方法。董事局認可一個多元化的董事局對於提升董事局的效能和企業管治的重要性。在釐定董事局之組成時，本公司從多個方面（包括但不限於技能、行業知識及經驗、教育背景、年齡、性別、民族及服務年限）考慮董事局多元化。提名委員會根據守則條文第B.1.3條監督及每年審閱董事局多元化政策的實施情況及成效，並於需要時向董事局提出任何調整建議。目前，全體董事局成員均為男性。為達致董事局層面的性別多元化，董事局將於二零二四年十二月三十一日或之前委任一名女性董事局成員。截至二零二三年三月三十一日止年度及直至本年報日期，提名委員會包含一名執行董事及兩名獨立非執行董事，其組成如下：

王晶先生(主席)
唐生智先生
曾冠維先生

提名委員會成員於截至二零二三年三月三十一日止年度舉行了一次會議。提名委員會於報告年度內所進行之工作包括：

- 檢討董事局之架構、人數及組成(包括技能、知識及經驗)；
- 就董事局之任何建議變動提出建議以補充本公司之公司策略；
- 評估獨立非執行董事之獨立性；
- 檢討重選退任董事事宜並就此向董事局提出建議；及
- 檢討委任董事事宜並就此向董事局提出建議。

CORPORATE GOVERNANCE REPORT 企業管治報告

Committee Meetings

The attendance record of each committee members during the year ended 31 March 2023 is shown as below:

委員會會議

截至二零二三年三月三十一日止年度各委員會成員之出席記錄呈列如下：

| Name of Directors | 董事姓名 | Audit Committee 審核委員會 | Remuneration Committee 薪酬委員會 | Nomination Committee 提名委員會 |
|-------------------|------|--------------------------|---------------------------------|-------------------------------|
| Wang Jing | 王晶 | N/A 不適用 | N/A 不適用 | 1/1 |
| Su Bo | 蘇波 | 3/3 | 1/1 | N/A 不適用 |
| Tang Shengzhi | 唐生智 | 3/3 | 1/1 | 1/1 |
| Zeng Guanwei | 曾冠維 | 3/3 | 1/1 | 1/1 |

COMPANY SECRETARY

During the year ended 31 March 2023, Mr. Lam Wai Kei was the company secretary of the Company. Mr. Lam Wai Kei has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

公司秘書

截至二零二三年三月三十一日止年度，林偉基先生為本公司之公司秘書。林偉基先生已適當遵守上市規則第3.29條有關專業培訓規定。

CONSTITUTIONAL DOCUMENTS

There were no material changes to the Memorandum of Association and Bye-laws for the year ended 31 March 2023. An up-to-date version of the Company's Memorandum of Association is available for inspection on both the websites of the Stock Exchange and the Company.

組織章程文件

截至二零二三年三月三十一日止年度，組織章程大綱及公司細則概無重大變動。本公司組織章程大綱最新版本可於聯交所及本公司網站查閱。

REMUNERATION OF SENIOR MANAGEMENT

During the year ended 31 March 2023, the number of senior management whose remuneration fell within the following bands is as follows:

高級管理層酬金

截至二零二三年三月三十一日止年度，以下酬金範圍內的高級管理層人數如下：

| | | Number of senior management 高級管理層人數 |
|---------------------------|-----------------------|---|
| Nil to HK\$500,000 | 零至500,000港元 | 1 |
| HK\$500,001–HK\$1,000,000 | 500,001港元至1,000,000港元 | – |
| Total | 總計 | 1 |

CORPORATE GOVERNANCE REPORT 企業管治報告

AUDITOR'S REMUNERATION

During the year ended 31 March 2023, the total fee paid/payable in respect of audit and non-audit services provided by the Group's external auditors are set out below:

| Type of service | 服務類型 | Fee paid/payable for the year ended 31 March 截至三月三十一日止年度已付／應付費用 | |
|--------------------|-------|---|----------------|
| | | 2023 二零二三年 | 2022 二零二二年 |
| Audit services | 核數服務 | HK\$840,000 港元 | HK\$800,000 港元 |
| Non-audit services | 非核數服務 | N/A 不適用 | N/A 不適用 |

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company has taken out liability insurance to indemnify its Directors and senior management for their liabilities arising from the performance of their duties. The insurance coverage is reviewed by the Company on an annual basis. No claim has been made against the Directors and senior management of the Company during the year ended 31 March 2023.

核數師酬金

截至二零二三年三月三十一日止年度，就本集團外聘核數師所提供核數及非核數服務已付／應付之費用總額載列如下：

董事及高級職員責任保險

本公司已購備責任保險，以就董事及高級管理層因履行其職務而產生的責任為彼等提供彌償保證。本公司每年審閱保險的保障範圍。截至二零二三年三月三十一日止年度，概無針對本公司董事及高級管理層提出的索償。

DIRECTORS' AND AUDITOR'S RESPONSIBILITY FOR PREPARING THE FINANCIAL STATEMENTS

The management provides explanation and information to the Board to facilitate an informed assessment of the financial and other information put before the Board for approval. The Directors acknowledge their responsibility to prepare the financial statements that give a true and fair view. Meanwhile, the Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgments and estimates made are prudent and reasonable. In preparing the financial statements for the year ended 31 March 2023, the accounting principles generally accepted in Hong Kong have been adopted and the requirements of the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the applicable laws were complied with. The Board was not aware of any material uncertainties relating to events or conditions that might cause significant doubt upon the Group's ability to continue as going concern. The Board has prepared the financial statements on a going concern basis. The reporting responsibilities of external auditor of the Company are disclosed in "Independent Auditor's Report".

INTERNAL CONTROL & RISK MANAGEMENT

The Board has overall responsibilities for maintaining a sound and effective internal control system of the Group. The system includes a defined management structure with limits of authority, safeguards its assets against unauthorised use of disposition, ensures the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensures compliances with relevant laws and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage the risks of failure in the Group's operational systems and in the achievement of the Group's objectives.

The Company currently does not have an internal audit function. Given that the corporate and operation structure of the Group is relatively simple, the Board, supported by the Audit Committee, is directly responsible for risk management and internal control systems of the Group and for reviewing its effectiveness at least once a year. During the year ended 31 March 2023, the Board has conducted a review on the effectiveness towards the system of internal controls, including risk management system and the Group's accounting and financial reporting function, and made recommendations to follow up. The Board considered the internal control and risk management systems effective and adequate.

董事與核數師編製財務報表之責任

管理層提呈財務及其他資料予董事局審批前，會提供解釋說明及資料讓董事局在知情之情況下作出評估。董事確認有責任編製真實且公平之財務報表。同時，董事負責確保適當之會計政策乃經挑選及獲貫徹應用；所作出之判斷及估計審慎合理。於編製截至二零二三年三月三十一日止年度之財務報表時，本集團已採納香港普遍接納之會計原則，並遵守香港會計師公會所頒佈之香港財務報表準則及適用法律之規定。董事局並不知悉有任何事件或情況存有任何重大不明朗因素，可能會對本集團持續經營能力構成重大疑慮。董事局已採用持續經營基準編製財務報表。本公司外聘核數師之報告責任於「獨立核數師報告」內披露。

內部監控及風險管理

董事局須在整體上負責維持本集團健全及有效之內部監控制度。該制度包括設有一個權限分明之清晰管理架構、保障集團資產不會在未經許可的情況下遭挪用、確保會計記錄妥為存置以提供可靠財務資料作內部或公佈之用，並且確保遵守有關法律法規。該制度旨在合理（但非絕對）保證不會出現嚴重錯誤陳述或虧損，並管理本集團之營運系統以及本集團達致業務目標過程中之失誤風險。

本公司目前暫無內部審計職能。鑒於本集團的企業及營運架構相對簡單，董事局在審核委員會的支持下，直接負責本集團的風險管理及內部監控制度，並至少每年檢討一次其有效性。於截至二零二三年三月三十一日止年度，董事局已檢討內部監控制度之有效性，包括風險管理制度以及本集團之會計及財務匯報職能，並已作出建議以作跟進。董事局認為內部監控及風險管理制度高效且充分。

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group established policies and procedures to handle and disclose inside information in compliance with the requisite inside information disclosure requirements as specified under the Listing Rules. The policy and procedure are designed to ensure that any material information which comes to the knowledge of any one or more officers should be promptly identified, assessed and escalated, where appropriate, for the attention of the Board. The Board shall make timely decisions on disclosure, if necessary and take appropriate measures to preserve confidentiality of inside information until proper disclosure of inside information is done.

DIVIDEND POLICY

The dividend policy aims to ensure that the Board maintains an appropriate procedure on declaring and recommending the dividend payment of the Company. The Board endeavors to strike a balance between the Shareholders' interests and prudent capital management with a sustainable dividend policy. Payment of dividends shall be determined at the sole discretion of the Board, except the final dividend shall be subjected to Shareholders' approval at general meeting. In proposing any dividend payout, the Board will take into account, inter alia, the financial results, cash flow, liquidity and capital requirements, current and future business operations, conditions, cycle and strategies of the Group and the interests of the Shareholders as a whole. The Company's distribution of dividends shall also be subject to any restrictions under the 1989 Act, the memorandum of association of the Company (the "Memorandum of Association") and Bye-laws as well as all applicable laws, rules and regulations. The dividend policy will be reviewed from time to time. The dividend policy allows the Board to declare special dividends from time to time in addition to the interim and/or annual dividends. There is no assurance that dividends will be paid in any particular amount for any given period.

內幕消息的處理及發佈

本集團已制定政策及程序，以遵照上市規則所訂明之內幕消息披露必要規定處理及披露內幕消息。該政策及程序旨在確保任何一名或多名高級職員得悉的任何重大資料須予及時識別、評估及提交（倘適用）至董事局。董事局須就披露作出適時決定（如需要），並採取適當措施將內幕消息保密，直至妥善披露內幕消息為止。

股息政策

股息政策旨在確保董事局就本公司宣派及建議派付股息維持適當的程序。董事局通過可持續的股息政策，務求於股東利益與審慎資本管理之間取得平衡。派付股息由董事局全權酌情釐定，惟末期股息須股東於股東大會上批准後方告作實。於建議派付任何股息時，董事局將考慮（其中包括）本集團的財務業績、現金流、流動資金及資本要求、目前及未來業務營運、狀況、週期及策略以及股東之整體利益。本公司分派股息亦須遵守一九八九年法、本公司組織章程大綱（「組織章程大綱」）及公司細則的任何限制以及所有適用法律、規則及法規。股息政策將不時進行檢討。股息政策允許董事局不時宣派除中期及／或年度股息以外之特別股息。概不保證於任何指定期間將會派付任何特定金額的股息。

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATION

The Board recognises the importance of good communication with the Shareholders. Information in relation to the Group is disseminated to the Shareholders in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars of the Company. The general meetings of the Company are valuable forum for the Board to communicate directly with the Shareholders. The Shareholders are encouraged to attend the general meetings of the Company. The 2022 AGM was held on 7 September 2022.

A notice convening the 2022 AGM was included in the circular dated 4 August 2022 and the annual report of the Company for the year ended 31 March 2022 were despatched to the Shareholders.

The Board attended the 2022 AGM to answer questions from the Shareholders. The chairman of the meeting of the 2022 AGM explained detailed procedures for conduction of a poll. All resolutions proposed at the 2022 AGM were passed separately by the Shareholders by way of poll. The results of the poll were published on the websites of the Stock Exchange and the Company after the meetings. The Company is committed to enhancing communications and relationships with its investors. Designated senior management maintains an open dialogue with institutional investors and analysts to keep them abreast of the Group's development. The Company has maintained a company website (www.00485.hk) for the purpose of updating the Company's business developments and operations, financial information, news and other data available to the public. The Company reviewed the implementation and effectiveness of the shareholders' communication policy and considered them to be effective.

股東通訊及投資者關係

董事局深明與股東保持良好通訊之重要性。有關本集團之資料乃按時透過多種正式途徑向股東傳達，包括本公司中期報告及年報、公告及通函。本公司股東大會乃董事局直接與股東通訊之寶貴平台。本公司鼓勵股東出席股東大會。本公司於二零二二年九月七日舉行二零二二年股東週年大會。

日期為二零二二年八月四日之通函所載召開二零二二年股東週年大會之通告連同本公司截至二零二二年三月三十一日止年度之年報已寄發予股東。

董事局出席二零二二年股東週年大會，回答股東提問。於二零二二年股東週年大會上，大會主席闡釋按投票方式進行表決之詳細程序。於二零二二年股東週年大會上提呈之所有決議案已獲股東以投票方式分別通過。投票結果於大會後在聯交所及本公司網站上刊發。本公司致力加強與投資者溝通及提升與投資者的關係。指定高級管理層與機構投資者及分析員保持公開對話，令彼等瞭解本集團之最新發展。本公司建有公司網站(www.00485.hk)，以便更新有關本公司業務發展及營運狀況、財務資料、消息及其他資料，供公眾查閱。本公司已審閱股東溝通政策的實施情況及成效並認為其有效。

CORPORATE GOVERNANCE REPORT 企業管治報告

SHAREHOLDERS' RIGHTS

Shareholders are entitled to requisition a special general meeting and put forward proposals at general meeting. Please refer to the procedures as follows:

(A) Procedures for requisitioning a special general meeting

Shareholder(s) 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 to vote at general meetings of the Company may, by written requisition to the Board or the company secretary signed and deposited in accordance with the Bye-laws, Bermuda Companies Act 1981 (the "Companies Act"), require the Directors to call a special general meeting for the transaction of business specified in the requisition.

(B) Procedure for putting forward proposals at general meetings

Shareholder(s) holding not less than one-twentieth of the paid-up capital of the Company carrying the right to vote at general meetings of the Company or not less than 100 shareholders may, at their expense, provide a written request to the attention of the company secretary signed and deposited in accordance with the Companies Act.

Besides, the Memorandum of Association and Bye-laws are posted on the website of the Company at www.00485.hk and the designated website of the Stock Exchange at www.hkexnews.hk.

股東權利

股東有權請求召開股東特別大會及於股東大會上提呈建議。請參閱下列有關程序：

(A) 請求召開股東特別大會之程序

於提出請求當日持有不少於十分之一附有權利可於本公司股東大會上投票之本公司繳足股本之股東可根據公司細則及百慕達一九八一年公司法（「公司法」）向董事局或公司秘書遞交經簽署之書面請求書，要求董事召開股東特別大會處理該請求書列明之事務。

(B) 於股東大會提呈議案之程序

持有不少於二十分之一附有權利可於本公司股東大會上投票之本公司繳足股本之股東或不少於100名股東可根據公司法向公司秘書遞交經簽署之書面要求，費用由彼等自行承擔。

此外，組織章程大綱及公司細則載於本公司網站 www.00485.hk 及聯交所指定網站 www.hkexnews.hk。

CORPORATE GOVERNANCE REPORT

企業管治報告

CONTACT DETAILS

Shareholders may send their enquiries or requests by post or email to the Company:

Address: Unit 303, 3/F., New East Ocean Centre, No. 9 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong (with the Board of Directors as designated recipient)

Tel: +852 2286 0728

Fax: +852 2286 0727

Email: office@00485.hk

Shareholders must deposit or send (as the case may be) the original of the duly signed written requisitions, notices or statements or enquires to the above address, and provide their full names, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

CONCLUSION

The Company strongly believes that the quality and standard of corporate governance reflects the quality of the management and the operations of the Group's business. Good corporate governance can safeguard the proper use of funds and effective allocation of resources and protect Shareholders' interests. The management wholeheartedly to advocate of the good practice in corporate governance and will try our best to maintain, strengthen and improve the standard and quality of the Group's corporate governance.

聯絡詳情

股東可透過郵寄或電郵方式向本公司提出查詢或要求：

地址：香港九龍尖沙咀科學館道9號
新東海商業大廈3樓303室
(董事局為指定收件人)

電話：+852 2286 0728

傳真：+852 2286 0727

電子郵件：office@00485.hk

股東須將妥善簽署的書面要求、通告或聲明或查詢的原件存放於或寄發至(視情況而定)上述地址，並須提供彼等全名、聯絡詳情及身份以令有關文件生效。股東資料可能根據法律規定而予以披露。

總結

本公司深信，企業管治質素及水平反映本集團業務管理及營運質素。良好的企業管治可確保適當動用資金及有效分配資源，並保障股東利益。管理人員竭誠提倡良好的企業管治慣例，定當努力不懈，致力維持、加強及改善本集團企業管治水平及質素。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group is pleased to present its Environmental, Social and Governance Report (the “ESG Report”) for the year ended 31 March 2023. The ESG Report summarises the policies and achievement made by the Group in corporate social responsibility and sustainability development.

We believe that sustainability is crucial and important for the Group’s development and to achieve business excellence and enhance capabilities for long-term competitiveness. The Group will continue to strive a balance among business development, environmental protection and social responsibility and to create sustainable value for the Group and stakeholders.

During the year ended 31 March 2023, the Group did not observe any material non-compliance on the applicable environmental and social laws and regulations that has a significant impact on the Group.

REPORTING SCOPE

This ESG Report covers the Group’s businesses in properties development, properties investment, properties management and hydroelectric power during the year ended 31 March 2023. For corporate governance of the Group, please refer to the section headed “Corporate Governance Report” of this annual report.

REPORTING PRINCIPLES

This ESG report is prepared in accordance with the “Environmental, Social and Governance Reporting Guide” of the Stock Exchange set out in Appendix 27 to the Listing Rules. This ESG Report provides a simplified overview on the environmental, social and governance performance of the Group.

本集團欣然呈列其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（「環境、社會及管治報告」）。環境、社會及管治報告概述本集團在企業社會責任及可持續發展方面作出的政策及成就。

我們認為，可持續性對本集團的發展及取得卓越業務成就以及提升能力以維持長期競爭力至關重要。本集團將持續努力使業務發展、環境保護及社會責任保持平衡，為本集團及持份者創造可持續價值。

截至二零二三年三月三十一日止年度，本集團並未發現任何重大違反適用環境及社會法律法規且對本集團造成重大影響之事宜。

報告範圍

本環境、社會及管治報告涵蓋本集團於截至二零二三年三月三十一日止年度之業務，即物業開發、物業投資、物業管理及水電業務。關於本集團企業管治方面，請參閱本年報「企業管治報告」章節。

報告原則

本環境、社會及管治報告乃根據上市規則附錄二十七所載聯交所之「環境、社會及管治報告指引」編製。本環境、社會及管治報告對本集團的環境、社會及管治表現進行簡要概述。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

MATERIALITY ASSESSMENT

The information in the ESG Report is derived from the integration and summary conducted by the management, employees and external stakeholders in which the ESG report is to assess and review the impacts towards the environment and society arising from the operations of the Group as well as how these operating practices are material to the Group's business operations and stakeholders. The communication channels for review includes but not limited to employee trainings, corporate website and customers' feedback. The information collected for the ESG report is not only a summary of the environmental and social initiatives carried out by the Group, but also the basis for formulation, review and update of the sustainable development strategies and directions of the Group.

STAKEHOLDERS' ENGAGEMENT

We believe that good communication with the investors, Shareholders, employees and other stakeholders is the foundation for the Group to formulate its policies for sustainable development. We attach great importance to the opinions of the stakeholders and drive attentions and perform regular reviews on those areas.

STAKEHOLDERS' FEEDBACK

The Group welcomes stakeholders' feedback on our environmental, social and governance approach and performance. Please give your suggestions or share your views with us via email: office@00485.hk.

重要性評估

環境、社會及管治報告中的資料源自管理層、僱員及外部持份者的整合及概述，環境、社會及管治報告中將評估及檢討本集團營運對環境及社會產生的影響以及該等營運慣例對於本集團業務營運及持份者而言的重要性程度。檢討的溝通渠道包括但不限於僱員培訓、企業網站及客戶反饋。為環境、社會及管治報告收集的資料不僅是對本集團開展的環境和社會舉措的總結，也是本集團制定、審查和更新可持續發展戰略和方向的依據。

持份者參與

我們相信，與投資者、股東、僱員及其他持份者的良好溝通乃本集團制定可持續發展政策的根基。我們高度重視持份者意見，並關注及定期對該等領域進行審查。

持份者意見

本集團歡迎持份者就我們的環境、社會及管治方針及表現提供意見。敬請閣下透過電郵向我們提出建議或分享意見，電郵地址為 office@00485.hk。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

A. ENVIRONMENT

Sustainable development has been adopted as an objective of the Group. The Group introduced a series of environmental protection policies aiming to reduce the energy consumption in daily operations and enhance the efficiency on the use of resources and created an environmentally friendly workplace for our employees. We strictly comply with applicable local environmental related laws and regulations, such as the Air Pollution Control Ordinance, Waste Disposal Ordinance and the Public Health and Municipal Services Ordinance in Hong Kong and the Environmental Protection Law of People's Republic of China (《中華人民共和國環境保護法》) and the Electric Power Law of People's Republic of China (《中華人民共和國電力法》) in the PRC. Throughout the year ended 31 March 2023 the Group's business did not have significant negative impacts on the environment and natural resources.

Emission

Based on the review during the reporting period, the Group's business did not generate significant air, greenhouse gas emissions or other air pollutants, while some greenhouse gas emission have indirectly generated from the consumption of electricity at the workplaces in Hong Kong and the PRC. The electricity consumed by the Group at its offices was approximately 64,800kWh (2022: 68,500kWh), producing CO₂e emissions of approximately 46,000kg (2022: 48,700kg) during the year ended 31 March 2023.

In order to minimise air and greenhouse gas emissions which are derived from the daily operations at offices of the Group and striving to mitigate the damages and risks to the environment, the Group promoted energy conservation as part of its holistic approach towards energy saving, such as encouraging its employees to switch off idle lights and other electronic appliances, and reduce the consumption of resources. During the reporting period, most of the meetings were attended via telephone conferencing or video conferencing and in order to reduce overseas travels and in response to the lockdown and relevant quarantine requirements announced by different regions.

A. 環境

本集團以可持續發展為目標。本集團頒佈一系列環保政策，旨在減少日常營運中的能源消耗及提升資源利用效率並為僱員創建了一個環境友好的工作場所。我們嚴格遵守當地適用環境相關法律法規，如香港的《空氣污染管制條例》、《廢物處置條例》及《公眾衛生及市政條例》，以及中國的《中華人民共和國環境保護法》及《中華人民共和國電力法》。於截至二零二三年三月三十一日止整個年度，本集團的業務並無對環境及自然資源造成嚴重負面影響。

排放

根據報告期間之回顧，本集團的業務並無產生大量廢氣、溫室氣體排放或其他空氣污染物，而部分溫室氣體排放間接源自在香港及中國的工作場所消耗的電力。於截至二零二三年三月三十一日止年度，本集團於其辦公室消耗的電力約為64,800千瓦時（二零二二年：68,500千瓦時），產生二氧化碳當量排放約46,000千克（二零二二年：48,700千克）。

為了最大程度減少本集團辦公室日常營運產生的廢氣及溫室氣體排放並致力降低對環境的損害及風險，作為整體節能方法的一部分，本集團倡導節能，比如鼓勵其僱員關掉閒置電燈及其他電器，減少資源消耗。於報告期間，為減少海外差旅，亦為響應各地宣佈的封城及相關隔離規定，大多數會議均通過電話會議或視頻會議參與。

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In addition, the Group did not purchase any vehicle for business use during the year ended 31 March 2023 (2022: Nil). To reduce the exhaust gas emission and maintain the efficiency of the vehicle, the Group conducted regular repair and maintenance on its vehicle and ensure no idling engines. Apart from this, all employees were encouraged to use public transportation for business travels.

The discharge into water and land, generation of hazardous and non-hazardous waste during the course of operations was minimal. Non-hazardous waste produced was mainly from office paper and other garbage from daily operations while the hazardous waste was mainly derived from used toner cartridge. During the year ended 31 March 2023, the Group used a total of approximately 22,000 pieces of papers in its daily operations (2022: 32,000 pieces). The Group introduced various internal guidelines to handle the waste generated from daily operations of the Group. Those non-hazardous waste and hazardous waste were collected by the property management company of the landlord and collected by suppliers respectively, all were handled in an environmentally acceptable manner. In addition, the Group collected single-side papers, envelopes and file folders for reuse and encouraged its employees to go paperless as much as possible.

Use of Resources

The resources consumption of the Group related mainly to the use of water, electricity and paper from the daily operations of the Group in the workplaces in Hong Kong and the PRC. In order to make full use of resources, the Group took various measures to demonstrate our efforts in efficient use of resources in daily operations. Further, the Group believes that the participation of its employees is also important for the Group in the implementation of related policies. Hence, the Group strives to create a corporate culture of resources saving and to enhance employees' awareness of environmental protection and energy saving.

此外，本集團於截至二零二三年三月三十一日止年度並無購買任何商用車輛（二零二二年：無）。為減少廢氣排放，保持車輛行駛效率，本集團對車輛進行定期維修保養，確保發動機無怠速運轉。除此之外，本集團鼓勵全體僱員出差時乘坐公共交通工具。

本集團在營運過程中極少排污至水及土地，亦極少產生有害及無害廢棄物。所產生的無害廢棄物主要為辦公室紙張及其他日常營運中產生的垃圾，而有害廢棄物主要源自所使用的墨盒。於截至二零二三年三月三十一日止年度，本集團於日常營運中使用合共約22,000張紙張（二零二二年：32,000張）。本集團引入多項內部指引處理本集團日常營運中產生的廢棄物。該等無害廢棄物及有害廢棄物分別由業主物業管理公司及供應商收集，全部以環保方式處理。此外，本集團收集單面列印紙張、信封及文件夾以重用及鼓勵其僱員盡可能無紙化。

資源使用

本集團資源消耗主要與本集團於香港及中國工作場所日常營運所使用的水、電及紙張有關。為充分利用資源，本集團採取各種措施，以證明我們於日常營運中努力有效利用資源。此外，本集團認為僱員參與亦對本集團實施相關政策而言屬重要。因此，本集團竭力創造節約資源的企業文化，以加強僱員環保及節能意識。

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To reduce paper consumption, the Group encouraged its employees to reduce the usage of photocopies, print double-sided for internal documents and external documents, where appropriate, use electronic copies. Recycle boxes and bins were placed at offices to collect non-reusable paper and waste. The Group also encouraged its employees to segregate non-recyclable and recyclable waste and reuse and recycle the office supplies, such as binders, file folders and papers. Furthermore, in order to reduce waste and to recycle resources, suppliers are regularly arranged to collect used printing cartridges and toners for recycling purpose.

To reduce electricity consumption, the air-conditioners installed at offices were maintained at room temperature between 24 degrees to 26 degrees which could reduce the usage of excess electricity. The Group also kept reminding the employees to switch off the lights and air-conditioners when not in use and procured to use the energy efficient appliances (with Grade 1 energy labels) in the workplaces to lower the electricity consumption. Both the workplaces in Hong Kong and the PRC used light-emitting diodes (LEDs) lighting system, which is a more environmentally friendly lighting system as compared to the fluorescent lamps. Further, the lighting systems in the workplaces in the PRC were set up with sensors to detect indoor activities within a certain area. It can achieve energy saving by turning lights off or reducing light output when that area is unoccupied. Calculators were also installed to monitor the usage of electricity consumption and will make adjustment when necessary.

Measures have also been taken to improve power efficiency and reduce energy consumption at construction sites, which include selecting and using energy-efficient equipment and technologies, well-organised and well-designed the installation of temporary power and cables, and maintaining and repairing electrical equipment as needed. By taken these measures, it lowers the energy costs and supports a more sustainable operation in the construction sites.

為減少紙張消耗，本集團鼓勵員工減少使用影印本，內部及外部文件在適用情況下進行雙面打印以及使用電子複印本。辦公室放置回收盒和回收箱，以收集不可再用紙張及廢品。本集團亦鼓勵員工將不可回收及可回收廢品分類，重複使用及回收辦公用品，如夾子、文件夾及紙張。此外，為減少廢棄物及循環利用資源，定期安排供應商收集使用過的打印墨盒及墨粉，循環利用。

為減少電力消耗，辦公室空調維持在室內溫度24°C至26°C，可減少多餘電能的使用。本集團亦不斷提醒員工在不用時關掉電燈及空調，並在工作場所採購使用節能電器（具有一級能源標籤）以減少電力消耗。香港和中國的工作場所均使用發光二極管（LED）照明系統，與熒光燈相比，此乃一種更環保的照明系統。此外，中國工作場所的照明系統已設置傳感器，以檢測一定區域內的室內活動。當該區域無人時，可通過關燈或減少光輸出以實現節能。亦已安裝計算器以監測電力消耗的使用情況，並在必要時進行調節。

在建築工地上，亦已採取措施提高用電效率及降低能耗，包括選擇及使用節能設備及技術，妥善搭建及設計臨時電源及電纜的安裝，並根據需要維護及修理電氣設備。通過採取該等措施，降低能源成本，並支持加強建築工地上的可持續運作。

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In addition, the Group encouraged the use of the most efficient travelling method and set up telephone conferencing and video conferencing facilities at offices to minimise unnecessary business travels which may subsequently reduce greenhouse gas emissions from air travels.

In respect of water consumption, it was mainly retrieved from the daily business activities in the workplaces and irrigation systems installed in the residential and commercial properties of Xiguan Project. The consumption of water and impact generated from daily business activities was minimal as non-significant amount of water was wasted during the reporting period. The cost of water consumption of the Group was inclusive in the monthly rent and the building management did not individually measure water consumptions of each tenant hence no relevant data could be collected. Water efficient irrigation systems were installed to reduce water consumption for irrigation in the residential and commercial properties of Xiguan Project. Professional technical team conducts routine maintenance checks to inspect, adjust and repair the systems to ensure they perform at maximum efficiency and conserve water.

We are committed to minimising the consumption of packaging materials and to use environmentally friendly materials as much as possible. Furthermore, in selecting suppliers or cooperation partners, the Group takes into consideration, among others, their environmental and energy policies, to maximise environmental protection and minimise pollution.

Starting from the financial year of 2020, the Group engaged in the properties management business for providing comprehensive properties management services to residential and commercial properties of Xiguan Project. Being part of the community, the Group strives for creating a culture of sustainability and environmental-friendly to our residents and customers through architectural planning, green planting and other energy saving initiatives. Trees and ornamental plants were planted on both streets and podium levels of the properties. Residents and customers were encouraged to join the recycling programmes organised by the property management office.

另外，本集團鼓勵採用最高效的出行方式，並在辦公室設置電話會議及視頻會議設施，盡量減少不必要的差旅，從而可減少航空旅行的溫室氣體排放。

在用水方面，其主要來自工作場所的日常業務活動及西關項目住宅及商業物業所裝置的灌溉系統。於報告期間，由於並未大量浪費水，日常業務活動造成的水消耗及影響很小。本集團耗水成本納入月租中，且樓宇管理處並未單獨計算各承租人的耗水量，因此，有關數據不可被收集。已安裝節水灌溉系統，以減少西關項目的住宅和商業物業的灌溉用水量。專業的技術團隊進行日常維護檢查，檢查、調整和維修這些系統，以確保它們發揮最大的效率和節約用水。

我們致力於盡量減少包裝材料的消耗，盡量使用環保材料。此外，在選擇供應商或合作夥伴時，本集團會考慮（其中包括）其環保及能源政策，最大限度地保護環境，減少污染。

自二零二零財政年度起，本集團從事物業管理業務，為西關項目的住宅及商業物業提供全面的物業管理服務。作為社區的一份子，本集團致力透過建築規劃、綠色種植及其他節能措施，為住戶及客戶營造可持續發展及環保的文化。在物業的街道和平台層均種植了樹木和觀賞植物。鼓勵住戶及客戶參與物業管理處舉辦的回收計劃。

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The Environmental and Natural Resources

The core businesses of the Group are confined to the office workplaces, the impact towards to the environment and natural resources arising from the Group's business is not significant. Apart from the internal efforts made by the employees in regards to energy saving and environmental protection, the Group also encouraged its business partners to make good use of the resources and make necessary protections to the environment.

The Group started to engage in properties development business since the financial year of 2018. During the year ended 31 March 2023, our business units worked closely with the contractors and communicated clearly with them about our concerns and requirements in respect of environment protection through written specifications, legal requirement and regular on-site checking.

Our business units and contractors also adopted various approaches to manage the environment impacts of the development projects. Environment considerations are integrated in the planning, design, development and execution of our projects. In addition, to handle the construction wastage properly, guidelines for waste management were established and be reviewed from time to time by site supervisors. Waste pools and movable waste hoppers were placed and specific areas for disposal different types of wastes were set up in the construction sites.

Our construction team further seeks for professional advices and proposals from experts to eliminate the detrimental effect towards the soil and ecosystem when necessary. In addition, we noticed that noise and vibration are inevitably generated through the use of machines when carrying out construction work, but we strive to minimise disturbances to nearby residents and establish a communication channel to address their concerns.

環境及自然資源

本集團的核心業務僅限於辦公場所進行，本集團的業務對環境及自然資源造成的影響並不重大。在節能及環保方面，除僱員作出的內部努力外，本集團亦鼓勵其業務夥伴充分利用資源及對環境做出必要保護。

本集團自二零一八財政年度起開始從事物業開發業務。於截至二零二三年三月三十一日止年度，我們的業務單位與承包商緊密合作，並透過書面規範、法律規定及定期實地檢查，與承包商明確溝通我們對環保的關注及要求。

我們的業務單位及承包商亦採納多種方法管理發展項目對環境的影響。在規劃、設計、開發及執行我們的項目時會綜合考慮環境因素。此外，為妥善處理建築廢物，已制定廢物管理指引，並由工地主管不時審查。建築工地設置了垃圾池和移動式垃圾桶，並設置了專門處置不同類型垃圾的區域。

我們的建築團隊進一步尋求專家的專業意見及建議，以在必要時消除對土壤及生態系統的不利影響。此外，我們知悉，於進行建築工程時，難免會因為使用機械而發出噪音及產生震蕩，但我們努力減少對鄰近住戶的滋擾並建立溝通渠道來解決彼等的憂慮。

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In addition, the Group has been supporting the development in clean and renewable energy. The Group engaged in the business of the renewable energy and operated two hydroelectric power stations in northern PRC since 2016 and it has become one of the core businesses of the Group. The installed capacity of the two hydroelectric power stations are 3,500kw and 3,200kw respectively and those hydroelectric power stations are connected to the national power grid which support the industrial use.

During the year ended 31 March 2023, the two hydroelectric power stations generated a total of electricity of approximately 23,536,000kw (2022: 19,770,000kw), eliminated CO₂e emissions of approximately 23,000 tonnes (2022: 19,300 tonnes).

此外，本集團一直支持清潔及可再生能源的發展。本集團自二零一六年起從事可再生能源業務，並在中國北部經營兩座水電站，其已成為本集團的核心業務之一。兩座水電站的裝機容量分別為3,500千瓦和3,200千瓦，這些水電站已接入國家電網，支持工業用途。

截至二零二三年三月三十一日止年度，兩座水電站產生合共約23,536,000千瓦（二零二二年：19,770,000千瓦）電力，消除二氧化碳當量排放約23,000噸（二零二二年：19,300噸）。

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B. SOCIAL

Employment and Labour Practices

The Group believes that employees are the most important asset of the Group. During the reporting period, the Group complied with all relevant laws, regulations and rules including the Employment Ordinance in Hong Kong, the Labor Law of the People's Republic of China (《中華人民共和國勞動法》), the Laws on the Protection of Minors of the People's Republic of China (《中華人民共和國未成年人保護法》) and the Labour Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》) in the PRC related to compensation, dismissal, recruitment and promotion to protect the rights and benefits of the employees.

The Group established policies and procedures on human resources management in respect of recruitment, promotion, compensation, dismissal, equal opportunity, anti-discrimination, benefits and welfare, etc..

The Group offers remuneration packages at a competitive level and reviews them on a regular basis in order to recruit and retain the employees. The employees' remuneration, promotion, salary increments and discretionary bonus are assessed based on both individual's and the Group's performance, professional and working experience via comprehensive performance evaluation system and by reference to prevailing market practice and standards.

The Group also promotes equal opportunity for employees towards gender, race, religion, age, disability, sexual orientation, nationality, political opinion, or social or ethnic origin. No employee is allowed to be subject to any form of discrimination on recruitment, training development and career development. By gender, the Group's workforce are mostly male during the year ended 31 March 2023. The Company has taken and continues to take steps to promote gender diversity at all levels. The Group has implemented policies to ensure that female employees enjoy due vacations and insurance in accordance with the law and to create a good working environment for female employees. Active steps were taken in promoting diversity in recruitment. The Company aims to gradually increase the female portion in workforce.

B. 社會

僱傭及勞工常規

本集團視僱員為本集團最重要資產。於報告期間，本集團遵守補償、遣散、招聘及晉升方面所有相關法律、法規及規則，包括香港的《僱傭條例》、中國的《中華人民共和國勞動法》、《中華人民共和國未成年人保護法》及《中華人民共和國勞動合同法》，以保護僱員的權利及福利。

本集團已制定有關招聘、晉升、補償、遣散、平等機會、反歧視、福利及福祉等方面的人力資源管理政策及程序。

本集團提供具競爭力的薪酬待遇並定期檢討以招募及挽留僱員。僱員之薪酬、晉升、加薪及酌情花紅乃透過全面表現評估系統根據個人及本集團的表現、專業程度及工作經驗，並參照現行市場慣例及標準評估。

本集團亦在性別、種族、宗教、年齡、殘障、性取向、國籍、政治立場或社會或民族本源方面促進僱員機會平等。不容許僱員在聘用、培訓發展及職業發展方面受到任何形式之歧視。按性別劃分，於截至二零二三年三月三十一日止年度內，本集團的員工大多為男性。本公司已經並將繼續採取措施，在各個層面促進性別多元化。本集團已實施政策，確保女性員工依法享有應有的假期及保險，為女性員工創造良好的工作環境。於招聘時已積極推動多元化。本公司的目標為逐步增加工作場所內女性員工的比例。

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As at 31 March 2023, the Group had total of 21 full time employees. In addition, during the reporting period, 4 employees left the Group.

The table below shows the workforce distribution and turnover rate by gender, age group and geographical regions:

| | | No. of staff 員工數目 | Turnover rate 流失率 |
|----------------------|--------|----------------------|----------------------|
| Gender | 性別 | | |
| Male | 男 | 16 | 14% |
| Female | 女 | 5 | 150% |
| Age Group | 年齡組別 | | |
| 18–30 | 18至30歲 | – | – |
| 31–50 | 31至50歲 | 20 | 33% |
| Over 50 | 50歲以上 | 1 | – |
| Geographical Regions | 地區 | | |
| Hong Kong | 香港 | 3 | – |
| The PRC | 中國 | 18 | 38% |

Health and Safety

The Group strives to provide a healthy and safe working environment for all employees and believes that it can enhance their sense of belonging and productivity. The Group requires all departments in different regions to strictly follow relevant laws and regulations in relation to safe working environment and protection for occupational hazards, such as the Occupational Safety and Health Ordinance in Hong Kong and Work Safety Law of the People's Republic of China (《中華人民共和國安全生產法》) in the PRC. Further, the Group and its construction contractors strictly followed and complied with the Construction Law of the People's Republic of China (《中華人民共和國建築法》) in the PRC which specify the provisions for construction permit, insurance, supervision, safety production management and quality management.

於二零二三年三月三十一日，本集團擁有合共21名全職僱員。此外，本集團於報告期內有4名僱員離職。

下表列示按性別、年齡組別及地區劃分的員工分佈及流失率情況：

健康及安全

本集團致力於為全體員工提供健康安全的工作環境並認為其可提升員工之歸屬感及生產力。本集團規定不同區域所有部門嚴格遵守有關安全工作環境及職業危險保護的相關法律法規，如香港的《職業安全與健康條例》及中國的《中華人民共和國安全生產法》。此外，本集團及其建築承包商嚴格遵循並遵守中國的《中華人民共和國建築法》中關於施工許可證、保險、監督、安全生產管理和質量管理之規定。

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The Group complies with relevant laws and regulations that have a significant impact on providing a safe working environment and protecting employees from occupational hazards. Safety procedures are established for the prevention of occupational diseases and will be reviewed regularly. Workplaces are properly designed with emergency exits and first aid facilities are installed; clear guidelines for work under extreme weather conditions in accordance with relevant regulations are formulated. The Group also provides with occupational safety training to our employee to enhance their safety awareness.

In addition, the Group provides personal protective equipment to employees according to the needs of positions, such as those employees who are working in the construction sites, and qualified supervisors are assigned to monitor and ensure that employees wear appropriate personal protective equipment. During the year ended 31 March 2023, there were no reported work-related fatalities or lost day due to work injury (2022: Nil).

In response to the recurring COVID-19 pandemic occurred during the year, the Group adopted various measures, including flexible working hours and work from home arrangement in order to prevent the spread of COVID-19 pandemic at workplaces.

Development and Training

The Group conceives that training plays an important role for personal development, work efficiency and productivity. The Group encourages its employees at all levels to participate in different training programs to improve knowledge and skills for discharging duties at work. During the reporting period, our employees, senior management and Directors engaged in different training programs provided by the government, non-profit statutory or professional bodies and professional education centers.

本集團遵守對其有重大影響的有關提供安全工作環境及保護僱員免受職業危害的相關法律法規。已建立預防職業病的安全程序，並將定期審查。工作場所妥善設有緊急出口及配備急救設施；根據有關規定，制定明確的極端天氣條件下工作指南。本集團亦為員工提供職業安全培訓，以提高他們的安全意識。

此外，本集團根據崗位需要為員工提供個人防護設備，例如在工地工作的員工，並指派合格的主管監督及確保員工穿戴適當的個人防護設備。截至二零二三年三月三十一日止年度，並無報告與工作有關的死亡事故或因工傷損失工作日數（二零二二年：無）。

為應對年內反復發生的2019冠狀病毒病疫情，本集團採取多項措施，包括彈性工作時間及在家工作安排，以防止2019冠狀病毒病疫情在工作場所蔓延。

發展及培訓

本集團認為培訓對個人發展、工作效率及生產力至關重要。本集團鼓勵各級僱員參與不同的培訓計劃，以提高履行工作職責的知識及技能。於報告期間，僱員、高級管理層及董事參與政府、非盈利性法定或專業機構及專業教育中心提供的各種培訓計劃。

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Labour Standards

The Group complies with the relevant labour laws, regulations and rules in its operating regions, including Hong Kong and the PRC. We comply with, in all material respects, the following relevant codes of practice and ordinances during the process of employment, remuneration, promotion and termination: the Hong Kong Sex Discrimination Ordinance issued by the Equal Opportunities Commission, Disability Discrimination Ordinance, Family Status Discrimination Ordinance, Race Discrimination Ordinance and the Employment Ordinance in Hong Kong and the Labor Law of the People's Republic of China (《中華人民共和國勞動法》), Provisions on the Prohibition of Using Child Labor (《禁止使用童工規定》) and Law on the Protection of Minors of the People's Republic of China (《中華人民共和國未成年人保護法》) in the PRC.

In order to prevent child and forced labour, the Group conducts background checks, such as age, academic qualification, previous job references, so as to ensure the employees meet the minimum age standard and applicable laws in those designated regions. During the reporting period, the Group did not discover any employment of child labour nor any violation against the relevant laws and regulations related to forced labour.

As such, during the reporting period, the Group did not come to any material non-compliance case that constituted violation of employment related laws and regulations.

Supply Chain Management

To maintain the quantity as well as the quality of our products and to manage environment and social risks of supply chain, the Group emphasises on the selection of suppliers and maintains an approved list of the suppliers in which the admission is subject to the assessment of their background, quality and quantity of the products, time management, prices and response to suggestions and customers' feedback. During the year ended 31 March 2023, there were a total of 7 approved suppliers in the PRC.

勞工標準

本集團遵守其營運所在地(包括香港及中國)的相關勞動法律、法規及規則。我們在各重大方面遵守以下僱傭、薪酬、晉升及終止程序的相關行為守則及條例：香港的由平等機會委員會頒佈的《性別歧視條例》、《殘疾歧視條例》、《家庭崗位歧視條例》、《種族歧視條例》及《僱傭條例》，以及中國的《中華人民共和國勞動法》、《禁止使用童工規定》及《中華人民共和國未成年人保護法》。

為防止童工及強制勞工，本集團進行背景調查，如年齡、學歷、先前工作履歷等，從而確保員工符合該等指定地區最低的年齡標準及適用法律。於報告期間，本集團並無發現任何僱傭童工事件亦無違反有關強制勞工的相關法律法規。

因此，於報告期間，本集團並無牽涉任何重大違規案件構成違反僱傭相關法律法規。

供應鏈管理

為保持產品的數量及質量以及管理供應鏈的環境及社會風險，本集團慎重挑選供應商並持有經批准供應商名單，其准入須通過評估其背景、產品質量及數量、時間管理、價格以及其對建議及客戶反饋的回應後方可作出。截至二零二三年三月三十一日止年度，共有7家經批准的中國供應商。

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Moreover, the management team reviews and updates the list from time to time. Regular meetings are arranged between suppliers and management team for the improvement of products and services and review on customers' feedback. The management team will take consideration into the quality of products and services, pricing, reliability, capacity and the efficiency to response to our customers' feedback when selecting suppliers. With long-term relationships with the suppliers, we also share our vision, commitment to quality and business ethics to them.

Products and Services Quality

The Group adhered to the vision of "customer-first, all wins, harmony-oriented, environmental friendly, result driven" and we strictly follow relevant local laws and regulations, industry practices and internal procedures to provide a spectrum of quality services to our customers. We value the feedbacks from our customers and have in place procedures to ensure that feedbacks and complaints from customers get handled in timely and appropriate manner. Customers can provide us the feedback via email, call or in person to our offices in Hong Kong and the PRC. When handling complaints, a designated customer services officer will be assigned and properly record all details of the complaints and liaise with the employee or department involved to conduct an investigation. In the progress of investigation, we consider and evaluate the seriousness in nature, relevant evidence, complexity and other factors and provide solutions to the customer within the promised timing. In order to maintain and enhance the services quality, all front desks and supervisors in the PRC receive not less than 4 hours per month of training.

The Group believes that responsible and transparent information management is crucial for marketing and data handling and processing. For the sales of properties in the PRC, all marketing materials and sales brochures which list out the details fittings and fixtures guidelines were prepared according to the relevant local laws and regulations.

During the reporting period, the Group did not receive any material complaint or demand for any kind of compensation from the customers, or recalls for safety and health reasons in relation to the products and services.

此外，管理團隊不時檢討及更新該名單。供應商與管理團隊之間安排定期會議以改善產品和服務，以及對客戶反饋作出檢討。管理團隊在選擇供應商時，將考慮到產品及服務的質量、價格、可靠性、能力，以及回應客戶反饋的效率。我們與供應商建立長期合作關係，我們亦向彼等分享我們的願景、質量承諾及商業道德。

產品及服務質素

本集團堅持「客戶至上、謀求共贏、和平共處、推動環保、以結果為導向」之理念，嚴格遵守當地相關法律法規、行業慣例及內部程序，為客戶提供全方位優質服務。我們重視客戶的反饋，並制定程序以確保及時且適當地處理客戶的反饋和投訴。客戶可以通過電子郵件、電話或親自到我們在香港和中國的辦事處向我們提供反饋。處理投訴時，我們會指派一名指定的客戶服務主任，妥善記錄投訴的所有詳情，並聯絡有關員工或部門進行調查。在進行調查時，我們將考慮及評估其性質的嚴重性、相關證據、複雜性等因素，並在承諾的時間範圍內為客戶提供解決方案。為保持及提高服務質量，中國所有前台和主管每月接受不少於4小時的培訓。

本集團認為，負責及透明的信息管理對於營銷和數據處理至關重要。就在中國銷售物業而言，列出詳細裝置及固定裝置指引的所有營銷資料及銷售手冊均根據相關當地法律及法規編製。

於報告期間，本集團並無收到客戶任何重大投訴或任何形式的賠償要求，或因安全及健康理由而須收回產品及服務。

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Personal Data Protection

Regarding personal data protection and privacy, the Group complies with applicable laws and regulations, such as the Personal Data (Privacy) Ordinance in Hong Kong. Relevant rules and guidelines are also set out in the employment contracts so as to ensure compliance.

Anti-corruption

Integrity, ethics, fairness and honesty are the core values of the Group. The Group formulated policies against bribery, extortion, fraud and money laundering in accordance with the relevant laws and regulations, such as the Prevention of Bribery Ordinance in Hong Kong and Anti-Corruption and Bribery Laws of the People's Republic of China (《中華人民共和國反貪污賄賂法》) in the PRC. Whistle-blowing policy is also in place as a private and confidential communication channel for all stakeholders to report suspected misconduct or fraudulent activities to the management of the Company. Ongoing review of the effectiveness of the internal control systems is conducted on a regular basis in preventing the occurrence of corruption activities. Anti-corruption training will be provided to employees as and when necessary. For the year ended 31 March 2023, there was no concluded legal case regarding corrupt practices brought against the Group or its employees.

Community Investment

The Group encourages its employees to dedicate their time to support the local community by participating in charity activities and fund-raising events and making donations to non-profit organisation. In addition, the Group will also make donations and contributes goods to local charities, churches and those are in need.

個人資料保護

有關個人資料保護及私隱方面，本集團遵守香港的《個人資料(私隱)條例》等適用法律法規。僱傭合約亦載有相關規則及指引以確保遵守合規。

反腐敗

正直、道德、公平及誠實為本集團之核心價值。本集團根據相關法律法規(如香港的《防止賄賂條例》及中國的《中華人民共和國反貪污賄賂法》)制定反賄賂、勒索、欺詐及洗錢方面的政策。同時，制定檢舉政策作為所有持份者向本公司管理層舉報可疑的不正當行為或欺詐行為的私下及保密溝通渠道。持續定期檢討內部監控系統的有效性，防止出現貪污事件。必要時將向僱員提供反腐敗培訓。截至二零二三年三月三十一日止年度，並無審結針對本集團或其僱員貪污行為的法律案件。

社區投資

本集團鼓勵其員工投入時間參與慈善活動、進行集資活動及向非盈利組織捐款來支持當地社區。此外，本集團亦將向當地慈善機構、教堂以及有需要人士捐獻及捐贈物資。

DIRECTORS' REPORT

董事局報告

The Directors present this annual report and the audited consolidated financial statements of the Group for the year ended 31 March 2023.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Its principal subsidiaries are engaged in properties development, properties investment, properties management and operation and management of hydroelectric power stations during the year ended 31 March 2023.

BUSINESS REVIEW

A review of the business of the Group during the year ended 31 March 2023 which includes an analysis of the Group's financial performance, particulars of important events affecting the Group during the reporting year as well as discussion on the Group's future business development are provided in the section headed "Management Discussion and Analysis" of this annual report.

The objectives and policies of the capital risk management and financial risk management of the Group are set out in notes 5 and 6 to the consolidated financial statements.

Discussion on the Group's environmental issues, policies and compliance with the relevant laws and regulations that have significant impact on the Company and the Group's key relationships with its employees, customers and suppliers that have significant impact on the Company are provided in the section headed "Environmental, Social and Governance Report" of this annual report.

COMPLIANCE AND LAWS AND REGULATIONS

The Group established procedures and policies to ensure its operations comply with applicable laws, rules and regulations and that those policies and practices are regularly reviewed for adequacy. Furthermore, senior management is delegated with continuing responsibility to monitor compliance with all significant legal and regulatory requirements.

During the year ended 31 March 2023, as far as it is aware, the Group has complied with the relevant laws and regulations that have a significant impact on its business and operations.

董事謹提呈本集團於截至二零二三年三月三十一日止年度之本年報及經審核綜合財務報表。

主要業務

本公司主要業務為投資控股。於截至二零二三年三月三十一日止年度，其主要附屬公司從物業開發、物業投資、物業管理及水電站運營管理。

業務回顧

本集團於截至二零二三年三月三十一日止年度的業務回顧(包括本集團財務表現分析、於報告年度影響本集團的重大事件詳情及有關本集團未來業務發展的討論)載於本年報「管理層討論與分析」章節。

本集團的資本風險管理及財務風險管理的目標及政策載於綜合財務報表附註5及6。

有關對本公司有重大影響的本集團環境問題、政策及相關法律法規的合規情況的討論以及本集團與其僱員、客戶及供應商對本公司有重大影響的主要關係，載於本年報「環境、社會及管治報告」章節。

合規與法律法規

本集團建立程序及政策以確保其運營遵守適用法律、法規及規例，並定期檢討該等政策及常規的充分性。此外，指派高級管理層負責持續監察所有重大法律及監管規定的合規情況。

截至二零二三年三月三十一日止年度，據本集團所知，其已遵守對其業務及運營有重大影響的相關法律法規。

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CORPORATE GOVERNANCE REPORT

The corporate governance report of the Company for the year ended 31 March 2023 is set out in the section headed "Corporate Governance Report" of this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on page 74. The Directors have determined that no dividends will be paid in respect of the year ended 31 March 2023 (2022: Nil).

PRINCIPAL PROPERTIES

Details of principal properties held for sale, properties for sale under development and properties held for investment purposes are set out in notes 22, 21 and 17 to the consolidated financial statements and paragraph headed "Business Review – Properties Development" in "Management Discussion and Analysis" of this annual report.

SHARE ISSUED IN THE YEAR

Details of the shares issued during the year ended 31 March 2023 are set out in note 29 to the consolidated financial statements.

DISTRIBUTABLE RESERVE

There is no reserve available for distribution to the Shareholders as at 31 March 2023.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Bye-laws and there was no restriction against such rights under the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 176 of this annual report.

企業管治報告

本公司截至二零二三年三月三十一日止年度之企業管治報告載於本年報「企業管治報告」一節。

業績及分配

本集團截至二零二三年三月三十一日止年度之業績載於第74頁的綜合損益及其他全面收益表。董事議決將不派發截至二零二三年三月三十一日止年度之股息(二零二二年：無)。

主要物業

持作銷售的主要物業、發展中待售物業及持作投資目的物業詳情載於綜合財務報表附註22、21及17以及本年報「管理層討論與分析」「業務回顧 – 物業開發」一段。

年內已發行股份

截至二零二三年三月三十一日止年度的已發行股份詳情載於綜合財務報表附註29。

可分配儲備

於二零二三年三月三十一日，並無儲備可供分配予股東。

優先購買權

公司細則概無有關優先購買權之條文，百慕達法律亦無制約該等權利，使本公司須按比例向現有股東發售新股份。

五年財務概要

本集團過去五個財政年度內的業績及資產及負債概要載於本年報第176頁。

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TAX RELIEF

The Company is not aware of any tax relief and exemption available to the shareholders by reason of their holding of the Company's securities.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the year ended 31 March 2023, neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

DIRECTORS

The Directors during the year ended 31 March 2023 and up to the date of this Directors' Report were:

Executive Directors

Wang Jing (Chairman)
Wang Xing Qiao (Chief Executive Officer)
Zhao Shuang

Independent Non-Executive Directors

Su Bo
Tang Shengzhi
Zeng Guanwei

Pursuant to Code Provision B.2.2, all the Directors are subject to retirement by rotation at the subsequent annual general meetings of the Company at least once every three years, provided that, the retired Directors, being eligible, offer themselves for re-election at the annual general meeting.

稅務減免

本公司並不知悉股東因持有本公司證券而享有任何稅務減免及豁免。

購買、出售或贖回證券

截至二零二三年三月三十一日止年度，本公司或其附屬公司概無購買、出售或贖回本公司任何上市證券。

董事

截至二零二三年三月三十一日止年度及直至本董事局報告日期，董事為：

執行董事

王晶(主席)
王星喬(行政總裁)
趙爽

獨立非執行董事

蘇波
唐生智
曾冠維

根據守則條文第B.2.2條，全體董事須至少每三年於本公司隨後舉行的股東週年大會上輪值退任一次，惟退任董事合資格並願意於股東週年大會上膺選連任。

DIRECTORS' REPORT

董事局報告

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

No transactions, arrangements and contract of significance in relation to the Group's business, to which the Company, any of its controlling entities or its subsidiaries was a party, and in which a Director had a material interest, directly or indirectly, subsisted during or at the end of the year.

COMPETING BUSINESS

For the year ended 31 March 2023, none of the Directors is interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATION

As at 31 March 2023, the interests and short positions of the Directors or chief executive of the Company in the shares and share options of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance in Hong Kong (the "SFO")) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such

董事之服務合約

擬於應屆股東週年大會上膺選連任之董事概無與本公司訂立於一年內不可不作賠償(法定賠償除外)而終止之服務合約。

董事於對本公司業務屬重要的交易、安排及合約中的重大權益

於年內或年底概無存續本公司、其任何控制實體或其附屬公司為訂約方且董事直接或間接於其中擁有重大權益之有關本集團業務之重大交易、安排及合約。

競爭業務

截至二零二三年三月三十一日止年度，概無董事於任何與本集團業務直接或間接構成或可能構成競爭的業務中擁有權益。

董事及主要行政人員於本公司或本公司的任何指明企業或任何其他相聯法團之股份、相關股份及債權證之權益及／或淡倉

於二零二三年三月三十一日，本公司各董事或主要行政人員於本公司及其相聯法團(定義見香港證券及期貨條例(「證券及期貨條例」)第XV部)之股份及購股權中擁有(a)根據證券及期貨條例第XV部第7及8分部之規定須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例之有關條文，彼等被當作或被視為擁有之權益或淡倉)；或(b)根據證券及期貨

DIRECTORS' REPORT

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provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code to be notified to the Company and the Stock Exchange were as follows:

條例第352條須記錄該條所述之登記冊之權益及淡倉；或(c)根據標準守則須知會本公司及聯交所之權益及淡倉如下：

(i) Long Position in the shares of the Company (the "Shares")

(i) 於本公司股份(「股份」)之長倉

| Name of Directors | Long Position/ Short Position | Capacity | Number of Shares held | Approximate percentage of issued share capital in the Company |
|---|----------------------------------|------------------------------------|--------------------------|---|
| 董事姓名 | 長倉／淡倉 | 身份 | 所持 股份數目 | 已發行股本之 概約百分比 |
| Executive Director | | | | |
| 執行董事 | | | | |
| Wang Jing | Long Position | Interest of controlled corporation | 108,591,364 (Note) | 51.02% |
| 王晶 | 長倉 | 於受控制法團之權益 | (附註) | |
| Wang Xing Qiao | Long Position | Beneficial Owner | 163,750 | 0.08% |
| 王星喬 | 長倉 | 實益擁有人 | | |
| Independent Non-Executive Director | | | | |
| 獨立非執行董事 | | | | |
| Zeng Guanwei | Long Position | Beneficial Owner | 275,500 | 0.13% |
| 曾冠維 | 長倉 | 實益擁有人 | | |

Note: These 108,591,364 Shares are held by Achieve Prosper Capital Limited, a company wholly and beneficially owned by Hong Kong Shihua Holdings Limited, which is in turn wholly and beneficially owned by Liaoning Shihua. Mr. Wang Jing is the beneficial owner of 82.8% of the equity interest in Liaoning Shihua. By virtue of the SFO, Mr. Wang Jing is deemed to be interested in these 108,591,364 Shares.

附註：該等108,591,364股股份由達榮資本有限公司(一間由香港實華控股有限公司全資及實益擁有的公司)持有，而香港實華控股有限公司由遼寧實華全資及實益擁有。王晶先生為遼寧實華之82.8%股權之實益擁有人。根據證券及期貨條例，王晶先生被視為於該等108,591,364股股份中擁有權益。

DIRECTORS' REPORT

董事局報告

(ii) Directors' interests in the shares of associated corporations

(ii) 董事於相聯法團之股份之權益

| Name of associated corporation | Name of Director | Capacity | Long Position/Short Position | Number of ordinary shares in Achieve Prosper Capital Limited | Approximate percentage of issued share capital in Achieve Prosper Capital Limited |
|---|------------------|---|------------------------------|--|---|
| 相聯法團名稱 | 董事姓名 | 身份 | 長倉/淡倉 | 於達榮資本有限公司之普通股數目 | 佔達榮資本有限公司已發行股本之概約百分比 |
| Achieve Prosper Capital Limited 達榮資本有限公司 | Wang Jing 王晶 | Interest of controlled corporation 於受控制法團之權益 | Long Position 長倉 | 1,000,000 | 100% |

Save as disclosed above and other than certain nominee shares in subsidiaries held by Directors in trust for the Company or its subsidiaries, as at the date of this annual report, none of the Directors, chief executive of the Company nor their associates had any interests or short positions in any Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of the SFO) as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which is taken or deemed to have under such provisions of the SFO), or as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露及董事為本公司或其附屬公司以信託方式持有附屬公司之若干代理人股份外，於本年報日期，概無本公司董事、主要行政人員或彼等之聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例）之任何股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部規定知會本公司及聯交所之任何權益或淡倉（包括根據證券及期貨條例之有關條文，彼等被當作或被視為擁有之權益及淡倉），或記錄於根據證券及期貨條例第352條須予存置之登記冊之任何權益或淡倉或根據標準守則另行知會本公司及聯交所之任何權益或淡倉。

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 ended 31 March 2023.

管理合約

於截至二零二三年三月三十一日止年度，概無訂立或存在任何有關本公司全部或任何絕大部分業務管理與行政之合約。

DIRECTORS' REPORT

董事局報告

MAJOR SUPPLIERS AND CUSTOMERS

The aggregate sale attributable to the Group's largest customer and five largest customers accounted for approximately 36% and approximately 47% respectively of the Group's total revenue for the year ended 31 March 2023. The aggregate purchases attributable to the Group's largest supplier and five largest suppliers accounted for approximately 32% and approximately 78% respectively of the Group's total purchases for the year ended 31 March 2023. None of the Directors, their associates, or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) has any interest in the Group's five largest customers and suppliers.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2023, the following persons, other than the interest disclosed in the paragraph headed "Directors and chief executive's interests and/or short positions in the Shares, underlying Shares and debentures of the Company or any specified undertaking of the Company or any other associated corporation", had 5% or more interest in the Shares and underlying Shares have notified to the Company and have been recorded in the register of substantial shareholders' interests in Shares and short positions required to be kept under Section 336 of Part XV of the SFO:

主要供應商與客戶

本集團最大及五大客戶之銷售總額分別佔本集團於截至二零二三年三月三十一日止年度總收益之約36%及約47%。本集團最大及五大供應商之購貨總額分別佔本集團於截至二零二三年三月三十一日止年度購貨總額之約32%及約78%。概無董事、其聯繫人或本公司任何股東(據董事所知擁有本公司5%以上股本)在本集團五大客戶及供應商中擁有任何權益。

主要股東

於二零二三年三月三十一日，以下人士(「董事及主要行政人員於本公司或本公司的任何指明企業或任何其他相聯法團之股份、相關股份及債權證之權益及／或淡倉」段落所披露權益除外)擁有股份及相關股份5%或以上之權益，並已知會本公司及記錄於按證券及期貨條例第XV部第336條規定存置之主要股東股份權益及淡倉登記冊內：

| Name of shareholders | Nature of interest | Number of Shares are underlying Shares | Aggregate percentage of issued share capital as at 31 March 2023 合共佔 二零二三年 三月三十一日已 發行股本之 百分比 |
|---|---|--|---|
| 股東名稱／姓名 | 權益性質 | 股份及 相關股份數目 | |
| Achieve Prosper Capital Limited 達榮資本有限公司 | Beneficial Owner 實益擁有人 | 108,591,364 | 51.02% |
| Hong Kong Shihua Holdings Limited 香港實華控股有限公司 | Interest of controlled corporation 於受控制法團之權益 | 108,591,364 | 51.02% |
| Liaoning Shihua 遼寧實華 | Interest of controlled corporation 於受控制法團之權益 | 108,591,364 | 51.02% |
| Hu Bao Qin 胡寶琴 | Spouse interest 配偶權益 | 108,591,364 | 51.02% |

DIRECTORS' REPORT

董事局報告

| Name of shareholders | Nature of interest | Number of Shares are underlying Shares | Aggregate percentage of issued share capital as at 31 March 2023 |
|--|---|--|--|
| | | | 合共佔 二零二三年 三月三十一日已 發行股本之 百分比 |
| 股東名稱／姓名 | 權益性質 | 股份及 相關股份數目 | 百分比 |
| Lushan Investment Holding Limited (Note 1) | Person having a security interest in shares | 145,895,712 | 68.55% |
| Lushan Investment Holding Limited (附註1) | 擁有股份抵押權益之人士 | | |
| China Huarong Asset Management Co., Ltd (Note 1) | Interest of controlled corporation | 145,895,712 | 68.55% |
| 中國華融資產管理股份有限公司(附註1) | 於受控制法團之權益 | | |
| China Huarong International Holdings Ltd (Note 1) | Interest of controlled corporation | 145,895,712 | 68.55% |
| 中國華融國際控股有限公司(附註1) | 於受控制法團之權益 | | |
| Lai Kar Yan (Note 2) | Receiver | 108,591,364 | 51.02% |
| 黎嘉恩(附註2) | 接管人 | | |
| Chan Man Hoi (Note 2) | Receiver | 108,591,364 | 51.02% |
| 陳文海(附註2) | 接管人 | | |

Notes:

- These 145,895,712 Shares are held by Lushan Investment Holding Limited, a company wholly and beneficially owned by China Huarong International Holdings Ltd.
- 108,591,364 Shares (the "Charged Shares") was pledged by Achieve Prosper Capital Limited in favour of Lushan Investment Holding Limited. On 6 November 2020, Lai Kar Yan and Chan Man Hoi were appointed as joint and several receivers over the Charged Shares. The Charge Shares represented approximately 51.02% of the issue share capital of the Company as at 31 March 2023.

As at 31 March 2023, Achieve Prosper Capital Limited is wholly and beneficially owned by Hong Kong Shihua Holdings Limited, which is in turn wholly and beneficially owned by Liaoning Shihua. Mr. Wang Jing is the beneficial owner of 82.8% of the equity interest in Liaoning Shihua. By virtue of the SFO, Hong Kong Shihua Holdings Limited, Liaoning Shihua, Mr. Wang Jing and Ms. Hu Bao Qin, the spouse of Mr. Wang Jing, were deemed to be interested in the said 108,591,364 Shares held by Achieve Prosper Capital Limited.

附註：

- 該等 145,895,712 股股份由 Lushan Investment Holding Limited (一間由中國華融國際控股有限公司全資及實益擁有的公司) 持有。
- 達榮資本有限公司將 108,591,364 股股份 (「押記股份」) 質押予 Lushan Investment Holding Limited。於二零二零年十一月六日，黎嘉恩及陳文海獲委任為押記股份之共同及個別接管人。於二零二三年三月三十一日，押記股份佔本公司已發行股本的約 51.02%。

於二零二三年三月三十一日，達榮資本有限公司由香港實華控股有限公司全資及實益擁有，而香港實華控股有限公司由遼寧實華全資及實益擁有。王晶先生為遼寧實華之 82.8% 股權之實益擁有人。根據證券及期貨條例，香港實華控股有限公司、遼寧實華、王晶先生及胡寶琴女士 (為王晶先生之配偶) 被視為於上述達榮資本有限公司持有的 108,591,364 股股份中擁有權益。

DIRECTORS' REPORT

董事局報告

On 30 December 2015, Achieve Prosper Capital Limited transferred the 326,086,956 then existing shares of the Company (being 16,304,348 Shares) which were conversion shares (the "Conversion Shares") of the Company and were issuable upon the exercise of the convertible bonds to Lushan Investment Holding Limited. During the year ended 31 March 2018, the convertible bonds were fully converted and a total of 326,086,956 then existing shares of the Company (being 16,304,348 Shares) were allotted and issued, credited as fully paid to Lushan Investment Holding Limited.

On 14 March 2016, Achieve Prosper Capital Limited entered into a share charge with Lushan Investment Holding Limited, pursuant to which Achieve Prosper Capital Limited has pledged 2,171,827,290 then existing shares of the Company (being 108,591,364 Shares) in favour of Lushan Investment Holding Limited. In addition, further 420,000,000 then existing shares of the Company (being 21,000,000 Shares) held by Achieve Prosper Capital Limited was transferred to Lushan Investment Holding Limited pursuant to the sale and purchase agreement entered by Achieve Prosper Capital Limited and Lushan Investment Holding Limited (please refer to the announcement of the Company dated 16 March 2016 for further details).

China Huarong International Holdings Ltd owns 100% of Lushan Investment Holding Limited, which is owned as to 88.1% by Huarong Real Estate Co., Ltd, which is in turn wholly-owned by China Huarong Asset Management Co., Ltd. By virtue of the SFO, both China Huarong International Holdings Ltd and China Huarong Asset Management Co., Ltd are deemed to be interested in the 145,895,712 Shares held by Lushan Investment Holding Limited.

Save as disclosed above, as at 31 March 2023, the register maintained by the Company pursuant to Section 336 of the SFO recorded no other interests, short positions or long positions in the Shares.

於二零一五年十二月三十日，達榮資本有限公司已轉讓326,086,956股本公司當時現有股份（即16,304,348股股份）予Lushan Investment Holding Limited，該等股份為本公司轉換股份（「轉換股份」），可於可換股債券獲行使後發行。截至二零一八年三月三十一日止年度，可換股債券已獲悉數轉換，而合共326,086,956股本公司當時現有股份（即16,304,348股股份）以入賬列為繳足之方式配發及發行予Lushan Investment Holding Limited。

於二零一六年三月十四日，達榮資本有限公司與Lushan Investment Holding Limited訂立股份押記，據此，達榮資本有限公司將2,171,827,290股本公司當時現有股份（即108,591,364股股份）質押予Lushan Investment Holding Limited。此外，根據達榮資本有限公司與Lushan Investment Holding Limited訂立的買賣協議，達榮資本有限公司持有的額外420,000,000股本公司當時現有股份（即21,000,000股股份）已轉讓予Lushan Investment Holding Limited（進一步詳情請參閱本公司日期為二零一六年三月十六日之公告）。

中國華融國際控股有限公司全資擁有Lushan Investment Holding Limited，而Lushan Investment Holding Limited由Huarong Real Estate Co., Ltd擁有88.1%權益，Huarong Real Estate Co., Ltd由中國華融資產管理股份有限公司全資擁有。根據證券及期貨條例，中國華融國際控股有限公司及中國華融資產管理股份有限公司均被視為於Lushan Investment Holding Limited所持145,895,712股股份中擁有權益。

除上文所披露外，於二零二三年三月三十一日，本公司根據證券及期貨條例第336條備存之登記冊中，並無記錄任何其他股份權益、淡倉或長倉。

DIRECTORS' REPORT

董事局報告

CHARGED SHARES HELD BY ACHIEVE PROSPER CAPITAL LIMITED

With reference to the announcement of the Company dated 13 November 2020, the Company was informed by its controlling shareholder, Achieve Prosper Capital Limited, on 12 November 2020 that it received a letter from Deloitte Touche Tohmatsu dated 6 November 2020 regarding the appointment of Lai Kar Yan and Chan Man Hoi as joint and several receivers over 2,171,827,290 then existing shares of the Company (being 108,591,364 Shares) held by Achieve Prosper Capital Limited. The Charged Shares represent approximately 51.02% of the issued share capital of the Company as at 31 March 2023. Please refer to the announcements of the Company dated 13 November 2020, 13 December 2020, 13 January 2021, 13 February 2021, 13 March 2021, 13 April 2021, 13 May 2021, 13 June 2021, 13 July 2021, 13 August 2021, 13 September 2021, 13 October 2021, 13 November 2021, 13 December 2021, 13 January 2022, 13 February 2022, 13 March 2022, 13 April 2022, 13 May 2022, 13 June 2022, 13 July 2022, 12 August 2022, 13 September 2022, 13 October 2022, 11 November 2022, 12 December 2022, 12 January 2023, 10 February 2023, 10 March 2023, 11 April 2023, 11 May 2023 and 12 June 2023 for further details.

CONNECTED TRANSACTION

The Group did not enter into any connected transactions during the year ended 31 March 2023.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company, and within the knowledge of the Directors, the Company has maintained a sufficient public float not less than 25% of Company's issued shares as required under the Listing Rules throughout the year ended 31 March 2023.

達榮資本有限公司持有的押記股份

經參考本公司日期為二零二零年十一月十三日之公告，本公司於二零二零年十一月十二日獲控股股東達榮資本有限公司告知，其收到德勤•關黃陳方會計師行日期為二零二零年十一月六日的函件，內容有關委任黎嘉恩及陳文海為達榮資本有限公司所持有2,171,827,290股本公司當時現有股份(即108,591,364股股份)之共同及個別接管人。押記股份佔本公司於二零二三年三月三十一日已發行股本約51.02%。進一步詳情請參閱本公司日期為二零二零年十一月十三日、二零二零年十二月十三日、二零二一年一月十三日、二零二一年二月十三日、二零二一年三月十三日、二零二一年四月十三日、二零二一年五月十三日、二零二一年六月十三日、二零二一年七月十三日、二零二一年八月十三日、二零二一年九月十三日、二零二一年十月十三日、二零二一年十一月十三日、二零二一年十二月十三日、二零二二年一月十三日、二零二二年二月十三日、二零二二年三月十三日、二零二二年四月十三日、二零二二年五月十三日、二零二二年六月十三日、二零二二年七月十三日、二零二二年八月十二日、二零二二年九月十三日、二零二二年十月十三日、二零二二年十一月十一日、二零二二年十二月十二日、二零二三年一月十二日、二零二三年二月十日、二零二三年三月十日、二零二三年四月十一日、二零二三年五月十一日及二零二三年六月十二日之公告。

關連交易

截至二零二三年三月三十一日止年度，本集團並無訂立任何關連交易。

充足公眾持股量

根據本公司所取得之公開資料及據董事所知悉，本公司於截至二零二三年三月三十一日止年度內一直維持上市規則規定不少於本公司已發行股份25%之充足公眾持股量。

DIRECTORS' REPORT

董事局報告

PERMITTED INDEMNITY PROVISIONS

According to the Bye-laws, the Directors shall be indemnified out of the funds of the Company against all liabilities incurred by him as a Director in defending any proceedings, whether civil or criminal, in which judgment is given in favour, or in which he is acquitted, or in connection with any application under the Companies Act in which relief from liability is granted to him by the court.

Save as disclosed above, at no time during the financial year and up to the date of this Directors' Report, there was or is, any permitted indemnity provision being in force for the benefit of any of the Directors (whether made by the Company or otherwise) or an associated company (if made by the Company).

ANNUAL CONFIRMATION OF INDEPENDENCE

The Company has received the annual confirmation of independence from each of the independent non-executive Directors as required under Rule 3.13 of the Listing Rules. The Company considered all independent non-executive Directors to be independent.

AUDITOR

The financial statements for the year ended 31 March 2023 have been audited by Mazars CPA Limited who will retire and, be eligible to offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

Wang Jing
CHAIRMAN

Hong Kong
30 June 2023

獲准許彌償條文

根據公司細則，董事將就獲判勝訴或獲判無罪之任何民事或刑事法律程序中其作為董事進行辯護所招致之一切負債，或與其於公司法項下任何申請並獲法院給予責任寬免相關之一切負債從本公司的資金中獲提供彌償保證。

除上文所披露外，於財政年度及截至本董事局報告日期止任何時間，過往或現時概無任何以任何董事（不論是否由本公司或以其他方式制定）或聯營公司（倘由本公司制定）為受益人的獲准許彌償條文生效。

年度獨立確認書

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立確認書。本公司認為全體獨立非執行董事均為獨立人士。

核數師

截至二零二三年三月三十一日止年度的財務報表已經中審眾環（香港）會計師事務所有限公司審核，而其將於本公司應屆股東週年大會上退任並符合資格且願意重選連任。

代表董事局

王晶
主席

香港
二零二三年六月三十日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

mazars

MAZARS CPA LIMITED

中審眾環（香港）會計師事務所有限公司

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To the shareholders of
China Sinostar Group Company Limited
(Incorporated in Bermuda with limited liability)

致中國華星集團有限公司所有股東
(於百慕達註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of China Sinostar Group Company Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 74 to 176, which comprise the consolidated statement of financial position as at 31 March 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows 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 financial position of the Group as at 31 March 2023, and of its financial performance and 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 (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the 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"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

我們已審核載列於第74至176頁中國華星集團有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）之綜合財務報表，包括於二零二三年三月三十一日之綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表及綜合財務報表附註，包括重大會計政策概要。

我們認為，綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）真實而中肯地反映 貴集團於二零二三年三月三十一日的財務狀況及截至該日止年度的財務表現及其現金流量，並已遵照《公司條例》之披露規定妥為編製。

意見基準

我們已根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則（以下簡稱「守則」），我們獨立於 貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to the “Going concern” section in note 3 to the consolidated financial statements, which indicates that as at 31 March 2023, the Group has borrowings of HK\$21,716,000 and bonds payable of HK\$8,282,000 that are repayable within one year at the end of the reporting period. At the same date, the Group has bank balances and cash of HK\$4,196,000. The Group’s ability to continue as a going concern depends on the successful and favourable outcomes of the measures being implemented by the Group. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern and, therefore that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The directors, having considered the measures being taken by the Group as described in note 3 to the consolidated financial statements, are of the opinion that the Group would be able to continue as a going concern. Accordingly, the directors have prepared the consolidated financial statements on a going concern basis. The consolidated financial statements do not include any adjustments that would result from a failure of achieving the measures. We consider appropriate disclosures have been made in this respect. Our opinion is not modified in respect of this matter.

與持續經營有關的重大不確定性

我們提請注意綜合財務報表附註3內「持續經營」一節，當中顯示，於二零二三年三月三十一日，貴集團之借貸21,716,000港元及應付債券8,282,000港元須於報告期末起計一年內償還。於同日，貴集團的銀行結餘及現金為4,196,000港元。貴集團繼續持續經營的能力取決於貴集團採取的措施能否取得成功及有利結果。該等情況表明存在重大不確定性，可能會令貴集團持續經營的能力嚴重成疑，故其可能無法於正常業務過程中變現其資產及清償其負債。

董事經考慮綜合財務報表附註3所述貴集團採取的措施後，認為貴集團將能夠繼續持續經營。因此，董事按持續經營基準編製綜合財務報表。綜合財務報表不包括可能因有關措施無法實現而產生的任何調整。我們認為在此方面已作出適當披露。我們並無就該事項修訂我們的意見。

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 for the year ended 31 March 2023. 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. In addition to the matter described in the "Material Uncertainty Related to Going Concern" section, we have determined the matters described below to be the key audit matters to be communicated in our report.

| Key audit matter | How the matter was addressed in our audit |
|--|--|
| <p>(i) <i>Net realisable value of properties for sale under development and properties held for sale</i></p> <p><i>Refer to Notes 4(b), 21 and 22 to the consolidated financial statements.</i></p> <p>As at 31 March 2023, the Group had properties for sale under development and properties held for sale amounting to HK\$112,169,000 and HK\$99,112,000 respectively, which together accounted for 69% of the Group's total assets and are stated at the lower of cost and net realisable value ("NRV").</p> <p>The NRV of properties held for sale is estimated by the management with reference to estimated selling prices of the properties less costs to be incurred in selling the properties. The NRV of properties for sale under development is assessed with reference to valuations carried out by an independent professional valuer ("valuer") engaged by the Group, based on estimated selling prices of the properties less estimated costs of completion and costs to be incurred in selling the properties.</p> <p>We have identified the assessment of NRV of the Group's properties held for sale and properties for sale under development as a key audit matter because of their significance to the consolidated financial statements and significant estimation and judgement involved in the estimation of the NRV.</p> | <p>Our key procedures, among others, included:</p> <ul style="list-style-type: none">– Conducting site visits to property development sites, on a sample basis, and discussing with management the progress and development budgets reflected in the NRV calculation for each of those property development projects;– Obtaining the NRV calculations prepared by management and discussing with those individuals who prepared the calculations for an understanding of the basis and key input data used in the NRV calculations;– Assessing the appropriateness of the estimated selling prices of the properties held for sale used by the management, on sample basis, with reference to the latest selling prices of the same projects;– Assessing the appropriateness of the estimated selling prices of the properties for sale under development used by the management, on sample basis, with reference to valuation from the valuer and transaction price of similar properties; |

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對截至二零二三年三月三十一日止年度綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理。我們不會對這些事項提供單獨的意見。除「與持續經營有關的重大不確定性」一節所述事項外，我們已確定下述事項為須於我們的報告中溝通的關鍵審計事項。

關鍵審計事項

我們的審計如何處理該事項

(i) 發展中待售物業及持作出售之物業之可變現淨值

請參閱綜合財務報表附註4(b)、21及22。

於二零二三年三月三十一日，貴集團擁有發展中待售物業及持作出售之物業分別為112,169,000港元及99,112,000港元，合共佔貴集團總資產69%，並按成本與可變現淨值（「可變現淨值」）之較低者列賬。

持作出售之物業之可變現淨值乃由管理層經參考物業估計售價減銷售物業將產生的成本後估計。發展中待售物業之可變現淨值乃經參考貴集團委聘的獨立專業估值師（「估值師」）作出的估值，並根據物業估計售價減估計完工成本及銷售物業將產生的成本後評估。

我們已將評估貴集團持作出售之物業及發展中待售物業之可變現淨值識別為一項關鍵審核事項，因為其對綜合財務報表而言重要且可變現淨值的估計涉及重大估計及判斷。

我們的關鍵程序（其中包括）包括：

- 抽樣到訪物業開發工地進行現場視察，並與管理層討論反映於各物業發展項目可變現淨值計算的項目進度和開發預算；
- 取得由管理層編製的可變現淨值計算表，並與編製計算表的該等人士討論以瞭解可變現淨值計算表中使用的基準及關鍵輸入數據；
- 參考同一項目的最新售價，抽樣評估管理層所使用的持作出售物業的估計售價是否適當；
- 參考估值師的估值及類似物業的交易價格，抽樣評估管理層所使用的發展中待售物業的估計售價是否適當；

KEY AUDIT MATTERS (CONT'D)

| Key audit matter | How the matter was addressed in our audit |
|--|---|
| (i) <i>Net realisable value of properties for sale under development and properties held for sale (CONT'D)</i> | <ul style="list-style-type: none">– Assessing the appropriateness of the estimated costs of completion for properties for sale under development and costs to be incurred in selling for properties held for sale and properties for sale under development used by the management, on sample basis, by comparing the actual development costs, committed costs to be incurred in selling the properties and adjustment made by the management in the future costs to completion to current market data;– Re-performing the calculations made by management in arriving at the year-end assessments of NRV on a sample basis;– Reviewing the valuation from the valuer and discussing with management and the valuer to understand the valuation basis and methodology used, and underlying assumptions;– Evaluating the competence, capabilities and objectivity of the valuer;– Considering the relevance and reasonableness of key assumptions and methods used, and the relevance and accuracy of the source data used;– Engaging auditor's expert to assist us in assessing the reasonableness of key assumptions and judgements used by management and the independent external valuer; and– Assessing the competence, objectivity and capabilities of auditor's expert and the work of the auditor's expert. |

關鍵審計事項(續)

關鍵審計事項

我們的審計如何處理該事項

(i) 發展中待售物業及持作出售之物業之可變現淨值(續)

- 通過比較實際開發成本、銷售物業所產生的承諾費用及管理層根據當前市場數據對未來竣工成本的調整，以抽樣為基礎評估管理層使用的發展中待售物業的估計竣工成本及持作出售之物業和發展中待售物業的銷售成本的適當性；
- 對於管理層於年底評估時所得出之可變現淨值按抽樣方法重新進行計算；
- 審議估值師的估值並與管理層及估值師討論，以瞭解所使用的估值基準及方法，以及相關假設；
- 評估估值師的資格、能力及客觀性；
- 考慮所用關鍵假設及方法的相關性及合理性，以及所用源數據的相關性及準確性；
- 委聘核數師專家協助我們評估管理層及獨立外聘估值師所用關鍵假設及判斷是否合理；及
- 評估核數師專家之資格、客觀度及能力及核數師專家的工作結果。

KEY AUDIT MATTERS (CONT'D)

| Key audit matter | How the matter was addressed in our audit |
|---|--|
| <p>(ii) <i>Valuation of investment properties</i></p> <p><i>Refer to Notes 4(d) and 17 to the consolidated financial statements.</i></p> <p>As at 31 March 2023, the investment properties of the Group were stated at fair value of HK\$35,831,000.</p> <p>We have identified the valuation of the investment properties as a key audit matter because the valuation involves significant estimations and assumptions, which are judgmental.</p> | <p>Our key procedures, among others, included:</p> <ul style="list-style-type: none">– Reviewing the valuation from the valuer and discussing with management and the valuer to understand the valuation basis and methodology used, and underlying assumptions;– Evaluating the competence, capabilities and objectivity of the valuer;– Considering the relevance and reasonableness of key assumptions and methods used, and the relevance and accuracy of the source data used;– Assessing the adequacy of the disclosures on the fair value measurement of investment properties including the fair value measurement hierarchy, the valuation technique and significant unobservable inputs in the consolidated financial statements;– Engaging auditor's expert to assist us in assessing the reasonableness of key assumptions and judgements used by management and the independent external valuer; and– Assessing the competence, objectivity and capabilities of the auditor's expert and the work of the auditor's expert. |

關鍵審計事項(續)

關鍵審計事項

我們的審計如何處理該事項

(ii) 投資物業估值

請參閱綜合財務報表附註4(d)及17。

於二零二三年三月三十一日，貴集團的投資物業按公平值35,831,000港元列賬。

我們已將投資物業的估值識別為關鍵審計事項，因為估值涉及具有判斷性的重大估計及假設。

我們的關鍵程序(其中包括)包括：

- 審議估值師的估值並與管理層及估值師討論，以瞭解所使用的估值基準及方法，以及相關假設；
- 評估估值師的資格、能力及客觀性；
- 考慮所用關鍵假設及方法的相關性及合理性，以及所用源數據的相關性及準確性；
- 評估關於投資物業公平值計量披露的充分性，包括公平值計量等級、估值方法及綜合財務報表中的重大不可觀察的輸入數據；
- 委聘核數師專家協助我們評估管理層及獨立外聘估值師所用關鍵假設及判斷是否合理；及
- 評估核數師專家之資格、客觀性及能力及核數師專家的工作結果。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the Company's 2023 annual report but does not include 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 DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the 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 also responsible for overseeing the Group's financial reporting process. The audit committee assists the directors in discharging their responsibility in this regard.

其他資料

貴公司董事須對其他資料負責。其他資料包括 貴公司二零二三年年報內的資料，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。倘基於我們所進行之工作，總結得出其他資料存在重大錯誤陳述，我們須如實報告。我們並未就此作出任何報告。

董事及管治層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及《公司條例》的披露規定編製真實而中肯的綜合財務報表，並對其認為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所必需的內部控制負責。

在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適宜情況下披露與持續經營相關事項，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，或別無其他實際替代方案。

董事亦負責監督 貴集團的財務申報過程。審核委員會就此協助董事履行彼等責任。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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 skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的 責任

我們的目標為對整體綜合財務報表是否不存在由於欺詐或錯誤而導致之任何重大錯誤陳述取得合理保證，並發出載有我們意見之核數師報告。我們根據百慕達一九八一年公司法第90條，僅向整體股東報告，而不作其他用途。我們概不就本報告之內容對任何其他人士承擔任何責任或負責。

合理保證是高水平的保證，惟根據香港審計準則進行之審核工作不能保證總能察覺所存在之重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，如按合理預期情況下可影響使用者根據綜合財務報表作出之經濟決定時，則被視為重大錯誤陳述。

在根據香港審計準則進行審核之過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別及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、設計及執行審核程序以應對該等風險，以及獲取充足和適當之審核憑證，作為我們意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控之情況，因此未能發現因欺詐而導致之重大錯誤陳述之風險較因錯誤而導致之重大錯誤陳述之風險為高。
- 瞭解與審核相關之內部監控，以設計適當之審核程序，但目的並非對貴集團內部監控之有效性發表意見。
- 評價董事所採用會計政策之恰當性及作出會計估計和相關披露之合理性。

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

- 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 those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

核數師就審計綜合財務報表承擔的 責任(續)

- 對董事採用持續經營會計基礎之恰當性作出結論，並根據所獲取之審核憑證，決定是否存在與事件或情況有關之重大不確定性，而可能對 貴集團持續經營之能力構成重大疑慮。如我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中之相關披露。假若有關披露資料不足，則我們須出具非無保留意見的核數師報告。我們的結論是基於截至核數師報告日期止所取得之審核憑證。然而，未來事件或情況可能導致 貴集團無法持續經營。
- 評價綜合財務報表之整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否公允反映相關交易和事項。
- 就 貴集團實體或業務活動之財務資料獲取充分及適當之審核憑證，以對綜合財務報表發表意見。我們負責指導、監督和執行集團審核。我們對審核意見承擔全部責任。

我們與管治層溝通(其中包括)計劃審計範圍、時間安排及重大審核發現等事項，包括我們在審核期間識別出內部監控之任何重大缺陷。

我們亦向管治層提交聲明，說明我們已符合有關獨立性之相關道德要求，並與彼等溝通所有合理地被認為會影響我們獨立性之關係及其他事宜，以及為消除威脅而採取的行動或防範措施(如適用)。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

From the matters communicated with those charged with governance, 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 and 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.

Mazars CPA Limited
Certified Public Accountants
Hong Kong, 30 June 2023

The engagement director on the audit resulting in this independent auditor's report is:

Yip Ngai Shing
Practising Certificate number: P05163

核數師就審計綜合財務報表承擔的 責任(續)

就與管治層溝通之事項中，我們釐定對本期綜合財務報表之審核最為重要之事項，因而構成關鍵審核事項。我們於核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見之情況下，若合理預期下於我們報告中溝通某事項造成之負面後果將會超過其產生之公眾利益，我們將不會在報告中溝通該事項。

中審眾環(香港)會計師事務所有限公司
執業會計師
香港，二零二三年六月三十日

出具本獨立核數師報告的審計項目董事為：

葉毅成
執業證書編號：P05163

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 March 2023
截至二零二三年三月三十一日止年度

| | | | 2023 二零二三年 | 2022 二零二二年 |
|--|--------------------|-------------|-----------------|-----------------|
| | | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| Revenue | 收益 | 8 | 23,764 | 38,939 |
| Cost of sales | 銷售成本 | | (20,351) | (27,923) |
| Gross profit | 毛利 | | 3,413 | 11,016 |
| Loss on revaluation of investment properties | 投資物業之重估虧損 | 17 | (16,157) | (7,056) |
| Other gain and loss | 其他收益及虧損 | 10 | 121 | 98 |
| Administrative expenses | 行政開支 | | (34,588) | (17,729) |
| Finance costs | 財務成本 | 11 | (3,954) | (3,880) |
| Loss before tax | 除稅前虧損 | 12 | (51,165) | (17,551) |
| Income tax expenses | 所得稅開支 | 14 | (45) | (56) |
| Loss for the year | 年度虧損 | | (51,210) | (17,607) |
| Other comprehensive (loss) income: | 其他全面(虧損)收益: | | | |
| Items that may be reclassified subsequently to profit or loss: | 隨後可能重新分類至損益之項目: | | | |
| Exchange difference arising on translation of foreign operations | 換算海外業務產生之匯兌差額 | | (27,618) | 15,156 |
| Total comprehensive loss for the year | 年度全面虧損總額 | | (78,828) | (2,451) |
| | | | HK cents 港仙 | HK cents 港仙 |
| Loss per share | 每股虧損 | 16 | (24.06) | (8.27) |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 March 2023
於二零二三年三月三十一日

| | | | 2023 二零二三年 | 2022 二零二二年 |
|---|------------------|-------------|-----------------|-----------------|
| | | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| Non-current assets | 非流動資產 | | | |
| Investment properties | 投資物業 | 17 | 35,831 | 56,164 |
| Property, plant and equipment | 物業、廠房及設備 | 18 | 31,762 | 39,067 |
| Right-of-use assets | 使用權資產 | 19 | 272 | 634 |
| | | | 67,865 | 95,865 |
| Current assets | 流動資產 | | | |
| Trade receivables, deposits and other receivables | 貿易應收款項、按金及其他應收款項 | 20 | 23,887 | 66,679 |
| Properties for sale under development | 發展中待售物業 | 21 | 112,169 | 118,997 |
| Properties held for sale | 持作出售之物業 | 22 | 99,112 | 118,268 |
| Bank balances and cash | 銀行結餘及現金 | | 4,196 | 12,673 |
| | | | 239,364 | 316,617 |
| Current liabilities | 流動負債 | | | |
| Amount due to a director | 應付一名董事款項 | 24 | 86 | 193 |
| Amount due to immediate holding company | 應付直接控股公司款項 | 24 | 7,728 | 2,420 |
| Trade payables and accrued charges | 貿易應付款項及應計費用 | 25 | 26,296 | 33,831 |
| Lease liabilities | 租賃負債 | 19 | 301 | 363 |
| Contract liabilities | 合約負債 | 23 | 5,749 | 6,840 |
| Current tax liabilities | 即期稅項負債 | | 5,304 | 6,291 |
| Borrowings | 借貸 | 26 | 21,716 | 40,181 |
| Bonds payable | 應付債券 | 27 | 8,282 | 11,500 |
| | | | 75,462 | 101,619 |
| Net current assets | 流動資產淨值 | | 163,902 | 214,998 |
| Total assets less current liabilities | 總資產減流動負債 | | 231,767 | 310,863 |
| Non-current liabilities | 非流動負債 | | | |
| Lease liabilities | 租賃負債 | 19 | - | 268 |
| NET ASSETS | 資產淨值 | | 231,767 | 310,595 |

**CONSOLIDATED STATEMENT
OF FINANCIAL POSITION**
綜合財務狀況表

At 31 March 2023
於二零二三年三月三十一日

| | | | 2023 二零二三年 | 2022 二零二二年 |
|-----------------------------|--------------|-------------|-----------------|-----------------|
| | | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| Capital and reserves | 股本及儲備 | | | |
| Share capital | 股本 | 29 | 2,128 | 2,128 |
| Reserves | 儲備 | 30 | 229,639 | 308,467 |
| TOTAL EQUITY | 總權益 | | 231,767 | 310,595 |

The consolidated financial statements on pages 74 to 176 were approved and authorised for issue by the Board of Directors on 30 June 2023 and signed on its behalf by:

載於第74至176頁的綜合財務報表已於二零二三年六月三十日獲董事局批准及授權刊發，並由以下代表簽署：

Wang Jing
王晶
Director
董事

Wang Xing Qiao
王星喬
Director
董事

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

| | | Share capital | Share premium* | Translation reserve* | Capital redemption reserve* | Contributed surplus* | Accumulated losses* | Total |
|--|-------------------|-----------------------|--------------------------|--------------------------|-----------------------------------|--------------------------|--------------------------|-----------------------|
| | | 股本 HK\$'000 千港元 | 股份溢價* HK\$'000 千港元 | 匯兌儲備* HK\$'000 千港元 | 贖回儲備* HK\$'000 千港元 | 繳入盈餘* HK\$'000 千港元 | 累計虧損* HK\$'000 千港元 | 總計 HK\$'000 千港元 |
| At 1 April 2021 | 於二零二一年四月一日 | 2,128 | 394,379 | 182 | 577,204 | 64,349 | (725,196) | 313,046 |
| Loss for the year | 年度虧損 | - | - | - | - | - | (17,607) | (17,607) |
| Other comprehensive income: 其他全面收益: | | | | | | | | |
| Exchange difference arising on translation of foreign operations | 換算海外業務產生之 匯兌差額 | - | - | 15,156 | - | - | - | 15,156 |
| Total comprehensive loss for the year | 年度全面虧損總額 | - | - | 15,156 | - | - | (17,607) | (2,451) |
| At 31 March 2022 | 於二零二二年三月 三十一日 | 2,128 | 394,379 | 15,338 | 577,204 | 64,349 | (742,803) | 310,595 |

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

| | | Share capital | Share premium* | Translation reserve* | Capital redemption reserve* | Contributed surplus* | Accumulated losses* | Total |
|--|-------------------|------------------|-------------------|-------------------------|-----------------------------------|-------------------------|------------------------|----------|
| | | 股本 | 股份溢價* | 匯兌儲備* | 贖回儲備* | 繳入盈餘* | 累計虧損* | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| At 1 April 2022 | 於二零二二年四月一日 | 2,128 | 394,379 | 15,338 | 577,204 | 64,349 | (742,803) | 310,595 |
| Loss for the year | 年度虧損 | - | - | - | - | - | (51,210) | (51,210) |
| Other comprehensive loss: | 其他全面虧損： | | | | | | | |
| Exchange difference arising on translation of foreign operations | 換算海外業務產生之 匯兌差額 | - | - | (27,618) | - | - | - | (27,618) |
| Total comprehensive loss for the year | 年度全面虧損總額 | - | - | (27,618) | - | - | (51,210) | (78,828) |
| At 31 March 2023 | 於二零二三年 三月三十一日 | 2,128 | 394,379 | (12,280) | 577,204 | 64,349 | (794,013) | 231,767 |

* These reserve accounts comprise the reserves in the consolidated statement of financial position. The nature and purpose of these reserves are detailed in note 30(c) to the consolidated financial statements.

* 該等儲備賬目包括綜合財務狀況表之儲備。該等儲備之性質及目的詳情載於綜合財務報表附註30(c)。

CONSOLIDATED STATEMENT OF CASH FLOWS

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

| | | | 2023 二零二三年 | 2022 二零二二年 |
|---|--------------------------|-------------|-----------------|-----------------|
| | | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| OPERATING ACTIVITIES | 經營活動 | | | |
| Loss before tax | 除稅前虧損 | | (51,165) | (17,551) |
| Adjustments for: | 調整： | | | |
| Finance costs | 財務成本 | | 3,954 | 3,880 |
| Loss on revaluation of investment properties | 投資物業之重估虧損 | 17 | 16,157 | 7,056 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | | 3,146 | 3,332 |
| Depreciation of right-of-use assets | 使用權資產折舊 | | 362 | 1,032 |
| Interest income | 利息收入 | | (15) | (25) |
| Operating cash flows before changes in working capital | 運營資金變動前之經營現金流量 | | (27,561) | (2,276) |
| Changes in working capital: | 運營資金變動： | | | |
| Trade receivables, deposits and other receivables | 貿易應收款項、按金及其他應收款項 | | 37,763 | (24,343) |
| Properties for sale under development | 發展中待售物業 | | (1,882) | (11,448) |
| Properties held for sale | 持作出售之物業 | | 10,452 | 22,452 |
| Trade payables and accrued charges | 貿易應付款項及應計費用 | | (6,758) | 1,478 |
| Contract liabilities | 合約負債 | | (587) | (888) |
| Net cash from (used in) operations | 運營產生(所用)之現金淨額 | | 11,427 | (15,025) |
| Income tax paid | 已付所得稅 | | (569) | (1,167) |
| Net cash flows generated from (used in) operating activities | 經營活動產生(所用)之現金流量淨額 | | 10,858 | (16,192) |
| INVESTING ACTIVITIES | 投資活動 | | | |
| Interest received | 已收利息 | | 15 | 25 |
| Purchase of property, plant and equipment | 購買物業、廠房及設備 | | (46) | (24) |
| Net cash flows (used in) generated from investing activities | 投資活動(所用)產生之現金流量淨額 | | (31) | 1 |

**CONSOLIDATED STATEMENT
OF CASH FLOWS**
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

| | | 2023 二零二三年 | 2022 二零二二年 |
|--|--------------------------------|-----------------|-----------------|
| | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| FINANCING ACTIVITIES | 融資活動 | | |
| (Repayment to) Advance from immediate holding company | (償還直接控股公司款項) 直接控股公司墊款 | (14,619) | 176 |
| Repayment to related companies | 償還關聯公司款項 | – | (66) |
| (Repayment to) Advance from a director | (償還董事款項) 董事墊款 | (93) | 9 |
| New borrowings raised | 新籌集借貸 | – | 18,243 |
| Repayment of borrowings | 償還借貸 | (1,617) | (1,727) |
| Interest paid on lease liabilities | 已付租賃負債利息 | (30) | (33) |
| Interest paid on bonds payable | 應付債券之已付利息 | (800) | (350) |
| Repayment of lease liabilities | 償還租賃負債 | (330) | (1,298) |
| Net cash flows (used in) generated from financing activities | 融資活動(所用)產生之現金流量淨額 | (17,489) | 14,954 |
| Net decrease in cash and cash equivalents | 現金及現金等價物減少淨額 | (6,662) | (1,237) |
| Cash and cash equivalents at beginning of the reporting period | 於報告期初之現金及現金等價物 | 12,673 | 12,087 |
| Effect of foreign exchange rate changes | 匯率變動之影響 | (1,815) | 1,823 |
| Cash and cash equivalents at end of the reporting period, represented by bank balances and cash | 於報告期末之現金及現金等價物，即銀行結餘及現金 | 4,196 | 12,673 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023
截至二零二三年三月三十一日止年度

1. GENERAL INFORMATION

China Sinostar Group Company Limited (the “Company”) is an exempted company incorporated in Bermuda with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The immediate holding company of the Company is Achieve Prosper Capital Limited, which was incorporated in Samoa, and the ultimate holding company of the Company is Liaoning Shihua (Group) Property Development Limited* (遼寧實華(集團)房地產開發有限公司), which was established in the People’s Republic of China (the “PRC”). The addresses of the registered office and principal place of business of the Company are disclosed in the “Corporate Information” section of the annual report.

2. ADOPTION OF NEW/REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

These consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2021/2022 consolidated financial statements except for the adoption of the following new/revISED HKFRSs that are relevant to the Group and effective from the current year:

| | |
|-------------------------------|---|
| Amendments to HKFRS 16 | Covid-19-Related Rent Concessions beyond 30 June 2021 |
| Amendments to HKAS 16 | Proceeds before Intended Use |
| Amendments to HKAS 37 | Cost of Fulfilling a Contract |
| Amendments to HKFRS 3 | Reference to the Conceptual Framework |
| Annual Improvements to HKFRSs | 2018–2020 Cycle |

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

* The English name is for identification only.

1. 一般資料

中國華星集團有限公司(「本公司」)為於百慕達註冊成立之獲豁免有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司之直接控股公司為達榮資本有限公司，該公司於薩摩亞註冊成立。本公司之最終控股公司為遼寧實華(集團)房地產開發有限公司，該公司於中華人民共和國(「中國」)成立。本公司之註冊辦事處及主要營業地點披露於年報之「公司資料」章節內。

2. 採納新訂／經修訂之香港財務報告準則(「香港財務報告準則」)

該等綜合財務報表乃按與二零二一年／二零二二年綜合財務報表所採納會計政策一致的基準編製，惟採納以下與本集團相關及自本年度生效之新訂／經修訂香港財務報告準則除外：

| | |
|-----------------|-----------------------------|
| 香港財務報告準則第16號之修訂 | 二零二一年六月三十日後之2019冠狀病毒病相關租金寬免 |
| 香港會計準則第16號之修訂 | 作擬定用途前之所得款項 |
| 香港會計準則第37號之修訂 | 履行合約之成本 |
| 香港財務報告準則第3號之修訂 | 提述概念框架 |
| 香港財務報告準則之年度改進 | 二零一八年至二零二零年週期 |

採納該等修訂並不會對綜合財務報表產生任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023
截至二零二三年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

These consolidated financial statements have been prepared in accordance with HKFRSs, which collective term includes all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), and accounting principles generally accepted in Hong Kong. These consolidated financial statements also comply with the applicable disclosure requirements under the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and the Companies Ordinance.

The consolidated financial statements have been prepared on the historical basis except for the investment properties that are measured at fair value as explained in the accounting policies set out below.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) which is also the functional currency of the Company.

Going concern

As at 31 March 2023, the Group has borrowings of HK\$21,716,000 and bonds payable of HK\$8,282,000 that are repayable within one year at the end of the reporting period. At the same date, the Group has bank balances and cash of HK\$4,196,000. The Group’s ability to continue as a going concern depends on the successful and favourable outcomes of the measures being implemented by the Group. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern and, therefore that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

3. 重大會計政策

編製基準

該等綜合財務報表乃根據香港財務報告準則（此統稱包括香港會計師公會（「香港會計師公會」）頒佈之所有適用香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）以及香港公認會計原則編製。該等綜合財務報表亦符合聯交所證券上市規則（「上市規則」）及《公司條例》之適用披露規定。

綜合財務報表乃按歷史基準編製，惟下文所載會計政策所闡釋按公平值計量的投資物業除外。

綜合財務報表以港元（「港元」）呈列，港元亦為本公司之功能貨幣。

持續經營

於二零二三年三月三十一日，本集團之借貸21,716,000港元及應付債券8,282,000港元須於報告期末起計一年內償還。於同日，本集團的銀行結餘及現金為4,196,000港元。本集團繼續持續經營的能力取決於本集團採取的措施能否取得成功及有利結果。該等情況表明存在重大不確定性，可能會令本集團持續經營的能力嚴重成疑，故其可能無法於正常業務過程中變現其資產及清償其負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2023
截至二零二三年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

Going concern (CONT'D)

Notwithstanding the aforesaid conditions, the consolidated financial statements have been prepared on a going concern basis on the assumption that the Group is able to operate as a going concern for the foreseeable future. In the opinion of the directors, the Group can meet its financial obligations as and when they fall due within the next twelve months, after taking into consideration of the measures and arrangements made by the Group as detailed below:

- (i) The Group will actively adjust sales and pre-sales activities to better respond to market needs, and make efforts to achieve the latest budgeted sales and pre-sales volumes and amounts;
- (ii) The Group will maintain continuous communication with the major constructor and local government authorities and meet all of the necessary conditions to launch the pre-sale of the properties for sale under development;
- (iii) The Group will also continuously enhance collection progress from customers;
- (iv) The immediate holding company has agreed not to demand for repayment for outstanding balance of HK\$7,728,000 until the Group has the financial ability to do so; and
- (v) The Group will take various measures to minimise operating cash outflow.

3. 重大會計政策(續)

編製基準(續)

持續經營(續)

儘管存在上述情況，惟綜合財務報表已按持續經營基準編製，當中已假設本集團有能力於可見將來持續經營。經考慮下文所詳述本集團作出的措施及安排後，董事認為，本集團能夠履行其於未來十二個月內到期的財務責任：

- (i) 本集團將積極調整銷售及預售活動，以更好地回應市場需求，並努力實現最新預算銷量以及預售數量及金額；
- (ii) 本集團將與主承建商及當地政府機構保持持續溝通，並滿足所有必要條件以啟動發展中待售物業的預售；
- (iii) 本集團亦將持續加快向客戶的收款進度；
- (iv) 直接控股公司同意在本集團具備財務能力還款前不要求償還未付結餘7,728,000港元；及
- (v) 本集團將採取各種措施盡量減少經營現金流出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2023
截至二零二三年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

Going concern (CONT'D)

Based on a cash flow forecast covering a period up to 31 March 2024 prepared by the management and after taking into account all assumptions and measures as described above, the directors are of the opinion that the Group will have sufficient working capital to maintain its operations and to pay its financial obligations as and when they fall due for at least twelve months from the end of the reporting period. Accordingly, the directors consider that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Should the Group be unable to achieve a combination of the abovementioned measures, it might not be able to continue to operate as a going concern, adjustments would have to be made to reduce the carrying values of the Group's assets to their realisation amounts, to provide for additional liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively, if applicable. The effects of these adjustments have not been reflected in the consolidated financial statements.

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries. The financial statements of the subsidiaries are prepared for the same reporting year as that of the Company using consistent accounting policies.

All intra-group balances, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated in full. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

3. 重大會計政策 (續)

編製基準 (續)

持續經營 (續)

基於管理層所編製涵蓋直至二零二四年三月三十一日止期間的現金流量預測及經計及上述所有假設及措施後，董事認為，本集團將擁有充足營運資金維持其營運所需及償付其自報告期末起計至少十二個月內到期的財務責任。因此，董事認為按持續經營基準編製綜合財務報表屬適當。

倘本集團未能實現上述措施的組合，則其可能無法繼續持續經營，將須作出調整以將本集團資產的賬面值削減至其變現金額，為可能產生的額外負債計提撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債（倘適用）。該等調整的影響並未於綜合財務報表中反映。

(a) 綜合賬項基準

綜合財務報表包括本公司及其所有附屬公司之財務報表。附屬公司之財務報表的報告年度與本公司相同，並採用一致會計政策編製。

所有集團內公司間之結餘、交易和集團內公司間交易所產生的收入及支出、溢利及虧損均全數抵銷。附屬公司之業績自本集團取得控制權之日期起合併，並繼續合併至該控制權終止日期。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2023
截至二零二三年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(a) Basis of consolidation (CONT'D)

Allocation of total comprehensive income

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to the owners of the Company and the non-controlling interest even if this results in the non-controlling interest having a deficit balance.

Changes in ownership interest

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests at the date when control is lost. The amounts previously recognised in other comprehensive income in relation to the disposed subsidiary are accounted for on the same basis as would be required if the parent had directly disposed of the related assets or liabilities. Any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary are accounted for as a financial asset, associate, joint venture or others as appropriate from the date when control is lost.

3. 重大會計政策(續)

編製基準(續)

(a) 綜合賬項基準(續)

分配全面收入總額

本公司擁有人及非控股權益分佔損益及其他全面收益之各部分。即使會導致非控股權益出現虧絀結餘，全面收入總額亦分配予本公司擁有人及非控股權益。

所有權權益變動

不導致失去於附屬公司控制權之本集團擁有權權益變動，按權益交易入賬。控股及非控股權益之賬面值乃經調整以反映其於附屬公司相關權益的變動。非控股權益的經調整金額與已付或已收代價公平值的任何差額直接於權益確認，並歸屬於本公司擁有人。

倘本集團失去於附屬公司的控制權，出售損益根據下列兩項之差額計算：(i)已收代價之公平值與於控制權失去當日所釐定任何保留權益之公平值之總額與(ii)於控制權失去當日附屬公司之資產(包括商譽)及負債以及任何非控股權益之賬面值。倘母公司直接出售相關資產或負債，先前於其他全面收益表就所出售附屬公司確認之金額則須按相同基準入賬。自控制權失去當日起，於前附屬公司保留的任何投資及欠收或欠付前附屬公司的任何金額入賬為金融資產、聯營公司、合營企業或其他(如適用)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2023
截至二零二三年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(b) Subsidiaries

A subsidiary is an entity that is 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. The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

In the Company's statement of financial position which is presented within these notes, an investment in subsidiary is stated at cost less impairment loss. The carrying amount of the investment is reduced to its recoverable amount on an individual basis, if it is higher than the recoverable amount. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to profit or loss during the year in which they are incurred.

3. 重大會計政策(續)

編製基準(續)

(b) 附屬公司

附屬公司指受本集團控制之實體。倘本集團就參與實體業務所得可變回報承擔風險或享有權利，並能透過其於該實體之權力影響該等回報，則本集團為控制該實體。如有事實及情況顯示一項或多項控制權要素出現變化，則本集團會重新評估其對被投資者之控制權。

於本公司之財務狀況表(於該等附註呈列)中，於附屬公司之投資乃按成本減去減值虧損入賬。投資之賬面值如高於可收回金額，按個別基準扣減至其可收回金額。本公司按已收及應收股息基準將附屬公司之業績入賬。

(c) 物業、廠房及設備

物業、廠房及設備按成本扣除累計折舊及減值虧損列賬。物業、廠房及設備項目之成本包括購買價及任何使資產達至可使用狀態及所在地作擬定用途而產生之直接應佔成本。維修保養於產生年度在損益中扣除。

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS**
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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Basis of preparation (CONT'D)

(c) **Property, plant and equipment (CONT'D)**

Depreciation is provided to write off the cost less accumulated impairment losses of property, plant and equipment over their estimated useful lives from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method, at rates set out below. Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis and depreciated separately:

| | |
|---|--------------------------------|
| Motor vehicles | 20%–25% |
| Leasehold improvement | Over the remaining lease terms |
| Hydroelectric power stations and related infrastructure | 2%–5% |
| Furniture, fixtures and equipment | 10%–33% |
| Plant and machinery | 5%–30% |

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year in which the item is derecognised.

3. 重大會計政策(續)

編製基準(續)

(c) **物業、廠房及設備(續)**

就物業、廠房及設備而言，折舊乃以下文所載的比率按其估計可使用年期(自可供使用之日起計並計及估計剩餘價值)以直線法撇銷其成本(扣除累計減值虧損)計算。倘物業、廠房及設備項目之部分具有不同可使用年期，該項目之成本按合理基準分配並單獨折舊：

| | |
|------------|---------|
| 汽車 | 20%–25% |
| 租賃物業裝修 | 餘下租期 |
| 水電站及相關基礎設施 | 2%–5% |
| 傢俬、固定裝置及設備 | 10%–33% |
| 廠房及機械 | 5%–30% |

物業、廠房及設備項目於出售時或當預期持續使用該資產不會帶來未來經濟利益時終止確認。終止確認該資產所產生的任何收益或虧損(按出售所得款項淨額與項目賬面值兩者間的差額計算)計入該項目終止確認年度的損益。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(d) Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. An investment property including property that is being constructed or developed for future use as investment property is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at fair value at the end of the reporting period based on valuation by an external independent valuer. Gains or losses arising from changes in fair value of the investment property are recognised in profit or loss for the period in which they arise.

Property that is being constructed or developed for future use as investment property is stated at cost less impairment losses until the construction or development is complete, when it is stated at fair value. The difference between the fair value and the carrying amount is recognised in profit or loss.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, which is recognised in profit or loss.

3. 重大會計政策(續)

編製基準(續)

(d) 投資物業

投資物業是為賺取租金及／或資本增值而持有的物業。投資物業(包括正在建造或開發作未來投資物業用途的物業)初始按成本(包括該物業應佔所有直接成本)計量。

初始確認後，投資物業根據外部獨立估值師作出之估值按報告期末的公平值列賬。投資物業公平值變動產生的收益或虧損，在其產生期間於損益中確認。

正在建設或開發作未來投資物業用途之物業，以成本減去減值虧損列賬，於建造或開發完成後以公平值列賬。公平值與賬面值之間的差額於損益中確認。

出售一項投資物業之收益或虧損為該物業銷售所得款項淨額與賬面值之間的差額，並於損益中確認。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Basis of preparation (CONT'D)

(e) Properties for sale under development

Properties for sale under development are stated at the lower of cost and net realisable value. Costs include acquisition costs, prepaid land lease payments, construction costs, borrowing costs capitalised and other direct costs attributable to such properties. Net realisable value is determined with reference to sale proceeds received after the reporting period less selling expenses and estimated costs of completion, or by estimates based on prevailing market condition. Upon completion, the properties are reclassified to properties held for sale at the carrying amount.

(f) Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Costs of properties include acquisition costs, prepaid land lease payments, construction costs, borrowing costs capitalised and other direct costs attributable to such properties. Net realisable value is determined with reference to sale proceeds received after the reporting period less selling expenses, or by estimates based on prevailing market condition.

3. 重大會計政策(續)

編製基準(續)

(e) 發展中待售物業

發展中待售物業按成本及可變現淨值兩者中較低者列賬。成本包括收購成本、預付土地租賃款項、工程成本、已資本化借貸成本及有關物業應佔之其他直接成本。可變現淨值乃根據報告期後所得之銷售所得款項減銷售開支及估計竣工成本釐定，或按當時市況估計。有關物業於完成後，按賬面值重新分類為持作出售之物業。

(f) 持作出售之物業

持作出售之物業乃以成本及可變現淨值兩者中之較低者列賬。物業成本包括收購成本、預付土地租賃款項、工程成本、已資本化借貸成本及有關物業應佔之其他直接成本。可變現淨值乃根據報告期後所得之銷售所得款項減銷售開支釐定，或按當時市況估計。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2023
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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(g) Financial instruments

Recognition and derecognition

Financial assets are recognised when and only when the Group becomes a party to the contractual provisions of the instruments and on a trade date basis.

A financial asset is derecognised when and only when (i) the Group's contractual rights to future cash flows from the financial asset expire; or (ii) the Group transfers the financial asset and either (a) it transfers substantially all the risks and rewards of ownership of the financial asset; or (b) it neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but it does not retain control of the financial asset.

Financial assets (except for trade receivables without a significant financing component which are initially measured at their transaction price) are initially recognised at their fair value plus, in the case of financial assets not carried at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial assets.

3. 重大會計政策(續)

編製基準(續)

(g) 金融工具

確認及終止確認

金融資產僅於本集團成為工具合約條文之訂約方時按交易日基準確認。

金融資產僅於下列條件下終止確認(i)本集團收取金融資產未來現金流量的合約權利屆滿；或(ii)本集團轉讓金融資產，轉讓方式為(a)轉讓金融資產所有權的絕大部分風險及回報；或(b)既無轉讓亦無保留金融資產擁有權的絕大部分風險及回報，但不保留金融資產的控制權。

金融資產(除按交易價初步計量的不含重大融資成份的貿易應收款項外)初步按公平值加(如並非按公平值計入損益列賬的金融資產)收購該金融資產直接應佔的交易成本計量。

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For the year ended 31 March 2023
截至二零二三年三月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(g) Financial instruments (CONT'D)

Classification and measurement

On initial recognition, a financial asset is classified as (i) measured at amortised cost; (ii) debt investment measured at fair value through other comprehensive income; (iii) equity investment measured at fair value through other comprehensive income (“FVOCI”); or (iv) measured at fair value through profit or loss (“FVPL”).

The classification of financial assets at initial recognition depends on the Group’s business model for managing the financial assets and the financial asset’s contractual cash flow characteristics. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing them, in which case all affected financial assets are reclassified on the first day of the first annual reporting period following the change in the business model.

Financial assets measured at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVPL:

- (i) it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- (ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. 重大會計政策(續)

編製基準(續)

(g) 金融工具(續)

分類及計量

初步確認時，金融資產分類為(i)按攤銷成本計量；(ii)按公平值計入其他全面收益計量的債務工具；(iii)按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量的股本投資；或(iv)按公平值計入損益(「按公平值計入損益」)計量。

初步確認時，金融資產之分類取決於本集團管理金融資產及金融資產合約現金流量特徵之業務模式。金融資產初步確認後不會重新分類，除非本集團改變管理金融資產的業務模式，在此情況下，所有受影響之金融資產於業務模式變動後的首個年度報告期間的第一日重新分類。

按攤銷成本計量之金融資產

金融資產如同時滿足以下條件且未被指定為按公平值計入損益，則按攤銷成本計量：

- (i) 其以旨在持有金融資產收取合約現金流量之業務模式持有；及
- (ii) 其合約條款引致於特定日期之現金流量僅為支付本金及未償還本金之利息。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(g) Financial instruments (CONT'D)

Financial assets measured at amortised cost (CONT'D)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

Financial assets at FVPL

These investments include financial assets that are not measured at amortised cost or FVOCI, including financial assets held for trading, financial assets designated upon initial recognition as at FVPL, financial assets resulting from a contingent consideration arrangement in a business combination to which HKFRS 3 applies and financial assets that are otherwise required to be measured at FVPL. They are carried at fair value, with any resultant gain and loss recognised in profit or loss, which does not include any dividend or interest earned on the financial assets. Dividend or interest income is presented separately from fair value gain or loss.

A financial asset is classified as held for trading if it is:

- (i) acquired principally for the purpose of selling it in the near term;
- (ii) part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking on initial recognition;
or

3. 重大會計政策 (續)

編製基準 (續)

(g) 金融工具 (續)

按攤銷成本計量之金融資產 (續)

按攤銷成本計量之金融資產其後使用實際利率法計量，並受減值影響。減值、終止確認或攤銷過程中產生的收益及虧損於損益中確認。

按公平值計入損益之金融資產

此等投資包括並非按攤銷成本或按公平值計入其他全面收益計量的金融資產，包括持作買賣之金融資產、在初始確認時指定為按公平值計入損益計量的金融資產、香港財務報告準則第3號所適用的業務合併之或然代價安排所產生的金融資產及其他須按公平值計入損益計量之金融資產。有關工具按公平值列賬，任何由此產生的收益及虧損於損益中確認，不包括金融資產賺取的任何股息或利息。股息或利息收入與公平值收益或虧損分開呈報。

金融資產如屬以下各項，則分類為持作買賣：

- (i) 為於短期內出售之主要目的而產生之收購；
- (ii) 屬於受集中管理的已識別金融工具組合的一部分，且有跡象顯示其於初始確認時近期確實出現短期獲利模式；
或

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(g) Financial instruments (CONT'D)

Financial assets at FVPL (CONT'D)

- (iii) a derivative that is not a financial guarantee contract or not a designated and effective hedging instrument.

Financial assets are designated at initial recognition as at FVPL only if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different bases.

(h) Financial liabilities

Recognition and derecognition

Financial liabilities are recognised when and only when the Group becomes a party to the contractual provisions of the instruments.

A financial liability is derecognised when and only when the liability is extinguished, that is, when the obligation specified in the relevant contract is discharged, cancelled or expires.

Classification and measurement

Financial liabilities are initially recognised at their fair value plus, in the case of financial liabilities not carried at FVPL, transaction costs that are directly attributable to the issue of the financial liabilities.

The Group's financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

3. 重大會計政策(續)

編製基準(續)

(g) 金融工具(續)

按公平值計入損益之金融資產(續)

- (iii) 並非財務擔保合約或並非指定有效對沖工具的衍生工具。

僅當按不同基礎計量資產或負債或確認收益或虧損時會導致消除或顯著降低計量或確認差異時，金融資產於初始確認時指定為按公平值計入損益計量。

(h) 金融負債

確認及終止確認

金融負債當且僅當本集團成為工具合約條文之訂約方時確認。

金融負債當且僅當該負債終絕時方終止確認，即相關合約所規定的責任獲解除、註銷或屆滿時。

分類及計量

金融負債初始按公平值加(倘金融負債並非按公平值計入損益)發行金融負債直接應佔的交易成本確認。

本集團的金融負債初始按其公平值確認，其後採用實際利率法按攤銷成本計量，除非貼現影響並不重大，否則按成本列賬。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(i) Impairment of financial assets

The Group recognises loss allowances for expected credit losses (“ECL”) on financial assets that are measured at amortised cost to which the impairment requirements apply in accordance with HKFRS 9. Except for the specific treatments as detailed below, at each reporting date, the Group measures a loss allowance for a financial asset at an amount equal to the lifetime ECL if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial asset at an amount equal to 12-month ECL.

Measurement of ECL

ECL is a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument.

For financial assets, a credit loss is the present value of the difference between the contractual cash flows that are due to an entity under the contract and the cash flows that the entity expects to receive. For a lease receivable, the cash flows used for determining the ECL should be consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument while 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

3. 重大會計政策 (續)

編製基準 (續)

(i) 金融資產減值

本集團就根據香港財務報告準則第9號適用減值要求之按攤銷成本計量的金融資產的預期信貸虧損 (「預期信貸虧損」) 確認虧損撥備。除下文詳述的特定處理方法外，於各報告日期，倘金融資產的信貸風險自初始確認後顯著增加，則本集團按相等於全期預期信貸虧損的金額計量金融資產的虧損撥備。倘金融資產的信貸風險自初始確認後未顯著增加，則本集團按相等於12個月預期信貸虧損的金額計量金融資產的虧損撥備。

預期信貸虧損之計量

預期信貸虧損為金融工具預計年期內信貸虧損的概率加權估計 (即所有現金短缺的現值)。

就金融資產而言，信貸虧損為應付合約實體的合約現金流量與該實體預期收取的現金流量之間差額的現值。就應收租賃款項而言，用以釐定預期信貸虧損的現金流量應與根據香港財務報告準則第16號計量應收租賃款項所用的現金流量一致。

全期預期信貸虧損是指金融工具預計年期內所有可能的違約事件產生的預期信貸虧損，而12個月預期信貸虧損是指於報告日期後12個月內可能發生的金融工具違約事件可能導致的全期預期信貸虧損一部分。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(i) Impairment of financial assets (CONT'D)

Measurement of ECL (CONT'D)

Where ECL is measured on a collective basis, the financial instruments are grouped based on one or more of the following shared credit risk characteristics:

- (i) past due information
- (ii) nature of instrument
- (iii) nature of collateral, if any
- (iv) industry of debtors
- (v) geographical location of debtors
- (vi) external credit risk ratings

Loss allowance is remeasured at each reporting date to reflect changes in the financial instrument's credit risk and loss since initial recognition. The resulting changes in the loss allowance are recognised as an impairment gain or loss in profit or loss with a corresponding adjustment to the carrying amount of the financial instrument, except in the case of debt investments at FVOCI, the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

3. 重大會計政策(續)

編製基準(續)

(i) 金融資產減值(續)

預期信貸虧損之計量(續)

當預期信貸虧損按共同基準計量，則金融工具按以下一個或多個共同信貸風險特徵分組：

- (i) 逾期信息
- (ii) 工具的性質
- (iii) 抵押品(如有)的性質
- (iv) 債務人所在行業
- (v) 債務人所在地區
- (vi) 外部信貸風險評級

虧損撥備於各報告日期重新計量，以反映自初始確認以來金融工具的信貸風險及虧損變動。由此產生的虧損撥備變動於損益內確認為減值損益，並相應調整金融工具的賬面值，按公平值計入其他全面收益之債務投資的情況除外，虧損撥備乃於其他全面收益中確認及於公平值儲備(可轉撥)中累計。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(i) Impairment of financial assets (CONT'D)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that the Group may not receive the outstanding contractual amounts in full if the financial instrument meets any of the following criteria.

- (i) information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group); or
- (ii) there is a breach of financial covenants by the counterparty.

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 重大會計政策(續)

編製基準(續)

(i) 金融資產減值(續)

違約之定義

本集團認為以下情況就內部信貸風險管理而言構成違約事件，因為過往經驗表明倘金融工具符合下列任何一項條件時本集團可能無法收回全部未償還合約款項：

- (i) 內部產生或獲取自外部來源的資料表明，債務人不太可能向債權人(包括本集團)全額還款(不考慮本集團持有的任何抵押品)；或
- (ii) 對手方違反財務契諾。

不論上述分析如何，本集團認為，倘金融資產逾期超過90天，則發生違約事件，除非本集團具有合理可靠資料說明更寬鬆的違約標準更為合適，則作別論。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(i) Impairment of financial assets (CONT'D)

Assessment of significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, 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 in the assessment:

- (i) the debtor's failure to make payments of principal or interest on the due dates;
- (ii) an actual or expected significant deterioration in the financial instrument's external or internal credit rating (if available);
- (iii) an actual or expected significant deterioration in the operating results of the debtor; and
- (iv) actual or expected changes in the technological, market, economic or legal environment that have or may have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 30 days past due.

3. 重大會計政策(續)

編製基準(續)

(i) 金融資產減值(續)

信貸風險顯著增加之評估

評估金融工具之信貸風險是否自初始確認後顯著增加時，本集團將金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險進行比較。作出評估時，本集團會考慮合理及可靠的定量及定性資料，包括過往經驗及無需付出過多成本或努力即可獲得的前瞻性資料。具體而言，評估時將考慮下列資料：

- (i) 債務人無法支付到期本金或利息；
- (ii) 金融工具外部或內部信貸評級(如有)的實際或預期出現重大惡化；
- (iii) 債務人之經營業績實際或預期出現重大惡化；及
- (iv) 技術、市場、經濟或法律環境有實際或預期的變動，對債務人履行對本集團責任的能力構成或可能構成重大不利影響。

無論上述評估的結果如何，本集團假設於合約付款逾期超過30天時，金融工具之信貸風險自初始確認以來顯著增加。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

Basis of preparation (CONT'D)

(i) Impairment of financial assets (CONT'D)

*Assessment of significant increase in credit risk
(CONT'D)*

Notwithstanding the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

Low credit risk

A financial instrument is determined to have low credit risk if:

- (i) it has a low risk of default;
- (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.

Simplified approach of ECL

For trade receivables and operating lease receivables, the Group applies a simplified approach in calculating ECL. The Group recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

3. 重大會計政策(續)

編製基準(續)

(i) 金融資產減值(續)

信貸風險顯著增加之評估(續)

儘管有上述規定，若於報告日期金融工具被判定為具有較低信貸風險，本集團假設金融工具的信貸風險自初始確認以來並未顯著增加。

較低信貸風險

在以下情況下，金融工具會被判定為具有較低信貸風險：

- (i) 違約風險較低；
- (ii) 借款人有很強的能力履行近期的合約現金流義務；及
- (iii) 經濟及商業環境的長期不利變動有可能但未必會降低借款人履行合約現金流義務的能力。

預期信貸虧損之簡化方法

對於貿易應收款項及經營租賃應收款項，本集團採用簡化方法計算預期信貸虧損。本集團於各報告日期按全期預期信貸虧損確認虧損撥備，且已設立根據其過往信貸虧損經驗計算之撥備矩陣，並按與債務人相關之前瞻性因素及經濟環境進行調整。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(i) Impairment of financial assets (CONT'D)

Credit-impaired financial asset

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired include observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower.
- (b) a breach of contract, such as a default or past due event.
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider.
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.
- (e) the disappearance of an active market for that financial asset because of financial difficulties.
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

3. 重大會計政策(續)

編製基準(續)

(i) 金融資產減值(續)

信貸減值金融資產

當發生對金融資產的估計未來現金流量產生不利影響的一件或多件事件之時，該金融資產即出現信貸減值。金融資產信貸減值的證據包括以下事件的可觀察數據：

- (a) 發行人或借款人陷入嚴重財務困難。
- (b) 違反合約，如違約或逾期事件。
- (c) 借款人的貸款人出於與借款人的財務困難相關的經濟或合約原因，而向借款人授予貸款人原本不會考慮的優惠。
- (d) 借款人可能破產或進行其他財務重組。
- (e) 因財務困難而導致該項金融資產失去活躍市場。
- (f) 以大幅折扣購買或產生金融資產，反映已出現信貸虧損。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(i) Impairment of financial assets (CONT'D)

Write-off

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. However, financial assets that are written off could still be subject to enforcement activities under the Group's procedures for recovery of amounts due, taking into account legal advice if appropriate. Any subsequent recovery is recognised in profit or loss.

(j) Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value. Bank overdrafts which 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.

(k) Revenue recognition

Rental income under operating lease is recognised when the properties are let out and on the straight-line basis over the lease terms. Variable lease payments that depend on an index or a rate are initially measured using the index or rate at the commencement date and subsequently adjusted when such index or rate changes. Such payments are recognised as income on the straight-line basis over the lease term. Other variable lease payments are recognised as income in the period in which the event or condition that triggers those payments occurs.

Interest income from financial assets is recognised using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the assets while it is applied to the amortised cost (i.e. the gross carrying amount net of loss allowance) in case of credit-impaired financial assets.

3. 重大會計政策 (續)

編製基準 (續)

(i) 金融資產減值 (續)

撇銷

當本集團合理預期金融資產之合約現金流量無法全部或部分收回時，會對金融資產進行撇銷。然而，經考慮適當的法律意見，撇銷的金融資產可能仍需根據本集團收回逾期款項的程序進行法律行動。其後收回的任何資產將於損益內確認。

(j) 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括銀行及手頭現金、存於銀行及其他金融機構之活期存款以及可隨時轉換為已知數額現金而價值變動風險不大之短期高流通量投資。須按要求償還並構成本集團現金管理部分之銀行透支亦計入現金及現金等價物之一部分。

(k) 收益確認

經營租賃項下之租金收入在物業租出時按租期以直線基準確認。取決於一項指數或比率之可變租賃付款初步使用開始日期之指數或比率進行計量，隨後於該指數或比率變動時予以調整。有關付款於租期內以直線法確認為收入。其他可變租賃付款於觸發該等付款的事件或條件發生的期間內確認為收入。

金融資產利息收入以實際利率法確認。就按攤銷成本計量而並無出現信貸減值的金融資產而言，實際利率適用於資產的賬面總值，倘金融資產出現信貸減值，則適用於其攤銷成本（即賬面總值扣除虧損撥備）。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(k) Revenue recognition (CONT'D)

Revenue from contracts with customers within HKFRS 15

The nature of the goods or services provided by the Group is (i) development and sale of properties; (ii) properties management; and (iii) operation and management of hydroelectric power stations.

Identification of performance obligations

At contract inception, the Group assesses the goods or services promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

- (a) a good or service (or a bundle of goods or services) that is distinct; or
- (b) a series of distinct good or service that are substantially the same and that have the same pattern of transfer to the customer.

A good or service that is promised to a customer is distinct if both of the following criteria are met:

- (a) the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer (i.e. the good or service is capable of being distinct); and
- (b) the Group's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the good or service is distinct within the context of the contract).

3. 重大會計政策(續)

編製基準(續)

(k) 收益確認(續)

香港財務報告準則第15號範圍內來自客戶合約的收益

本集團提供的貨物或服務的性質為(i)物業開發及銷售；(ii)物業管理；及(iii)水電站運營管理。

履約責任的識別

於合約開始時，本集團評估與客戶所簽訂合約中承諾的貨物或服務，並識別應作為一項履約責任向客戶轉讓以下任何一項的承諾：

- (a) 明確區別的貨物或服務(或一組貨物或服務)；或
- (b) 一系列大致相同且轉讓給客戶的模式相同的明確區別貨物或服務。

倘符合以下全部標準，承諾給予客戶的貨物或服務屬明確區別的貨物或服務：

- (a) 客戶能透過客戶自身或連同客戶的其他可得資源從貨物或服務中獲益(即貨物或服務能夠明確區別)；及
- (b) 本集團向客戶轉讓貨物或服務的承諾能明確與合約中其他承諾區別(即轉讓貨物或服務的承諾在合約範圍內能明確區別)。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(k) Revenue recognition (CONT'D)

Revenue from contracts with customers within HKFRS 15 (CONT'D)

Timing of revenue recognition

Revenue is recognised when (or as) the Group satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The Group transfers control of a good or service over time and, therefore, satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- (a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- (b) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- (c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If a performance obligation is not satisfied over time, the Group satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Group considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

3. 重大會計政策 (續)

編製基準 (續)

(k) 收益確認 (續)

香港財務報告準則第15號範圍內來 自客戶合約的收益 (續)

收益確認的時間

當 (或隨著) 本集團透過向客戶轉讓承諾的貨物或服務 (即資產) 履行履約責任時, 收益予以確認。資產在 (或隨著) 客戶獲得資產的控制權時轉讓。

本集團隨時間轉讓貨物或服務的控制權, 因此, 倘滿足以下其中一項標準, 本集團履行履約責任並隨時間確認收益:

- (a) 客戶於本集團履約時同時獲得及消費本集團的履約行為所提供的利益;
- (b) 本集團的履約行為創造或改良客戶在資產被創造或改良時已控制的資產; 或
- (c) 本集團的履約行為不會創造可由本集團另作他用的資產, 且本集團對迄今已完成的履約付款擁有可強制執行的權利。

倘本集團並非隨時間履行履約責任, 當客戶獲得所承諾資產的控制權時, 本集團於某一時點履行履約責任。在釐定控制權何時轉讓時, 本集團會考慮控制權的概念以及法定所有權、實質佔有、付款權、資產擁有權的重大風險及回報以及客戶接收等指標。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(k) Revenue recognition (CONT'D)

Revenue from contracts with customers within HKFRS 15 (CONT'D)

Development and sale of properties

The Group develops and sells residential properties to the customers. Sale of properties is recognised at a point in time when control of the property has been transferred, being when the customer obtains the physical possession or the legal title of the completed property.

Properties management

The Group provides properties management services to residential and commercial properties. Properties management service income is recognised over time when services are rendered.

Operation and management of hydroelectric power stations

The Group operates and manages hydroelectric power stations. The sale of electricity is recognised over time when electricity is generated and transmitted to the customer.

For revenue recognised over time under HKFRS 15, the progress towards complete satisfaction of a performance obligation in respect of sale of electricity and properties management services is measured based on the output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

3. 重大會計政策(續)

編製基準(續)

(k) 收益確認(續)

香港財務報告準則第15號範圍內來自客戶合約的收益(續)

物業開發及銷售

本集團開發及向客戶銷售住宅物業。物業銷售於物業的控制權已轉移(即客戶取得已落成物業之實質管有權或法定所有權)之時間點確認。

物業管理

本集團為住宅及商業物業提供物業管理服務。物業管理服務收入在提供服務時隨時間確認。

水電站運營管理

本集團運營及管理水電站。電力銷售在發電及輸送至客戶時隨時間確認。

就根據香港財務報告準則第15號隨時間確認的收益而言，達成有關電力銷售及物業管理服務履約責任的進度按產出法計量，即根據直接計量迄今已轉移予客戶之貨物或服務與合約項下承諾提供的餘下貨物或服務價值相比較以確認收益，此最能反映本集團對於轉移貨物或服務的控制權的履約情況。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(I) Contract assets and contract liabilities

If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, the contract is presented as a contract asset, excluding any amounts presented as a receivable. Conversely, if a customer pays consideration, or the Group has a right to an amount of consideration that is unconditional, before the Group transfers a good or service to the customer, the contract is presented as a contract liability when the payment is made or the payment is due (whichever is earlier). A receivable is the Group's right to consideration that is unconditional or only the passage of time is required before payment of that consideration is due.

For a single contract or a single set of related contracts, either a net contract asset or a net contract liability is presented. Contract liabilities of unrelated contracts are not presented on a net basis.

For sale of properties, it is common for the Group to receive from the customers the whole or some of the contractual payments before the properties are delivered (i.e. the timing of revenue recognition for such transactions). The Group recognises a contract liability until it is recognised as revenue. During that period, any significant financing components, if applicable, will be included in the contract liability and will be expensed as accrued unless the interest expense is eligible for capitalisation.

3. 重大會計政策(續)

編製基準(續)

(I) 合約資產及合約負債

倘本集團透過於客戶支付代價前或在付款到期應付前將貨物或服務轉移予客戶履約，合約將呈列為合約資產，不包括呈列為應收款項之任何金額。相反，倘客戶支付代價，或本集團有權無條件取得代價金額，則於本集團向客戶轉讓貨物或服務前，合約將於作出付款或付款到期應付(以較早者為準)時呈列為合約負債。應收款項為本集團無條件或在支付到期代價前僅需時間流逝之取得代價權利。

單一合約或一組相關合約以合約資產淨值或合約負債淨額呈列。無關合約之合約負債並不按淨額基準呈列。

對於物業銷售而言，本集團通常於物業交付前自客戶收取全部或部分合約付款(即該等交易的收入確認時間)。本集團確認合約負債直至其確認為收入。本期間內，任何重大的融資組成部分(倘適用)將計入合約負債及將作為應計費用支銷，除非利息開支合資格資本化則作別論。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(l) Contract assets and contract liabilities (CONT'D)

For properties management service, the Group receives management fee in advance from the customers before services are delivered. The Group recognises a contract liability until it is recognised as revenue. During that period, any significant financing components, if applicable, will be included in the contract liability and will be expensed as accrued unless the interest expense is eligible for capitalisation.

(m) Impairment of non-financial assets

At the end of each reporting period, the Group reviews internal and external sources of information to assess whether there is any indication that its property, plant and equipment and right-of-use assets may be impaired or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs to sell and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. cash-generating unit).

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

A reversal of impairment loss is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment loss is recognised as income in profit or loss immediately.

3. 重大會計政策(續)

編製基準(續)

(l) 合約資產及合約負債(續)

對於物業管理服務而言，本集團於服務交付前提前自客戶收取管理費。本集團確認合約負債直至其確認為收入。本期間內，任何重大的融資組成部分(倘適用)將計入合約負債及將作為應計費用支銷，除非利息開支合資格資本化則作別論。

(m) 非金融資產減值

於各報告期末，本集團會檢討內部及外部來源的資料，以評估是否有任何跡象顯示其物業、廠房及設備以及使用權資產可能已發生減值或先前確認的減值虧損已不存在或可能減少。倘存在任何相關跡象，則根據資產的公平值減出售成本與其使用價值中較高者，估計資產的可收回金額。若無法估計一項單獨資產的可收回金額，則本集團會估計獨立產生現金流量的最小資產組別(即現金產生單位)的可收回金額。

倘資產或現金產生單位的可收回金額估計將低於其賬面值，則將該資產或現金產生單位的賬面值削減至其可收回金額。減值虧損即時確認為開支。

減值虧損的撥回以倘於過往年度並未確認減值虧損而將釐定的資產或現金產生單位的賬面值為限。減值虧損的撥回即時於損益中確認為收入。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(n) Foreign currency translation

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 Company's functional currency is HK\$.

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

The results and financial position of all the group entities that have a functional currency different from the presentation currency ("foreign operations") are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented and, where applicable, goodwill and fair value adjustments on the carrying amounts of assets and liabilities arising on an acquisition of a foreign operation which are to be treated as assets and liabilities of that foreign operation, are translated at the closing rate at the end of the reporting period;
- Income and expenses for each statement of comprehensive income are translated at average exchange rate;

3. 重大會計政策 (續)

編製基準 (續)

(n) 外幣換算

本集團各實體財務報表內項目使用實體業務經營所在的主要經濟環境的貨幣(「功能貨幣」)計量。本公司的功能貨幣為港元。

外幣交易使用交易日期的適用匯率換算為功能貨幣。相關交易結算及以外幣計值的貨幣資產及負債按年末匯率換算產生的匯兌收益及虧損於損益中確認。

功能貨幣非呈列貨幣的所有集團實體(「海外業務」)的業績及財務狀況按以下方式換算為呈列貨幣：

- 所呈列的各財務狀況表的資產及負債及(如適用)商譽及因收購海外業務產生的資產及負債(視作該海外業務的資產及負債)的賬面值的公平值調整，按報告期末的收市匯率換算；
- 各全面收益表的收入及開支按平均匯率換算；

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(n) Foreign currency translation (CONT'D)

- All resulting exchange differences arising from the above translation and exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign operation are recognised as a separate component of equity;
- On the disposal of a foreign operation, which includes a disposal of the Group's entire interest in a foreign operation, a disposal involving the loss of control over a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to the foreign operation that is recognised in other comprehensive income and accumulated in the separate component of equity is reclassified from equity to profit or loss when the gain or loss on disposal is recognised;
- On the partial disposal of the Group's interest in a subsidiary that includes a foreign operation which does not result in the Group losing control over the subsidiary, the proportionate share of the cumulative amount of the exchange differences recognised in the separate component of equity is re-attributed to the non-controlling interests in that foreign operation and are not reclassified to profit or loss; and
- On all other partial disposals, which includes partial disposal of joint ventures that do not result in the Group losing significant influence or joint control, the proportionate share of the cumulative amount of exchange differences recognised in the separate component of equity is reclassified to profit or loss.

3. 重大會計政策(續)

編製基準(續)

(n) 外幣換算(續)

- 因上述換算產生的所有匯兌差額及因屬於本集團對海外業務投資淨額的一部分的貨幣項目產生的匯兌差額作為獨立權益部分確認；
- 出售海外業務時(包括出售本集團於海外業務的全部權益、涉及失去對包括海外業務的附屬公司控制權的出售)，於其他全面收益確認並於獨立權益部分累計的與該海外業務相關的匯兌差額的累計金額，於出售收益或虧損確認時，自權益重新分類至損益；
- 若本集團出售其於包含海外業務的附屬公司的部分權益且該出售未導致本集團失去對該附屬公司的控制權，則於獨立權益部分確認的匯兌差額的累計金額的按比例份額重新歸入於該海外業務的非控股權益，而不重新分類至損益；及
- 所有其他部分出售(包括並不導致本集團失去重大影響力或共同控制權的合營企業的部分出售)，則於獨立權益部分確認的匯兌差額的累計金額的按比例份額重新分類至損益。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(o) Employee benefits

Employee leave entitlements

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.

Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds. No forfeited contributions for the above plans may be used by the employer to reduce the existing level of contributions.

Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

3. 重大會計政策(續)

編製基準(續)

(o) 僱員福利

僱員享有之假期

僱員年假及長期服務假期於僱員享有休假時確認。本公司會就僱員直至報告期末之服務年期所享有年假及長期服務假期估計須承擔之負債作出撥備。

僱員病假及產假於實際休假開始時予以確認。

退休金責任

本集團為所有僱員向定額供款退休計劃供款。本集團及僱員之計劃供款根據僱員基本薪金之百分比計算。自損益扣除退休福利計劃成本代表本集團須向基金支付之供款。上述計劃之放棄供款概不得由僱主用於減低現有供款水平。

終止僱傭福利

終止僱傭福利於本集團不能提供該等福利時及本集團確認重組成本並涉及支付終止僱傭福利時(以較早日期為準)確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(p) Leases

The Group assesses whether a contract is, or contains, a lease at inception of the contract. 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.

As lessee

The Group applies the recognition exemption to short-term leases and low-value asset leases. Lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Group has elected not to separate non-lease components from lease components, and accounts for each lease component and any associated non-lease components as a single lease component.

The Group accounts for each lease component within a lease contract as a lease separately. The Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component.

Amounts payable by the Group that do not give rise to a separate component are considered to be part of the total consideration that is allocated to the separately identified components of the contract.

The Group recognises a right-of-use asset and a lease liability at the commencement date of the lease.

3. 重大會計政策(續)

編製基準(續)

(p) 租賃

本集團於合約初始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

作為承租人

本集團對短期租賃及低價值資產租賃應用確認豁免。該等租賃相關的租賃付款按直線法於租期內確認為開支。

本集團已選擇不從租賃組成部分中分離出非租賃組成部分，並對各個租賃組成部分及任何相關非租賃組成部分入賬作為單獨租賃組成部分。

本集團對於租賃合約內各個租賃組成部分單獨入賬作為一項租賃。本集團根據租賃組成部分的相對單獨價格將合約代價分配至各個租賃組成部分。

本集團未產生單獨組成部分之應付款項被視作分配至合約單獨可識別組成部分之總代價之一部分。

本集團於租賃開始日期確認使用權資產及租賃負債。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

Basis of preparation (CONT'D)

(p) Leases (CONT'D)

As lessee (CONT'D)

The right-of-use asset is initially measured at cost, which comprises:

- (a) the amount of the initial measurement of the lease liability;
- (b) any lease payments made at or before the commencement date, less any lease incentives received;
- (c) any initial direct costs incurred by the Group; and
- (d) an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability. Depreciation is provided on a straight-line basis over the shorter of the lease term and the estimated useful life of the right-of-use asset is as follows:

| | |
|-----------------|---------|
| Office premises | 2 years |
|-----------------|---------|

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date of the contract.

3. 重大會計政策 (續)

編製基準 (續)

(p) 租賃 (續)

作為承租人 (續)

使用權資產乃按成本進行初始計量，其中包括：

- (a) 租賃負債的初始計量金額；
- (b) 於開始日期或之前所作的任何租賃付款，減已收取的任何租賃優惠；
- (c) 本集團產生的任何初始直接成本；及
- (d) 本集團拆除及移除相關資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態而產生的估計成本，除非該等成本乃因生產存貨而產生。

隨後，使用權資產按成本減任何累計折舊及任何累計減值虧損計量，並就租賃負債的任何重新計量作出調整。於租期及使用權資產之估計可使用年期之較短者按直線法計提折舊，如下：

| | |
|-------|----|
| 辦公室物業 | 2年 |
|-------|----|

租賃負債乃按於合約開始日期尚未支付之租賃付款現值進行初始計量。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(p) Leases (CONT'D)

As lessee (CONT'D)

The lease payments comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

- (a) fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- (b) variable lease payments that depend on an index or a rate;
- (c) amounts expected to be payable under residual value guarantees;
- (d) exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- (e) payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease payments are discounted using the interest rate implicit in the lease, or where it is not readily determinable, the incremental borrowing rate of the lessee.

Subsequently, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

3. 重大會計政策(續)

編製基準(續)

(p) 租賃(續)

作為承租人(續)

租賃付款包括下列於租期內使用相關資產使用權權利且於開始日期尚未支付之付款：

- (a) 固定付款(包括實質性固定付款)減任何應收租賃優惠；
- (b) 取決於一項指數或比率之可變租賃付款；
- (c) 根據剩餘價值擔保預期應付之款項；
- (d) 購買權的行使價(倘本集團合理確定行使該權利)；及
- (e) 終止租賃的罰款付款(倘租賃條款反映本集團行使終止權終止租賃)。

租賃付款使用租賃的隱含利率貼現，或倘該利率無法可靠地釐定，則採用承租人之增量借貸利率。

隨後，租賃負債透過增加賬面值以反映租賃負債之利息及調減賬面值以反映已付的租賃付款進行計量。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

Basis of preparation (CONT'D)

(p) Leases (CONT'D)

As lessee (CONT'D)

The lease liability is remeasured using a revised discount rate when there are changes to the lease payments arising from a change in the lease term or the reassessment of whether the Group will be reasonably certain to exercise a purchase option.

The Group recognises the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in profit or loss.

A lease modification is accounted for as a separate lease if

- (a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- (b) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

3. 重大會計政策(續)

編製基準(續)

(p) 租賃(續)

作為承租人(續)

當租期出現變動而產生租賃付款變動或重新評估本集團是否將合理確定行使購買選擇權時，租賃負債使用經修訂貼現率進行重新計量。

本集團將租賃負債之重新計量金額確認為對使用權資產之調整。倘使用權資產賬面值減少至零且於租賃負債計量進一步調減，本集團將於損益中確認任何重新計量之剩餘金額。

倘出現以下情況，租賃修改則作為單獨租賃入賬：

- (a) 該修改透過增加一項或以上相關資產之使用權利而擴大租賃範圍；及
- (b) 租賃代價增加之金額相當於經擴大範圍對應之單獨價格及為反映特定合約之情況而對該單獨價格進行之任何適當調整。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(p) Leases (CONT'D)

As lessee (CONT'D)

When a lease modification is not accounted for as a separate lease, at the effective date of the lease modification,

- (a) the Group allocates the consideration in the modified contract on the basis of relative stand-alone price as described above.
- (b) the Group determines the lease term of the modified contract.
- (c) the Group remeasures the lease liability by discounting the revised lease payments using a revised discount rate over the revised lease term.
- (d) for lease modifications that decrease the scope of the lease, the Group accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognising any gain or loss relating to the partial or full termination of the lease in profit or loss.
- (e) for all other lease modifications, the Group accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.

3. 重大會計政策(續)

編製基準(續)

(p) 租賃(續)

作為承租人(續)

當租賃修改並未於租賃修改生效日期作為單獨租賃入賬，

- (a) 本集團根據上述相對單獨價格將代價分配至經修訂合約。
- (b) 本集團釐定經修訂合約之租期。
- (c) 本集團透過於經修訂租期使用經修訂貼現率對經修訂租賃付款進行貼現以重新計量租賃負債。
- (d) 就縮減租賃範圍之租賃修改而言，本集團透過減少使用權資產之賬面值，以反映部分或全面終止該租賃及於損益中確認任何與部分或全面終止該租賃相關之收益或虧損將租賃負債之重新計量列賬。
- (e) 就所有其他租賃修改而言，本集團透過對使用權資產作出相應調整，對租賃負債進行重新計量。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Basis of preparation (CONT'D)

(p) Leases (CONT'D)

As lessor

The Group classifies each of its leases as either a finance lease or an operating lease at the inception date of the lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and sublease as two separate contracts. The sublease is classified as an operating lease if the head lease is a short-term lease to which the Group has applied the recognition exemption. Otherwise, the sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

As lessor – operating lease

The Group applies the derecognition and impairment requirements in HKFRS 9 to the operating lease receivables.

A modification to an operating lease is accounted for as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

3. 重大會計政策 (續)

編製基準 (續)

(p) 租賃 (續)

作為出租人

本集團於租賃初始日期將其各項租賃分類為融資租賃或經營租賃。倘租賃將相關資產所有權之絕大部分風險及回報轉讓，則該租賃分類為融資租賃。所有其他租賃分類為經營租賃。

倘本集團為中間出租人，其將主租賃及分租入賬為兩份個別合約。倘主租賃為短期租賃且本集團已應用確認豁免，分租乃分類為經營租賃。否則，分租乃參考產生自主租賃的使用權資產而分類為融資或經營租賃。

作為出租人 – 經營租賃

本集團將香港財務報告準則第9號終止確認及減值規定應用於經營租賃應收款項。

經營租賃之修改自該修改生效日期起入賬作為新租賃，而與原租賃相關之任何預付或應計租賃付款則作為新租賃租賃付款之一部分。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Basis of preparation (CONT'D)

(q) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

All other borrowing costs are recognised in the profit or loss in the period in which they are incurred.

3. 重大會計政策(續)

編製基準(續)

(q) 借貸成本

因收購、建造或生產合資格資產(指需要相當長時間準備作擬定用途或出售之資產)而直接產生之借貸成本乃資本化為資產成本的一部分,直至該等資產大致上已準備就緒作擬定用途或出售。在合資格資產支出之前,對特定借貸的臨時投資所得的投資收入,從符合資本化條件的借貸成本中扣除。

如借貸之一般目的及用途為獲取合資格資產,合資格資本化之借貸成本金額則採用資本化比率計算該項資產開支之方法釐定。資本化比率為適用於本集團於該期間未償還借貸之借貸成本加權平均值,但為獲得合資格資產之特別借貸除外。

所有其他借貸成本於產生期間在損益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

Basis of preparation (CONT'D)

(r) Taxation

Income tax comprises current tax and deferred tax. Current tax liabilities is calculated based on the Group's taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

3. 重大會計政策(續)

編製基準(續)

(r) 稅項

所得稅包括即期稅項及遞延稅項。即期稅項負債按本集團年內應課稅溢利計算。由於不包括其他年度應課稅或可扣稅收入或開支項目及從不課稅或不可扣稅項目，應課稅溢利與於損益中確認之溢利不同。本集團之即期稅項負債按報告期末已頒佈或實際上頒佈之稅率計算。

遞延稅項就財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基兩者間之差額確認。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產乃於可能出現應課稅溢利，以致可扣稅暫時差額、未動用稅項虧損或未動用稅項抵免可予動用時確認。倘因商譽或因初步確認一項既不影響應課稅溢利亦不影響會計溢利之交易(業務合併除外)中其他資產及負債引致之暫時差額，則不會確認該等資產及負債。

除非本集團可控制暫時差額撥回及暫時差額不大可能於可見將來撥回，否則會就附屬公司的投資所產生的應課稅暫時差額確認遞延稅項負債。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(r) Taxation (CONT'D)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax for such investment properties are measured based on the expected manner as to how the properties will be recovered.

3. 重大會計政策(續)

編製基準(續)

(r) 稅項(續)

遞延稅項資產的賬面值乃於各報告期末進行檢討，如不再有足夠應課稅溢利可供收回全部或部分資產則遞延稅項資產須相應減少。

遞延稅項乃按預期於報告期末已頒佈或實質上頒佈的稅率結算負債或變現資產期間應用的稅率計算。遞延稅項在損益內確認，惟當遞延稅項與其他全面收益或直接於權益內確認的項目有關則除外，而在此情況下，遞延稅項亦在其他全面收益或直接於權益內確認。

遞延稅項資產及負債之計量反映隨本集團預期於報告期末收回或償還其資產及負債賬面值所產生之稅務後果。

為計量使用公平值模型計量的投資物業的遞延稅項，該物業的賬面值被假設為通過出售收回，除非假設被駁回。倘投資物業會折舊，並以本集團一個商業模式持有，而此模式並非透過出售形式而是旨在於一段時間內使用該投資物業所包含之絕大部分經濟利益，則有關假設會被駁回。倘有關假設被駁回，則該等投資物業之遞延稅項根據物業收回之預計方式計量。

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3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)

Basis of preparation (CONT'D)

(r) Taxation (CONT'D)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

PRC land appreciation tax ("LAT")

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including land costs, borrowing costs, business taxes and all property development expenditures. LAT is recognised as an income tax expense. LAT paid is a deductible expense for PRC enterprise income tax purposes.

(s) Related parties

A related party is a person or entity that is related to the Group.

- (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 Company or of a holding company of the Company.

3. 重大會計政策(續)

編製基準(續)

(r) 稅項(續)

倘在法律上可強制執行權利以即期稅項資產抵銷即期稅項負債，遞延稅項資產及負債與同一徵稅機關徵收的所得稅相關且本集團有意按淨額基準結算其即期稅項資產及負債，遞延稅項資產與負債抵銷。

中國土地增值稅(「土地增值稅」)

土地增值稅根據土地價值之增長按累進稅率30%至60%徵收，即出售物業所得款項減可扣稅開支(包括土地成本、借貸成本、業務稅項及所有物業開發開支)。土地增值稅確認為所得稅開支。已付土地增值稅為中國企業所得稅的可扣除費用。

(s) 關聯方

關聯方指與本集團有關聯的個人或實體。

- (a) 一名個人或其近親將被視為本集團的關聯方，倘該個人：
- (i) 能夠控制或共同控制本集團；
 - (ii) 對本集團有重大影響；
或
 - (iii) 為本公司或者本公司之控股公司主要管理人員的一員。

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**3. SIGNIFICANT ACCOUNTING POLICIES
(CONT'D)**

Basis of preparation (CONT'D)

(s) Related parties (CONT'D)

(b) An entity is related to the Group (reporting entity) if any of the following conditions applies:

- (i) The entity and the Company are members of the same group (which means that each holding company, 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.
- (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. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).

3. 重大會計政策(續)

編製基準(續)

(s) 關聯方(續)

(b) 一個實體將被視為本集團的關聯方(報告實體)，倘該實體符合以下任一情況：

- (i) 該實體及本公司為同一集團內的成員公司(即每間控股公司、附屬公司及同系附屬公司均互相為關聯方)。
- (ii) 一個實體為另一實體的聯營公司或合營企業(或為該集團成員公司的聯營公司或合營企業，且另一實體為該集團成員公司)。
- (iii) 兩個實體均為同一第三方的合營企業。
- (iv) 一個實體為第三方的合營企業，且另一實體為該第三方的聯營公司。
- (v) 該實體是為本集團或為本集團關聯實體的僱員福利而設的離職後福利計劃。倘本集團本身為一項計劃，則贊助的僱主亦為本集團的關聯方。
- (vi) 該實體由(a)中識別的個人控制或共同控制。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(s) Related parties (CONT'D)

- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a holding company 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 Company or to a holding company of the Company.

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 and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

3. 重大會計政策 (續)

編製基準 (續)

(s) 關聯方 (續)

- (vii) (a)(i)中識別的一名個人對該實體構成重大影響，或為該實體(或實體的控股公司)的主要管理人員。
- (viii) 該實體或實體所屬集團的任何成員公司向本公司或本公司的控股公司提供主要管理人員服務。

一名人士的近親指在其與該實體的交易中預期可能影響該人士或受該人士影響的家庭成員，包括：

- (a) 該人士子女、配偶或伴侶；
- (b) 該人士配偶或伴侶的子女；及
- (c) 該人士或該人士配偶或伴侶的被贍養人。

在關聯方的定義中，聯營公司包括該聯營公司的附屬公司，而合營企業包括該合營企業的附屬公司。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(t) 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 purpose of allocating resources to, and assessing the performance of the Group's various lines of business in different geographical locations.

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.

3. 重大會計政策(續)

編製基準(續)

(t) 分類呈報

經營分類及各分類項目於財務報表內呈報之金額，是根據定期提供予本集團最高行政管理層就分配資源及評估本集團於不同地理位置之各業務範疇表現之財務資料中識別出來。

就財務報告而言，除非分類具備相似之經濟特徵及在產品及服務性質、生產過程性質、客戶類型或類別、用於分銷產品或提供服務之方法以及監管環境之性質方面相似，否則各個重大經營分類不會進行合算。個別非重大之經營分類如符合上述大部分準則，則可進行合算。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(u) Future changes in HKFRSs

At the date of authorisation of these consolidated financial statements, the HKICPA has issued the following new/revised HKFRSs that are not yet effective for the current year, which the Group has not early adopted.

| | |
|------------------------------------|--|
| Amendments to HKAS 1 | Disclosure of Accounting Policies ¹ |
| Amendments to HKAS 8 | Definition of Accounting Estimates ¹ |
| Amendments to HKAS 12 | Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹ |
| HKFRS 17 | Insurance Contracts ¹ |
| Amendment to HKFRS 17 | Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information ¹ |
| Amendments to HKAS 1 | Classification of Liabilities as Current or Non-current ² |
| Amendments to HKAS 1 | Non-current Liabilities with Covenants ² |
| Amendments to HKFRS 16 | Lease Liability in a Sale and Leaseback ² |
| Amendments to HKFRS 10 and HKAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³ |

¹ Effective for annual periods beginning on or after 1 January 2023

² Effective for annual periods beginning on or after 1 January 2024

³ The effective date to be determined

3. 重大會計政策 (續)

編製基準 (續)

(u) 香港財務報告準則的未來變動

於該等綜合財務報表獲批准之日，香港會計師公會已頒佈以下於本年度尚未生效且本集團未有提前採納之新訂／經修訂香港財務報告準則。

| | |
|----------------------------|--|
| 香港會計準則第1號之修訂 | 會計政策披露 ¹ |
| 香港會計準則第8號之修訂 | 會計估計之定義 ¹ |
| 香港會計準則第12號之修訂 | 與單一交易產生的資產及負債相關的遞延稅項 ¹ |
| 香港財務報告準則第17號 | 保險合約 ¹ |
| 香港財務報告準則第17號之修訂 | 初始應用香港財務報告準則第17號及香港財務報告準則第9號 – 比較資料 ¹ |
| 香港會計準則第1號之修訂 | 將負債分類為流動或非流動 ² |
| 香港會計準則第1號之修訂 | 附帶契諾之非流動負債 ² |
| 香港財務報告準則第16號之修訂 | 售後租回之租賃負債 ² |
| 香港財務報告準則第10號及香港會計準則第28號之修訂 | 投資者與其聯營公司或合營企業之間之資產出售或注資 ³ |

¹ 於二零二三年一月一日或之後開始之年度期間生效

² 於二零二四年一月一日或之後開始之年度期間生效

³ 生效日期待定

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3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of preparation (CONT'D)

(u) Future changes in HKFRSs (CONT'D)

The Group is in the process of making a detailed assessment of the possible impact on the future adoption of the new/revised HKFRSs. So far the management is of the opinion that the adoption of the new/revised HKFRSs will not have any significant impact on the consolidated financial statements.

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have significant effect on the amounts recognised in the consolidated financial statements.

(a) Deferred taxation on investment properties

For the purposes of measuring deferred tax for investment properties measured at fair value, the directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred tax for investment properties, the directors have rebutted the presumption that investment properties measured at fair value are recovered through sale.

3. 重大會計政策(續)

編製基準(續)

(u) 香港財務報告準則的未來變動(續)

本集團正在對未來採納新訂／經修訂香港財務報告準則可能出現的影響作出詳盡評估。迄今為止，管理層認為採納新訂／經修訂香港財務報告準則不會對綜合財務報表構成任何重大影響。

4. 重要判斷及主要估計

應用會計政策時之重大判斷

於應用會計政策過程中，董事作出如下對綜合財務報表中已確認之金額有重大影響之判斷。

(a) 投資物業之遞延稅項

就計量以公平值計量的投資物業之遞延稅項而言，董事已審閱本集團之投資物業組合，認為本集團之投資物業以通過時間之推移而非通過銷售消耗該投資物業所含絕大部分經濟利益為目標之商業模式持有。因此，於釐定本集團於投資物業之遞延稅項時，董事已推翻按公平值計量之投資物業乃透過出售予以收回之假設。

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4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONT'D)

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) Impairment of trade receivables, deposits and other receivables

The Group's management estimates the loss allowance for trade receivables, deposits and other receivables by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade receivables, deposits and other receivables. Details of the key assumptions and inputs used in estimating ECL are set out in notes 6(b) and 20 to the consolidated financial statements.

(b) Net realisable value of properties held for sale and properties for sale under development

Net realisable value of properties held for sale is the estimated selling price in the ordinary course of business, less estimated costs to be incurred in selling the properties. Net realisable value of properties for sale under development is assessed with reference to valuations carried out by an independent professional valuer, based on estimated selling prices of the properties less estimated costs of completion and costs to be incurred in selling the properties. These estimates are based on the current market condition and the historical experience of constructing and selling properties of similar nature. It could change significantly as a result of changes in economy and demand of market. The Group will reassess the estimates by the end of each reporting period.

4. 重要判斷及主要估計(續)

估計不確定因素之主要來源

有關日後之主要假設及於報告期末估計不確定因素之其他主要來源(存在對下一個財政年度的資產及負債賬面值作出重大調整的重大風險)如下。

(a) 貿易應收款項、按金及其他應收款項減值

本集團管理層使用各種輸入數據及假設(包括違約風險率及預期虧損率)估計貿易應收款項、按金及其他應收款項的虧損撥備。估計涉及高程度的不確定性,其以本集團於各報告期末的歷史資料、現有市況及前瞻性估計為基準。如預期不同於原有估計,有關差額會影響貿易應收款項、按金及其他應收款項的賬面值。估計預期信貸虧損的主要假設及輸入數據詳情載於綜合財務報表附註6(b)及20。

(b) 持作出售之物業及發展中待售物業的可變現淨值

持作出售之物業的可變現淨值是在日常業務過程中的估計售價減去銷售物業所產生之估計成本。發展中待售物業的可變現淨值乃參考獨立專業估值師進行的估值,根據物業的估計售價減估計竣工成本及出售物業將產生的成本進行評估。該等估計是基於當前市場狀況及類似性質的建造和銷售物業的歷史經驗。由於經濟及市場需求的變化,其可能會發生重大變化。本集團將於各報告期末重新評估估計。

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4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONT'D)

Key sources of estimation uncertainty (CONT'D)

(c) Impairment of property, plant and equipment

The Group assesses annually whether property, plant and equipment have any indication of impairment, in accordance with the relevant accounting policies. The recoverable amounts of property, plant and equipment have been determined based on value in use calculations. These calculations require the use of judgement and estimates on future operating cash flows and discount rates applied. Where the actual cash flows are different from the original estimate, a material change in the amount of impairment may arise.

(d) Fair values of investment properties

The Group appoints an independent professional valuer to assess the fair values of the investment properties. The valuation of the investment properties is performed using the direct comparison method and/or income capitalisation method, which requires adjustments to transaction price of similar properties regarding differences in key valuation attributes such as location, road, frontage, size of property, etc. between the properties under appraisal and the comparables and the estimation about future income and discount rates, etc.

4. 重要判斷及主要估計 (續)

估計不確定因素之主要來源 (續)

(c) 物業、廠房及設備減值

本集團每年根據相關會計政策評估物業、廠房及設備有否出現任何減值跡象。物業、廠房及設備之可收回金額按照使用價值計算法釐定。該等計算須對未來營運現金流量及所採用之貼現率作出判斷及估計。倘實際現金流量有別於原先估計，則減值數額或會產生重大變動。

(d) 投資物業之公平值

本集團委任獨立專業評估師以估計投資物業之公平值。投資物業之估值乃採用直接比較法及／或收入資本化法進行，其需要就評估中物業與可資比較物業之間主要估值特徵（如物業位置、道路、臨街地界、面積等）之差別及未來收入與貼現率之估計等調整類似物業之交易價格。

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4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONT'D)

Key sources of estimation uncertainty (CONT'D)

(e) Income taxes

No deferred tax asset was recognised in the Group's consolidated statement of financial position in relation to the Group's estimated unused tax losses of HK\$65,165,000 (2022: HK\$41,956,000) as at 31 March 2023 due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future taxable profits generated are more or less than expected, a material recognition or reversal of deferred tax asset may arise, which would be recognised in profit or loss in the period in which such a recognition or reversal takes place.

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders of the Company through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the amounts due to immediate holding company and a director, borrowings and bonds payable, disclosed in notes 24, 26 and 27 respectively, net of cash and cash equivalents, and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through new share issues and share buy-backs as well as the issue of new debts or the redemption of existing debts.

4. 重要判斷及主要估計(續)

估計不確定因素之主要來源(續)

(e) 所得稅

由於無法預見未來溢利來源，於二零二三年三月三十一日，並無於本集團綜合財務狀況表就本集團估計未動用稅項虧損65,165,000港元(二零二二年：41,956,000港元)確認遞延稅項資產。遞延稅項資產之可變現能力主要取決於日後會否產生充裕未來溢利或應課稅暫時差額。當所產生實際未來應課稅溢利多於或少於預期，則可能產生重大之遞延稅項資產確認或撥回，並會於確認或撥回之期間於損益確認。

5. 資本風險管理

本集團之資本管理旨在債務與權益間作出最佳平衡，確保本集團之實體可持續經營之餘，亦為本公司股東締造最大回報。本集團整體策略與去年相同。

本集團之資本架構包括負債淨額(包括分別披露於附註24、26及27之應付直接控股公司及一名董事之款項、借貸及應付債券，扣除現金及現金等價物)及本公司擁有人應佔權益(包括已發行股本及儲備)。

本公司董事定期檢討資本架構。檢討過程中，董事考慮資本成本及各類資本所附帶之風險。本集團將通過發行新股份、購回股份、發行新債務或贖回現有債務等方式，平衡整體資本架構。

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6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks, including foreign currency 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.

(a) Foreign currency risk

The majority of the subsidiaries of the Company are operated in the PRC and most of their transactions are denominated in RMB. The exchange rate of RMB against HK\$ is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The Group did not have significant exposure to foreign exchange risk arising from daily operating activities of the subsidiaries because their main operations are conducted in their functional currency.

(b) Credit risk

The Group's credit risk is primarily attributable to bank balances and cash and trade and other receivables. The carrying amount of these financial assets recognised on the consolidated statement of financial position, which is net of loss allowance, represents the Group's maximum exposure to credit risk.

Bank balances

The Group had limited credit risk on bank balances because the counterparties are banks with high credit-ratings assigned by national credit-rating institution. The Group has not suffered any significant losses arising from the non-performance by these parties in the past and management do not expect this position to change in the future.

6. 財務風險管理

本集團業務使其承擔多項財務風險，包括外幣風險、信貸風險及流動資金風險。本集團整體風險管理計劃針對金融市場之不可預測性，務求盡量減低對本集團財務表現之潛在不利影響。

(a) 外幣風險

本公司大部分附屬公司在中國經營業務，其大部分交易以人民幣計值。人民幣兌港元之匯率受中國政府頒行之外匯管理規則及條例規管。本集團並無因附屬公司之日常業務活動而承擔重大外匯風險，因該等附屬公司之主要業務營運以其功能貨幣進行。

(b) 信貸風險

本集團之信貸風險主要來自銀行結餘及現金以及貿易及其他應收款項。於綜合財務狀況表確認的該等金融資產賬面值（扣除虧損撥備）代表本集團所面臨的最大信貸風險。

銀行結餘

本集團銀行結餘之信貸風險有限，乃因交易對手為獲國家信貸評級機構授予高度信貸評級的銀行。本集團過去並無因各方未能履約而遭受任何重大損失，且管理層預期此狀況在將來將不會發生改變。

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6. FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Credit risk (CONT'D)

Trade receivables

The Group has policies in place to ensure that sales are made to customers with good credit history.

The Group normally grants its customers an average credit period from 0 to 365 days (2022: 0 to 365 days). In order to minimise the Group's exposure to credit risk, the directors have delegated a team being responsible for determination of credit limits, credit approvals and other monitoring procedures. In addition, the directors review the recoverable amount of each individual trade receivable regularly to ensure that adequate loss allowance for expected credit losses are recognised for irrecoverable amounts. In this regard, the directors consider that the Group's credit risk on trade receivables is significantly reduced.

At the end of the reporting period, the Group's concentration of credit risk by geographical locations is mainly in the PRC. The trade debtors located in the PRC accounted for 100% (2022: 100%) of the Group's total trade receivables as at 31 March 2023. The Group also had concentration of credit risk by customers as 23% (2022: 27%) and 50% (2022: 57%) of the total trade receivables was due from the Group's largest customer and the five largest customers, respectively. In the opinion of the directors, all five largest customers are customers with good reputation and creditability.

The Group applies a simplified approach in calculating ECL for trade receivables and recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. The details of the ECL for trade receivables using a provision matrix is disclosed in note 20 to the consolidated financial statements.

6. 財務風險管理(續)

(b) 信貸風險(續)

貿易應收款項

本集團已制定政策以確保向具良好信用記錄之客戶作出銷售。

本集團通常授予其客戶之平均信貸期介乎0至365日(二零二二年:0至365日)。為降低本集團所面臨之信貸風險,董事委派專責隊伍釐定信貸額、批核信貸及其他監管程序。此外,董事定期審閱個別貿易應收款項之可收回金額,確保就不可收回金額確認充足預期信貸虧損之虧損撥備。就此,董事認為,本集團貿易應收款項之信貸風險大幅降低。

於報告期末,本集團按地區劃分之信貸風險主要集中在中國。於二零二三年三月三十一日,位於中國之貿易應收款項佔本集團貿易應收款項總額100%(二零二二年:100%)。由於本集團之貿易應收款項總額中之23%(二零二二年:27%)及50%(二零二二年:57%)分別來自本集團最大客戶及五大客戶,因此本集團亦承擔客戶信貸集中風險。董事認為,所有五大客戶均為具有良好聲譽及信譽的客戶。

本集團採用簡化法計算貿易應收款項的預期信貸虧損以及根據各報告日期基於全期預期信貸虧損計量虧損撥備,並已建立一個基於其歷史信貸虧損經驗的撥備矩陣,根據債務人和經濟環境特定的前瞻性因素進行調整。有關使用撥備矩陣計算貿易應收款項的預期信貸虧損之詳情披露於綜合財務報表附註20。

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6. FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Credit risk (CONT'D)

Other receivables

The Group considers that other receivables have low credit risk based on the borrowers' strong capability to meet its contractual cash flow obligations in the near term and low risk of default. Impairment on other receivables is measured on 12-month ECL and reflects the short maturities of the exposures.

In estimating the ECL, the Group has taken into account the historical actual credit loss experience over the past 3 years (2022: 3 years) and the financial position of the counterparties by reference to, among others, their management or audited accounts and available press information, adjusted for forward-looking factors that are specific to the debtors and general economic conditions of the industry in which the counterparties operate, in estimating the probability of default of these financial assets, as well as the loss upon default in each case. The management of the Group considers the ECL of other receivables to be insignificant after taking into account the financial position and credit quality of the counterparties.

There was no change in the estimation techniques or significant assumptions made during the year.

6. 財務風險管理(續)

(b) 信貸風險(續)

其他應收款項

本集團認為，其他應收款項根據借款人在短期內履行其合約現金流量義務的強大能力及較低違約風險擁有較低信貸風險。其他應收款項減值乃按12個月預期信貸虧損計量，反映風險為期較短。

於估計預期信貸虧損時，本集團已考慮過往3年(二零二二年：3年)的歷史實際信貸虧損經驗以及交易對手的財務狀況，當中已參考(其中包括)交易對手管理賬目或經審核賬目及可得新聞資料，並就債務人及交易對手經營行業整體經濟狀況特有的前瞻因素作出調整，從而估計該等金融資產違約機會以及每種情況下的違約虧損。經考慮交易對手的財政狀況及信貸質素後，本集團管理層認為其他應收款項的預期信貸虧損微不足道。

年內估值技術或所作重大假設並無發生變化。

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6. FINANCIAL RISK MANAGEMENT (CONT'D)

(c) Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of borrowings.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

| | | Effective interest rate | Repayable on demand or within 1 year 按要求或 於1年內償還 | Between 1-2 years | Between 2-5 years | Total undiscounted cash flow 未貼現現金 流量總額 |
|---|--------------|----------------------------|--|----------------------|----------------------|---|
| At 31 March 2023 | 於二零二三年三月三十一日 | 實際利率 % | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Trade payables and accrued charges | 貿易應付款項及應計費用 | - | 26,296 | - | - | 26,296 |
| Amount due to immediate holding company | 應付直接控股公司款項 | - | 7,728 | - | - | 7,728 |
| Amount due to a director | 應付一名董事款項 | - | 86 | - | - | 86 |
| Borrowings | 借貸 | 12% | 21,933 | - | - | 21,933 |
| Bonds payable | 應付債券 | - | 8,282 | - | - | 8,282 |
| Lease liabilities | 租賃負債 | 6.5% | 308 | - | - | 308 |
| | | | 64,633 | - | - | 64,633 |

6. 財務風險管理 (續)

(c) 流動資金風險

就管理流動資金風險而言，本集團監管及將現金及現金等價物維持在管理層認為可為本集團之營運提供足夠資金的水平，並會盡量降低現金流量波動之影響。管理層會監管借貸之使用情況。

下表載有本集團金融負債之剩餘合約年期詳情。有關列表乃根據於本集團可能被要求付款之最早日期之金融負債未貼現現金流量編製。下表載有利息及本金現金流量。

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6. FINANCIAL RISK MANAGEMENT (CONT'D)

(c) Liquidity risk (CONT'D)

| At 31 March 2022 | 於二零二二年三月三十一日 | Effective interest rate % | Repayable on demand or within 1 year 按要求或於1年內償還 HK\$'000 千港元 | Between 1-2 years 1至2年之內 HK\$'000 千港元 | Between 2-5 years 2至5年之內 HK\$'000 千港元 | Total undiscounted cash flow 未貼現現金 流量總額 HK\$'000 千港元 |
|---|--------------|---------------------------|---|--|--|--|
| Trade payables and accrued charges | 貿易應付款項及應計費用 | - | 33,831 | - | - | 33,831 |
| Amount due to immediate holding company | 應付直接控股公司款項 | - | 2,420 | - | - | 2,420 |
| Amount due to a director | 應付一名董事款項 | - | 193 | - | - | 193 |
| Borrowings | 借貸 | 12% | 42,062 | - | - | 42,062 |
| Bonds payable | 應付債券 | 6-6.5% | 12,106 | - | - | 12,106 |
| Lease liabilities | 租賃負債 | 6.5% | 393 | 275 | - | 668 |
| | | | 91,005 | 275 | - | 91,280 |

(d) Categories of financial instruments

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|---|-----------------------------|----------------------------------|----------------------------------|
| Financial assets: | 金融資產： | | |
| Financial assets at amortised cost (including bank balances and cash) | 按攤銷成本列賬之金融資產 (包括銀行結餘及現金) | 12,229 | 42,849 |
| Financial liabilities: | 金融負債： | | |
| Financial liabilities at amortised cost | 按攤銷成本列賬之金融負債 | 64,409 | 88,756 |

(e) Fair values

The carrying amounts of the Group's financial assets and financial liabilities in the consolidated statement of financial position approximate their fair values.

6. 財務風險管理(續)

(c) 流動資金風險(續)

(d) 金融工具的類別

(e) 公平值

本集團綜合財務狀況表的金融資產及金融負債的賬面值與其公平值相若。

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7. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels of inputs to valuation:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

7. 公平值計量

公平值乃按於計量日期市場參與者之間進行的有序交易中出售資產所收取或轉移負債所支付的價格。以下公平值計量披露使用的公平值層級，將估值之輸入數據分為三個等級：

第一級輸入數據：本集團於計量日期可獲得的相同資產或負債於活躍市場之報價（未經調整）。

第二級輸入數據：除第一級內包括之報價外，資產或負債可直接或間接觀察的輸入數據。

第三級輸入數據：資產或負債的不可觀察輸入數據。

本集團之政策乃於引起轉移之事件或情況變化發生之日確認任何三個等級之轉入及轉出。

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7. FAIR VALUE MEASUREMENTS (CONT'D)

(a) Disclosures of fair value hierarchy:

| | | Level 3 inputs 第三級輸入數據 HK\$'000 千港元 |
|-----------------------|--------------|--|
| At 31 March 2023 | 於二零二三年三月三十一日 | |
| Investment properties | 投資物業 | |
| Commercial – The PRC | 商業 – 中國 | 20,059 |
| Carparks – The PRC | 停車場 – 中國 | 15,772 |
| | | 35,831 |

| | | Level 3 inputs 第三級輸入數據 HK\$'000 千港元 |
|-----------------------|--------------|--|
| At 31 March 2022 | 於二零二二年三月三十一日 | |
| Investment properties | 投資物業 | |
| Commercial – The PRC | 商業 – 中國 | 21,854 |
| Carparks – The PRC | 停車場 – 中國 | 34,310 |
| | | 56,164 |

There were no transfers between Levels 1, 2 and 3 fair value measurements for the years ended 31 March 2023 and 2022.

截至二零二三年及二零二二年三月三十一日止年度於第一、二及三級公平值計量之間並無發生轉移。

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7. FAIR VALUE MEASUREMENTS (CONT'D)

(b) Reconciliation of assets measured at fair value based on Level 3 fair value hierarchy:

| | | Investment properties 投資物業 | |
|--|--------------|-------------------------------|-----------------|
| | | 2023 二零二三年 | 2022 二零二二年 |
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| At the beginning of the reporting period | 於報告期初 | 56,164 | 60,804 |
| Loss on revaluation of investment properties | 投資物業之重估虧損 | (16,157) | (7,056) |
| Exchange realignment | 匯率調整 | (4,176) | 2,416 |
| At the end of the reporting period | 於報告期末 | 35,831 | 56,164 |

(c) Disclosure of valuation process and valuation techniques and inputs:

The Group's financial controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including Level 3 fair value measurements. The financial controller reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the financial controller and the Board of Directors at least twice a year.

For level 3 fair value measurements, the Group will normally engage external valuation experts with recognised professional qualifications and recent experience to perform the valuation.

7. 公平值計量(續)

(b) 根據第三級公平值等級以公平值計量之資產對賬：

| | | Investment properties 投資物業 | |
|--|--------------|-------------------------------|-----------------|
| | | 2023 二零二三年 | 2022 二零二二年 |
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| At the beginning of the reporting period | 於報告期初 | 56,164 | 60,804 |
| Loss on revaluation of investment properties | 投資物業之重估虧損 | (16,157) | (7,056) |
| Exchange realignment | 匯率調整 | (4,176) | 2,416 |
| At the end of the reporting period | 於報告期末 | 35,831 | 56,164 |

(c) 估值流程及估值方法及輸入數據之披露：

本集團財務總監負責財務報告所需資產及負債之公平值計量，包括第三級公平值計量。財務總監直接向董事局匯報此等公平值計量。財務總監與董事局每年至少就估值過程及結果召開兩次會議。

對於第三級公平值計量，本集團通常會聘請具有認可專業資格及近期經驗的外部估值專家進行估值。

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7. FAIR VALUE MEASUREMENTS (CONT'D)

(c) Disclosure of valuation process and valuation techniques and inputs: (CONT'D)

Key unobservable inputs used in Level 3 fair value measurements are as follows:

Level 3 fair value measurements

At 31 March 2023

| Description | HK\$'000 | Valuation technique | Unobservable inputs | Range | Effect on fair value for increase of inputs |
|-----------------------|----------|--|-------------------------------|-------------------------------|---|
| 詳情 | 千港元 | 估值方法 | 不可觀察輸入數據 | 範圍 | 輸入數據增加對公平值之影響 |
| Investment properties | 35,831 | Income method and direct comparison method | Price per square meter | RMB18,700 to RMB23,600 | Increase |
| | | | Rental hourly income per unit | RMB2/hour to RMB4/hour | Increase |
| 投資物業 | 35,831 | 收入法及直接比較法 | Utilisation rate | 45%–80% | Increase |
| | | | 每平方米價格 | 人民幣18,700元至 人民幣23,600元 | 增加 |
| | | | 每單位每小時租金收入 | 每小時 人民幣2元至 每小時 人民幣4元 | 增加 |
| | | | 使用率 | 45%–80% | 增加 |

7. 公平值計量(續)

(c) 估值流程及估值方法及輸入數據之披露：(續)

第三級公平值計量中所使用之關鍵不可觀察輸入數據如下：

第三級公平值計量

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7. FAIR VALUE MEASUREMENTS (CONT'D)

(c) Disclosure of valuation process and valuation techniques and inputs: (CONT'D)

Level 3 fair value measurements (CONT'D)

At 31 March 2022

| Description | HK\$'000 | Valuation technique | Unobservable inputs | Range | Effect on fair value for increase of inputs 輸入數據增加對公平值之影響 |
|-----------------------|----------|--|-------------------------------|--------------------------------------|--|
| 詳情 | 千港元 | 估值方法 | 不可觀察輸入數據 | 範圍 | |
| Investment properties | 56,164 | Income method and direct comparison method | Price per square meter | RMB18,800 to RMB22,000 | Increase |
| | | | Rental hourly income per unit | RMB2/hour to RMB4/hour | Increase |
| 投資物業 | 56,164 | 收入法及直接比較法 | Utilisation rate 每平方米價格 | 40%–80% 人民幣18,800元至 人民幣22,000元 | Increase 增加 |
| | | | 每單位每小時租金收入 | 每小時 人民幣2元至 每小時 人民幣4元 | 增加 |
| | | | 使用率 | 40%–80% | 增加 |

During the years ended 31 March 2023 and 2022, there were no changes in the valuation techniques used.

截至二零二三年及二零二二年三月三十一日止年度所使用之估值方法並無發生變化。

7. 公平值計量(續)

(c) 估值流程及估值方法及輸入數據之披露：(續)

第三級公平值計量(續)

於二零二二年三月三十一日

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8. REVENUE

8. 收益

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|---|-------------------------------|----------------------------------|----------------------------------|
| <i>Revenue from contracts with customers within HKFRS 15:</i> | 香港財務報告準則第15號範圍內 來自客戶合約的收益： | | |
| Development and sale of properties | 物業開發及銷售 | 13,392 | 29,373 |
| Properties management | 物業管理 | 569 | 564 |
| Operation and management of hydroelectric power stations | 水電站運營管理 | 8,577 | 7,704 |
| | | 22,538 | 37,641 |
| <i>Revenue from other sources:</i> | 其他來源收益： | | |
| Rental income from operating leases | 經營租賃所得的租金收入 | | |
| – Fixed lease payments | – 固定租賃款項 | 1,016 | 1,052 |
| – Variable lease payments | – 可變租賃款項 | 210 | 246 |
| | | 1,226 | 1,298 |
| | | 23,764 | 38,939 |

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8. REVENUE (CONT'D)

In addition to the information shown in segment disclosures in note 9 to the consolidated financial statements, the revenue from contracts with customers within HKFRS 15 is disaggregated as follows:

8. 收益(續)

除綜合財務報表附註9之分類披露所顯示的資料外，香港財務報告準則第15號範圍內來自客戶合約的收益按以下方式分列：

| | | Year ended 31 March 2023 截至二零二三年三月三十一日止年度 | | | |
|---------------------------------------|----------------|---|----------------------------------|--|-----------------|
| | | Development and sale of properties 物業開發及銷售 | Properties management 物業管理 | Operation and management of hydroelectric power stations 水電站運營管理 | Total 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| <i>Type of transaction price:</i> | <i>交易價格類型：</i> | | | | |
| At fixed price | 按固定價格 | 13,392 | 569 | 8,577 | 22,538 |
| <i>Timing of revenue recognition:</i> | <i>收益確認時間：</i> | | | | |
| At a point in time | 於某個時點 | 13,392 | – | – | 13,392 |
| Over time | 於某個時段 | – | 569 | 8,577 | 9,146 |
| | | 13,392 | 569 | 8,577 | 22,538 |

| | | Year ended 31 March 2022 截至二零二二年三月三十一日止年度 | | | |
|---------------------------------------|----------------|---|----------------------------------|--|-----------------|
| | | Development and sale of properties 物業開發及銷售 | Properties management 物業管理 | Operation and management of hydroelectric power stations 水電站運營管理 | Total 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| <i>Type of transaction price:</i> | <i>交易價格類型：</i> | | | | |
| At fixed price | 按固定價格 | 29,373 | 564 | 7,704 | 37,641 |
| <i>Timing of revenue recognition:</i> | <i>收益確認時間：</i> | | | | |
| At a point in time | 於某個時點 | 29,373 | – | – | 29,373 |
| Over time | 於某個時段 | – | 564 | 7,704 | 8,268 |
| | | 29,373 | 564 | 7,704 | 37,641 |

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9. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods and services delivered by each operating division.

The Group's operating divisions are as follows:

- (1) Development and sale of properties ("Properties development")
- (2) Properties investment
- (3) Properties management
- (4) Operation and management of hydroelectric power stations ("Hydroelectric power business")

(a) Segment revenue and results

9. 分類資料

分類資料針對各經營分類所交付貨品及服務之種類，乃向本公司執行董事（即主要經營決策者）報告，以供其分配資源及評估分類業績之用。

本集團之經營分類如下：

- (1) 物業開發及銷售（「物業開發」）
- (2) 物業投資
- (3) 物業管理
- (4) 水電站運營管理（「水電業務」）

(a) 分類收益及業績

| | | Year ended 31 March 2023 截至二零二三年三月三十一日止年度 | | | | |
|----------------------|-------|--|--------------------------|--------------------------|------------------------------------|----------|
| | | Properties development | Properties investment | Properties management | Hydroelectric power business | Total |
| | | 物業開發 | 物業投資 | 物業管理 | 水電業務 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Revenue | 收益 | 13,392 | 1,226 | 569 | 8,577 | 23,764 |
| Segment results | 分類業績 | (25,053) | (18,369) | 34 | (288) | (43,676) |
| Interest income | 利息收入 | | | | | 15 |
| Unallocated expenses | 未分配開支 | | | | | (3,550) |
| Finance costs | 財務成本 | | | | | (3,954) |
| Loss before tax | 除稅前虧損 | | | | | (51,165) |

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9. SEGMENT INFORMATION (CONT'D)

(a) Segment revenue and results (CONT'D)

| | | Year ended 31 March 2022 截至二零二二年三月三十一日止年度 | | | | |
|----------------------|-------|--|---|---|---|--------------------------------|
| | | Properties development 物業開發 HK\$'000 千港元 | Properties investment 物業投資 HK\$'000 千港元 | Properties management 物業管理 HK\$'000 千港元 | Hydroelectric power business 水電業務 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| Revenue | 收益 | 29,373 | 1,298 | 564 | 7,704 | 38,939 |
| Segment results | 分類業績 | (6,189) | (6,602) | (139) | 3,486 | (9,444) |
| Interest income | 利息收入 | | | | | 25 |
| Unallocated expenses | 未分配開支 | | | | | (4,252) |
| Finance costs | 財務成本 | | | | | (3,880) |
| Loss before tax | 除稅前虧損 | | | | | (17,551) |

(b) Segment assets and liabilities

9. 分類資料(續)

(a) 分類收益及業績(續)

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

(b) 分類資產及負債

At 31 March 2023

於二零二三年三月三十一日

| | | Properties development 物業開發 HK\$'000 千港元 | Properties investment 物業投資 HK\$'000 千港元 | Properties management 物業管理 HK\$'000 千港元 | Hydroelectric power business 水電業務 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---------------------------------------|--------------|--|---|---|---|--------------------------------|
| Assets | 資產 | | | | | |
| Segment assets | 分類資產 | 234,789 | 41,963 | 641 | 29,386 | 306,779 |
| Unallocated corporate assets | 未分配公司資產 | | | | | 450 |
| Consolidated total assets | 合計總資產 | | | | | 307,229 |
| Liabilities | 負債 | | | | | |
| Segment liabilities | 分類負債 | 20,697 | 10,138 | 991 | 1,917 | 33,743 |
| Unallocated corporate liabilities | 未分配公司負債 | | | | | 41,719 |
| Consolidated total liabilities | 合計總負債 | | | | | 75,462 |

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9. SEGMENT INFORMATION (CONT'D)

(b) Segment assets and liabilities (CONT'D)

9. 分類資料(續)

(b) 分類資產及負債(續)

At 31 March 2022
於二零二二年三月三十一日

| | | Properties development 物業開發 HK\$'000 千港元 | Properties investment 物業投資 HK\$'000 千港元 | Properties management 物業管理 HK\$'000 千港元 | Hydroelectric power business 水電業務 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---------------------------------------|--------------|--|---|---|---|--------------------------------|
| Assets | 資產 | | | | | |
| Segment assets | 分類資產 | 303,594 | 67,885 | 1,626 | 38,273 | 411,378 |
| Unallocated corporate assets | 未分配公司資產 | | | | | 1,104 |
| Consolidated total assets | 合計總資產 | | | | | 412,482 |
| Liabilities | 負債 | | | | | |
| Segment liabilities | 分類負債 | 31,543 | 7,902 | 1,131 | 1,942 | 42,518 |
| Unallocated corporate liabilities | 未分配公司負債 | | | | | 59,369 |
| Consolidated total liabilities | 合計總負債 | | | | | 101,887 |

Unallocated corporate assets mainly represent assets held by head office and inactive subsidiaries.

Unallocated corporate liabilities mainly represent amounts due to immediate holding company/a director, borrowings, bonds payable and liabilities incurred by head office and inactive subsidiaries.

未分配公司資產主要指總辦事處及不活躍附屬公司持有的資產。

未分配公司負債主要指應付直接控股公司／一名董事款項、借貸、應付債券及總辦事處及不活躍附屬公司產生的負債。

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9. SEGMENT INFORMATION (CONT'D)

(c) Other segment information

9. 分類資料(續)

(c) 其他分類資料

Year ended 31 March 2023
截至二零二三年三月三十一日止年度

| | Properties development 物業開發 HK\$'000 千港元 | Properties investment 物業投資 HK\$'000 千港元 | Properties management 物業管理 HK\$'000 千港元 | Hydroelectric | | Total 總計 HK\$'000 千港元 |
|--|--|---|---|--|---|--------------------------------|
| | | | | power business 水電業務 HK\$'000 千港元 | Other segment 其他分類 HK\$'000 千港元 | |
| <i>Amounts included in the measurement of segment results or segment assets:</i> | | | | | | |
| <i>納入分類業績或分類資產計量之款項:</i> | | | | | | |
| Additions of property, plant and equipment | 6 | 30 | - | 10 | - | 46 |
| 增購物業、廠房及設備 | | | | | | |
| Depreciation of property, plant and equipment | 4 | 423 | - | 2,719 | - | 3,146 |
| 物業、廠房及設備折舊 | | | | | | |
| Depreciation of right-of-use assets | - | - | - | - | 362 | 362 |
| 使用權資產折舊 | | | | | | |
| Loss on revaluation of investment properties | - | 16,157 | - | - | - | 16,157 |
| 投資物業之重估虧損 | | | | | | |

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9. SEGMENT INFORMATION (CONT'D)

(c) Other segment information (CONT'D)

9. 分類資料(續)

(c) 其他分類資料(續)

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

| | Properties development 物業開發 HK\$'000 千港元 | Properties investment 物業投資 HK\$'000 千港元 | Properties management 物業管理 HK\$'000 千港元 | Hydroelectric power business 水電業務 HK\$'000 千港元 | Other segment 其他分類 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|--|---|---|---|---|--------------------------------|
| <i>Amounts included in the measurement of segment results or segment assets:</i> | <i>納入分類業績或分類資產計量之款項：</i> | | | | | |
| Additions of property, plant and equipment | - | 24 | - | - | - | 24 |
| Additions of right-of-use assets | - | - | - | - | 724 | 724 |
| Depreciation of property, plant and equipment | 5 | 452 | - | 2,875 | - | 3,332 |
| Depreciation of right-of-use assets | - | - | - | - | 1,032 | 1,032 |
| Loss on revaluation of investment properties | - | 7,056 | - | - | - | 7,056 |

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9. SEGMENT INFORMATION (CONT'D)

(d) Geographical segments

The Group's revenue from external customers (based on location of customers) and information about its non-current assets by geographical location of the assets are detailed below:

Revenue from external customers

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|---------|----|----------------------------------|----------------------------------|
| The PRC | 中國 | 23,764 | 38,939 |

Non-current assets

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|-----------|----|----------------------------------|----------------------------------|
| Hong Kong | 香港 | 272 | 634 |
| The PRC | 中國 | 67,593 | 95,231 |
| | | 67,865 | 95,865 |

(e) Information about major customers

Revenue from customers contributing 10% or more of the total revenue of the Group is as follows:

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|---|-------------|----------------------------------|----------------------------------|
| Customer A (Hydroelectric power business) | 客戶 A (水電業務) | 8,577 | 7,704 |

9. 分類資料(續)

(d) 地區分類

本集團來自外部客戶之收益(按客戶所在地區)及有關其非流動資產資料(按資產所在地區)之詳情如下:

來自外部客戶之收益

| | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|---------|----------------------------------|----------------------------------|
| The PRC | 23,764 | 38,939 |

非流動資產

| | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|-----------|----------------------------------|----------------------------------|
| Hong Kong | 272 | 634 |
| The PRC | 67,593 | 95,231 |
| | 67,865 | 95,865 |

(e) 主要客戶資料

佔本集團總收益10%或以上之客戶收益載列如下:

| | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|
| Customer A (Hydroelectric power business) | 8,577 | 7,704 |

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10. OTHER GAIN AND LOSS

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|-----------------|------|----------------------------------|----------------------------------|
| Interest income | 利息收入 | 15 | 25 |
| Others | 其他 | 106 | 73 |
| | | 121 | 98 |

10. 其他收益及虧損

11. FINANCE COSTS

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|-----------------------|------------|----------------------------------|----------------------------------|
| Interest expenses on: | 以下各項之利息開支： | | |
| – borrowings | – 借貸 | 3,551 | 3,142 |
| – bonds payable | – 應付債券 | 373 | 705 |
| – lease liabilities | – 租賃負債 | 30 | 33 |
| | | 3,954 | 3,880 |

11. 財務成本

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12. LOSS BEFORE TAX

This is stated after charging:

12. 除稅前虧損

於扣除以下各項後呈列：

| | | 2023 | 2022 |
|--|---------------|----------|----------|
| | | 二零二三年 | 二零二二年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Staff costs (including directors' remuneration): | 員工成本(包括董事酬金)： | | |
| – Wages and salaries | – 工資及薪金 | 1,601 | 1,348 |
| – Contribution to defined contribution schemes | – 定額供款計劃之供款 | 350 | 199 |
| | | 1,951 | 1,547 |
| Other items: | 其他項目： | | |
| Auditors' remuneration | 核數師酬金 | 840 | 800 |
| Cost of inventories sold | 銷售存貨成本 | 12,204 | 27,033 |
| Depreciation | 以下各項之折舊 | | |
| – Property, plant and equipment | – 物業、廠房及設備 | 3,146 | 3,332 |
| – Right-of-use assets | – 使用權資產 | 362 | 1,032 |
| Legal and professional fee | 法律及專業費用 | 1,351 | 971 |
| Marketing and promotion expenses | 營銷及推廣開支 | 10,150 | 5,451 |
| Repairs and maintenance | 維修及維護 | | |
| – Anti-epidemic facilities | – 抗疫設施 | 7,830 | – |
| – Environmental afforestation | – 環境造林 | 2,934 | – |

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13. DIRECTORS' AND FIVE HIGHEST PAID
INDIVIDUALS' EMOLUMENTS

(a) Directors and chief executive

13. 董事及五名最高薪酬人士酬金

(a) 董事及主要行政人員

| | | Year ended 31 March 2023 截至二零二三年三月三十一日止年度 | | | | | |
|--------------------------------------|----------|--|------------------------|---|-----------------|-----------------|--|
| | | Salaries and other short-term employee Fees | Discretionary bonus | Contribution to defined contribution schemes | Total | | |
| | | 薪金及 其他短期 袍金 | 僱員福利 酌情花紅 | 定額供款 計劃供款 | 總額 | | |
| Notes 附註 | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | |
| Executive directors: | 執行董事： | | | | | | |
| Wang Jing | 王晶 | (i) - | 216 | - | - | 216 | |
| Wang Xing Qiao | 王星喬 | (ii) - | 316 | - | 23 | 339 | |
| Zhao Shuang | 趙爽 | - | - | - | - | - | |
| Independent non-executive directors: | 獨立非執行董事： | | | | | | |
| Zeng Guanwei | 曾冠維 | 100 | - | - | - | 100 | |
| Su Bo | 蘇波 | 100 | - | - | - | 100 | |
| Tang Shengzhi | 唐生智 | 100 | - | - | - | 100 | |
| | | 300 | 532 | - | 23 | 855 | |

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13. DIRECTORS' AND FIVE HIGHEST PAID
INDIVIDUALS' EMOLUMENTS (CONT'D)

(a) Directors and chief executive (CONT'D)

| | | Year ended 31 March 2022 截至二零二二年三月三十一日止年度 | | | | | |
|--------------------------------------|----------|--|-----------------|---|--------------------------------|---|-----------------|
| | | Notes | Fees | Salaries and other short-term employee benefits 薪金及 其他短期 僱員福利 | Discretionary bonus 酌情花紅 | Contribution to defined contribution schemes 定額供款 計劃供款 | Total |
| | | 附註 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Executive directors: | 執行董事： | | | | | | |
| Wang Jing | 王晶 | (i) | - | 216 | - | 15 | 231 |
| Wang Xing Qiao | 王星喬 | (ii) | - | 216 | - | 15 | 231 |
| Zhao Shuang | 趙爽 | | - | - | - | - | - |
| Independent non-executive directors: | 獨立非執行董事： | | | | | | |
| Zeng Guanwei | 曾冠維 | | 100 | - | - | - | 100 |
| Su Bo | 蘇波 | | 100 | - | - | - | 100 |
| Tang Shengzhi | 唐生智 | | 100 | - | - | - | 100 |
| | | | 300 | 432 | - | 30 | 762 |

Notes:

- (i) Mr. Wang Jing is the chairman of the Board of Directors
- (ii) Mr. Wang Xing Qiao is the chief executive officer of the Company

附註：

- (i) 王晶先生為董事局主席
- (ii) 王星喬先生為本公司行政總裁

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**13. DIRECTORS' AND FIVE HIGHEST PAID
INDIVIDUALS' EMOLUMENTS (CONT'D)**

(a) Directors and chief executive (CONT'D)

No performance related incentive payments and emoluments in respect of directors' other services in common with the management of the Company or its subsidiaries were paid or payable to the directors of the Company for the years ended 31 March 2023 and 2022.

The executive directors' emoluments were mainly for their services in connection with the management of the affairs of the Company and the Group. The emoluments of the independent non-executive directors were mainly for their services as directors of the Company.

None of the directors waived any emoluments during the years ended 31 March 2023 and 2022.

No emoluments were paid or payable by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

(b) Five highest paid individuals

The five highest paid individuals of the Group included the following:

| | | 2023 二零二三年 | 2022 二零二二年 |
|-------------------------|--------|---------------|---------------|
| Director (note) | 董事(附註) | 4 | 4 |
| Non-director individual | 非董事個人 | 1 | 1 |
| | | 5 | 5 |

Note: Three directors received the same amount of remuneration during the years ended 31 March 2023 and 2022 who were ranked as the fourth highest paid individuals of the Group. Only two of these three directors were listed in the above 5 highest paid individual information.

**13. 董事及五名最高薪酬人士酬金
(續)**

(a) 董事及主要行政人員(續)

截至二零二三年及二零二二年三月三十一日止年度，概無就管理本公司或其附屬公司事務之其他董事服務向本公司董事支付或應付任何績效獎勵付款及酬金。

執行董事薪酬主要為彼等管理本公司及本集團事務所提供服務的酬金。獨立非執行董事薪酬主要為彼等作為本公司董事所提供服務的酬金。

截至二零二三年及二零二二年三月三十一日止年度，概無董事放棄任何酬金。

本集團概無向任何董事支付或應付薪酬，作為彼等加入或加入本集團後之獎勵或離職補償。

(b) 五名最高薪酬人士

本集團五名最高薪酬人士包括以下人士：

附註：三名董事於截至二零二三年及二零二二年三月三十一日止年度獲得同等金額的薪酬，為本集團第四高薪酬個人。該三名董事中只有兩名列入上述五名最高薪酬人士資料。

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**13. DIRECTORS' AND FIVE HIGHEST PAID
INDIVIDUALS' EMOLUMENTS (CONT'D)**

(b) Five highest paid individuals (CONT'D)

The details of the above directors' remuneration are set out in note 13(a) to the consolidated financial statements. The emoluments of the remaining one (2022: one) highest paid employee are as follows:

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|---|-------------|----------------------------------|----------------------------------|
| Salaries and other short-term employee benefits | 薪金及其他短期僱員福利 | 216 | 216 |
| Contribution to defined contribution schemes | 定額供款計劃供款 | 23 | 15 |
| | | 239 | 231 |

Emoluments of this employee were within the following bands:

| | | Number of employees 僱員人數 | |
|-------------------------|---------------|-----------------------------|---------------|
| | | 2023 二零二三年 | 2022 二零二二年 |
| Emolument bands: | 酬金範圍： | | |
| Nil–HK\$1,000,000 | 零至1,000,000港元 | 1 | 1 |

No emoluments were paid or payable by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of these individuals waived any emoluments during the years ended 31 March 2023 and 2022.

**13. 董事及五名最高薪酬人士酬金
(續)**

(b) 五名最高薪酬人士(續)

上述董事的薪酬詳情載於綜合財務報表附註13(a)。餘下一名(二零二二年：一名)最高薪酬僱員的酬金如下：

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|---|-------------|----------------------------------|----------------------------------|
| Salaries and other short-term employee benefits | 薪金及其他短期僱員福利 | 216 | 216 |
| Contribution to defined contribution schemes | 定額供款計劃供款 | 23 | 15 |
| | | 239 | 231 |

此僱員酬金之金額範圍如下：

| | | Number of employees 僱員人數 | |
|-------------------------|---------------|-----------------------------|---------------|
| | | 2023 二零二三年 | 2022 二零二二年 |
| Emolument bands: | 酬金範圍： | | |
| Nil–HK\$1,000,000 | 零至1,000,000港元 | 1 | 1 |

本集團概無向任何五名最高薪酬人士支付或應付薪酬，作為彼等加入或加入本集團後之獎勵或離職補償。截至二零二三年及二零二二年三月三十一日止年度，概無人士放棄任何酬金。

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14. INCOME TAX EXPENSES

Hong Kong Profits Tax is calculated at 16.5% (2022:16.5%) of the estimated assessable profits for the year. No provision for Hong Kong Profits Tax has been made as the Group has no assessable profits derived from Hong Kong for the years ended 31 March 2023 and 2022.

The PRC Enterprise Income Tax ("EIT") in respect of operations in Mainland China is calculated at a rate 25% (2022: 25%) on the estimated assessable profits for the year based on existing legislation, interpretations and practices in respect thereof.

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value.

14. 所得稅開支

香港利得稅以本年度之估計應課稅溢利按稅率16.5% (二零二二年：16.5%) 計算。由於本集團於截至二零二三年及二零二二年三月三十一日止年度在香港並無產生任何應課稅溢利，故並無於兩個年度就香港利得稅計提撥備。

有關中國內地業務運營之中國企業所得稅 (「企業所得稅」) 乃根據現行法例、詮釋及有關慣例就本年度估計應課稅溢利按稅率25% (二零二二年：25%) 計算。

土地增值稅就土地增值按累進稅率30%至60%徵收。

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|------------------------------|----------|----------------------------------|----------------------------------|
| EIT | 企業所得稅 | | |
| Current year | 本年度 | 31 | 56 |
| Underprovision in prior year | 過往年度撥備不足 | 14 | - |
| | | 45 | 56 |

Reconciliation of tax expenses

稅項開支對賬

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|--|--------------------------------|----------------------------------|----------------------------------|
| Loss before tax | 除稅前虧損 | (51,165) | (17,551) |
| Tax calculated at the domestic tax rate of 16.5% (2022: 16.5%) | 按本地稅率16.5% (二零二二年：16.5%) 計算之稅項 | (8,442) | (2,896) |
| Non-deductible expenses | 不可扣減開支 | 3,924 | 1,393 |
| Tax exempt revenue | 稅項豁免收益 | (71) | (166) |
| Effect of different tax rates of subsidiaries operating in other jurisdictions | 於其他司法權區經營之附屬公司不同稅率之影響 | (2,019) | (425) |
| Tax effect of tax losses not recognised | 未確認稅項虧損之稅務影響 | 6,698 | 2,960 |
| Tax effect of temporary difference not recognised | 未確認暫時差額之稅務影響 | 22 | 24 |
| Utilisation of tax losses previously not recognised | 動用先前未確認之稅項虧損 | (9) | (22) |
| Underprovision in prior year | 過往年度撥備不足 | 14 | - |
| Others | 其他 | (72) | (812) |
| | | 45 | 56 |

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15. DIVIDENDS

The directors of the Company do not recommend the payment of any dividend for the years ended 31 March 2023 and 2022.

15. 股息

本公司董事不建議就截至二零二三年及二零二二年三月三十一日止年度派付任何股息。

16. LOSS PER SHARE

The calculation of the basic and diluted loss per share of the Company is based on the following data:

16. 每股虧損

本公司每股基本及攤薄虧損乃根據以下數據計算：

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|---|-------------------------|----------------------------------|----------------------------------|
| Loss for the year | 年度虧損 | (51,210) | (17,607) |
| | | Number of shares 股份數目 | |
| | | 2023 二零二三年 | 2022 二零二二年 |
| Weighted average number of ordinary shares for the basic and diluted loss per share | 用於計算每股基本及攤薄虧損之加權平均普通股數目 | 212,839,878 | 212,839,878 |
| | | 2023 二零二三年 HK cents 港仙 | 2022 二零二二年 HK cents 港仙 |
| Loss per share: Basic and diluted | 每股虧損： 基本及攤薄 | (24.06) | (8.27) |

Diluted loss per share is same as the basic loss per share for the years ended 31 March 2023 and 2022. The Company did not have any dilutive potential ordinary shares during the years ended 31 March 2023 and 2022.

截至二零二三年及二零二二年三月三十一日止年度，每股攤薄虧損與每股基本虧損相同。於截至二零二三年及二零二二年三月三十一日止年度，本公司並無任何潛在攤薄普通股。

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17. INVESTMENT PROPERTIES

17. 投資物業

| | | HK\$'000 千港元 |
|--|----------------------------|-----------------|
| AT FAIR VALUE | 按公平值 | |
| At 1 April 2021 | 於二零二一年四月一日 | 60,804 |
| Loss on revaluation of investment properties | 投資物業之重估虧損 | (7,056) |
| Exchange realignment | 匯率調整 | 2,416 |
| At 31 March 2022 and 1 April 2022 | 於二零二二年三月三十一日及 二零二二年四月一日 | 56,164 |
| Loss on revaluation of investment properties | 投資物業之重估虧損 | (16,157) |
| Exchange realignment | 匯率調整 | (4,176) |
| At 31 March 2023 | 於二零二三年三月三十一日 | 35,831 |

The investment properties represent the commercial properties and car parks held by the Group for rental purpose. These properties are situated in (i) Zhanqian, Pingshan District, Benxi City, Liaoning Province, the PRC; (ii) Weisheng Qu, Mingshan District, Benxi City, Liaoning Province, the PRC; and (iii) Guangyu Road, Pingshan District, Benxi City, Liaoning Province, the PRC.

The fair values of the investment properties had been arrived at on the basis of valuations carried out by 遼寧金宇房地產土地資產評估有限公司 (“遼寧金宇”), an independent qualified professional valuer not connected to the Group. The valuations were arrived at by reference to recent market prices or market rents for similar properties in similar locations and conditions. The details of valuation techniques and inputs used in the valuations are disclosed in note 7 to the consolidated financial statements.

投資物業指本集團持有作出租用途的商業物業及停車場。該等物業位於(i)中國遼寧省本溪市坪山區站前；(ii)中國遼寧省本溪市明山區衛勝區；及(iii)中國遼寧省本溪市坪山區光裕路。

投資物業的公平值乃根據遼寧金宇房地產土地資產評估有限公司(「遼寧金宇」)(與本集團無關的獨立合資格專業估值師)進行的估值而釐定。估值乃參考類似地點及條件的類似物業的近期市價或市場租金而釐定。估值方法及估值所用輸入數據的詳情已於綜合財務報表附註7披露。

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17. INVESTMENT PROPERTIES (CONT'D)

At the end of the reporting period, the investment properties were revalued by 遼寧金宇 on the market value basis using direct comparison approach for commercial properties and the income capitalisation approach based on the capitalisation of unit market rental income of comparable properties, net of estimated development costs, in similar locations and conditions, for carparks respectively. The fair values of the investment properties were HK\$35,831,000 (2022: HK\$56,164,000) in aggregate, resulting in loss on revaluation of investment properties of HK\$16,157,000 (2022: HK\$7,056,000) recognised in profit or loss during the year.

At the end of the reporting period, the Group pledged commercial properties of HK\$20,059,000 (2022: HK\$21,854,000) to secure the borrowings granted to the Group. As at 31 March 2023, the investment properties were situated on lands in the PRC with remaining lease term ranging from 13 to 33 years (2022: 14 to 34 years).

Commitments under operating leases – as lessor

In addition to the carparks on which rental is charged on an hourly basis, the Group also leases out certain of its investment properties to third parties under operating leases with lease terms of 20 years (2022: 20 years). Monthly rental charges consist of variable payments that are based on a percentage of sales of the tenants. The terms of the leases also require the tenants to pay security deposits according to the then prevailing market conditions.

17. 投資物業(續)

於報告期末，投資物業由遼寧金宇根據市值基準採用直接比較法(就商用物業而言)及根據類似地點及條件的可比物業的單位市場租金收入資本化後(扣除估計開發成本)採用收入資本化方法(就停車場而言)進行重估。投資物業之公平值合共為35,831,000港元(二零二二年：56,164,000港元)，導致於年內損益中確認16,157,000港元(二零二二年：7,056,000港元)之投資物業重估虧損。

於報告期末，本集團抵押商業物業20,059,000港元(二零二二年：21,854,000港元)以擔保授予本集團的借貸。於二零二三年三月三十一日，投資物業位於中國的土地且剩餘租期介乎於十三至三十三年(二零二二年：十四至三十四年)。

經營租賃下的承諾—作為出租人

除按小時收取租金的停車場外，本集團亦根據經營租賃向第三方出租若干投資物業，租期為二十年(二零二二年：二十年)。每月租金包括可變付款，該等付款基於租戶銷售額的百分比。租約條款亦要求租戶根據當時的市況支付保證金。

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18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

| | | Motor vehicles | Leasehold improvement | Hydroelectric power stations and related infrastructure | Furniture, fixtures and equipment | Plant and machinery | Total |
|--|----------------------------|-------------------|--------------------------|--|---|------------------------|----------|
| | | 汽車 | 租賃物業裝修 | 水電站及 相關基礎設施 | 傢俬、 固定裝置 及設備 | 廠房及機器 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Cost | 成本 | | | | | | |
| At 1 April 2021 | 於二零二一年四月一日 | 903 | 4,737 | 41,695 | 853 | 11,060 | 59,248 |
| Additions | 添置 | - | - | - | - | 24 | 24 |
| Written off | 撇銷 | - | - | - | (705) | - | (705) |
| Exchange realignment | 匯率調整 | 37 | 196 | 2,173 | - | 641 | 3,047 |
| At 31 March 2022 and 1 April 2022 | 於二零二二年三月三十一日及 二零二二年四月一日 | 940 | 4,933 | 43,868 | 148 | 11,725 | 61,614 |
| Additions | 添置 | - | - | - | - | 46 | 46 |
| Exchange realignment | 匯率調整 | (69) | (361) | (4,162) | - | (1,027) | (5,619) |
| At 31 March 2023 | 於二零二三年三月三十一日 | 871 | 4,572 | 39,706 | 148 | 10,744 | 56,041 |
| Accumulated depreciation and impairment | 累計折舊及減值 | | | | | | |
| At 1 April 2021 | 於二零二一年四月一日 | 457 | 947 | 13,450 | 853 | 3,527 | 19,234 |
| Provided during the year | 本年度撥備 | 203 | 243 | 2,143 | - | 743 | 3,332 |
| Written off | 撇銷 | - | - | - | (705) | - | (705) |
| Exchange realignment | 匯率調整 | 22 | 43 | 465 | - | 156 | 686 |
| At 31 March 2022 and 1 April 2022 | 於二零二二年三月三十一日及 二零二二年四月一日 | 682 | 1,233 | 16,058 | 148 | 4,426 | 22,547 |
| Provided during the year | 本年度撥備 | 190 | 228 | 2,032 | - | 696 | 3,146 |
| Exchange realignment | 匯率調整 | (49) | (89) | (954) | - | (322) | (1,414) |
| At 31 March 2023 | 於二零二三年三月三十一日 | 823 | 1,372 | 17,136 | 148 | 4,800 | 24,279 |
| Carrying amount | 賬面值 | | | | | | |
| At 31 March 2023 | 於二零二三年三月三十一日 | 48 | 3,200 | 22,570 | - | 5,944 | 31,762 |
| At 31 March 2022 | 於二零二二年三月三十一日 | 258 | 3,700 | 27,810 | - | 7,299 | 39,067 |

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19. RIGHT-OF-USE ASSETS/LEASE LIABILITIES

The movements of right-of-use assets and lease liabilities are as follows:

Year ended 31 March 2023:

| | | Office premises 辦公場所 | |
|---|--------------|--|---|
| | | Right-of-use assets 使用權資產 HK\$'000 千港元 | Lease liabilities 租賃負債 HK\$'000 千港元 |
| At the beginning of the reporting period | 於報告期初 | 634 | (631) |
| Depreciation of right-of-use assets | 使用權資產折舊 | (362) | - |
| Interest expenses on lease liabilities | 租賃負債的利息開支 | - | (30) |
| Lease payments | 租賃付款 | - | 360 |
| At the end of the reporting period | 於報告期末 | 272 | (301) |
| Current portion | 即期部分 | | (301) |

19. 使用權資產／租賃負債

使用權資產及租賃負債之變動如下：

截至二零二三年三月三十一日止年度：

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**19. RIGHT-OF-USE ASSETS/LEASE LIABILITIES
(CONT'D)**

Year ended 31 March 2022:

| | | Office premises 辦公場所 | |
|---|--------------|---------------------------------|------------------------------|
| | | Right-of-use assets 使用權資產 | Lease liabilities 租賃負債 |
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| At the beginning of the reporting period | 於報告期初 | 942 | (1,205) |
| Additions | 添置 | 724 | (724) |
| Depreciation of right-of-use assets | 使用權資產折舊 | (1,032) | – |
| Interest expenses on lease liabilities | 租賃負債的利息開支 | – | (33) |
| Lease payments | 租賃付款 | – | 1,331 |
| At the end of the reporting period | 於報告期末 | 634 | (631) |
| Current portion | 即期部分 | | (363) |
| Non-current portion | 非即期部分 | | (268) |
| | | | (631) |

The Group as lessee

The Group leased office premises in Hong Kong for its daily operations for a term of two years (2022: two years) with fixed lease payments. The lease of office premises imposes a restriction that, unless approval is obtained from the lessor, the right-of-use asset can only be used by the Group and the Group is prohibited from selling or pledging the underlying assets. In addition, the Group is also required to keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.

19. 使用權資產／租賃負債(續)

截至二零二二年三月三十一日止年度：

| | | Office premises 辦公場所 | |
|---|--------------|---------------------------------|------------------------------|
| | | Right-of-use assets 使用權資產 | Lease liabilities 租賃負債 |
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| At the beginning of the reporting period | 於報告期初 | 942 | (1,205) |
| Additions | 添置 | 724 | (724) |
| Depreciation of right-of-use assets | 使用權資產折舊 | (1,032) | – |
| Interest expenses on lease liabilities | 租賃負債的利息開支 | – | (33) |
| Lease payments | 租賃付款 | – | 1,331 |
| At the end of the reporting period | 於報告期末 | 634 | (631) |
| Current portion | 即期部分 | | (363) |
| Non-current portion | 非即期部分 | | (268) |
| | | | (631) |

本集團作為承租人

本集團為其日常運營以固定租賃付款於香港租賃辦公場所，為期兩年（二零二二年：兩年）。租賃辦公場所訂有限制，即除非獲出租人批准，否則使用權資產僅可供本集團使用及禁止本集團銷售或抵押相關資產。此外，本集團亦須將該等物業保持良好維修狀況，並於租賃結束時按原本狀況交回該等物業。

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19. RIGHT-OF-USE ASSETS/LEASE LIABILITIES
(CONT'D)

The Group as lessee (CONT'D)

The Group has recognised the following amounts for the year:

| | | 2023 | 2022 |
|-------------------------------|----------|----------|----------|
| | | 二零二三年 | 二零二二年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Total cash outflow for leases | 租賃現金流出總額 | 360 | 1,331 |

Commitments under operating leases

As at 31 March 2023, the Group had no commitment for short-term leases (2022: Nil).

19. 使用權資產／租賃負債(續)

本集團作為承租人(續)

本集團於年內已確認以下金額：

| | 2023 | 2022 |
|-------------------------------|----------|----------|
| | 二零二三年 | 二零二二年 |
| | HK\$'000 | HK\$'000 |
| | 千港元 | 千港元 |
| Total cash outflow for leases | 360 | 1,331 |

經營租賃承擔

於二零二三年三月三十一日，本集團並無短期租賃承擔(二零二二年：無)。

20. TRADE RECEIVABLES, DEPOSITS AND
OTHER RECEIVABLES

20. 貿易應收款項、按金及其他應
收款項

| | | | 2023 | 2022 |
|---|------------------|-------|----------|----------|
| | | | 二零二三年 | 二零二二年 |
| | | Notes | HK\$'000 | HK\$'000 |
| | | 附註 | 千港元 | 千港元 |
| Trade receivables | 貿易應收款項 | (a) | 6,556 | 5,867 |
| Prepayments for properties for sale under development | 發展中待售物業預付款項 | | 6,858 | 7,400 |
| Prepayments for anti-epidemic facilities and environmental afforestation | 抗疫設施及環境造林預付款項 | | - | 8,633 |
| Prepayments for advertising and promotion expenses | 廣告及推廣開支預付款項 | | - | 7,400 |
| Prepayments for maintenance work of a hydroelectric power station and investment properties | 水電站及投資物業維護工程預付款項 | | - | 3,453 |
| Deposit for setting up a subsidiary | 設立附屬公司的按金 | (b) | - | 18,500 |
| Prepayments | 預付款項 | | 376 | 691 |
| Other tax receivables | 其他應收稅項 | | 8,620 | 8,926 |
| Deposits and other receivables | 按金及其他應收款項 | | 1,477 | 5,809 |
| | | | 23,887 | 66,679 |

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**20. TRADE RECEIVABLES, DEPOSITS AND
OTHER RECEIVABLES (CONT'D)**

Notes:

- (a) The ageing analysis of trade receivables, net of loss allowance, based on invoice dates which approximate the respective recognition dates, at the end of the reporting period is as follows:

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|--------------|--------|----------------------------------|----------------------------------|
| 0–30 days | 0至30日 | 542 | 1,214 |
| 31–60 days | 31至60日 | 12 | 6 |
| 61–90 days | 61至90日 | 267 | 8 |
| Over 90 days | 超過90日 | 5,735 | 4,639 |
| | | 6,556 | 5,867 |

The Group allows an average credit period ranging from 0 to 365 days (2022: 0 to 365 days) to its trade customers. Before accepting any new customers, the management assesses the credit quality of the potential customers and determine appropriate credit limits. Management closely monitors the credit quality of trade receivables and considers the trade receivables that are neither past due nor impaired to be of good quality.

The Group applies the simplified approach under HKFRS 9 to provide for ECL using the lifetime expected loss provision for trade receivables. To measure ECL, trade receivables have been grouped based on shared credit risk characteristics and past due days adjusted for forward looking information.

**20. 貿易應收款項、按金及其他應
收款項(續)**

附註：

- (a) 於報告期末，貿易應收款項(扣除虧損撥備)基於發票日期(與各確認日期相近)之賬齡分析如下：

本集團給予其貿易客戶之平均信貸期介乎0至365日(二零二二年：0至365日)。接納任何新客戶之前，管理層評估潛在客戶的信貸質量，並劃定適當的信貸額度。管理層緊密監測貿易應收款項的信貸質量，認為未逾期亦未減值的貿易應收款項的信貸質素良好。

本集團應用香港財務報告準則第9號之簡化方法就貿易應收款項採用全期預期虧損撥備計提預期信貸虧損撥備。為計量預期信貸虧損，貿易應收款項已按共同信貸風險特徵及逾期日數分類並根據前瞻性資料進行調整。

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**20. TRADE RECEIVABLES, DEPOSITS AND
OTHER RECEIVABLES (CONT'D)**

Notes: (CONT'D)

(a) (CONT'D)

| | | Over 1 year but | | | | | | | Total | |
|-------------------------------------|--------------|-------------------|------------|------------|-------------|-----------------|-------------------|--------------|-------|-------|
| | | Less than 30 days | 31-60 days | 61-90 days | 91-180 days | 181 days-1 year | less than 2 years | Over 2 years | | |
| | Current | past due | past due | past due | past due | past due | past due | past due | | |
| | 即期 | 逾期 30天內 | 逾期 31至60天 | 逾期 61至90天 | 逾期 91至180天 | 逾期 181天至1年 | 逾期 超過1年但少於2年 | 逾期 超過2年 | 總計 | |
| At 31 March 2023 | 於二零二三年三月三十一日 | | | | | | | | | |
| Weighted average expected loss rate | 加權平均預期虧損率 | 0% | 0% | 0% | 0% | 0% | 0% | 0% | 0% | |
| Receivable amount (HK\$'000) | 應收款項金額(千港元) | 1,027 | 1,049 | 317 | 10 | 1,396 | 198 | 850 | 1,709 | 6,556 |
| Loss allowance (HK\$'000) | 虧損撥備(千港元) | - | - | - | - | - | - | - | - | - |

**20. 貿易應收款項、按金及其他應
收款項(續)**

附註：(續)

(a) (續)

| | | Over 1 year but | | | | | | | Total | |
|-------------------------------------|--------------|-------------------|------------|------------|-------------|-----------------|-------------------|--------------|-------|-------|
| | | Less than 30 days | 31-60 days | 61-90 days | 91-180 days | 181 days-1 year | less than 2 years | Over 2 years | | |
| | Current | past due | past due | past due | past due | past due | past due | past due | | |
| | 即期 | 逾期 30天內 | 逾期 31至60天 | 逾期 61至90天 | 逾期 91至180天 | 逾期 181天至1年 | 逾期 超過1年但少於2年 | 逾期 超過2年 | 總計 | |
| At 31 March 2022 | 於二零二二年三月三十一日 | | | | | | | | | |
| Weighted average expected loss rate | 加權平均預期虧損率 | 0% | 0% | 0% | 0% | 0% | 0% | 0% | 0% | |
| Receivable amount (HK\$'000) | 應收款項金額(千港元) | 3,163 | 42 | 6 | 8 | 66 | 578 | 1,763 | 241 | 5,867 |
| Loss allowance (HK\$'000) | 虧損撥備(千港元) | - | - | - | - | - | - | - | - | - |

(b) As at 31 March 2022, the amount represented a refundable deposit paid to a third party in relation to a potential investment in a property development project in the PRC. No binding or definitive agreements in relation to the investment have been entered into and the deposit was refunded in July 2022.

(b) 於二零二二年三月三十一日，該款項指就中國物業發展項目的潛在投資已付第三方的可退還按金。概無就投資訂立具約束力或正式協議且按金已於二零二二年七月退還。

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**21. PROPERTIES FOR SALE UNDER
DEVELOPMENT**

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|--|----------|----------------------------------|----------------------------------|
| Properties for sale under development | 發展中待售物業 | 112,169 | 118,997 |
| Expected to be completed and available for sale: | 預計竣工並發售： | | |
| – Within one year | – 一年內 | 97,224 | 102,871 |
| – After one year | – 一年後 | 14,945 | 16,126 |
| | | 112,169 | 118,997 |

All properties for sale under development are located in the PRC.

Properties for sale under development of HK\$14,945,000 as at 31 March 2023 (2022: HK\$16,126,000) were pledged to secure banking facility with an aggregate principal amount of approximately HK\$27,145,000 (2022: HK\$29,291,000) granted to third parties.

22. PROPERTIES HELD FOR SALE

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|--------------------------|---------|----------------------------------|----------------------------------|
| Properties held for sale | 持作出售之物業 | 99,112 | 118,268 |
| Expected to be sold: | 預期出售時間： | | |
| – Within one year | – 一年內 | 99,112 | 118,268 |

All properties held for sale are located in the PRC.

21. 發展中待售物業

| | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------|----------------------------------|----------------------------------|
| 發展中待售物業 | 112,169 | 118,997 |
| 預計竣工並發售： | | |
| – 一年內 | 97,224 | 102,871 |
| – 一年後 | 14,945 | 16,126 |
| | 112,169 | 118,997 |

所有發展中待售物業均位於中國。

於二零二三年三月三十一日，發展中待售物業 14,945,000 港元（二零二二年：16,126,000 港元）已抵押以擔保授予第三方本金總額約 27,145,000 港元（二零二二年：29,291,000 港元）之銀行融資。

22. 持作出售之物業

| | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|---------|----------------------------------|----------------------------------|
| 持作出售之物業 | 99,112 | 118,268 |
| 預期出售時間： | | |
| – 一年內 | 99,112 | 118,268 |

所有持作出售之物業均位於中國境內。

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23. CONTRACT LIABILITIES

The movements (excluding those arising from increases and decreases both occurred within the same year) of contract liabilities from contracts with customers within HKFRS 15 during the year are as follows:

| | | 2023 | 2022 |
|---|-------------|----------|----------|
| | | 二零二三年 | 二零二二年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| At the beginning of the reporting period | 於報告期初 | 6,840 | 7,433 |
| Recognised as revenue | 確認為收益 | (3,276) | (5,601) |
| Receipt of advances or recognition of receivables | 收到墊款或確認應收款項 | 2,689 | 4,809 |
| Exchange difference | 匯兌差額 | (504) | 199 |
| At the end of the reporting period | 於報告期末 | 5,749 | 6,840 |

All the performance obligations that are unsatisfied as at 31 March 2023 are part of contracts that have an original expected duration of one year or less. Given that the Group applies the practical expedient in paragraph 121(a) of HKFRS 15, the transaction price allocated to these performance obligations is not disclosed.

**24. AMOUNTS DUE TO A DIRECTOR/
IMMEDIATE HOLDING COMPANY**

The amounts due are interest-free, unsecured and repayable on demand.

23. 合約負債

年內香港財務報告準則第15號範圍內客戶合約產生之合約負債變動(相同年度內因增加及減少產生之變動除外)如下:

於二零二三年三月三十一日，所有未履行之履約責任均為合約之一部分，該等合約的原預計期限為一年或以下。鑒於本集團應用香港財務報告準則第15號第121(a)段之權宜安排，該等履約責任獲分配之交易價格未予披露。

**24. 應付一名董事／直接控股
公司之款項**

應付款項為免息、無抵押並須按要求償還。

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**25. TRADE PAYABLES AND ACCRUED
CHARGES**

25. 貿易應付款項及應計費用

| | | | 2023 二零二三年 | 2022 二零二二年 |
|-----------------------|--------|-------------|-----------------|-----------------|
| | | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| Trade payables | 貿易應付款項 | (a) | 7,790 | 8,825 |
| Consideration payable | 應付代價 | (b) | – | 7,753 |
| Other creditors | 其他應付賬項 | (c) | 6,386 | 5,957 |
| Interest payable | 應付利息 | | 8,469 | 7,231 |
| Accrued expenses | 應計開支 | | 3,651 | 4,065 |
| | | | 26,296 | 33,831 |

Notes:

附註：

(a) The ageing analysis of trade payables based on invoice dates at the end of the reporting period is as follows:

(a) 於報告期末按發票日期呈列之貿易應付款項之賬齡分析如下：

| | | 2023 二零二三年 | 2022 二零二二年 |
|--------------|--------|-----------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| 61–90 days | 61至90日 | – | 493 |
| Over 90 days | 超過90日 | 7,790 | 8,332 |
| | | 7,790 | 8,825 |

The average credit period is 90 days (2022: 90 days) and certain suppliers grant longer credit period on a case-by-case basis.

平均信貸期為90天(二零二二年：90天)且若干供應商按個案基準授予更長信貸期。

(b) As at 31 March 2022, the balance represented the remaining consideration payable to Ministry of Natural Resources of the People's Republic of China and State Taxation Administration for the acquisition of properties for sale under development. The amount was settled in August 2022.

(b) 於二零二二年三月三十一日，結餘指就收購發展中物業餘下代價應付中華人民共和國自然資源部及國家稅務總局之款項。該款項已於二零二二年八月結清。

(c) Included in the other creditors were the payables of HK\$2,380,000 (2022: HK\$2,172,000) to customers under invoicing process as at the end of the year. The amount is unsecured, interest-free and has no fixed repayment term.

(c) 其他應付賬項包括於年末根據發票程序應付客戶款項2,380,000港元(二零二二年：2,172,000港元)。該款項為無抵押、免息且並無固定還款期限。

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26. BORROWINGS

26. 借貸

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|-----------------------------|----------|----------------------------------|----------------------------------|
| Other borrowings, secured | 其他借貸，有抵押 | 21,716 | 23,433 |
| Other borrowings, unsecured | 其他借貸，無抵押 | - | 16,748 |
| | | 21,716 | 40,181 |

The borrowings are repayable as follows:

借貸償還如下：

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|-----------------|-----|----------------------------------|----------------------------------|
| Within one year | 一年內 | 21,716 | 40,181 |

Included in borrowings of HK\$21,716,000 (2022: HK\$23,433,000) as at 31 March 2023 are interest-bearing at 12% per annum, secured by investment properties of HK\$20,059,000 (2022: HK\$21,854,000) and repayable on 2 May 2023 (2022: 2 May 2022). The borrowings are extended for one year to 2 May 2024 with all other terms remain unchanged on 2 May 2023.

於二零二三年三月三十一日，借貸包括21,716,000港元（二零二二年：23,433,000港元），按年利率12厘計息，由投資物業20,059,000港元（二零二二年：21,854,000港元）作擔保，並須於二零二三年五月二日（二零二二年：二零二二年五月二日）償還。於二零二三年五月二日，借貸延後一年至二零二四年五月二日，所有其他條款維持不變。

The remaining borrowings as at 31 March 2022 were interest-bearing at 12% per annum, unsecured and repaid during the year ended 31 March 2023.

於二零二二年三月三十一日的其餘借貸按年利率12厘計息，無抵押且於截至二零二三年三月三十一日止年度已償還。

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27. BONDS PAYABLE

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|---------------------|------|----------------------------------|----------------------------------|
| Corporate bonds | 公司債券 | | |
| Current liabilities | 流動負債 | 8,282 | 11,500 |

As at 31 March 2023, the Company had corporate bonds with principal amount of HK\$8,282,000 (2022: HK\$11,500,000) issued under the placing agreement dated 13 November 2018 for bonds issuance with an aggregate principal amount of up to HK\$200,000,000 (the "Placing Agreement").

The bonds carry fixed interest rates ranging from 6% to 6.5% per annum. The bonds are with a maturity period ranging from three to five years from the issue date, and the interests are paid semi-annually in arrears on 30 June and 31 December in each year and on the maturity date.

On 4 November 2022, the Company received a winding-up petition (the "Petition"), which was filed against the Company on 28 October 2022 at the High Court of the Hong Kong Special Administrative Region (the "High Court") by holders (the "Petitioner") of bonds in an aggregate principal amount of HK\$3,000,000 (the "Bonds") issued by the Company for the winding up of the Company under the provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Company has fully settled the outstanding amount due to the Petitioner and the Company and the Petitioner have signed and filed a consent summons to the High Court on 24 February 2023 to withdraw the Petition. The Company received a court order from the High Court dated 7 March 2023, which ordered, among other things, that the Petition be withdrawn. Please refer to the announcements of the Company dated 4 November 2022, 10 November 2022, 11 January 2023, 22 February 2023, 8 March 2023 and 20 March 2023 for further details.

27. 應付債券

於二零二三年三月三十一日，本公司根據日期為二零一八年十一月十三日之配售協議（內容有關發行本金總額最高為200,000,000港元之債券）發行本金額為8,282,000港元（二零二二年：11,500,000港元）之公司債券（「配售協議」）。

債券的固定年利率介乎6厘至6.5厘。債券屆滿期限為自發行日期起計三至五年，且利息須每半年支付一次（即每年六月三十日及十二月三十一日）及於到期日支付。

於二零二二年十一月四日，本公司接獲於二零二二年十月二十八日於香港特別行政區高等法院（「高等法院」）提出針對本公司之清盤呈請（「該呈請」）。該呈請由本公司所發行之債券總額為3,000,000港元之債券（「債券」）之持有人（「呈請人」）作出，旨在根據香港法例第32章《公司（清盤及雜項條文）條例》的條文，將本公司清盤。本公司已悉數結清應付呈請人的未支付款項，而本公司與呈請人已於二零二三年二月二十四日簽署並向高等法院提交同意傳票以撤銷該呈請。本公司收到自高等法院發出之日期為二零二三年三月七日之法令，頒令（其中包括）撤銷該呈請。請參閱本公司日期為二零二二年十一月四日、二零二二年十一月十日、二零二三年一月十一日、二零二三年二月二十二日、二零二三年三月八日及二零二三年三月二十日的公告，以了解更多詳情。

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27. BONDS PAYABLE (CONT'D)

On 10 November 2022, the Company received writs of summons with statements of claims from certain bond holders for certain outstanding principal and interest payables. Please refer to the announcement of the Company dated 11 November 2022 for details. The Company has reached settlements agreements with these bond holders for extension of the repayment of the outstanding amounts by instalments by December 2023. The outstanding balance as at 31 March 2023 was interest-free and repayable in accordance with the repayment schedule pursuant to the aforesaid settlement agreements.

As at 31 March 2023, bonds payable amounting to HK\$6,460,000 (2022: nil) was guaranteed by a director of the Company.

28. DEFERRED TAXATION

As at 31 March 2023, the Group has not recognised deferred tax assets in respect of tax losses of HK\$65,165,000 (2022: HK\$41,956,000) due to the unpredictability of future profit streams. HK\$39,276,000 (2022: HK\$19,996,000) of the unused tax losses will expire within 5 years and the remaining unused tax losses of HK\$25,889,000 (2022: HK\$21,960,000) may be carried forward indefinitely:

27. 應付債券(續)

於二零二二年十一月十日，本公司收到部分債券持有人就若干未償還應付本金及利息發出的傳訊令狀連同申索陳述書。請參閱本公司日期為二零二二年十一月十一日的公告，以了解詳情。本公司已就於二零二三年十二月前以分期付款方式延期償還未償還款項與該等債券持有人達成和解協議。於二零二三年三月三十一日的未償還結餘為免息及須根據上述和解協議按照還款時間表償還。

於二零二三年三月三十一日，金額為6,460,000港元(二零二二年：無)的應付債券乃由本公司一名董事提供擔保。

28. 遞延稅項

於二零二三年三月三十一日，由於未來溢利來源不可預測，本集團並未就稅項虧損65,165,000港元(二零二二年：41,956,000港元)確認遞延稅項資產。39,276,000港元(二零二二年：19,996,000港元)之未動用稅項虧損將於5年內到期，及25,889,000港元(二零二二年：21,960,000港元)之剩餘未動用稅項虧損或會無限期結轉：

| | | 2023 | 2022 |
|----------------|-------|----------|----------|
| | | 二零二三年 | 二零二二年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Year of expiry | 到期年份 | | |
| 2023 | 二零二三年 | – | 3,624 |
| 2024 | 二零二四年 | 2,319 | 2,512 |
| 2025 | 二零二五年 | 4,898 | 5,305 |
| 2026 | 二零二六年 | 7,898 | 8,555 |
| 2027 | 二零二七年 | 24,161 | – |
| | | 39,276 | 19,996 |

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28. DEFERRED TAXATION (CONT'D)

The profits earned by PRC subsidiaries from 1 January 2008 onwards would be subject to withholding tax if they are distributed. In the opinion of the directors, all undistributed profits are expected to be retained in the PRC subsidiaries and not to be remitted out of the PRC in the foreseeable future. Accordingly, no provision for deferred tax has been made. As at 31 March 2023, retained profits earned by PRC subsidiaries amounted to approximately HK\$Nil (2022: approximately HK\$8,600,000).

29. SHARE CAPITAL

28. 遞延稅項(續)

中國附屬公司自二零零八年一月一日起所賺取的利潤，如進行分配，須繳納預扣稅。董事認為，所有未分配溢利預期將保留於中國附屬公司，且於可見未來不會匯出中國。因此，並無就遞延稅項作出撥備。於二零二三年三月三十一日，中國附屬公司賺取的保留溢利約為零港元(二零二二年：約為8,600,000港元)。

29. 股本

| | | 2023 二零二三年 | | 2022 二零二二年 | |
|--|------------------------------------|-----------------------------|---------------------------------|-----------------------------|---------------------------------|
| | | Number of shares 股份數目 | Amount 金額 HK\$'000 千港元 | Number of shares 股份數目 | Amount 金額 HK\$'000 千港元 |
| Authorised: | 法定： | | | | |
| Ordinary shares of HK\$0.01 each | 每股面值0.01港元 之普通股 | 50,000,000,000 | 500,000 | 50,000,000,000 | 500,000 |
| Issued and fully paid: | 已發行及繳足： | | | | |
| At the beginning and end of the reporting period for ordinary shares of HK\$0.01 each | 於報告期初及期末， 就每股面值0.01 港元之普通股而言 | 212,839,878 | 2,128 | 212,839,878 | 2,128 |

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30. RESERVES

(a) The Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of changes in equity.

(b) The Company

The amounts of the Company's reserves and the movements therein are as follows:

30. 儲備

(a) 本集團

本集團的儲備及其變動金額呈列於綜合權益變動表。

(b) 本公司

本公司的儲備及變動金額如下：

| | | Share premium 股份溢價 HK\$'000 千港元 | Capital redemption reserve 資本贖回 儲備 HK\$'000 千港元 | Contributed surplus 繳入盈餘 HK\$'000 千港元 | Accumulated losses 累計虧損 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|--------------------------------|---|---|---|--|--------------------------------|
| At 1 April 2021 | 於二零二一年四月一日 | 394,379 | 577,204 | 139,612 | (820,963) | 290,232 |
| Loss and other comprehensive loss for the year | 本年度虧損及 其他全面虧損 | - | - | - | (4,974) | (4,974) |
| At 31 March 2022 and 1 April 2022 | 於二零二二年三月 三十一日及 二零二二年四月一日 | 394,379 | 577,204 | 139,612 | (825,937) | 285,258 |
| Loss and other comprehensive loss for the year | 本年度虧損及 其他全面虧損 | - | - | - | (63,944) | (63,944) |
| At 31 March 2023 | 於二零二三年三月 三十一日 | 394,379 | 577,204 | 139,612 | (889,881) | 221,314 |

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30. RESERVES (CONT'D)

(c) Nature and purpose of reserves

(i) Share premium

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and is not distributable but may be applied in paying up unissued shares of the Company to be issued to the shareholders of the Company as fully paid bonus shares or in providing for the premiums payable on repurchase of shares.

(ii) Contributed surplus

The Group's contributed surplus represents the difference between the nominal value of the shares of the subsidiaries acquired pursuant to the group reorganisation, over the nominal value of the Company's shares issued in exchange therefore.

(iii) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 3(n) to the consolidated financial statements.

(iv) Capital redemption reserve

Capital redemption reserve represents the cancelled shares upon repurchase of shares and accordingly the issued share capital of the Company was reduced by the nominal value of these shares. The premium on repurchase was charged against accumulated profits. An amount equivalent to the nominal value of the shares cancelled was transferred from accumulated profits to the capital redemption reserve.

30. 儲備(續)

(c) 儲備性質及目的

(i) 股份溢價

股份溢價指以高於每股股份面值的價格發行股份所產生的溢價，並非可分派但可用於繳足本公司將向其股東發行的未發行股份，作為繳足紅股或作為回購股份時應付溢價。

(ii) 繳入盈餘

本集團的繳入盈餘指根據集團重組而獲得之附屬公司股份面值與本公司就此交換所發行股份面值之間的差額。

(iii) 匯兌儲備

匯兌儲備包括因海外業務之財務報表換算而產生之所有外匯差額。儲備按綜合財務報表附註3(n)所載之會計政策處理。

(iv) 資本贖回儲備

資本贖回儲備指股份回購後已取消股份，因而本公司已發行股本根據該等股份面值扣減。回購溢價按累計溢利收取。相當於已取消股份面值之一筆金額自累計溢利轉撥至資本贖回儲備。

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31. CAPITAL COMMITMENTS

31. 資本承擔

| | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| Properties for sale under development: | | |
| Contracted but not provided for in the consolidated financial statements | 774 | 1,539 |
| 發展中待售物業： | | |
| 已訂約但未於綜合財務報表撥備 | | |

32. RELATED PARTY TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

32. 關聯方交易及持續關連交易

In addition to the transactions/information disclosed elsewhere in these consolidated financial statements, during the year, the Group entered into the following related party transactions.

除該等綜合財務報表其他地方所披露的交易／資料外，年內，本集團已訂立以下關聯方交易。

Details of the remuneration of key management personnel, who are the directors of the Company, during the year are set out in note 13 to the consolidated financial statements. Key management personnel are deemed to be the members of the Board of Directors of the Company which has responsibility for planning, directing and controlling the activities of the Group.

年內主要管理人員（為本公司董事）之酬金詳情載於綜合財務報表附註13。主要管理人員被視為本公司董事局之成員，負責規劃、指導及控制本集團之活動。

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**33. NOTES TO THE CONSOLIDATED
STATEMENT OF CASH FLOWS**

(a) Changes in liabilities arising from financing activities

The following table shows the changes in the Group's liabilities arising from financing activities during the year:

| | | Amount due | | Amount due | Trade payable | Borrowings | Bonds | Lease | Total |
|--|---------------|--------------------------|------------------------------|----------------------|---------------------|------------|----------|-------------|----------|
| | | to a director | to immediate holding company | | | | | | |
| | | Amount due to a director | holding company | to related companies | and accrued charges | Borrowings | payable | liabilities | |
| | | 應付一名董事款項 | 應付直接控股公司款項 | 應付關聯公司款項 | 貿易應付款項及應計費用 | 借貸 | 應付債券 | 租賃負債 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| At 1 April 2021 | 於二零二一年四月一日 | 177 | 2,244 | 66 | 27,642 | 22,502 | 11,500 | 1,205 | 65,336 |
| Addition of lease liabilities | 添置租賃負債 | - | - | - | - | - | - | 724 | 724 |
| Interest expenses | 利息開支 | - | - | - | - | 3,142 | 705 | 33 | 3,880 |
| Interest payables | 應付利息 | - | - | - | 3,497 | (3,186) | (355) | - | (44) |
| Change in working capital | 營運資金變動 | - | - | - | 1,478 | - | - | - | 1,478 |
| Exchange difference | 匯兌差額 | 7 | - | - | 1,214 | 1,207 | - | - | 2,428 |
| Cash inflow (outflow) from financing activities: | 融資活動現金流入(流出): | | | | | | | | |
| Advance from a director | 董事墊款 | 9 | - | - | - | - | - | - | 9 |
| Advance from immediate holding company | 直接控股公司墊款 | - | 176 | - | - | - | - | - | 176 |
| Repayment to related companies | 償還關聯公司款項 | - | - | (66) | - | - | - | - | (66) |
| New borrowings raised | 新籌集借貸 | - | - | - | - | 18,243 | - | - | 18,243 |
| Repayment of borrowings | 償還借貸 | - | - | - | - | (1,727) | - | - | (1,727) |
| Repayment of lease liabilities | 償還租賃負債 | - | - | - | - | - | - | (1,298) | (1,298) |
| Interest paid | 已付利息 | - | - | - | - | - | (350) | (33) | (383) |
| At 31 March 2022 | 於二零二二年三月三十一日 | 193 | 2,420 | - | 33,831 | 40,181 | 11,500 | 631 | 88,756 |

33. 綜合現金流量表附註

(a) 融資活動產生的負債變動

下表展示年內本集團融資活動產生的負債變動：

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**33. NOTES TO THE CONSOLIDATED
STATEMENT OF CASH FLOWS (CONT'D)**

**(a) Changes in liabilities arising from financing activities
(CONT'D)**

33. 綜合現金流量表附註(續)

(a) 融資活動產生的負債變動(續)

| | | Amount due | | Trade payable | | Bonds | Lease | |
|--------------------------------|------------------|---------------|----------|---------------|------------|----------|-------------|----------|
| | | Amount due | holding | and accrued | Borrowings | payable | liabilities | Total |
| | | to a director | company | charges | | | | |
| | | 應付一名 | 應付直接控股 | 貿易應付款項 | | | | |
| | | 董事款項 | 公司款項 | 及應計費用 | 借貸 | 應付債券 | 租賃負債 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| At 1 April 2022 | 於二零二二年四月一日 | 193 | 2,420 | 33,831 | 40,181 | 11,500 | 631 | 88,756 |
| Interest expenses | 利息開支 | - | - | - | 3,551 | 373 | 30 | 3,954 |
| Interest payables | 應付利息 | - | - | 2,067 | (2,596) | 529 | - | - |
| Change in working capital | 營運資金變動 | - | - | (6,758) | - | - | - | (6,758) |
| Exchange difference | 匯兌差額 | (14) | (156) | (2,498) | (1,386) | - | - | (4,054) |
| Non-cash transactions (note b) | 非現金交易(附註b) | - | 20,083 | (346) | (16,417) | (3,320) | - | - |
| Cash outflow from financing | 融資活動之現金流出： | | | | | | | |
| activities: | | | | | | | | |
| Repayment to a director | 償還董事款項 | (93) | - | - | - | - | - | (93) |
| Repayment to immediate holding | 償還直接控股公司款項 | - | (14,619) | - | - | - | - | (14,619) |
| company | | | | | | | | |
| Repayment of bond payable | 償還應付債券 | - | - | - | - | (800) | - | (800) |
| Repayment of borrowings | 償還借貸 | - | - | - | (1,617) | - | - | (1,617) |
| Repayment of lease liabilities | 償還租賃負債 | - | - | - | - | - | (330) | (330) |
| Interest paid | 已付利息 | - | - | - | - | - | (30) | (30) |
| At 31 March 2023 | 於二零二三年三月 三十一日 | 86 | 7,728 | 26,296 | 21,716 | 8,282 | 301 | 64,409 |

**NOTES TO THE CONSOLIDATED
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**33. NOTES TO THE CONSOLIDATED
STATEMENT OF CASH FLOWS (CONT'D)**

(b) Non cash transactions

- (i) During the year, borrowings and loan interest payables of HK\$15,462,000 and HK\$1,301,000 were settled through the current account maintained with its immediate holding company respectively.
- (ii) During the year, bonds payable and bond interest payables of HK\$3,000,000 and HK\$320,000 were settled through the current account maintained with its immediate holding company respectively.

33. 綜合現金流量表附註(續)

(b) 非現金交易

- (i) 年內，借貸及應付貸款利息15,462,000港元及1,301,000港元分別透過於其直接控股公司存置的往來賬戶償付。
- (ii) 年內，應付債券及應付債券利息3,000,000港元及320,000港元分別透過於其直接控股公司存置的往來賬戶償付。

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34. PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries are as follows:

| Company Name 公司名稱 | Place of incorporation or registration/ operations 註冊成立或 註冊/營業地點 | Nominal value of issued ordinary share capital/ registered capital 已發行普通股本面值/ 註冊資本 | Percentage of equity interests attributable to the Company 本公司應佔 股本權益百分比 | | Principal activities 主要業務 |
|-----------------------|---|---|--|---------------|--|
| | | | 2023 二零二三年 | 2022 二零二二年 | |
| 本溪尊赫實業有限公司 | The PRC* 中國* | RMB20,000,000 人民幣 20,000,000 元 | 100% | 100% | Properties investment 物業投資 |
| 本溪市威寧水力發電 有限公司 | The PRC* 中國* | RMB50,000,000 人民幣 50,000,000 元 | 100% | 100% | Operation and management of a hydroelectric power station 水電站運營管理 |
| 本溪滿族自治縣付家 水力發電有限公司 | The PRC* 中國* | RMB45,500,000 人民幣 45,500,000 元 | 100% | 100% | Operation and management of a hydroelectric power station 水電站運營管理 |
| 本溪同盛房地產開發 有限公司 | The PRC* 中國* | RMB20,050,000 人民幣 20,050,000 元 | 100% | 100% | Properties development 物業開發 |
| 本溪同盛物業管理 有限公司 | The PRC* 中國* | RMB50,000,000 人民幣 50,000,000 元 | 100% | 100% | Properties management 物業管理 |
| 本溪中富實業有限公司 | The PRC* 中國* | RMB10,000,000 人民幣 10,000,000 元 | 100% | 100% | Properties development 物業開發 |
| 本溪中富房地產開發 有限公司 | The PRC* 中國* | RMB20,000,000 人民幣 20,000,000 元 | 100% | 100% | Properties development 物業開發 |

* These subsidiaries are wholly foreign owned enterprises in the PRC.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affect the results for the year or constitute a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had any loan capital outstanding at the end of the year or at any time during the year.

34. 主要附屬公司

本公司之主要附屬公司詳情如下：

* 該等附屬公司為中國外商獨資企業。

董事認為上表所列本公司附屬公司主要影響本年度之業績，或構成本集團資產淨值主要部分。董事認為如提供其他附屬公司之詳情，將令資料過於冗長。

於本年底或本年度內任何時間，均無附屬公司有任何未償還貸款資本。

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**35. STATEMENT OF FINANCIAL POSITION OF
THE COMPANY**

35. 本公司財務狀況表

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|--|-----------------|----------------------------------|----------------------------------|
| Non-current assets | 非流動資產 | | |
| Property, plant and equipment | 物業、廠房及設備 | – | – |
| Right-of-use assets | 使用權資產 | 272 | 634 |
| | | 272 | 634 |
| Current assets | 流動資產 | | |
| Deposits and prepayments | 按金及預付款項 | 129 | 415 |
| Amounts due from subsidiaries | 應收附屬公司款項 | 273,099 | 333,090 |
| Cash and cash equivalents | 現金及現金等價物 | 2 | 10 |
| | | 273,230 | 333,515 |
| Current liabilities | 流動負債 | | |
| Accrued charges | 應計費用 | 3,650 | 4,594 |
| Amount due to a subsidiary | 應付附屬公司款項 | 1,296 | 296 |
| Amount due to immediate holding company | 應付直接控股公司款項 | 36,531 | 29,742 |
| Bonds payable | 應付債券 | 8,282 | 11,500 |
| Lease liabilities | 租賃負債 | 301 | 363 |
| | | 50,060 | 46,495 |
| Net current assets | 流動資產淨值 | 223,170 | 287,020 |
| Total assets less current liabilities | 總資產減流動負債 | 223,442 | 287,654 |
| Non-current liabilities | 非流動負債 | | |
| Lease liabilities | 租賃負債 | – | 268 |
| NET ASSETS | 資產淨值 | 223,442 | 287,386 |
| Capital and reserves | 股本及儲備 | | |
| Share capital | 股本 | 2,128 | 2,128 |
| Reserves | 儲備 | 221,314 | 285,258 |
| TOTAL EQUITY | 總權益 | 223,442 | 287,386 |

This statement of financial position was approved and authorised for issue by the Board of Directors on 30 June 2023 and signed on its behalf by

此財務狀況表已於二零二三年六月三十日獲董事局批准並授權刊發，並由以下代表簽署：

Wang Jing
王晶
Director
董事

Wang Xing Qiao
王星喬
Director
董事

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

| | | Year ended 31 March 截至三月三十一日止年度 | | | | |
|---|--------------------|------------------------------------|----------|----------|----------|----------|
| | | 2019 | 2020 | 2021 | 2022 | 2023 |
| | | 二零一九年 | 二零二零年 | 二零二一年 | 二零二二年 | 二零二三年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| CONTINUING OPERATIONS | 持續經營業務 | | | | | |
| Revenue | 收益 | 168,783 | 71,177 | 29,542 | 38,939 | 23,764 |
| Profit (Loss) before tax | 除稅前溢利(虧損) | 9,191 | (22,077) | (15,384) | (17,551) | (51,165) |
| Taxation | 稅項 | (7,607) | (2,617) | (44) | (56) | (45) |
| Profit (Loss) for the year from continuing operations | 本年度來自持續經營業務之溢利(虧損) | 1,584 | (24,694) | (15,428) | (17,607) | (51,210) |
| DISCONTINUED OPERATIONS | 已終止經營業務 | | | | | |
| Loss for the year from discontinued operations | 本年度來自已終止經營業務之虧損 | (13,308) | (4,533) | - | - | - |
| Loss for the year | 本年度虧損 | (11,724) | (29,227) | (15,428) | (17,607) | (51,210) |
| (Loss) Profit attributable to: | 下列人士應佔(虧損)溢利: | | | | | |
| Owners of the Company | 本公司擁有人 | (13,949) | (25,114) | (15,428) | (17,607) | (51,210) |
| Non-controlling interests | 非控股權益 | 2,225 | (4,113) | - | - | - |
| | | (11,724) | (29,227) | (15,428) | (17,607) | (51,210) |

| | | At 31 March 於三月三十一日 | | | | |
|---------------------------------------|--------------|------------------------|----------|----------|----------|----------|
| | | 2019 | 2020 | 2021 | 2022 | 2023 |
| | | 二零一九年 | 二零二零年 | 二零二一年 | 二零二二年 | 二零二三年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Assets and Liabilities | 資產及負債 | | | | | |
| Total assets | 總資產 | 585,669 | 368,385 | 392,725 | 412,482 | 307,229 |
| Total liabilities | 總負債 | 201,029 | 69,378 | 79,679 | 101,887 | 75,462 |
| | | 384,640 | 299,007 | 313,046 | 301,595 | 231,767 |
| Attributable to owners of the Company | 本公司擁有人應佔 | 350,768 | 299,007 | 313,046 | 301,595 | 231,767 |
| Non-controlling interests | 非控股權益 | 33,872 | - | - | - | - |
| | | 384,640 | 299,007 | 313,046 | 301,595 | 231,767 |

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中國華星