

VONGROUP LIMITED 黃河實業有限公司 Stock Code 股份代號: 318



ANNUAL REPORT 2023

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EXECUTIVE DIRECTORS

VONG Tat leong David (Chief Executive Officer)
XU Siping

INDEPENDENT NON-EXECUTIVE DIRECTORS

FUNG Ka Keung David
LAM Lee G.
WONG Man Ngar Edna

AUDIT COMMITTEE

LAM Lee G. (Chairman)
FUNG Ka Keung David
WONG Man Ngar Edna

REMUNERATION COMMITTEE

LAM Lee G. (Chairman)
FUNG Ka Keung David
VONG Tat leong David

NOMINATION COMMITTEE

VONG Tat leong David (Chairman)
FUNG Ka Keung David
LAM Lee G.

COMPANY SECRETARY

PO In San

AUDITOR

Mazars CPA Limited
Certified Public Accountants
42nd Floor, Central Plaza
18 Harbour Road
Wanchai, Hong Kong

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

17A EGL Tower
83 Hung To Road
Kwun Tong
Kowloon
Hong Kong

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
17/F, Far East Finance Centre,
16 Harcourt Road
Hong Kong

COMPANY WEBSITE

www.thevongroup.com

STOCK CODE

318

執行董事

黃達揚 (行政總裁)
徐斯平

獨立非執行董事

馮嘉強
林家禮
王文雅

審核委員會

林家禮 (主席)
馮嘉強
王文雅

薪酬委員會

林家禮 (主席)
馮嘉強
黃達揚

提名委員會

黃達揚 (主席)
馮嘉強
林家禮

公司秘書

蒲燕珊

核數師

中審眾環(香港)會計師事務所有限公司
香港執業會計師
香港灣仔
港灣道18號
中環廣場42樓

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港總辦事處及主要營業地點

香港
九龍
觀塘
鴻圖道83號
東瀛遊廣場17A

香港股份過戶登記處

卓佳登捷時有限公司
香港
夏慤道16號
遠東金融中心17樓

公司網站

www.thevongroup.com

股份代號

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CORPORATE PROFILE

企業簡介

VONGROUP AT A GLANCE

黃河集團概覽

CERTAIN KEY PERFORMANCE INDICATORS

The following summary of certain indicators is to be read subject to, and in the context of, fuller details and explanations as provided in the consolidated financial statements below.

Revenue 收益

HK\$201.6 M (百萬)

(UP (上升) 4.3%)

FY2022: HK\$193.2 m (百萬)

Technology-Related Revenue 科技相關收益

HK\$196.7 M (百萬)

(UP (上升) 5.0%)

FY2022: HK\$187.3 m (百萬)

Profit Before Taxation 除所得稅前溢利

HK\$22.8 M (百萬)

(DOWN (下跌) 11.5%)

FY2022: HK\$25.7 m (百萬)

Profit Before Taxation, before giving effect to non-cash change in fair value of investment properties

在投資物業之非現金公允價值變動前的除所得稅前溢利

HK\$27.8 M (百萬)

(UP (上升) 43.3%)

FY2022: HK\$19.4 m (百萬)

若干關鍵績效指標

以下若干指標的摘要內容，應基於下方所提供的合併財務報表中的更詳細資料和解釋，並在相關的背景情境下進行閱讀。

Total Assets 總資產

HK\$609.4 M (百萬)

(UP (上升) 3.0%)

FY2022: HK\$591.6 m (百萬)

Net Assets 資產淨值

HK\$528.7 M (百萬)

(UP (上升) 9.4%)

FY2022: HK\$483.4 m (百萬)

Gearing Ratio 槓桿比率

0.09

(DOWN (下跌) 40.0%)

FY2022: 0.15

CORPORATE PROFILE

企業簡介

AS WE HEAD INTO THE FUTURE

Vongroup Limited is a global company headquartered in Hong Kong with presence in the UK, which operates businesses primarily in software and IT services, and related consulting and business solutions, with an emphasis on deploying our portfolio of technology-for-business applications, digital transformation, and scalable cloud platforms, including, amongst others, for example, industry vertical expertise in enterprise management technologies, event management solutions, financial management solutions for major events, SaaS mobile enterprise solutions, remote learning/training solutions, and virtual/hybrid event solutions.

At this very challenging time, our team of technology-for-business professionals and our Vongroup Ecosystem of solutions, services and products help us deliver solid results.

Strengthening our Technology Solutions and Business Processes Ecosystem and Operations: Continuing Investment in Technology and Business Expertise, and Deep Knowledge in Multiple Industry Knowledge

Our VG Technology Solutions and Business Processes division intends to continue to make further investments in and reinforce our leading-edge IT and business process outsourced services for customers in Hong Kong, elsewhere in Asia, as well as the UK/EU, by continuing to leverage upon our technology and business expertise, as well as our deep knowledge in multiple industry verticals.

In particular, we expect to broaden and deepen our digital Ecosystem to further integrate AI technology, Data-Driven Intelligence, FinTech services, digital Event Management, E-Commerce, EdTech and online training, enterprise Messaging and Productivity, and Big Data Analytics, in order to entrench our continuing relationships with our customers.

當我們進入未來

黃河實業有限公司是一家總部位於香港、在英國也有業務存在的全球性公司。主要從事軟件和智能科技服務相關的諮詢和商業解決方案，並著重於部署我們的科技應用組合、數碼轉型和可擴展的雲端平台。這些解決方案包括但不限於企業管理科技的縱向行業專長、活動管理解決方案、大型活動的財務管理解決方案、軟件即服務(SaaS)的移動企業解決方案、遠程學習／培訓解決方案以及虛擬／混合活動解決方案。

在這個極具挑戰的時期，我們的科技與商業專業團隊以及黃河集團生態系統之解決方案、服務和產品，幫助我們取得了穩固的成果。

加強我們的科技解決方案和商業流程生態系統及運營：持續投資於科技和商業專業能力，並擁有多個行業知識的深度知識。

我們黃河集團科技解決方案和商業流程部門打算繼續在香港、亞洲其他地區以及英國／歐洲為客戶提供領先的智能科技和商業流程外包服務，通過持續利用我們的技術和商業專業能力，以及我們在多個行業縱向領域的深入知識，進行進一步的投資和加強。

特別是，我們預計將擴大和深化我們的數字生態系統，進一步整合人工智能技術、數據驅動的智能、金融科技服務、數字化事件管理、電子商務、教育科技和在線培訓、企業消息和生產力以及大數據分析，以鞏固我們與客戶的持續關係。

CORPORATE PROFILE

企業簡介

Capitalising on our FinTech, SaaS, VR and AR Technology-Driven Management Services to grow Mission-Critical International Events Business

We intend to develop further strategic alliances for our Claman Global Limited subsidiary, which owns and operates FringeBacker Events, one of Asia's premier SaaS platforms that specialises in event management and related fintech for large-scale events, like, for example, the Standard Chartered Hong Kong Marathon. We are proud that FringeBacker Events is continues to provide differentiated user experience through its strong, high-security premium white-label service.

We expect to also continue to strengthen Data-Driven and AI management of major international events, marathons, trade shows, ticketed events, and payment services that are Data-driven or otherwise Technology-driven.

Mega events may involve tens of thousands or hundreds of thousands of participants and interactions, which are projects that call for large-scale technology and related project management expertise, extra-high security and privacy, unique fintech payment solutions, as well as unmatched reputational assurances.

We intend to also accelerate FringeBacker Events' integrated SaaS services, virtual reality (VR) and augmented reality (AR) that fully integrate management, operations, reporting, payments and participation-engagement for customers.

利用我們的金融科技、軟件即服務(SaaS)、虛擬實境(VR)和擴增實境(AR)科技驅動的管理服務，推動關鍵性國際活動業務的增長。

我們打算進一步發展我們的子公司Claman Global Limited的戰略聯盟，該公司擁有並運營FringeBacker Events，這是亞洲一流的SaaS平臺，專注於大型活動的活動管理和相關金融科技，例如渣打香港馬拉松。我們為FringeBacker Events能夠通過其強大、高安全性的高級白標服務提供與別不同的使用者體驗感到自豪。

我們預計還將繼續加強對主要國際活動、馬拉松、貿易展覽、門票活動和資料驅動或其他科技驅動的支付服務的資料驅動和人工智能管理。

大型活動可能涉及數以萬計或數以十萬計的參與者和互動，這些專案需要大規模的科技和相關專案管理專業知識、極高的安全性和隱私保護、獨特的金融科技支付解決方案，以及優異的聲譽保證。

我們還打算加快推進FringeBacker Events的綜合SaaS服務、虛擬實境(VR)和擴增實境(AR)，完全整合管理、運營、報告、支付和參與互動等方面，以滿足客戶的需求。

CORPORATE PROFILE

企業簡介

Repositioning New Enterprise Business Practice Models: Leading-Edge Mobile Enterprise Applications for growing numbers of workers who have become accustomed to out-of-office work environments

Our TeamTech subsidiary has developed strong go-to-market strategic partnerships for our TeamSoft mobile enterprise applications, addressing the needs of enterprise staff who, in the post-COVID era, have become accustomed to out-of-office work environments.

TeamSoft leverages our industry vertical knowledge to develop, operate and manage enterprise-level SaaS mobile enterprise resource platforms to enable client enterprises to efficiently manage and operate their businesses in a post-pandemic world where the necessity for out-of-office work interaction has become a matter of daily business life.

To increase market penetration, TeamSoft has also developed industry-specific functions and products to target SMEs and is expanding its distribution networks.

Continuing Business and Technological Expansion and Development, in UK/EU and elsewhere internationally

In addition to Asian markets outside Hong Kong, we see the UK and EU as one of our potential growth markets.

To that end, we have established our presence in the UK from which the UK/EU initiatives will be based.

We intend to build upon the momentum that we have achieved in Hong Kong and elsewhere in Asia to take advantage of the potential that is driven by the markets in the UK and EU, and their increasing adoption of digital technology.

Strategic Partnerships to grow Virtual/Hybrid Conferences and Mobile Marketing Solutions.

Further to our strategic alliances and joint go-to-market cooperations, we intend to grow by establishing more business partnerships regarding virtual and hybrid conference and exhibitions and events, and mobile marketing business in Hong Kong and internationally.

Reinforcing our commitment to our clients

We have to perform in a fast-changing and uncertain world. Enterprise clients are living with the resulting economic consequences of the war in Ukraine, supply chain disruption, rising inflation, interest rate hikes, and, in case of Hong Kong, pandemic preventative measures that were in force for most of this financial year.

We help clients in upcycles and downturns, helping them with their digital transformation to the cloud, accelerating their new business models with newer technology adoptions, and bringing a high degree of multi-disciplinary experience in business and technology, together with deep understanding of multiple industry verticals. In particular, we have been engaged to provide the technology for some of the biggest, most prestigious and high-profile international sporting events that call for our experience and track record.

重新定位新的企業業務實踐模式：領先的移動企業應用，以適應越來越多習慣於辦公室外工作環境的員工。

我們的TeamTech子公司已經建立了強大的市場戰略合作夥伴關係，為我們的TeamSoft移動企業應用提供支持，滿足企業員工在後新冠疫情時代習慣於辦公室外工作環境的需求。

TeamSoft利用我們在行業縱向領域的知識，開發、運營和管理企業級SaaS移動企業資源平臺，使客戶企業能夠在後新冠疫情時代高效地管理和運營業務，辦公室外工作互動成為日常商業生活的必要之一。

為了增加市場滲透率，TeamSoft還開發了面向中小企業的行業特定功能和產品，並擴大了其分銷網路。

持續進行業務和技術的擴展和發展，在英國／歐盟和其他國際地區。

除了香港以外的亞洲市場，我們認為英國和歐盟是我們潛在的增長市場之一。

為此，我們已在英國建立了業務存在，以便在英國／歐盟協議中進行發展。

我們打算在香港和亞洲其他地區取得的勢頭基礎上，利用英國和歐盟市場的潛力和數碼科技的日益普及，進一步發展壯大。

建立戰略合作夥伴關係，推動虛擬／混合會議和移動行銷解決方案的增長。

在我們的戰略聯盟和共同市場合作的基礎上，我們打算通過建立更多關於虛擬和混合會議、展覽和活動以及移動行銷業務的商業合作夥伴關係，在香港和國際市場上實現增長。

加強對客戶的承諾

我們必須在一個快速變化和不確定的世界中表現出色。企業客戶正在面對烏克蘭戰爭、供應鏈中斷、通貨膨脹上升、利率上調以及香港在本財年大部分時間內實施的疫情預防措施所帶來的經濟後果。

我們在經濟增長週期和衰退期都能幫助客戶，協助他們進行數碼化轉型，加速採用新科技來推動他們的新業務模式，並結合深入理解多個行業縱向領域的多學科商業和科技經驗。特別是，我們已被委託為一些最大、最負盛名和備受關注的國際體育賽事提供技術支援，這需要我們豐富的經驗和良好的業績記錄。

CEO'S STATEMENT

行政總裁的聲明

Dear Shareholders,

I am pleased to announce that our Group has performed well in spite of challenging and volatile global, regional and Hong Kong environments during the financial year ended 30 April 2023.

Our Group's Performance

We are pleased that our Group has successfully maintained steady development, successfully achieving another profitable year. We have also increased revenue for our Group as a whole, as well as specifically for our technology-related business.

Our Group achieved revenue of HK\$201.6 million, a growth of 4.3%, and profit before taxation of HK\$22.8 million, a decrease of 11.3%.

Before giving effect to non-cash change in fair value of investment properties, our Group achieved profit before taxation of HK\$27.8 million, an increase of 43.3%.

Overview – the Software and IT Services Industry, and Our Group's Positioning

The Group's technology and related business provides software and IT services, and related consulting and business solutions, with an emphasis on our portfolio of technology-for-business applications, digital transformation, and scalable cloud platforms, including, amongst others, for example, industry vertical expertise in enterprise management technologies, event management solutions, financial management solutions for major events, SaaS mobile enterprise solutions, remote learning/training solutions, and virtual/hybrid event solutions.

Our Group continues to play an important role with our clients to enable their digital transformation in accelerated adoption of new technologies, helping them with their transformation initiatives that are revolutionising many sectors. We do this through strategic leverage of our Ecosystem of technology-for-business products, services and solutions, including, amongst others, our expectation that we will increasingly deploy artificial intelligence (AI) to re-position both enterprise and customer experiences.

尊敬的各位股東：

本人欣然宣佈，在截至二零二三年四月三十日止財政年度，儘管環球、區域及香港環境充滿挑戰及動蕩，本集團仍表現良好。

我們集團的業績

我們很高興本集團成功保持穩定發展，成功實現又一個盈利的一年。我們亦為整個集團，特別是科技相關業務的收入增加。

本集團實現收益201,600,000港元，增長4.3%，稅前溢利為22,800,000港元，減少11.3%。

本集團錄得在投資物業之非現金公允價值變動前的除所得稅前溢利27,800,000港元，增長43.3%。

概述－軟件和資訊科技服務行業，以及我們集團的定位

集團的科技及相關業務提供軟件和資訊科技服務，以及相關的諮詢和業務解決方案，當中重點是我們的商業科技應用程式組合，數字化轉型和可擴展雲端平台，其中包括企業管理科技，活動管理解決方案，重大活動的財務管理解決方案，SaaS移動企業解決方案等縱向行業專業知識，遠程學習／培訓解決方案，以及虛擬／混合活動解決方案。

我們集團繼續發揮重要作用，使客戶能夠通過加速採用新科技來實現他們的數碼化轉型，協助他們實現轉型計劃，從而徹底改變許多行業。我們通過戰略槓桿來實現這一目標，我們的商業科技產品、服務和解決方案生態系統，其中包括我們期望越來越多地部署人工智能(AI)來重新定位企業和客戶的體驗。

CEO'S STATEMENT

行政總裁的聲明

Our Group believes that our business remains strongly positioned, and the market demand for our core technology-for-business services and solutions is expected to support sustained growth over the long term. And, increasingly, our customers are looking to deploy a combination of products, services and solutions from our Ecosystem. Therefore, while focused on our core strength areas, we expect that growth will become more broad-based, across markets and industry verticals.

Our Group leverages our technology and business expertise, as well as deep industry verticals knowledge, to support our clients' businesses in Hong Kong and overseas with our advanced enterprise technology tools, products and services, to present cost-effective options for them to out-ribe their competitors in the market, to enable them to reform and automate their business operations during a tight labour market, and to rapidly deploy newer technologies in the face of an increasingly post-pandemic technology-savvy customer environment.

As the overall economy goes through considerable changes, and geopolitical factors, rising inflation, market volatility and tight labour markets come slow down global growth, we believe that the digital transitions that are going on now will continue to require significant investments in new technologies and external expertise, which offer meaningful growth opportunities for software and IT services businesses.

本集團相信，我們的業務仍處於強勢地位，市場對我們核心的商業科技服務和解決方案的需求預計將支援長期的持續增長。而且，我們的客戶越來越多地希望部署我們生態系統中的產品、服務和解決方案的組合。因此，在專注於我們的核心優勢領域的同時，我們預計跨市場和縱向行業的增長將變得更加廣泛。

本集團利用我們的科技和業務專長，以及深厚的縱向行業知識，以我們先進的企業科技工具、產品和服務支持客戶在香港和海外的業務，為客戶提供具成本效益的選擇，以超越市場上的競爭對手，使他們能夠在緊張的工作力市場中改革並實現業務自動化，並在新冠疫情後日益熟悉科技的客戶環境中快速部署新科技。

隨著整體經濟經歷重大變化，地緣政治因素、通脹上升、市場波動和勞動力市場緊張減緩全球增長，我們認為，正在進行的數碼化轉型將繼續需要對新科技和外部專業知識進行大量投資，這為軟件和資訊科技服務業務提供了重大的增長機會。

CEO'S STATEMENT

行政總裁的聲明

Ongoing Major Appointments and Potential Additions of Technologies

Our Group has been investing in newer technologies, including, amongst others, AI, cloud platforms, large-scale automated event management, and mobile ERP. Over the past few years, to further increase the breadth and depth of our spectrum of Vongroup's Ecosystem of technology-for-business services and solutions, we have successfully completed a number of technologies acquisitions and entered into continuing strategic alliances and joint go-to-market cooperation with leading technology partners. The business and operations integration of our technologies acquisitions and strategic technology partnerships have brought about significant concerted efforts and cross-selling opportunities to the Group, including appointments to prestigious engagements to provide the technology for some of Hong Kong's biggest and most important international events that call for the capability to provide a world-class technology platform to handle and manage tens of thousands, or hundreds of thousands, of participants or interactions.

It is inherent in the nature of the digital technology business that technologies will evolve, and old technologies will gradually become obsolete, getting replaced by newer technologies at much shorter intervals than commonly would be the case for many other tools or skillsets in other industries. Therefore, the Group is looking forward to completing and making new acquisitions that we believe would add to our accumulated business, management and sales skills in relation to technologies-for-business. We will also invest in research in areas that we expect will be important in the future, either internally or in partnership with other experts.

持續主要任命和潛在的科技增加

本集團一直投資於新科技，包括人工智能、雲端平台、大型自動化活動管理和移動ERP。過去數年，為進一步擴大我們黃河實業的商業科技服務及解決方案生態系統的廣度和深度，我們已經成功完成多項科技收購，並與領先的科技合作夥伴建立持續的戰略聯盟及聯合市場進入合作。我們的科技收購和戰略科技合作夥伴關係的業務與運營整合為本集團帶來了重大的協同努力與交叉銷售機會，包括獲委任參與知名活動，包括為香港一些規模最大、最重要的國際活動提供科技，這些活動需要提供世界級的科技平台，以處理和管理數萬或數十萬的參與者或互動。

數碼科技業務的本質是固有的，科技將不斷發展，舊科技將逐漸過時，被新科技取代，其時間間隔比其他行業的許多其他工具或技能通常要短得多。因此，集團期待完成和進行新的收購，我們相信這將增加我們在商業科技方面積累的業務、管理和銷售技能。我們還將投資於我們預計未來重要的領域的研究，無論是內部還是與其他專家合作。

CEO'S STATEMENT

行政總裁的聲明

UK/EU Expansion

We are extending our global presence by setting up our office and operations based in the United Kingdom, to direct operations in the UK/EU, and we will continue to further expand internationally, including leveraging upon our experience to provide consultancy services to improve or develop customers' technology-focused commercial models. With the combination of the Group's applied technology and commercial operation experience over the past 16 years, we look forward to continuing to grow our presence in Hong Kong, and internationally in Asia, the United Kingdom and the European Union.

Outlook – the Vongroup Ecosystem, Generative AI, and Building Partnerships

During rising markets, we help clients accelerate and rapidly expand their technologies to give them an obvious lead over their competitors; whereas during a faltering economy, we help them sustain their positioning with technology that seeks to increase efficiencies until the next market upturn comes.

The breadth and depth of our expertise within our core areas gives us a distinct competitive edge. In addition, industry verticals will continue to be our primary go-to-market business areas, and technology adoption will remain to be a key driver of business growth and transformation for our clients. We will strive to further strengthen our spectrum of Vongroup's Ecosystem of technology-for-business services and solutions. We will continue to grow our team and talent base, building partnerships with key technology providers, to continue to help our clients accelerate technology adoption and be their "digital ecosystem partner for the post-COVID world".

英國／歐盟擴張

我們通過在英國設立辦事處管理在英國／歐盟的業務和運營來擴大我們的全球業務，我們將繼續進一步在國際上擴張，包括利用我們的經驗提供諮詢服務，以改善或開發客戶以科技為中心的商業模式。憑藉集團過去16年的應用科技和商業運營經驗，我們期待繼續擴大在香港、國際亞洲、英國和歐盟的業務。

展望－黃河實業生態系統、生成式人工智能以及建立夥伴關係

在新興市場中，我們幫助客戶加速和快速擴展其科技，使其明顯領先於競爭對手；而在經濟步履蹣跚的情況下，我們幫助他們通過科技維持自己的地位，致力提高效率，直到下一次市場好轉到來。

我們在核心領域的專業知識的深度及廣度，使我們具有獨特的競爭優勢。此外，縱向行業將繼續是我們進入市場的主要業務領域，科技採用仍將是我們客戶業務增長和轉型的關鍵驅動力。我們將努力進一步加強黃河實業之商業科技服務和解決方案生態系統的廣度和深度。我們將繼續擴大我們的團隊和人才基礎，與關鍵科技供應商建立合作夥伴關係，以繼續幫助我們的客戶加速科技採用，並成為他們「後疫情時代的數位生態系統合作夥伴」。

CEO'S STATEMENT

行政總裁的聲明

Significant advancements of AI have already been seen in many industries, like finance, government services, health care, criminal justice, transportation, and smart cities that have changed the manner of decision-making, business models, risk mitigation, and system performance. We therefore expect that newer technologies like generative AI and machine learning will be amongst our several key focus technologies going forward, and that their impact on life and business will not be insignificant, especially as we now witness a transitioning process from predictive AI to generative AI, which we would expect may likely benefit the software and IT services industry, through clients' needs for further investment in technology innovation and expertise.

We continue expect that global, regional and Hong Kong business activity will remain challenging, posing significant tough decisions for our clients. However, with many enterprises relying on technology more than ever to drive their competitive differentiation, many industry experts expect that software and IT services spending will continue to increase versus overall tech spending, which is a trend that would benefit our Group's business prospects.

On behalf of the Board, I would like to sincerely thank all our team members for their support, hard work and dedication this year. We also acknowledge and thank our customers, partners, shareholders and other stakeholders for their continued support and trust. We look forward to a successful future together.

Vong Tat leong David

Chief Executive Officer and Executive Director

Hong Kong, 29 August 2023

人工智能已經在許多行業取得了重大進展，如金融、政府服務、醫療保健、刑事司法、交通和智慧城市，這些行業改變了決策方式、商業模式、風險緩解和系統性能。因此，我們預計生成式人工智能和機器學習等新科技將成為我們未來的幾項重點科技之一，它們對生活和商業的影響將不是微不足道的，特別是我們現在見證了從預測人工智能到生成人工智能的過渡過程，我們預計這可能會使軟件和資訊科技服務行業受益，通過客戶對科技創新和專業知識的進一步投資需求。

我們繼續預期，全球、區域和香港的商務工作仍將充滿挑戰，給我們的客戶帶來重大的艱難決定。然而，由於許多企業比以往任何時候都更加依賴科技來推動其競爭優勢，許多行業專家預計，軟件和資訊科技服務支出將繼續增加，而不是整體科技支出，這一趨勢將有利於我們集團的業務前景。

我謹代表董事會衷心感謝所有團隊成員今年的支援、辛勤工作和奉獻精神。我們也感謝我們的客戶、合作夥伴、股東和其他利益相關者一直以來的支援和信任。我們共同期待一個成功的未來。

黃達揚

行政總裁兼執行董事

香港，二零二三年八月二十九日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Overview of Technology-Related Service Industry

Global, regional and Hong Kong economic indicators during the financial year ended 30 April 2023 were severely impacted by, amongst other factors, the war in Ukraine throughout this financial year, and, in the case of Hong Kong in particular, COVID pandemic preventative measures and border controls until the later part of this financial year. The war in Ukraine took its toll on business, due to severe global supply chain disruptions, resultant inflation, and persistently rising interest rates. At the same time, COVID pandemic preventative measures and border controls enforced by mainland China, Hong Kong and Macau witnessed continuing business and logistics difficulties experienced by many clients.

According to Gartner, Inc's January 2023 forecast, while inflation continues to erode consumer purchasing power and drive technology device spending down, overall enterprise IT spending is expected to remain strong. In this regard, enterprises and consumers appear to face very different economic realities: for instance, while inflation seems to be devastating many consumer markets, contributing to increased layoffs at many B2C companies, many enterprises are however continuing to increase spending on digital business initiatives despite global economic slowdown. The Gartner forecast explains what we have observed with our clients, that is, that a turbulent economy may change the context of a company's business decisions, delays decision-making, or re-orders business priorities; however, in many situations, IT spending may be relatively less affected by such onslaught of recession forces.

Many enterprises appear to have come to live with this new mode of business operations, that is, they have been increasing their adoption of technology for, and by, both business and customer usage. For example, global technology spending on software and IT services exceeded US\$2,000 billion in 2022, according to Gartner's estimates, of which IT services grew to US\$1,200 billion, driven in part by accelerated cloud adoption. In addition, we believe that there has been a decision by many enterprises to increase their outsourcing component to external expertise, to address a tight labour market where many skilled IT staff have been migrating away from in-house employment towards technology and service providers who can keep up with increased compensation requirements and career development opportunities.

In contrast with IT services growth, Gartner estimated that global spending on technology devices fell 11% to US\$700 billion in 2022. This observation is consistent with the Group's direction to focus on software and IT services, and related consulting and business solutions, with an emphasis on our portfolio of technology-for-business applications, digital transformation, and scalable cloud platforms, including, amongst others, for example, industry vertical expertise in enterprise management technologies, event management solutions, financial management solutions for major events, SaaS mobile enterprise solutions, remote learning/training solutions, and virtual/hybrid event solutions.

Vongroup's Business

Overall Performance; an Overview

The Group's main revenue generating business is a technology and related business where we provide software and IT services, and related consulting and business solutions, with an emphasis on our portfolio of technology-for-business applications, digital transformation, and scalable cloud platforms, including, amongst others, for example, industry vertical expertise in enterprise management technologies, event management solutions, financial management solutions for major events, SaaS mobile enterprise solutions, remote learning/training solutions, and virtual/hybrid event solutions.

Our Group leverages our technology and business expertise, as well as deep industry verticals knowledge, to support our clients' businesses in Hong Kong and overseas with our advanced enterprise technology tools, products and services, to present cost-effective options for them to out-ribe their competitors in the market, to enable them to outsource essential work during a tight labour market, and to rapidly deploy newer technologies in the face of an increasingly post-pandemic technology-savvy customer environment.

The Group's international footprint has been extending by setting up our UK/EU regional headquarters in the United Kingdom, which directs our operations for the UK/EU region.

與科技相關的服務行業概覽

於截至二零二三年四月三十日止的整個財政年度，全球、地區及香港經濟指標遭，其中包括烏克蘭戰爭的嚴重影響，尤其是直至本財政年度下半年香港的新冠疫情預防措施和邊境管制。由於全球供應鏈嚴重中斷，由此產生的通貨膨脹和持續攀升的利率，烏克蘭戰爭對企業造成了損失。與此同時，中國大陸、香港和澳門實施的新冠疫情預防措施和邊境管制更令許多客戶持續面臨業務和物流困境。

根據高德納公司於二零二三年一月的預測，儘管通貨膨脹繼續侵蝕消費者購買力並推動科技設備支出下降，但預計整體企業資訊科技支出將保持強勁。就此而言，企業和消費者似乎面臨截然不同的經濟現實：例如，雖然通貨膨脹似乎正在摧毀許多消費市場，導致多家公司對客戶商業模式的裁員增加，但儘管全球經濟放緩，許多企業仍在繼續增加數碼化業務計劃的支出。高德納預測闡釋我們對客戶的觀察，即動蕩的經濟可能會改變公司業務決策的背景，延遲決策或重新安排業務優先順序；然而，在許多情況下，資訊科技支出可能受到經濟衰退衝擊的影響相對較小。

許多企業似乎已接受這種新的業務運營模式，即彼等一直在增加對業務和客戶使用科技的採用。例如，根據高德納估計，二零二二年全球在軟件及資訊科技服務方面的科技支出超過20,000億美元，其中資訊科技服務增至12,000億美元，部分原因是加速雲端採用。此外，我們認為，許多企業已決定將其外包部分增加給外部專家，以應對勞動力市場緊張問題，許多熟練的資訊科技人員已經由內部工作轉向能夠跟上加薪要求和職業發展機會的科技及服務提供者。

與資訊科技服務增長相比，高德納估計，二零二二年全球科技設備支出下降11%至7,000億美元。這一觀察結果與集團專注軟件及資訊科技服務以及相關諮詢和業務解決方案的方向一致，重點是我們的商業科技應用程式組合，數碼化轉型及可擴展雲端平台，其中包括企業管理科技、活動管理解決方案、大型活動財務管理解決方案、SaaS移動企業解決方案、遠程學習／培訓解決方案以及虛擬／混合活動解決方案等縱向行業專業知識。

黃河實業的業務

整體表現；概覽

集團的主要創收業務為科技及相關業務，我們提供軟件及資訊科技服務，以及相關諮詢及業務解決方案，重點是我們的商業科技應用程式組合，數碼化轉型及可擴展雲端平台，其中包括企業管理科技、活動管理解決方案、大型活動財務管理解決方案、SaaS移動企業解決方案、遠程學習／培訓解決方案以及虛擬／混合活動解決方案等縱向行業專業知識。

本集團利用我們的科技及業務專長以及深層縱向行業知識，以我們先進的企業科技工具、產品及服務支持客戶於香港和海外的業務，為客戶提供具成本效益的選擇，以助他們超越市場上的競爭對手，使他們能夠在緊張的勞動力市場中優化和自動化業務操作，以及外包基本工作，並在新冠疫情後日益熱識科技的客戶環境中快速部署更新科技。

集團通過在英國設立英國／歐盟地區總部擴展其國際足跡，該總部負責指導我們在英國／歐盟地區的業務。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

In spite of global, regional and Hong Kong headwinds, we are pleased that our Group has successfully maintained steady development, successfully achieving another profitable year. We have also increased revenue for our Group as a whole, as well as specifically for our technology-related business.

儘管面臨全球、地區及香港的逆境，我們很高興集團成功保持穩健發展，成功實現又一個盈利年度。我們亦增加集團的整體收入，特別是科技相關業務收入。

For the financial year ended 30 April 2023 截至二零二三年四月三十日止財政年度

- 4.3% increase in revenue to HK\$201.6 million (2022: HK\$193.2 million)
收入增加4.3%至201,600,000港元(二零二二年：193,200,000港元)
- 11.3% decrease in profit before taxation to HK\$22.8 million (2022: HK\$25.7 million)
除稅前溢利減少11.3%至22,800,000港元(二零二二年：25,700,000港元)

Cross-disciplinary Experience in Technology and Business; Deep Knowledge of Multiple Industry Verticals

Our Group has been providing software and IT services to clients across a range of industries in Hong Kong and regionally in their digital transformational journeys and requirements, including when the outbreak of the pandemic in 2020 brought about sudden and increased demand for remote and other newer technologies to support a workforce that was at that time increasingly working from home or to support client interactions that were increasingly or predominantly conducted online. These client demands have now continued to evolve and broaden in the post-pandemic era as enterprises and clients have become more technology-savvy, and many of them are not prepared to turn back to the lower or more simplistic levels of technology adoption that were prevalent in the pre-pandemic era.

We believe that our successful performance in our core technology-related business may be attributed to factors that include, for example: our Group's longer-term mission to establish strategic partnerships with our customers and other experienced organizations, our nimble organization structure that allows us to adapt and deploy resources to different client industries at short notice, our acknowledged expertise in cloud platforms for mega events that involves hundreds of thousands of people or payments that therefore enables us to operate in a scalable manner, our stable management team with expertise and experience that transcends multiple technology, business and financial industries, not just IT, both in Hong Kong and overseas, our corresponding investment in talent development, research and innovation, our continuing programme to pre-build newer technology capabilities that we expect clients may come to demand in the near future, and our excellence in service execution that generates a high degree of customer satisfaction.

For example, our Group's TeamTech business develops, operates and manages enterprise-level SaaS mobile enterprise resource platforms to enable client enterprises to efficiently manage and operate their businesses in a post-pandemic world where the necessity for out-of-office work interaction has become a matter of daily business life.

And our Group's deep industry expertise in multiple verticals, our robust reputation and track record, together with our comprehensive and growing portfolio of tools, services and solutions, offers an attractive proposition for many of our clients. For example, our Group's FringeBacker Events business develops, operates and manages cloud platforms for, amongst others, mega international event industries, like the Standard Chartered Hong Kong Marathon. Mega events involve tens of thousands or hundreds of thousands of participants and interactions, which are projects that call for large-scale technology and related project management expertise, extra-high security and privacy, unique fintech payment solutions, as well as unmatched reputational assurances. And our Group's Greenie EdTech business is focused on remote learning and training industries.

To maximize business opportunities, we cross-sell and leverage our different technology and business capabilities and deep contextual experience in our clients' industries to provide unique, high-quality and high-benefit business results that are targeted to make a difference for them. Where cross-border needs are called for, we deliver our services by deploying our 24/7 Borderless Services infrastructure and location-agnostic working method, where we deploy our resources from multiple locations in order to maximize our ability to support clients wherever their businesses or needs may be situated.

科技及商業的跨領域經驗；對多個縱向行業的深入了解

集團一直為香港及區內各行各業的客戶提供軟件及資訊科技服務，以滿足其數碼化轉型征程及要求，包括二零二零年新冠疫情爆發時，對遠程及其他較新科技的需求突然增加，以支持當時日益加劇的在家工作的人力安排，或支持當時急劇需要的甚至成為唯一在進行的網上客戶互動。隨著企業和客戶日益熟識科技，該等客戶需求在後新冠疫情時代繼續發展和擴大，其中許多客戶不準備採用回到新冠疫情前普遍存在的較低或更簡單的科技水平。

我們相信，我們在核心科技相關業務中的成功表現可歸因於以下因素，例如：集團與客戶和其他經驗豐富的組織建立戰略夥伴關係的長期目標，我們靈活的組織結構使我們能夠在短時間內適應和部署資源至不同客戶行業，我們在涉及數十萬人或交易支付的大型活動的雲端平台方面公認的專業知識，因此使我們能夠以可擴展方式運營的付款，我們穩定的管理團隊擁有超越香港和海外多個科技、商業和金融行業，具備不僅僅是資訊科技的專業知識和豐富經驗，我們在人才發展、研究和創新方面的相應投資，我們持續計劃預先建立我們預期客戶在不久將來可能需要的更新科技能力，以及我們卓越的服務執行產生較高的客戶滿意度。

例如，集團的TeamTech業務開發、運營和管理企業級SaaS移動企業資源平台，使客戶企業能夠在後新冠疫情時期有效管理和運營其業務，其中在辦公室外工作互動已成為日常業務生活中的一部分。

此外，集團在多個縱向領域的深層行業專業知識，我們良好的聲譽及往績記錄，以及我們全面且不斷增長的工具、服務及解決方案組合，為我們的許多客戶提供具吸引力的意見。例如，集團的FringeBacker Events業務其中包括為香港渣打馬拉松等大型國際活動行業開發、運營和管理雲端平台。大型活動涉及數萬或數十萬的參與者和互動，該等項目需要大規模科技及相關項目管理專業知識、超高安全性及隱私性、獨有的金融科技支付解決方案以及優異的聲譽保證。而集團的Greenie EdTech業務則專注於遠程學習和培訓行業。

為了最大限度地利用商機，我們交叉銷售並利用我們不同的科技及業務能力以及客戶所在行業的深厚背景經驗，以提供獨有、高品質和高收益的業務成果，旨在為他們帶來改變。對於有跨境需求的行業，我們通過部署我們的24/7無邊界服務基礎設施和與位置無關的工作方法提供服務，我們從多個地點部署資源，以最大限度地提高支援客戶的能力，無論彼等業務或需求位於何處。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Strategy for Sustainability-move towards a much more technologically-accepting and technologically-demanding market

One of the core values of our business is to be customer-focused in terms of our organization and service delivery process. This means that we place a high degree of emphasis on research and prediction of clients' likely newer technology-for-business needs in the near future. In this manner, we identify highly-probable client needs before they are expressed to us, and we therefore target to make development and/or technology investment decisions early.

For example, during the previous financial year ended 30 April 2022, amidst the COVID pandemic, we had believed that the post-COVID era would likely transition to a normalcy that would see the market maturing into becoming significantly more technologically-accepting, as well as more technologically-demanding. We had envisaged that even newer and more extended forms of digital and remote interaction, in particular higher security, privacy and compliance needs, based on cloud technology, would rank amongst some of the next significant business demands from our enterprise clients across different industries, both in Hong Kong and internationally. We therefore dedicated resources to R&D in newer technologies and commercial applications to eventually meet this prospective demand. This direction at that time is now delivering continuing results for our Group during the current financial year.

To this end, during the financial year under review, our Group has been broadening and deepening our client relationships and analysis of likely future needs, as we have done over the past several years, in order to explore newer business opportunities and newer ways to deploy new technologies, and services, solutions and products and platforms to proactively add commercial value for our clients.

By deploying this early research strategy, the Group has been able to become a leader or pioneer in a number of technology-for-business areas, including, for example, developing and managing a leading technology platform for some of Hong Kong's biggest mega sporting events, like marathons, as well as developing and managing a leading mobile SaaS enterprise resources platform for out-of-office business activity and collaboration.

Increased success in this strategy has helped drive a steady flow of services that have generated business for our Group on a year-after-year basis, from repeat clients. And, over the years, this has resulted in strong relationships with clients, an engaging and rewarded team of staff, an industry-wide reputation for quality, reliability and security, an expansion of potential client markets, as well as a proven track record of delivering value for our shareholders.

Business & Technological Expansion and Development

Since 2007, at different times, the Group has been engaged in technology and related business where we provide software and IT services, and related consulting and business solutions, with an emphasis on our portfolio of technology-for-business applications, digital transformation, and scalable cloud platforms, including, amongst others, for example, industry vertical expertise in enterprise management technologies, event management solutions, financial management solutions for major events, SaaS mobile enterprise solutions, remote learning/training solutions, and virtual/hybrid event solutions.

During the current financial year, our Vongroup Ecosystem of products and services for providing technology-for-business services and solutions has achieved a number of business expansion and development milestones, including, amongst others:

- **International Clients; UK/EU Presence; Technology-for-business Solutions & Services.** Our Group has continued to grow its diversified client base and has achieved continued success not only in securing clients in Hong Kong, but also regionally in mainland China, South Korea, Japan, Indonesia, Thailand, and elsewhere in Southeast Asia, as well as establishing our UK/EU regional headquarters in the United Kingdom to direct operations in that region. Our clients that we serve cover a broad spectrum from small local companies to international enterprises. Industry verticals has continued to be our primary go-to-market business areas, we have continued to secure new and renewal businesses during the year, including customers in investment banking, financial services, wealth management, legal services, marine & engineering service, ecommerce, education and training, media and entertainment industries, hospitality and retail, marathon and other major leisure and sporting events.

可持續發展戰略：邁向科技接受度及科技要求更高的市場

在我們的組織和服務交付流程方面以客戶為中心是我們業務的核心價值之一。這表示我們高度重視研究和預測客戶在不久將來可能更新的商業科技需求。通過這種方式，我們在客戶向我們表述前已經意識到客戶極有可能的需求，因此我們的目標是儘早部署科技開發以及科技投資決策。

例如，截至二零二二年四月三十日止先前財政年度，於新冠疫情期間，我們當時已部署新冠疫情時代可能會過渡至常態，我們認為屆時市場將日趨成熟，變得更加接受科技，對科技要求也越來越高。我們曾預料，基於雲端科技的更新及擴展形式的數碼與遠程互動，特別是更高的安全、隱私與合規需求，將成為我們香港及國際不同行業的企業客戶的下一個重要業務需求之一。因此，我們將資源投入更新科技及商業應用的研發，以最終滿足這一潛在需求。當時的這個方向現正為集團於本財政年度帶來持續成果。

為此，於回顧本財政年度，本集團一直擴闊及深化客戶關係及分析未來的可能需求，正如我們於過去數年所踐行者，以探索更新的商機及部署新科技、服務、解決方案、產品及平台的更新方法，以積極為客戶增加商業價值。

通過部署這一早期研究策略，集團已成為多個商業科技領域的領導者或開拓者，包括為香港若干大型體育賽事（如馬拉松）開發和管理領先的科技平台，以及開發和管理領先的移動SaaS企業資源平台，用於辦公室外商務活動和協作。

這一策略的成功率不斷提高，有助於推動源源不斷的服務，這些服務年復一年地為集團帶來回頭客業務。多年來，這使得我們與客戶建立牢固關係，擁有一個敬業和有益的員工團隊，在品質、可靠性和安全性方面享有全行業聲譽，擴大潛在客戶市場，以及為股東提供價值的良好往績記錄。

業務及科技擴展與發展

自二零零七年以來，集團在不同時期從事科技及相關業務，提供軟件及資訊科技服務，以及相關諮詢及業務解決方案，重點是我們的商業科技應用程式組合、數碼化轉型及可擴展雲端平台，其中包括企業管理科技、活動管理解決方案、大型活動財務管理解決方案、SaaS移動企業解決方案、遠程學習／培訓解決方案以及虛擬／混合活動解決方案等縱向行業專業知識。

於本財政年度，黃河實業的科技產品及科技服務的生態系統為企業提供科技服務和解決方案，實現了多項業務擴展及發展里程碑，其中包括：

- **國際客戶；英國／歐盟業務；商業科技解決方案及服務。**集團持續發展多元化客戶群，不僅在香港，而且在中國大陸、韓國、日本、印尼、泰國和東南亞其他地區獲取客戶方面取得持續成功，並在英國設立英國／歐盟地區總部，以指導該地區的業務。我們服務的客戶涵蓋從小型本地公司到國際企業的廣泛範圍。縱向行業仍為我們進入市場的主要業務領域，我們於本年度繼續獲得新業務以及重續業務，包括投資銀行、金融服務、財富管理、法律服務、海洋及工程服務、電子商務、教育和培訓、媒體和娛樂行業、酒店和零售、馬拉松和其他主要休閒和體育賽事等領域的客戶。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Some of our most sought-after solutions and services has continued to be: enterprise architecture design and review, digital adoption and technology transformation, next-generation AI-integrated workflow and work management systems with remotely operated functionalities, and intelligent controls using IoT. The foundation for our innovative all-in-one digital platform, which is being developed to help our clients manage across the entire value chain, and integrate data from sales, marketing, cost estimation and control, production management, inventory and facilities management, billing, finance, accounting, human resources, and other business functions. Our comprehensive and sustainable technology-for-business solutions enables superior decision-making across a wide range of operations through advanced analysis using machine learning and AI. With our accumulated global knowledge and technological capabilities, we can anticipate and address key problems and challenges that our clients face at different stages, such as talent retention, by using digital technologies to increase employee's job satisfaction, productivity and improve the work-life balance of employees. Another example, is by using our AI-based cross-section estimations to help our clients implement optimal structural workflow and planning to enable better execution using accurate forecasts of materials and personnel required to achieve target schedules, improve visibility of project progress, enhance work productivity and business efficiency through better designs, better control of project risks, and improved KPIs for quality, cost, schedule, safety, and the environment.

- **Event Management Solutions.** Following the business and operational integration of Claman Group Limited's FringeBacker Events international cloud management solutions system for major events, during the year, FringeBacker Events has expanded its business and sales operations, in order to meet the expected post-COVID demand for digital management of large-scale international events, including sports, music, performance, as well as virtual and hybrid events like conferences and trade shows. To this end, our FringeBacker Events subsidiary was appointed to provide the technology for the Standard Chartered Hong Kong Marathon and others.
- **Financial Management Solutions.** FringeBacker Events has also further developed its financial management solutions for large-scale ticketed entertainment admissions for post-COVID lifestyle, including the upcoming integration of NFT, cashless systems and other advanced digital tools to address industry problems and bottlenecks. FringeBacker Events's instant cashless event payment system is an advanced payment technology, that is frictionless, cloud optimized and offers an innovative, cost-effective, payment solution that is designed to accelerate and drive new fee-based revenues for clients. Hosted on a public cloud, the solution is very resilient, highly secured, customizable and can be auto-scaled.
- **SaaS Mobile Enterprise Solutions.** During the year, TeamTech Digital Corporation's TechSoft has further developed its SaaS work productivity and team collaboration mobile application. To increase market penetration, TeamSoft has also developed industry-specific functions and products to target SMEs and expanding its distribution networks.
- **Virtual/Hybrid Conferences and Mobile Marketing Solutions.** Continued to expand our strategic alliances and joint go-to-market cooperation regarding virtual and hybrid conference and exhibitions, and mobile marketing business in Hong Kong and internationally.

As a result of the Group's achievements, the Group's revenue for the year increased by 4.3% to HK\$201.6 million, and technology sector revenue increased by 5.0% to HK\$196.7 million.

OUTLOOK

Although COVID pandemic prevention measures and related travel restrictions in relation to mainland China, Hong Kong, and Macau eased towards the latter part of the financial year ended 30 April 2023, many uncertainties remain in the global environment, including, amongst others, escalating geopolitical conflict and the ongoing war in Ukraine, resulting in continuing global uncertainty. We expect that global, regional and Hong Kong business activity will remain challenging, posing significant tough decisions for our clients. However, many industry experts expect that software and IT services spending will continue to increase, which is a trend that would benefit our Group's business prospects.

我們最受歡迎的若干解決方案及服務仍為：企業架構設計及審查、數碼採用及科技轉型、具有遠程操作功能的下一代人工智能集成工作流程及工作管理系統，以及使用物聯網的智能控制。我們創新一體化數碼平台的基礎，該平台旨在幫助我們的客戶管理整個價值鏈，並整合來自銷售、營銷、成本估計及控制、生產管理、庫存和設施管理、計費、財務、會計、人力資源及其他業務職能的數據。我們全面且可持續的商業科技解決方案通過使用機器學習及人工智能的高級分析，在廣泛的運營中實現卓越的決策。憑藉我們積累的全球知識和科技能力，我們可通過使用數碼科技提高員工的工作滿意度和生產力及改善員工的工作與生活平衡預測和解決客戶在不同階段面臨的關鍵問題及挑戰，例如人才挽留。另一個例子為，通過使用我們基於人工智能的橫截面估算來幫助我們的客戶實施最佳的結構工作流程及規劃，通過準確預測實現目標進度所需的材料和人員優化執行，提高項目進度的可見性，通過更好的設計、更好地控制項目風險以及改進質量、成本、進度、安全及環境的關鍵績效指標來提高工作效率及經營效率。

- **活動管理解決方案。**繼Claman Group Limited旗下FringeBacker Events針對大型活動的國際雲端管理解決方案系統的業務和運營整合後，FringeBacker Events已於本年度擴大其業務及銷售業務，以滿足新冠疫情後對大型國際活動，其中包括體育、音樂、表演以及會議及貿易展覽等虛擬和網上實體混合型活動的數碼管理的預期需求。值得一提的是，我們的FringeBacker Events附屬公司獲委任為香港渣打馬拉松及其他活動提供科技。
- **財務管理解決方案。**FringeBacker Events亦進一步開發了其財務管理解決方案，用於新冠疫情後生活方式下的大規模票務娛樂入場，包括即將進行的整合非同質化代幣、無現金系統和其他先進的數碼工具，以解決行業問題及瓶頸。FringeBacker Events的即時無現金活動支付系統屬一種先進的支付科技，無摩擦，雲端最佳化，並提供創新、具有成本效益的支付解決方案，旨在加速和推動為客戶帶來新的付費收入。該解決方案基於公共雲端，高彈性、高度安全、可定製，且可自動調節。
- **SaaS移動企業解決方案。**於本年度，TeamTech Digital Corporation的TeamSoft已進一步開發SaaS工作效率及團隊協作移動應用程式。為提高市場滲透率，TeamSoft亦開發了針對中小企業及旨在擴展其分銷網絡的行業特定功能及產品。
- **虛擬／混合會議及移動營銷解決方案。**持續擴大我們於香港和國際的虛擬及混合會議和展覽以及移動營銷業務方面的戰略聯盟和市場聯營合作。

由於集團取得的成就，集團年內的收入增加4.3%至201,600,000港元，及科技分部收入增加5.0%至196,700,000港元。

前景

儘管截至二零二三年四月三十日止財政年度下半年，與中國大陸、香港和澳門有關的新冠疫情預防措施和相關旅行限制有所放寬，但全球環境仍存在許多不確定性，包括（其中包括）地緣政治衝突升級和烏克蘭戰爭持續，導致全球持續不明朗。我們預計全球、地區及香港的商務活動仍將充滿挑戰，給我們的客戶帶來重大艱難決定。然而，許多行業專家預計軟件及資訊科技服務支出將繼續增加，這一趨勢將有利於集團的業務前景。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Industry verticals will continue to be our primary go-to-market business areas, and technology adoption will remain to be a key driver of business growth and transformation for our clients. We will strive to further increase the breadth and depth of our spectrum of Vongroup's ecosystem of technology-for-business services and solutions. We will continue to growing our team and talent base, building partnerships with key technology providers, in order to continue to help our clients accelerate technology adoption and be their "digital ecosystem partner for the post-COVID world".

Potential Additions – Technologies

It is inherent in the nature of the digital technology business that technologies will evolve, and old technologies will gradually become obsolete, getting replaced by newer technologies at much shorter intervals than commonly would be the case for many other tools or skillsets in other industries. Therefore, the Group is looking forward to completing and making new acquisitions that we believe would add to our accumulated business, management and sales skills in relation to technologies-for-business. These potential additions include the acquisition of equity interest in Rosarini International Limited's FashionTech business.

Overseas growth

We are extending our global presence with setting up our office and operations based in the United Kingdom, to direct operations in the UK/EU, and we will continue to further expand internationally, including leveraging upon our experience to provide consultancy services to improve or develop customers' technology-focused commercial models. With the combination of the Group's applied technology and commercial operation experience over the past 16 years, we look forward continuing to grow our presence in Hong Kong, and internationally in Asia, the United Kingdom and the European Union.

BUSINESS REVIEW

Technology-Related Business

The Group's main revenue generating business is a technology and related business where we provide software and IT services, and related consulting and business solutions, with an emphasis on our portfolio of technology-for-business applications, digital transformation, and scalable cloud platforms, including, amongst others, for example, industry vertical expertise in enterprise management technologies, event management solutions, financial management solutions for major events, SaaS mobile enterprise solutions, remote learning/training solutions, and virtual/hybrid event solutions.

The Group's technology-related business segment recorded steady performance – it achieved revenue increase of 5.0% to HK\$196.7 million (2022: HK\$187.3 million), and profit for the year was HK\$39.9 million (2022: HK\$26.2 million).

Technology-Related Business – Potential Additions

It is inherent in the nature of the digital technology business that technologies will evolve, and old technologies will gradually become obsolete, getting replaced by newer technologies at much shorter intervals than commonly would be the case for many other tools or skillsets in other industries. Therefore, the Group is looking forward to completing and making new acquisitions that we believe would add to our accumulated business, management and sales skills in relation to technologies-for-business.

These potential additions include, for example, the acquisition of equity interest in Rosarini International Limited's FashionTech business.

Property and other Businesses

The Group's property-related business is managed with a two-pronged approach of value gain and rental income to optimize value creation for our shareholders. The Group has continued to manage its operations by identifying optimal opportunities to acquire, manage and operate undervalued properties, including (i) commercial properties (retail and offices), especially in Kowloon East CBD, in line with the government's CBD 2.0 policy to transform Kowloon East, (ii) residential properties, especially at prime locations, and (iii) carpark properties, especially at locations with low carpark density. These properties are located at locations that we believe are considered to be higher quality in terms of stable property demand, primarily in Hong Kong, but also in Mainland China and Macau. These properties are acquired, managed, operated and disposed for both value gain and rental income strategies. As a result, (a) income from our properties can be from both disposal proceeds as well as from rental receipts, and (b) change of fair value from our properties are recorded and contribute towards profit or loss for the year.

縱向行業仍將為我們進入市場的主要業務領域，科技採用仍將是我們客戶業務增長及轉型的關鍵驅動力。我們將致力進一步擴大黃河實業的商業科技服務及解決方案生態系統的廣度和深度。我們將繼續擴闊團隊及人才基礎，與主要科技供應商建立夥伴關係，以繼續幫助我們的客戶加速科技採用，並成為他們「後新冠疫情時期的數碼生態系統合作夥伴」。

可能新增業務 – 科技

與其他行業的其他工具或科技要求相比，科技的變革發展與舊科技將逐步過時以及被更新科技取代的時間間隔更加短暫，這是數碼科技行業固有的性質。因此，集團期待完成及進行新收購，我們相信這將增加我們與科技業務有關的已積累的商業業務、管理和銷售技能。該等潛在增加包括收購 Rosarini International Limited 的時尚服飾科技業務的股權。

海外增長

我們擴大我們的全球業務，正在英國設立辦事處及業務，指導於英國／歐盟開展業務，且我們將繼續進一步在國際上擴張，包括利用我們的經驗提供諮詢服務，以改善或開發客戶以科技為中心的商業模式。憑藉集團過去16年的應用科技及商業運營經驗，我們期待繼續擴大於香港以及國際上於亞洲、英國和歐盟的業務。

業務回顧

科技相關業務

集團的主要創收業務為科技及相關業務，我們提供軟件及資訊科技服務，以及相關諮詢及業務解決方案，重點是我們的商業科技應用程式、數碼化轉型及可擴展雲端平台組合，其中包括企業管理科技、活動管理解決方案、大型活動財務管理解決方案、SaaS 移動企業解決方案、遠程學習／培訓解決方案以及虛擬／混合活動解決方案等縱向行業專業知識。

集團科技相關業務分部業績穩定，收入增長5.0%至196,700,000港元(二零二二年：187,300,000港元)，及本年度溢利為39,900,000港元(二零二二年：26,200,000港元)。

科技相關業務 – 可能新增業務

與其他行業的其他工具或科技要求相比，科技的變革發展與舊科技將逐步過時以及被更新科技取代的時間間隔更加短暫，這是數碼科技行業固有的性質。因此，集團期待完成及進行新收購，我們相信這將增加我們與商務科技業務有關的已積累業務、管理和銷售技能。

該等潛在增加包括收購 Rosarini International Limited 的時尚服飾科技業務的股權。

物業及其他業務

集團的物業相關業務在雙管齊下同時著重增值收益與租金收入的管理下，為我們股東優化了價值創造。集團繼續管理其業務，根據政府關於改造九龍東的CBD 2.0政策，尋求合適的機遇以收購、管理和運營被低估物業，包括(i)商用物業(零售和辦公室)，特別是位於九龍東CBD；(ii)住宅物業，特別是位於黃金地段；及(iii)停車場物業，特別是位於低停車場密度的地區。該等物業處於我們認為對穩定的物業需求較高的區域，主要位於香港，同時亦有位於中國及澳門。收購、管理、經營及出售該等物業符合增值以及租金收入策略。因此，(a)我們的物業收入可來自出售所得款項以及租金收入，以及(b)我們物業的公平值收益入賬並為年內損益作出貢獻。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Rising interest rates and slow economic recovery in the property market weighed on Hong Kong's overall property values, and our property segment recorded unrealized fair value of HK\$234.1 million as at 30 April 2023 (2022: HK\$239.1 million). Rental income for the year under review was HK\$4.3 million (2022: HK\$4.5 million).

Although the Group's property segment continues to generate steady income, given uncertain market conditions we will continue to seek opportunities and opportune timing as we target to reduce its weighting. However, we also believe that there would be undervalued opportunities, especially outside Hong Kong.

The financial services related business is engaged in securities trading and other financial-related operations. During the year under review, the Group recorded revenue of HK\$0.6 million (2022: HK\$1.5 million), resulting in loss of approximately HK\$1.1 million (2022: profit of HK\$1.9 million). We expect to continue to reduce the weighting of this segment, as compared with the growth in the technology segment.

RISK AND UNCERTAINTIES

The Group is exposed to the risk of negative, volatile or of uncertain developments, including but not limited to negative, volatile or uncertain developments in the global, regional and local economies, in the financial and property markets, and in the changes in patterns of consumption. These developments might reduce revenue or result in reduced valuations of the Group's investment properties or in the Group being unable to meet its strategic objectives or in negative effect to its financial condition, results of operations and businesses. The Company will continue to adopt prudent financial policies to cope with the impact of uncertain factors.

FUND RAISING EXERCISES

The Company did not have any equity fund raising activity during the year. There were no unutilised proceeds brought forward from any issue of equity securities made in previous years.

MATERIAL ACQUISITIONS AND DISPOSALS

(1) Potential acquisition of Equity Interest in Rosarini International Limited – FashionTech

On 27 May 2021, a wholly-owned subsidiary of the Company (the "Rosarini Purchaser") entered into a share purchase and strategic alliance agreement with Karen Michelle Scheinecker (the "Rosarini Vendor"), pursuant to which the Rosarini Purchaser conditionally agreed to acquire, and the Rosarini Vendor conditionally agreed to sell, 40% equity interest in Rosarini, which is principally engaged in the FashionTech business, at a consideration of HK\$22.0 million, which shall be satisfied as to HK\$11.0 million in cash and as to HK\$11.1 million by the allotment and issue of 17,000,000 consideration shares of the Company at an issue price of HK\$0.65 per share.

Pursuant to the share purchase and strategic alliance agreement, the Rosarini Vendor additionally conditionally granted to the Rosarini Purchaser the right to acquire up to a further 11% equity interest in Rosarini from the Rosarini Vendor, which right is exercisable at the discretion of the Rosarini Purchaser within 2 years of the completion of the acquisition, at an exercise consideration of HK\$6.1 million, or pro rata amount for partial exercise.

If the Rosarini Purchaser fully exercises its right in respect of such additional acquisition, and assuming no change in the shareholding of Rosarini, the Group will hold 51% of Rosarini, in which case the financial results of Rosarini would then be consolidated into the accounts of the Group. Details of this transaction were disclosed in the announcement of the Company dated 27 May 2021. As at the date of this report, this acquisition has not yet completed.

物業市場利率攀升及經濟復甦緩慢令香港整體物業價值承壓，於二零二三年四月三十日，我們的物業分部錄得未變現公平值234,100,000港元(二零二二年：239,100,000港元)。回顧年度的租金收入為4,300,000港元(二零二二年：4,500,000港元)。

儘管集團的物業分部持續創造穩定收入，但鑒於市況的不確定性，我們將繼續物色機會及適當時機，以降低其比重。然而，我們亦相信可能會有物業被低估的投資機會，包括香港以外地區。

金融服務相關業務從事證券交易及其他金融相關業務。於回顧年度，本集團錄得收入600,000港元(二零二二年：1,500,000港元)，從而錄得虧損約1,100,000港元(二零二二年：溢利1,900,000港元)。相比科技分部的增長，我們預期將繼續減少此分部的比重。

風險及不明朗因素

本集團面臨負面、波動及不明朗發展的風險，包括但不限於全球、地區及當地經濟體以及金融及物業市場之負面、波動及不明朗發展，以及消費模式的轉變。該等發展可能減少收益或導致本集團投資物業之估值下降或本集團無法達成其策略目標或對其財務狀況、經營業績及業務產生負面影響。本公司將繼續採取審慎的財務政策以應對不明朗因素的影響。

集資活動

於本年度，本公司並無進行任何股本集資活動。並無自過往年度作出之任何股本證券發行所結轉之未動用所得款項。

重大收購及出售

(1) 潛在收購Rosarini International Limited的股權－時尚服飾科技

於二零二一年五月二十七日，本公司之全資附屬公司(「Rosarini買方」)與Karen Michelle Scheinecker(「Rosarini賣方」)訂立股權買賣及戰略結盟協議，據此，Rosarini買方有條件同意收購而Rosarini賣方有條件同意出售Rosarini(主要從事時尚服飾科技業務40%股權，代價為22,000,000港元，當中11,000,000港元將會以現金支付及11,100,000港元將透過按發行價每股0.65港元配發及發行17,000,000股本公司代價股份支付)。

根據股權買賣及戰略聯盟協議，Rosarini賣方額外有條件地授予Rosarini買方從Rosarini賣方中收購Rosarini額外上限為11%股權的權利，該權利可由Rosarini買方在收購完成日2年內任意行使，行使價為6,100,000港元，或部分行使則按比例計算。

倘Rosarini買方就有關額外收購事項行使其全部權利，且假設Rosarini的股權並無變動，則本集團將持有Rosarini的51%股權。在此情況下，Rosarini的財務業績將合併為本集團的賬目。本交易的詳情於本公司日期為二零二一年五月二十七日之公佈中披露。於本報告日期，是項收購尚未完成。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

(2) Completion of Acquisition of 51% Equity Interest in Greenie EdTech Corporation (“Greenie EdTech”)

On 8 February 2023, a wholly-owned subsidiary of the Company completed the acquisition of 51% equity interest in Greenie EdTech, at a consideration of HK\$20.4 million, which was satisfied as to approximately HK\$12.6 million in cash and as to approximately HK\$7.8 million by the allotment and issue of 20,500,000 consideration shares of the Company at an issue price of HK\$0.378 per share. Details of this transaction were disclosed in the announcements of the Company dated 28 October 2021, 17 December 2021 and 8 February 2023.

Save as disclosed above, the Group had no material acquisition and disposal of subsidiaries, associates and joint ventures during the year.

SIGNIFICANT INVESTMENT

The Group had no significant investment of carrying value of 5% or more of the total assets as at 30 April 2023 and 30 April 2022.

FINANCIAL REVIEW

Liquidity and Financial Resources

The Group maintained cash and bank balances as at 30 April 2023 amounting to approximately HK\$100.0 million (2022: HK\$84.0 million). The Group's current ratio as at 30 April 2023 was 3.7 (2022: 2.9). The total equity of the Group amounted to HK\$528.7 million as at 30 April 2023 (2022: HK\$483.4 million).

Gearing

The gearing ratio, as a ratio of interest-bearing borrowings to total equity, was 0.09 as at 30 April 2023 (2022: 0.15).

Exchange Rate Exposure

The Group's assets, liabilities and cash flow from operations are mainly denominated in Hong Kong dollars, US dollars and Renminbi. The Group currently does not have any related foreign exchanges hedges, however the Company monitors its foreign exchange exposure and will consider hedges should the need arise.

Treasury Policies

The Group generally finances its operations with internally generated resources and bank and other facilities. The interest rates of borrowings, if applicable, are generally charged by reference to prevailing market rates.

As at 30 April 2023, there were bank borrowings and overdraft facility, which were denominated in Hong Kong dollars, of approximately HK\$41.3 million (2022: HK\$43.5 million) and approximately HK\$4.1 million (2022: HK\$26.2 million) respectively. The bank borrowings that are not repayable within one year from the end of the reporting period but contains a repayment on demand clause. The bank overdraft facility is used by the Group as a flexible facility for daily operations similar to other banking facilities. All bank borrowings were classified into current liabilities of the Group.

As at 30 April 2023, there was an unsecured loan entered into by a non-wholly-owned subsidiary, which was denominated in Hong Kong dollars, of approximately HK\$1.0 million (2022: HK\$1.3 million).

Contingent Liabilities

As at 30 April 2023, the Group did not have any material contingent liability (2022: nil).

(2) 完成收購Greenie EdTech Corporation(「Greenie EdTech」)的51%權益

於二零二三年二月八日，本公司全資附屬公司完成收購Greenie EdTech的51%股權，代價為20,400,000港元，當中約12,600,000港元以現金支付及約7,800,000港元透過按發行價每股0.378港元配發及發行20,500,000股本公司代價股份支付。本交易的詳情於本公司日期為二零二一年十月二十八日、二零二一年十二月十七日及二零二三年二月八日之公佈中披露。

除上文披露者外，本集團於本年度並無進行重大收購及出售附屬公司、聯營公司及合營企業。

重大投資

於二零二三年四月三十日及二零二二年四月三十日，本集團並無賬面值佔總資產5%或以上之重大投資。

財務回顧

流動資金及財務資源

於二零二三年四月三十日，本集團維持現金及銀行結餘約100,000,000港元(二零二二年：約84,000,000港元)。本集團於二零二三年四月三十日之流動比率為3.7(二零二二年：2.9)。本集團於二零二三年四月三十日之總權益為528,700,000港元(二零二二年：483,400,000港元)。

負債比率

於二零二三年四月三十日之負債比率(作為計息借貸對總權益之比率)為0.09(二零二二年：0.15)。

匯率風險

本集團之資產、負債及經營現金流主要以港元、美元及人民幣列值。本集團現時並無任何相關外匯對沖，然而，本公司監控其外匯風險並將於需要時考慮對沖。

庫務政策

本集團一般依靠內部產生資源及銀行及其他融資為其經營業務提供所需資金。借貸之利率(如適用)乃一般參照現行市場利率計算。

於二零二三年四月三十日，以港元計值之銀行借貸及銀行透支融資分別約為41,300,000港元(二零二二年：43,500,000港元)及4,100,000港元(二零二二年：26,200,000港元)。該等銀行借貸毋須於報告期末起一年內償還，但載有按要求償還條款。本集團動用銀行透支融資作為日常營運之靈活融資，如同其他銀行融資。所有銀行借貸分類為本集團之流動負債。

於二零二三年四月三十日，非全資附屬公司訂立之其他以港元計值的抵押貸款約為1,000,000港元(二零二二年：1,300,000港元)。

或然負債

於二零二三年四月三十日，本集團並無任何重大或然負債(二零二二年：無)。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

Pledge of assets

As at 30 April 2023, the bank borrowings of the Group were drawn under banking facilities. The banking facilities are secured and guaranteed by:

- (i) Investment properties of the Group with an aggregate net carrying amount of approximately HK\$183.2 million (2022: HK\$185.6 million);
- (ii) Leasehold land and buildings of approximately HK\$10.3 million (2022: HK\$10.8 million); and
- (iii) An unlimited corporate guarantee provided by the Company.

All of the banking facilities are subject to the fulfilment of covenants relating to the respective subsidiaries as are commonly found in lending arrangements with financial institutions. If the subsidiaries were to breach the covenants, the drawn down facilities would become repayable on demand. In addition, the subsidiaries' loan agreements contain clauses which give the lender the right at its sole discretion to demand immediate repayment at any time irrespective of whether the subsidiaries have complied with the covenants and met the scheduled repayment obligations.

Commitments

The Group had no capital commitments as at 30 April 2023 (2022: nil).

EMPLOYMENT AND REMUNERATION POLICY

As at 30 April 2023, the Group had 45 (2022: 55) employees in Hong Kong and the Mainland China. The total staff costs (including directors' remuneration) for the year were approximately HK\$9.1 million (2022: HK\$11.8 million). The Group has not experienced any significant problems with its employees or disruptions due to labour disputes nor has it experienced difficulties in the recruitment and retention of experienced staff. The Group remunerates its employees based on industry practices. Its staff benefits, welfare, share options and statutory contributions, if any, are made in accordance with individual performance and prevailing labour laws of its operating entities.

資產抵押

於二零二三年四月三十日，本集團銀行借貸按銀行融資支取。銀行融資以下列方式作抵押：

- (i) 總賬面淨值約183,200,000港元(二零二二年：約185,600,000港元)的本集團投資物業；
- (ii) 約10,300,000港元(二零二二年：約10,800,000港元)的租賃土地及樓宇；及
- (iii) 本公司提供無限額公司擔保。

所有銀行融資均須待與各附屬公司之比率有關的契諾達成後，方可獲得，這常見於與金融機構訂立之貸款安排中。倘附屬公司違反契諾，則已提取的融資將須按要求償還。此外，附屬公司之貸款協議載有賦予貸款人權利可全權酌情隨時要求即時還款的條款，而不論附屬公司是否已遵守契諾及履行計劃還款義務。

承擔

截至二零二三年四月三十日，本集團並無任何資本承擔(二零二二年：無)。

僱員及酬金政策

於二零二三年四月三十日，本集團於香港及中國大陸共聘用45名(二零二二年：55名)僱員。本年度之總員工成本(包括董事薪酬)約為9,100,000港元(二零二二年：11,800,000港元)。本集團從未與其僱員發生任何重大問題或因勞工糾紛而令營運受阻延，亦從未於聘請富經驗員工及人才流失問題上遇到困難。本集團乃根據業內慣例向其僱員發放酬金。本集團之員工利益、福利、購股權及法定供款(如有)乃根據個人表現及經營實體之現行勞工法例而作出。

PROFILE OF DIRECTORS

董事簡介

Executive Directors

Vong Tat leong David, aged 61, has been a director of the Company since 2005 and serves as the Chief Executive Officer of the Company. He is also director of certain subsidiaries of the Group. He was formerly Vice Chairman of the board of directors of CITIC 21CN Company Limited, a company listed on the Stock Exchange, from 2003-2004. Before that, he was director and Deputy Chief Executive of i100 Limited, a company listed on the Stock Exchange, since he co-founded the i100 Group in 2000 with an international consortium whose key participants included management and leading institutional investors. Prior to that, he was Chief Executive at Pollon Infrastructure Corporation, an infrastructure investment holding company focused on power and telecom assets, since 1997. Mr. Vong is a graduate of Yale Law School and The London School of Economics and Political Science.

Xu Siping, aged 65, has been a director of the Company since 2005 and held a series of senior policy positions for about 18 years at the PRC's State Economic and Trade Commission and the National Development and Reform Commission (formerly the State Planning Commission), from 1983-2000, before retiring from public service in the central government. Mr Xu is a graduate of Dalian University of Technology.

Independent Non-Executive Directors

Fung Ka Keung David, aged 60, has been an Independent Non-executive Director of the Company since 2005. He is a member of the Company's Audit Committee, Remuneration Committee and Nomination Committee. He holds a master degree in Business Administration from the University of Leicester. Mr. Fung possesses more than 30 years of experience in accounting and finance. He was the executive director of Asia Energy Logistics Limited, a company listed on the Stock Exchange (Stock Code: 351) from January 2010 to June 2017. He was formerly the consultant of VTN International Limited. Mr. Fung is a fellow member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

Profile of Directors

Dr. Lee G. LAM, BBS, JP, aged 64, has been an Independent Non-executive Director of the Company since 2005. He is Chairman of the Company's Audit Committee and Remuneration Committee, and a member of the Company's Nomination Committee.

Dr. Lam holds a BSc in Sciences and Mathematics, an MSc in Systems Science and an MBA from the University of Ottawa in Canada, an LLB (Hons) in law from Manchester Metropolitan University in the UK, a LLM in Law from the University of Wolverhampton in the UK, an MPA and a PhD from the University of Hong Kong. Dr. Lam is also a Solicitor of the High Court of Hong Kong (and formerly a member of the Hong Kong Bar), an Accredited Mediator of the Centre for Effective Dispute Resolution, a Fellow of Certified Management Accountants (CMA) Australia, the Hong Kong Institute of Arbitrators and the Hong Kong Institute of Directors, an Honorary Fellow of Certified Public Accountants (CPA) Australia, the Hong Kong Institute of Facility Management and the University of Hong Kong School of Professional and Continuing Education, and a Distinguished Fellow of the Hong Kong Innovative Technology Development Association.

Dr. Lam served as Chairman of Hong Kong Cyberport, a member of the Committee on Innovation, Technology and Re-Industrialization and the Sir Murray MacLehose Trust Fund Investment Advisory Committee, and a Part-time Member of the Central Policy Unit of the Hong Kong Special Administrative Region (HKSAR) Government. Actively participating in community service and international cooperation, Dr. Lam is a member of the Chief Executive's Policy Unit Expert Group, the Governance Committee of the Hong Kong Growth Portfolio, the Green Technology and Finance Development Committee and the Development Bureau Common Spatial Data Advisory Committee of the HKSAR Government, and Convener of the Panel of Advisors on Building Management Disputes of the HKSAR Government Home Affairs Department. He is also a member of the Belt and Road and Greater Bay Area Committee of the Hong Kong Trade Development Council and the Court of the City University of Hong Kong, Chair of the United Nations Economic and Social Commission for Asia and the Pacific (UN ESCAP) Sustainable Business Network (ESBN), Vice Chairman of Pacific Basin Economic Council, and a member of the Board of Directors and Chairman of the Permanent Commission on Economic and Financial Issues of the World Union of Small and Medium Enterprises.

執行董事

黃達揚，61歲，自二零零五年起為本公司董事，並兼任本公司行政總裁。彼亦為本集團若干附屬公司之董事。彼於二零零三年至二零零四年曾為聯交所上市公司中信21世紀有限公司之董事會副主席。於此之前，彼與一間國際銀團（其主要成員為管理層及主要機構投資者）於二零零零年共同創立i100集團，自此彼為聯交所上市公司i100有限公司之董事兼副行政總裁。而在此之前，彼亦自一九九七年起擔任Pollon Infrastructure Corporation之行政總裁，該公司為集中投資能源及電訊資產之基建投資控股公司。黃先生畢業於耶魯大學法學院及倫敦大學倫敦經濟及政治學院。

徐斯平，65歲，自二零零五年起為本公司董事，並於退任中央政府公職之前，於一九八三年至二零零零年約18年期間，擔任中國國家經濟貿易委員會以及國家發展和改革委員會（前國家計劃委員會）多個高級政策職位。徐先生畢業於大連理工大學。

獨立非執行董事

馮嘉強，60歲，自二零零五年起為本公司獨立非執行董事。彼為本公司審核委員會、薪酬委員會及提名委員會之成員。彼持有英國萊斯特大學工商管理碩士學位。馮先生於會計及金融方面擁有逾30年經驗。彼曾自二零一零年一月至二零一七年六月擔任聯交所上市公司亞洲能源物流集團有限公司（股份代號：351）之執行董事。彼曾任VTN International Limited之顧問。馮先生為英國特許公認會計師公會及香港會計師公會資深會員。

董事簡介

林家禮博士銅紫荊星章太平紳士，64歲，自二零零五年起獲委任為本公司獨立非執行董事。彼為本公司審核委員會及薪酬委員會之主席，以及本公司提名委員會之成員。

林博士持有加拿大渥太華大學科學及數學學士、系統科學碩士及工商管理碩士，英國曼徹斯特城市大學法律榮譽學士，英國胡佛漢頓大學法律碩士，香港大學公共行政碩士及哲學博士等學位。林博士亦為香港高等法院律師（前大律師）、CEDR認可調解員、澳洲管理會計師公會（CMA Australia）、香港仲裁司學會及香港董事學會資深會員、澳洲會計師公會（CPA Australia）及香港設施管理學會榮譽資深會員、香港大學專業進修學院榮譽院士及香港創科發展協會傑出會士。

林博士曾任香港數碼港主席、香港特別行政區政府創新、科技及再工業化委員會及麥理浩爵士信託基金投資顧問委員會委員。林博士積極參與社會服務及國際合作，他現為香港特別行政區政府特首政策組專家、「香港增長組合」管治委員會、綠色科技及金融發展委員會及發展局空間數據共享諮詢委員會成員、香港特區政府民政事務總署大廈管理糾紛顧問小組召集人、香港貿易發展局一帶一路及大灣區委員會委員、香港城市大學顧問委員會成員、聯合國亞洲及太平洋經濟社會委員會（UN ESCAP）可持續發展企業網絡（ESBN）主席、太平洋地區經濟理事會副主席及世界中小企聯盟理事兼經濟及金融事務常任委員會主席。

PROFILE OF DIRECTORS 董事簡介

Profile of Directors (Continued)

Dr. Lam is an executive director of Hong Kong Aerospace Technology Group Limited (Stock Code: 1725, FKA: Eternity Technology Holdings Limited, re-designated from non-executive director on 3 January 2022), the shares of which are listed on the Main Board of the Stock Exchange. He is an independent non-executive director of each of CSI Properties Limited (Stock Code: 497), Vongroup Limited (Stock Code: 318), Mei Ah Entertainment Group Limited (Stock Code: 391), Elife Holdings Limited (Stock Code: 223, FKA: Sino Resources Group Limited), Haitong Securities Company Limited, (Stock Code: 6837, it is also listed on the Shanghai Stock Exchange Stock Code: 600837), Hang Pin Living Technology Company Limited (Stock Code: 1682), Kidsland International Holdings Limited (Stock Code: 2122), Greenland Hong Kong Holdings Limited (Stock Code: 337) and Huarong International Financial Holdings Limited (Stock Code: 993), RENHENG Enterprise Holdings Limited (Stock Code: 3628) and New Huo Technology Holdings Limited (Stock Code: 1611); and a non-executive director of each of Sunwah Kingsway Capital Holdings Limited (Stock Code: 188), China LNG Group Limited (Stock Code: 931) and Mingfa Group (International) Company Limited (Stock Code: 846, re-designated from independent non-executive director on 23 April 2020), the shares of all of which are listed on the Stock Exchange. He is also an independent non-executive director of Asia-Pacific Strategic Investments Limited (Stock Code: 5RA, FKA: China Real Estate Grp Ltd.), Thomson Medical Group Limited (Stock Code: A50) and Alset International Limited (Stock Code: 40V, FKA: Singapore eDevelopment Limited), re-designated from non-executive director on 2 July 2020), the shares of all of which are listed on the Singapore Exchange. Dr. Lam is an independent non-executive director of AustChina Holdings Limited (Stock Code: AUH, FKA: Coalbank Limited), whose shares are listed on the Australian Securities Exchange, and a non-executive director of Jade Road Investments Limited (Stock Code: JADE, FKA: Adamas Finance Asia Limited), whose shares are listed on the London Securities Exchange.

In the past three years, Dr. Lam was a non-executive director of National Arts Group Holdings Limited (Stock Code: 8228, FKA: National Arts Entertainment and Culture Group Ltd.) up to July 2022, Tianda Pharmaceuticals Limited (Stock Code: 455) up to August 2021, and China Shandong Hi-Speed Financial Group Limited (Stock Code: 412, now known as Shandong Hi-Speed Holdings Group Limited) up to May 2020, and he was also an independent non-executive director of Aurum Pacific (China) Group Limited (Stock Code: 8148) up to March 2021 and Huarong Investment Stock Corporation Limited (Stock Code: 2277, which was privatized on 12 November 2020) up to December 2020, the shares of all of which are listed on the Stock Exchange. He was an independent non-executive director of each of Beverly JCG Ltd. (Stock Code: VFP, FKA: JCG Investment Holdings Ltd.) up to April 2023 and Top Global Limited (Stock Code: BHO), up to August 2021 (both are listed on the Singapore Exchange), Sunwah International Limited (Stock Code: SWH, listed on the Toronto Stock Exchange) up to June 2021 and TMC Life Sciences Berhad (Stock Code: 0101, listed on the Bursa Malaysia) up to 31 May 2023.

Wong Man Ngar Edna, aged 57, has been an Independent Non-executive Director of the Company since 2005, is Advisory Board Member at Impact Investment Exchange, and was formerly Regional Marketing Manager at American Express, Management Consultant at The Mitchell Madison Group in New York and Senior Consultant at Informa Markets. She is a graduate of Columbia Business School and is a member of the Company's Audit Committee.

董事簡介 (續)

林博士現擔任香港航天科技集團有限公司(股份代號: 1725, 前稱恒達科技控股有限公司)之執行董事(於二零二二年一月三日由非執行董事調任), 該公司之股份於聯交所上市。彼現擔任資本策略地產有限公司(股份代號: 497)、黃河實業有限公司(股份代號: 318)、美亞娛樂資訊集團有限公司(股份代號: 391)、易生活控股有限公司(股份代號: 223, 前稱神州資源集團有限公司)、海通證券股份有限公司(股份代號: 6837, 而該公司亦於上海證券交易所上市, 股份代號600837)、杭品生活科技股份有限公司(股份代號: 1682, 前稱華隆金控有限公司)、凱知樂國際控股有限公司(股份代號: 2122)、綠地香港控股有限公司(股份代號: 337)、華融國際金融控股有限公司(股份代號: 993)、仁恒實業控股有限公司(股份代號: 3628)及新火科技控股有限公司(股份代號: 1611)之獨立非執行董事; 並為新華滙富金融控股有限公司(股份代號: 188)、中國天然氣集團有限公司(股份代號: 931)及明發集團(國際)有限公司(股份代號: 846, 於二零二零年四月二十三日由獨立非執行董事調任)之非執行董事, 上述公司之股份均於聯交所上市。彼現為Asia-Pacific Strategic Investments Limited(股份代號: 5RA, 前稱China Real Estate Grp Ltd.)、Thomson Medical Group Limited(股份代號: A50)and Alset International Limited(股份代號: 40V, 前稱Singapore eDevelopment Limited, 於二零二零年七月二日由非執行董事調任)之獨立非執行董事, 而上述公司之股份均於新加坡證券交易所上市。林博士亦為AustChina Holdings Limited(股份代號: AUH, 前稱Coalbank Limited)之獨立非執行董事, 而該公司之股份於澳洲證券交易所上市; 以及Jade Road Investments Limited(股份代號: JADE, 前稱Adamas Finance Asia Limited)之非執行董事, 而該公司之股份於倫敦證券交易所上市。

林博士於過往三年曾擔任國藝集團控股有限公司(股份代號: 8228, 前稱國藝娛樂文化集團有限公司, 直至二零二二年七月止)、天大藥業有限公司(股份代號: 455, 直至二零二一年八月止)及中國山東高速金融集團有限公司(股份代號: 412, 現稱山高控股集團有限公司, 直至二零二零年五月止)之非執行董事以及奧栢中國集團有限公司(股份代號: 8148, 直至二零二一年三月止)及華融投資股份有限公司(股份代號: 2277, 公司於二零二零年十一月十二日私有化, 直至二零二零年十二月止)之獨立非執行董事, 該等公司之股份均於聯交所上市。另外他亦為Beverly JCG Ltd.(股份代號: VFP, 前稱JCG Investment Holdings Ltd., 直至二零二三年四月二十八日止)及Top Global Limited(股份代號: BHO, 直至二零二一年八月止)之獨立非執行董事, 此兩家公司股份均於新加坡交易所上市; Sunwah International Limited(於多倫多證券交易所上市公司, 股份代號: SWH, 直至二零二一年六月止)之獨立非執行董事, 以及TMC Life Sciences Berhad(於馬來西亞聯交所上市, 股份代號: 0101, 直至二零二三年五月三十一日止)之獨立非執行董事。

王文雅, 57歲, 自二零零五年起為本公司獨立非執行董事, 為Impact Investment Exchange之諮詢委員會成員, 並曾任美國運通之地區市場推廣經理, 紐約The Mitchell Madison Group之管理顧問及Informa Markets之高級顧問。彼畢業於哥倫比亞大學工商管理學院, 並為本公司之審核委員會成員。

REPORT OF THE DIRECTORS

董事會報告

The directors are pleased to present their report and the audited financial statements of Vongroup Limited (the “Company”) and its subsidiaries (the “Group”) for the year ended 30 April 2023.

Principal Activities

The principal activity of the Company is investment holding. The principal activities of the Group comprise technology businesses, property businesses and financial services businesses.

Business Review

A review of the Group’s business during the year, which includes performance analysis, particulars of important events and future developments of the Group’s business, are set out in the Management Discussion and Analysis on pages 12 to 19 of this report. This discussion forms part of this Directors’ Report.

Compliance with Laws and Regulations

The Group is committed to complying with all environmental policies and other relevant laws and regulations related to its business operating environment. During the year ended 30 April 2023, the Group complied with all other relevant laws and regulations in different jurisdictions (for example, Employment Ordinance and Mandatory Provident Fund Schemes Ordinance). The relationships among the employees, customers, suppliers and environment are discussed in the Environment, Social and Governance Report set out on pages 36 to 44. In addition, the shares of the Company are listed on The Hong Kong Stock Exchange Limited (the “Stock Exchange”), therefore, the Company is also required to comply with the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and other relevant regulations.

Relationship with Employees, Customers and Suppliers

The Group understands the importance of maintaining a good relationship with its employees and customers to meet its short-term and long-term business goals. During the year ended 30 April 2023, there was no material and significant dispute between the Group and its employees and customers.

Environmental Policies and Performance

The Group is committed to operate in compliance with the applicable environmental laws as well as to protect the environment by minimizing the negative impact of the Group’s existing business activities on the environment.

Principal Risks and Uncertainties

There are various risks and uncertainties including business risks, operational risks and financial risks that may have different levels of impact on the Group’s financial performance, operations, business as well as future prospects. For risks and uncertainties relating to the business and operation of the technology business, which is the major business of the Group, the Group’s ability of innovation and adaption of rapid change of the technology business are critical to success and growth. If any stricter regulations regarding the Group’s operation or the technology industry are enacted in the future, business and operation of the Group may also be significantly impacted. Security breaches and attacks against the Group’s systems and network, and any potentially resulting breach or failure to otherwise protect personal, confidential and proprietary information, could damage the reputation and negatively impact the business, as well as materially and adversely affect the financial condition and results of operations.

Details of the financial risks are set out in note 34 to the consolidated financial statements.

董事欣然提呈彼等之報告及黃河實業有限公司(「本公司」)及其附屬公司(「本集團」)截至二零二三年四月三十日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股。本集團之主要業務包括科技業務、物業業務及金融服務業務。

業務回顧

本年度本集團業務回顧，包括表現分析、重大事項之詳情及本集團業務之未來發展，載於本年報第12至19頁管理層討論與分析。有關討論乃本董事會報告的一部分。

遵守法律及法規

本集團致力遵守與其業務營運環境相關的全部環境政策及其他相關法律及法規。於截至二零二三年四月三十日止年度，本集團已遵守不同司法管轄區內的所有其他相關法律及法規(例如《僱傭條例》及《強制性公積金計劃條例》)。僱員、客戶、供應商之間之關係以及環境於載於第36至44頁的環境、社會及管治報告內討論。此外，本公司股份於香港聯合交易所有限公司(「聯交所」)上市，因此，本公司亦須遵守聯交所證券上市規則(「上市規則」)及其他相關規則。

與僱員、客戶及供應商之關係

本集團了解與其僱員及客戶保持良好關係對達致其短期及長期商業目標之重要性。截至二零二三年四月三十日止年度，本集團與其僱員及客戶之間概無嚴重及重大糾紛。

環境政策及表現

本集團致力遵照適用環境法及以保護環境的方式營運，盡量減少本集團現有業務活動對環境造成的負面影響。

主要風險及不明朗因素

各種風險及不明朗因素，包括業務風險、營運風險及財務風險，可能對本集團財務表現、營運、業務以及未來前景有不同程度的影響。就與科技業務(本集團之主要業務)的業務及營運有關的風險及不明朗因素而言，本集團的創新能力及適應科技業務快速變化的能力對成功及增長至關重要。倘未來對集本集團的運營或科技行業實施任何更嚴格的法規，則本集團的業務及運營亦可能受到重大影響。本集團的系統及網絡出現安全漏洞及對其的攻擊，以及任何可能導致的違反或未能以其他方式保護個人、機密及專有信息，均可能損害聲譽並對業務產生負面影響，以及對財務狀況及經營業績造成重大不利影響。

金融風險的詳情載列於綜合財務報表附註34。

REPORT OF THE DIRECTORS 董事會報告

Directors

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

Executive Directors:

Vong Tat leong David
Xu Siping

Independent non-executive Directors:

Fung Ka Keung David
LAM Lee G.
Wong Man Ngar Edna

In accordance with article 87 of the Company's articles of association, Vong Tat leong Davi and Xu Siping will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

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

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

Directors' Interest in Transaction, Arrangement or Contract of Significance

Details of the related party transactions for the year ended 30 April 2023 are set out in notes 8 and 33 to the consolidated financial statements. The related party transactions as set out in notes 8 and 33 constituted fully exempt continuing connected transactions as defined in Chapter 14A of the Listing Rules.

Notwithstanding the above, no transaction, arrangement or contract of significance in relation to the Group's business to which the Group was a party and in which a Director or his connected entity had a material interest, whether directly or indirectly, subsisted during or at the end of the financial year.

Summary of Financial Information

A summary of the results, assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements, is set out on page 127.

Donations

No donation was made by the Group during the year (2022: Nil).

Share Capital

Details of the share capital are set out in note 27 to the consolidated financial statements.

Distributable Reserves

As at 30 April 2023, the Company's reserves available for distribution amounted to approximately HK\$265.6 million (2022: HK\$259.3 million).

Dividends

The Board does not recommend payment of final dividends for the year ended 30 April 2023.

董事

本年度及直至本報告日期之董事名列如下：

執行董事：

黃達揚
徐斯平

獨立非執行董事：

馮嘉強
林家禮
王文雅

根據本公司之組織章程細則第87條，黃達揚及徐斯平將依章輪值告退，且符合資格並願意在應屆股東週年大會上膺選連任。

上述擬於應屆股東週年大會上重選之董事，概無具備本集團於一年內無須支付補償(法定補償除外)即可終止之服務合約。

本公司已收到各獨立非執行董事根據上市規則第3.13條確認其獨立性之年度確認書，且本公司認為全體獨立非執行董事具備獨立性。

董事於交易、安排或合約之重大權益

截至二零二三年四月三十日止年度之關連方交易的詳情載列於綜合財務報表附註8及33。載列於附註8及33的關連方交易構成上市規則第14A章所界定之完全獲豁免持續關連交易。

儘管如上文所述，本集團概無訂立於財政年度內或年末任何時間仍然生效而董事或其關連實體於其中直接或間接擁有任何重大權益及對本集團業務而言屬重大的交易、安排或合約。

財務資料概要

本集團過去五個財政年度之業績、資產負債之概要(摘錄自經審核綜合財務報表)載於第127頁。

捐款

本集團於本年度並無慈善捐款(二零二二年：無)。

股本

股本之詳情載於綜合財務報表附註27。

可供分派儲備

於二零二三年四月三十日，本公司的可供分派儲備金額為約265,600,000港元(二零二二年：259,300,000港元)。

股息

董事會不建議就截至二零二三年四月三十日止年度派付末期股息。

REPORT OF THE DIRECTORS 董事會報告

Permitted Indemnity Provision

Pursuant to Article 165 of the articles of association (the “Articles”) of the Company, the Directors and other officers of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain in the execution of their duty, excluding any losses and liabilities that arise from fraud or dishonesty. The above indemnity provision was in force during the course of the year and remained in force as of the date of this annual report.

Share Option Scheme

The share option scheme adopted on 30 September 2011 expired on 29 September 2021 (the “Old Share Option Scheme”). No options were granted, outstanding, exercised, cancelled or lapsed under the Old Share Option Scheme since its adoption. At the annual general meeting of the Company held on 31 October 2022, the shareholders of the Company (the “Shareholders”) approved, among other things, the adoption of the new share option scheme (the “New Share Option Scheme”). For details, please refer to the circular of the Company dated 7 October 2022. Pursuant to the New Share Option Scheme, the Directors of the Company, at their discretion, may grant options to Directors, officers and employees (whether full time or part-time) of the Company or a subsidiary and any other groups or classes of suppliers, customers, sub-contractors or agents of the Group from time to time determined by the Directors as having contributed or may contribute to the development and growth of the Group. The New Share Option Scheme will expire on 30 October 2032. No share options were outstanding nor granted during the year.

Commitments

The Group had no capital commitment during the year (2022: Nil).

Events After the Reporting Period

No significant event has occurred after the reporting date and up to the date of this report.

Director’s and Chief Executive’s Interests in Shares, Underlying Shares and Debentures

The interests and short positions of Directors, including the chief executive of the Company in the shares and underlying shares of the Company or any of its associated (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)) as at 30 April 2023 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 under the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”), are set out below.

Long positions in shares of the Company

Name of Director 董事姓名	Nature of interest 權益性質	Number of shares 股份數目	Percentage of shareholding 持股百分比
Vong Tat leong David 黃達揚	Interest in a controlled corporation 透過所控制機構持有	132,354,436	53.46% (note) (附註)

Note:

The interest in these shares was held by Vongroup Holdings limited which is wholly owned by Vong Tat leong.

Save as disclosed above, as at 30 April 2023, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be recorded in the register kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

獲准許之彌償條文

根據本公司之組織章程細則(「細則」)第165條，本公司董事及其他高級人員於執行職務時產生或可能招致或蒙受的所有訴訟、費用、收費、損失、損害賠償及開支可從本公司的資產及溢利獲得彌償保證並可就此獲擔保免受任何損害，惟由欺瞞及失實引致的任何虧損及責任除外。上述彌償條文於年內有效，且於本年報日期仍然具有效力。

購股權計劃

於二零一一年九月三十日採納之購股權計劃已於二零二一年九月二十九日屆滿(「舊購股權計劃」)。自舊購股權計劃獲採納起，概無購股權根據該計劃獲授出、尚未行使、行使、注銷或失效。於本公司於二零二二年十月三十一日舉行之股東週年大會上，本公司股東(「股東」)已批准(其中包括)採納新購股權計劃(「新購股權計劃」)。有關詳情，請參閱本公司日期為二零二二年十月七日之通函。根據新購股權計劃，本公司董事可酌情向本公司或附屬公司之董事、行政人員及僱員(無論全職或兼職)及董事不時釐定於過去或將來對本集團業務發展及增長有貢獻之本集團任何其他組別或類別之供應商、顧客、分包商或代理商授出購股權。新購股權計劃將於二零三二年十月三十日屆滿。於年內並無任何尚未行使及已授出之購股權。

承擔

年內，本集團並無任何資本承擔(二零二二年：無)。

報告期後事項

於報告日期後及直至本報告日期並無發生重大事項。

董事及主要行政人員之股份、相關股份及債券權益

於二零二三年四月三十日，董事(包括本公司主要行政人員)於本公司或其任何相關法團(按香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部之定義)之股份及相關股份擁有須記錄根據證券及期貨條例第352條存置之登記冊內，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須另行知會本公司及聯交所之權益及淡倉載列如下。

於本公司股份之好倉

Name of Director 董事姓名	Nature of interest 權益性質	Number of shares 股份數目	Percentage of shareholding 持股百分比
Vong Tat leong David 黃達揚	Interest in a controlled corporation 透過所控制機構持有	132,354,436	53.46% (note) (附註)

附註：

該等股份之權益由黃達揚全資擁有之Vongroup Holdings Limited持有。

除上文所披露者外，於二零二三年四月三十日，董事或本公司主要行政人員並無於本公司或其任何相關法團(按證券及期貨條例第XV部之定義)之股份、相關股份或債券中擁有須記錄本公司根據證券及期貨條例第352條存置之登記冊內，或根據標準守則須另行知會本公司及聯交所之權益及淡倉。

REPORT OF THE DIRECTORS 董事會報告

Directors' Rights to Acquire Shares or Debentures

Other than the New Share Option Scheme disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangement which enables the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Substantial Shareholder's Interest in Shares and Underlying Shares

As at 30 April 2023, so far as is known to the Directors, the following persons (other than a Director or chief executive of the Company) had interests in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

Long positions in shares of the Company

Name 名稱	Capacity 身份	Number of shares 股份數目	Percentage of issued share capital 佔已發行股本之百分比
Vongroup Holdings Limited (note 1) (附註1)	Beneficial owner 實益擁有人	132,354,436	53.46%
Allyking International Limited (note 2) (附註2)	Beneficial owner 實益擁有人	34,885,000	14.09%
Wun Kam Hoi 溫金海	Beneficial owner 實益擁有人	17,180,125	6.94%

Notes:

- (1) Vongroup Holdings Limited is wholly owned by Vong Tat leong David, an executive Director and Chief Executive Officer of the Company.
- (2) Allyking International Limited is wholly owned by Huang Rong.

Save as disclosed above, no other persons had any interests or short positions in the shares or underlying shares of the Company as at 30 April 2023 as recorded in the register required to be kept under Section 336 of the SFO.

Investment Properties

Details of the investment properties of the Group are set out in notes 12 to the consolidated financial statements and the list of properties set out on page 128.

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Major Customers and Suppliers

Sales from the five largest customers of the Group accounted for less than 30% of the total Group's turnover for the year.

Purchases from the five largest suppliers of the Group accounted for less than 30% of the total Group's purchases for the year.

To the best of the knowledge of the Directors, none of the Directors, their close associates or any shareholder (which to the knowledge of the Directors owns more than 5% of issued shares of the Company) had an interest in these major customers and suppliers.

Purchases, Sale or Redemption of Securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 30 April 2023.

董事購入股份或債券之權利

除上文披露之新購股權計劃外，年內任何時間本公司或其任何附屬公司概無參與任何可令董事藉購入本公司或任何其他法人團體的股份或債券而獲益的安排。

主要股東於股份及相關股份之權益

於二零二三年四月三十日，就董事所知，下列人士（董事或本公司主要行政人員除外）於本公司股份或相關股份中擁有記錄根據證券及期貨條例第336條本公司須予存置之登記冊內之權益。

於本公司股份之好倉

Name 名稱	Capacity 身份	Number of shares 股份數目	Percentage of issued share capital 佔已發行股本之百分比
Vongroup Holdings Limited (note 1) (附註1)	Beneficial owner 實益擁有人	132,354,436	53.46%
Allyking International Limited (note 2) (附註2)	Beneficial owner 實益擁有人	34,885,000	14.09%
Wun Kam Hoi 溫金海	Beneficial owner 實益擁有人	17,180,125	6.94%

附註：

- (1) Vongroup Holdings Limited由本公司執行董事及行政總裁黃達揚全資擁有。
- (2) Allyking International Limited由黃蓉全資擁有。

除上文披露者外，於二零二三年四月三十日，概無其他人士於本公司股份或相關股份中擁有記錄根據證券及期貨條例第336條須予存置之登記冊內之權益或淡倉。

投資物業

本集團投資物業之詳情載列於綜合財務報表附註12以及物業列表載列於第128頁。

優先購買權

組織章程細則或開曼群島法例概無載列有關本公司須按比例基準向現有股東發售新股份的優先購買權條文。

主要客戶及供應商

本集團五大客戶之銷售額少於本集團本年度總收益之30%。

本集團五大供應商之採購額少於本集團本年度總採購額之30%。

就董事所深知，概無董事、彼等各自之緊密聯繫人士或就董事所知擁有本公司股本逾5%以上之任何股東於該等主要客戶及供應商中擁有權益。

購買、出售或贖回證券

於截至二零二三年四月三十日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

REPORT OF THE DIRECTORS 董事會報告

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the Directors, the company has maintained the prescribed public float under the Listing Rules.

Closure of Register of Members

The annual general meeting of the Company is scheduled to be held in October 2023. The closure of the register of members of the Company for determining the entitlement to attend and vote at the annual general meeting will be set out in the notice of annual general meeting which will be despatched to shareholders of the Company in due course.

Auditors

HLB Hodgson Impey Cheng Limited resigned as the auditor of the Company on 26 June 2020 and Mazars CPA Limited ("Mazars") was appointed as auditor of the Company on 26 June 2020. Save as aforesaid, there has been no change in auditor of the Company in any of the preceding three years.

The consolidated financial statements of the Group for the year ended 30 April 2023 have been audited by Mazars who shall retire and, being eligible, offer itself for re-appointment at the forthcoming annual general meeting. A resolution to appoint Mazars as the auditor of the Company and to authorise the Directors to fix its remuneration will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Vong Tat leong David
Executive Director

Hong Kong
29 August 2023

足夠公眾持股量

根據本公司所掌握之公開資料及就董事所知，本公司已維持上市規則項下規定之公眾持股量。

暫停辦理股份過戶登記

本公司之股東週年大會訂於二零二三年十月舉行。為釐定出席股東週年大會及於會上投票之權利而暫停辦理本公司股份過戶登記手續之安排將載列於將適時寄發予本公司股東之股東週年大會通告內。

核數師

國衛會計師事務所有限公司已於二零二零年六月二十六日辭任，而中審眾環(香港)會計師事務所有限公司(「中審眾環」)已於二零二零年六月二十六日獲委任為本公司核數師。除上文所述者外，於過去三年，本公司概無更換核數師。

本集團截至二零二三年四月三十日止年度之綜合財務報表已經中審眾環審核，其將於應屆股東週年大會上退任及合資格重新委任。一項委任中審眾環為本公司核數師及授權董事釐定其薪酬之決議案將於應屆股東週年大會上提呈。

代表董事會

黃達揚
執行董事

香港
二零二三年八月二十九日

CORPORATE GOVERNANCE REPORT 企業管治報告

The Company is firmly committed to maintaining and improving the quality of corporate governance so to ensure better transparency of the Company, protection of shareholders' and stakeholders' rights and enhance shareholder value.

CORPORATE GOVERNANCE PRACTICES

During the year under review, the Company has complied with the code provisions of the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") and periodically reviews its corporate governance practices to ensure that these continue to meet the requirements of the CG Code, except for the deviation from code provisions C.1.8, C.2.1, and B.2.2 of the CG Code as described below.

Under code provision C.1.8, the Company should arrange appropriate insurance cover in respect of legal action against its directors. However, the Company did not take out insurance cover in respect of legal action against the Directors during the year ended 30 April 2023 because it is believed that this legal risk to the Directors is quite low.

Under code provision C.2.1, the role of chairman and chief executive officer (the "CEO") should be performed by different individuals. Vong Tat Leong David, who is a director and CEO of the Company, has also carried out the responsibilities of the chairman of the Company. The Board considers the present structure is more suitable to the Company for it can provide strong and consistent leadership and allow for more efficient formulation and implementation of the Company's development strategies.

Under code provision B.2.2, every Director should be appointed for a specific term, subject to re-election. The independent non-executive Directors of the Company are not appointed for a specific term which is derived from code provision B.2.2. In accordance with Article 87 of the Articles of Association adopted on 31 October 2022 (the "New Articles") of the Company, at least one-third of the Directors for the time being shall retire from office by rotation, who have been longest in office since their last re-election, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. As such, the Board considers that this deviation is acceptable.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions of the Directors. The Model Code applies to all Directors and to all employees who are informed that they are subject to its provisions. Having made specific enquiry of all Directors, the Company confirms that all Directors have complied with the required standards set out in the Model Code during the year ended 30 April 2023.

BOARD OF DIRECTORS

Composition

The Board of Directors (the "Board") comprises five members: two executive Directors, namely Vong Tat Leong David and Xu Siping; and three independent non-executive Directors, namely Lee G. Lam and Fung Ka Keung David and Wong Man Ngar Edna. The Board members have different academic and professional backgrounds and possess excellent commercial relationships in their professional fields. The biographical details of the Board members are set out on page 20 of this Annual Report.

The Board members have no financial, business, family or other material/relevant relationship among themselves.

本公司致力維持及提高企業管治質素，以確保本公司更具透明度、保障股東及利益相關者之權利以及提高股東價值。

企業管治常規

於回顧年度，本公司一直遵守證券上市規則（「上市規則」）附錄十四所載企業管治常規守則（「企業管治守則」）之守則條文及定期檢討其企業管治常規，以確保其持續符合企業管治守則之規定，惟就以下所述之守則之企業管治守則條文C.1.8、C.2.1及B.2.2有所偏離。

根據守則條文C.1.8，本公司應就針對其董事之法律行動作適當投保安排。然而，截至二零二三年四月三十日止年度，本公司並無就有關針對董事之法律行動投保，原因為相信對董事之此法律風險相當低。

根據守則條文C.2.1，主席與行政總裁（「行政總裁」）之職務應由不同人士擔任。黃達揚（本公司之董事兼行政總裁）亦已一直履行本公司主席之職責。董事會認為目前之架構較適合本公司，因為此架構可提供強勢而貫徹之領導，並可讓本公司更有效制訂及落實發展策略。

根據守則條文B.2.2，每位董事均應有特定任期，且須接受重選。本公司獨立非執行董事並無特定任期，偏離守則條文B.2.2。根據本公司於二零二二年十月三十一日採納之組織章程細則（「新細則」）第87條，至少當時在任三分一董事須輪值告退（彼等自上次連任起計任期最長），惟每位董事須每三年至少須在股東週年大會上輪席退任一次。因此，董事會認為此項偏離可接受。

董事進行之證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事進行證券交易之操守守則。標準守則適用於所有獲通知受其條文監管之董事及僱員。經向全體董事作出具體查詢後，本公司確認全體董事於截至二零二三年四月三十日止年度內均已遵守標準守則規定之標準。

董事會

組成

董事會（「董事會」）由五名成員組成：兩名執行董事，分別為黃達揚及徐斯平；以及三名獨立非執行董事，分別為林家禮及馮嘉強及王文雅。董事會成員擁有不同的學術及專業背景，並在各自的專業領域擁有良好的商業關係。董事會成員之履歷詳情載於本年報第20頁。

董事會成員之間並無財務、業務、家庭或其他重大／相關關係。

CORPORATE GOVERNANCE REPORT 企業管治報告

BOARD OF DIRECTORS (Continued)

Roles and Functions

The function of the Board is to formulate corporate strategy and business development. The Board meets regularly to discuss operational issues and evaluate the financial performance of the Group. The Board will consider and approve acquisition and disposal, remuneration policy, appointment and retirement of Directors, connected transactions, placing and repurchase of shares and dividend policy of the Group in pursuit of its strategic goals. Control and day-to-day operation of the Company is delegated to the CEO and the management of the Company.

Directors' Attendance Record

The Board held four Board meetings during the year ended 30 April 2023. The Directors who cannot attend in person might participate through other electronic means of communication. Notices of meetings and board papers were given to all Directors prior to the meetings in accordance with the CG Code. The attendance record of Directors at Board meetings, Board committee meetings and the annual general meeting held on 31 October 2022 (the "2022 AGM") are as follows:

Members of the Board	董事會成員	Board meeting 董事會會議	Attended/Held 已出席/已舉行會議			2022 AGM 二零二二年 股東週年大會
			Remuneration Committee meeting 薪酬委員會會議	Nomination Committee meeting 提名委員會會議	Audit Committee meeting 審核委員會會議	
Executive Directors:	執行董事：					
VONG Tat Ieong David	黃達揚	4/4	1/1	1/1	N/A 不適用	V
XU Siping	徐斯平	4/4	N/A 不適用	N/A 不適用	N/A 不適用	X
Independent non-executive Directors:	獨立非執行董事：					
FUNG Ka Keung David	馮嘉強	4/4	1/1	1/1	2/2	V
LAM Lee G.	林家禮	4/4	1/1	1/1	2/2	V
WONG Man Ngar Edna	王文雅	4/4	N/A 不適用	N/A 不適用	2/2	V

Directors' Training Record

The Directors are encouraged to attend external seminars and training programmes at the Company's expense to update themselves with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities. Continuing briefings and professional development for Directors will be arranged whenever necessary.

During the year, the Directors were provided with regular updates on the Group's business and operations and attended training, seminars and webinars and read the update news about Listing Rules and/or related materials.

Chairman and Chief Executive

The positions of the Chairman and CEO are currently held by the same individual, Vong Tat Ieong David. Mr. Vong is responsible for formulating the corporate strategies of the Group. He also provides leadership to the Board and the management, monitors the daily operation of the Group and evaluates the effectiveness and efficiency of the business operations of the Group in order to ensure the outcomes are in line with the strategies.

The Board will continue to review and consider segregating the roles of the Chairman and CEO at an appropriate time, taking into account the circumstances of the Group as a whole.

董事會 (續)

職責及職能

董事會之職能為制訂企業策略及業務發展。董事會定期會晤，商討本集團之營運事宜及評估財務表現。董事會將審批本集團之收購及出售、酬金政策、董事之委任及退任、關連交易、配售及購回股份及股息政策，以達到其策略目標(倘需要)。本公司之監控及日常運作則委託本公司行政總裁及管理層執行。

董事出席記錄

董事會於截至二零二三年四月三十日止年度內舉行三次董事會會議。未能親身出席之董事可透過其他電子通訊方式參與。會議通告及董事會文件已根據企業管治守則於會議之前向全體董事發出。董事會會議、董事委員會會議及於二零二二年十月三十一日舉行之股東週年大會(「二零二二年股東週年大會」)之董事出席記錄如下：

董事培訓記錄

本公司亦鼓勵董事出席坊間研討會及培訓課程，一切費用由本公司支付，以獲悉最新的法律及法例發展，以及業務及市場變化，幫助履行其職責。有需要時，亦會向董事提供持續簡介及專業發展培訓。

於本年度，董事(包括黃達揚、徐斯平、馮嘉強、林家禮及王文雅)已獲提供本集團業務及營運的定期更新資料，並出席培訓、研討會及網絡研討會以及閱讀有關上市規則的最新資訊及/或相關材料。

主席及行政總裁

主席及行政總裁的職位目前由同一人士黃達揚擔任。黃先生負責制定本集團的企業策略。彼亦領導董事會及管理層，監察本集團的日常運作，並評估本集團業務運作的成效及效率，以確保結果符合策略。

董事會將在整體考慮本集團的情況下，在適當的時候繼續檢討並考慮拆分主席及行政總裁之角色。

CORPORATE GOVERNANCE REPORT 企業管治報告

BOARD OF DIRECTORS (Continued)

Appointments and re-election of Directors

Pursuant to the New Articles of the Company, every Director shall be subject to retirement by rotation at least once every three years. Any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office only until the first annual general meeting after his appointment and shall then be eligible for re-election.

As at 30 April 2023, all independent non-executive Directors, namely Fung Ka Keung David (“Mr. Fung”), Lam Lee G. (“Dr. Lam”) and Wong Man Ngar Edna, have served as independent non-executive Directors for over nine years. In accordance with the requirement of the Listing Rules, their appointment as independent non-executive Directors of the Company is subject to a separate resolution to be approved by the shareholders of the Company (the “Shareholders”).

BOARD COMMITTEES

Audit Committee

The Company’s Audit Committee is composed of three independent non-executive Directors, currently, Lee G. Lam (Chairman of the Audit Committee), Fung Ka Keung David and Wong Man Ngar Edna. The Audit Committee members performed their duties within written terms of reference formulated by the Company in accordance with the requirements of the Listing Rules. Its primary duties are as below:

- (1) make recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (2) review and monitor the external auditor’s independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- (3) review the Company’s financial controls, internal control and risk management systems;
- (4) review the Group’s financial and accounting policies and practices; and
- (5) discuss the risk management and internal control systems with the management of the Company to ensure that management has performed its duty to have an effective system, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company’s accounting and financial reporting function.

The Board has also delegated the corporate governance function to the Audit Committee. The delegated authority for performing the corporate governance duties sets out below:

- (1) to develop and review the Group’s policies and practices on corporate governance and make recommendations to the Board;
- (2) to review and monitor the training and continuous professional development of the Directors and senior management;
- (3) to review and monitor the Group’s policies and practices on compliance with all legal and regulatory requirements;
- (4) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (5) to review the Group’s compliance with the CG Code.

董事會 (續)

董事之委任及重選

根據本公司之新公司細則，各董事須至少每三年輪值退任一次。任何獲董事會委任以填補臨時空缺或作為新增成員的董事的任期僅至彼獲委任後本公司首屆股東週年大會為止，屆時將具資格膺選連任。

於二零二三年四月三十日，全體獨立非執行董事（即馮嘉強（「馮先生」）、林家禮（「林博士」）及王文雅）已擔任獨立非執行董事逾九年。根據上市規則之規定，彼等獲委任為本公司之獨立非執行董事應由本公司股東（「股東」）以獨立決議案批准後方可作實。

董事委員會

審核委員會

本公司之審核委員會由三名獨立非執行董事組成，現為林家禮（審核委員會主席）、馮嘉強及王文雅。審核委員會成員根據上市規則規定履行由本公司制訂之書面職權範圍內之職責。其主要職責如下：

- (1) 主要負責就委任、重新委任及罷免外聘核數師之事向董事會提供建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該外聘核數師辭任或辭退該外聘核數師的問題；
- (2) 根據適用的準則，檢討及監察外聘核數師是否獨立客觀以及審計程序是否有效；
- (3) 檢討本公司的財務監控、內部監控及風險管理制度；
- (4) 檢討本集團的財務及會計政策及實務；及
- (5) 與本公司管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的系統。討論內容應包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。

董事會亦已將企業管治職能轉授予審核委員會。履行企業管治職責之轉授權限載列如下：

- (1) 發展及檢討本集團的企業管治的政策及常規，並向董事會提出推薦建議；
- (2) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (3) 檢討及監察本集團的政策及常規符合所有法律及規例的要求；
- (4) 發展、檢討及監察適用於僱員及董事的行為守則及合規手冊（如有）；及
- (5) 檢討本集團對企業管治守則之合規情況。

CORPORATE GOVERNANCE REPORT 企業管治報告

BOARD COMMITTEES (Continued)

Audit Committee (Continued)

During the year under review and up to the date of this Annual Report, the Audit Committee has performed the following duties:

- reviewed the interim report and annual report of the Group;
- reviewed the significant accounting policies and the impact of the adoption of new accounting standards;
- discussed the audit issue with the external auditors;
- reviewed the findings from the internal auditors;
- reviewed the internal control system and risk management; and
- discussed and reviewed the Group's compliance with the CG Code.

Remuneration Committee

The Company's Remuneration Committee is composed of two independent non-executive Directors, Lee G. Lam (Chairman of the Remuneration Committee) and Fung Ka Keung David, and one executive Director, Vong Tat Leong David. The Remuneration Committee members performed their duties within written terms of reference formulated by the Company in accordance with the requirements of the Listing Rules. Its primary duties are as below:

- (1) make recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (2) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (3) determine with delegated responsibility or make recommendations to the Board on the remuneration packages of individual executive directors and senior management; and
- (4) make recommendations to the Board regarding the remuneration of non-executive directors.

Director's remuneration package has been reviewed annually with respect to his/her individual performance, responsibilities, and financial performance of the Group.

During the year under review, the Remuneration Committee reviewed the remuneration policies and approved the remuneration of the Directors. None of the Directors participated in his/her own remuneration discussion in the meeting.

Nomination Committee

The Company's Nomination Committee is composed of two independent non-executive Directors, Lee G. Lam and Fung Ka Keung David and one executive Director, Vong Tat Leong David (Chairman of the Nomination Committee). The Nomination Committee members performed their duties with written terms of reference formulated by the Company in accordance with the requirements of the Listing Rules. Its primary duties are as below:

- (1) formulate nomination policy for consideration by the Board and implement the nomination policy approved by the Board;
- (2) identify suitably qualified candidates to become Board members, select or make recommendations to the Board on the selection of individuals nominated for directorships or to fill casual vacancies of directors for the Board's approval;

董事委員會 (續)

審核委員會 (續)

於回顧年度及截至本年報日期，審核委員會已履行以下職責：

- 審閱本集團的中期報告及年度報告；
- 審閱重大會計政策及採用新會計準則的影響；
- 與外聘核數師討論審核事宜；
- 審閱內部核數師的調查結果；
- 審閱內部控制系統及風險管理；及
- 討論及審閱本集團對企業管治守則之合規情況。

薪酬委員會

本公司之薪酬委員會由兩名獨立非執行董事林家禮(薪酬委員會主席)及馮嘉強，以及一名執行董事黃達揚組成。薪酬委員會成員根據上市規則規定履行由本公司制訂之書面職權範圍內之職責。其主要職責如下：

- (1) 就本公司全體董事及高級管理層的薪酬政策及架構，及就設立正規而具透明度的程序藉以制訂薪酬政策，向董事會提出提議；
- (2) 參考董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；
- (3) 獲轉授責任釐定個別執行董事及高級管理層的薪酬待遇或就此向董事會提供推薦意見；及
- (4) 就非執行董事薪酬向董事會提出建議；

董事的薪酬組合已根據其個人表現、職責及本集團的財務表現每年進行檢討。

於回顧年度內，薪酬委員會已檢討薪酬政策並批准董事的薪酬。董事於會上均未參加有關其本人薪酬的討論。

提名委員會

本公司之提名委員會由兩名獨立非執行董事林家禮及馮嘉強，以及一名執行董事黃達揚(提名委員會主席)組成。提名委員會成員根據上市規則規定履行由本公司制訂之書面職權範圍內之職責。其主要職責如下：

- (1) 制定提名政策供董事會考慮並執行董事會批准的提名政策；
- (2) 物色具備合適資格可擔任董事會成員的候選人，挑選並就出任董事或填補董事職位空缺的人選向董事會提供建議，讓董事會批准；

CORPORATE GOVERNANCE REPORT 企業管治報告

BOARD COMMITTEES (Continued)

Nomination Committee (Continued)

- (3) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (4) assess the independence of independent non-executive directors;
- (5) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive;
- (6) review Director Nomination Policy; and
- (7) review the Board Diversity Policy and review the measurable objectives for implementing diversity on the Board.

During the year under review, the Nomination Committee assessed the independence of the independent non-executive Directors and made recommendations on the re-election of retiring Directors to the Board.

Board Diversity Policy

According to the Board Diversity Policy of the Company, board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service etc. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service etc. The responsibilities and authority for selection and appointment of Directors is delegated to the Nomination Committee but the ultimate responsibility for selection and appointment of Directors of the Company rests with the entire Board. The final decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Board has not set any specific ratio or number for male and female Board members. As at 30 April 2023, the Board already has one female member and is not a single gender Board.

Director Nomination Policy

The Company has adopted a nomination policy for the election of Directors. The policy, devising the criteria and procedures of selection and performance evaluation, provides guidance to the Board on the nomination and appointment of Directors of the Company.

The Nomination Committee and the Board may nominate candidates for directorship. In assessing the suitability and the potential contribution to the Board of a proposed candidate, the Nomination Committee may make reference to certain selection criteria, such as personal reputation, academic and professional qualifications and skills, accomplishment and experience in the technology markets, time commitment and relevant contribution, diversity in all aspects.

The Nomination Committee shall discuss each nomination and make recommendations to the Board on the appointment of Director. The Board, with the recommendation from the Nomination Committee, should make a balanced and informed decision on the appointment of Directors.

董事委員會 (續)

提名委員會 (續)

- (3) 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面), 並就任何為配合本公司企業策略而擬對董事會作出的變動提出建議;
- (4) 評估獨立非執行董事的獨立性;
- (5) 就董事委任或重新委任及董事(尤其是董事會主席及主要行政人員)繼任計劃向董事會提出建議;
- (6) 檢討董事提名政策; 及
- (7) 檢討董事會成員多元化政策並審閱實行董事會多元化之計量目標。

於回顧年度內, 提名委員會已評估獨立非執行董事之獨立性, 並就重選退任董事向董事會提出推薦建議。

董事會成員多元化政策

根據本公司之董事會成員多元化政策, 本公司已從多個方面考慮董事會成員多元化, 包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年資等。董事會所有委任均以用人唯才為原則, 並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。本公司將基於一系列多元化觀點挑選候選人, 包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期等。有關甄選及委任董事的職責授予提名委員會執行, 惟甄選及委任本公司董事的最終責任由全體董事承擔。最終決定將基於選定的候選人對董事會作出的功績及貢獻而釐定。

董事會並無設定男性及女性董事會成員的任何具體比例或人數。於二零二三年四月三十日, 董事會已有一名女性成員, 並非單一性別的董事會。

董事提名政策

本公司已就選舉董事採納一項提名政策。該政策訂有選拔及績效評估的標準與程序, 為董事會提供有關本公司董事提名及委任的指引。

提名委員會及董事會均可提名董事候選人。評估推薦候選人是否合適及彼等對董事會的潛在貢獻時, 提名委員會可於所有方面參考個人誠信度、學術及專業資質及技能、在科技市場的成就及經驗、時間承諾及相關貢獻、多元化等若干選拔標準。

提名委員會將討論每次提名並就董事之委任向董事會提供推薦建議。董事會通過提名委員會之推薦, 應就董事委員作出平衡及知情決定。

CORPORATE GOVERNANCE REPORT 企業管治報告

BOARD COMMITTEES (Continued)

Procedures for Nomination of Director by Shareholders

Pursuant to Article 88 of the New Articles, no person other than a retiring Director shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing by a Shareholder (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose such person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the office or head office of the Company at least seven days before the date of the general meeting, such period for lodgment of the notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such meeting provided that such period shall be at least seven days.

The Board and the Nomination Committee will only consider the candidate nominated by Shareholder(s) if the above procedures are followed and the required notices are duly served to the Company.

AUDITOR'S REMUNERATION

The fees for audit services payable to Mazars CPA Limited for the year ended 30 April 2023 was HK\$1,300,000 (2022: HK\$1,050,000).

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors acknowledge their responsibility for preparing consolidated financial statements for the financial year which give a true and fair view of the state of affairs of the Group and of the Group's results and its cash flows.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. The senior management has provided to the Board, on a monthly basis, the necessary explanation and information to enable the Board to make an informed, balanced and understandable assessment of the financial position of the Company, which is put forward to the Board for approval.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the risk management and internal control systems of the Company and its subsidiaries and reviewing their effectiveness. The Board oversees the overall risk management of the Group and endeavours to identify, control impact of the identified risks and facilitate implementation of coordinated mitigating measures. If risks and irregularity events which may bring any material adverse impacts to the Group, the outcome will be discussed in the Board.

During the year under review, the Company has adopted and reviewed the effectiveness of the Group's internal control and risk management procedures which include the policies, procedures, monitoring and communication activities and standard of behaviour established for safeguarding the interests of the Shareholders. The risk management and internal control systems of the Company aim to help achieving the Group's business objectives, safeguarding assets and maintaining proper accounting records for provision of reliable financial information. However, the design of the systems is to provide reasonable, but not absolute, assurance against material misstatement in the financial statements or loss of assets and to manage, rather than eliminate, the risks of failure when business objectives are being sought.

董事委員會 (續)

股東提名董事之程序

根據新公司細則第88條，除退任董事及由董事會提名膺選董事的人士外，概無任何人士合資格於任何股東大會膺選董事，除非經正式合資格出席大會並於會上投票的股東（獲提名膺選董事的人士除外）簽署列明擬提名有關人士膺選董事的通知，以及由該名獲提名人士簽署列明其有意膺選的通知已送達本公司辦事處或總辦事處遞交董事會，惟提交有關通知的最短期限最少為七日，而提交有關通知的期限須不早於寄發舉行有關選舉指定股東大會通告翌日開始，以及不遲於舉行有關股東大會的日前七日結束。

倘上述程序已獲遵守並已向本公司妥為送達所需通知，則董事會及提名委員會只會考慮由股東提名的候選人。

核數師之酬金

截至二零二三年四月三十日止年度，就審核服務而應付中審眾環（香港）會計師事務所有限公司之費用為1,300,000港元（二零二二年：1,050,000港元）。

董事之責任聲明

董事確認其須就每個財政年度編製真實公平反映本集團狀況以及本集團業績及其現金流之綜合財務報表之責任。

董事並不知悉有任何事件或情況有關的重大不確定因素可能對本公司持續經營能力產生重大疑問。高級管理層每月向董事會提供必要的說明及資料，使董事會能夠對本公司的財務狀況作出知情、平衡及可理解的評估，有關說明及資料將提交董事會以供批准。

風險管理及內部監控

董事會負責本公司及其附屬公司之風險管理及內部監控系統以及檢討其成效。董事會監督本集團整體風險管理，並致力於識別風險、監控已識別風險之影響及推動實行配合減輕風險之措施。若風險及違規事件可能對本集團帶來任何重大不利影響，其結果將在董事會討論。

於回顧年度，本公司採納本集團之內部監控及風險管理程序，並檢討其成效，有關程序包括為保障本公司股東權益而制定之各項政策、程序、監管及溝通事宜以及行為標準。本公司風險管理及內部監控系統旨在幫助本集團達成業務目標、保障資產及提供可靠財務資料以維持良好會計記錄。然而，該系統的設計只為防止財務報表出現重大陳述錯誤或資源損失提供合理而非絕對之保證，並對達成業務目標之風險進行管理而非消除有關風險。

CORPORATE GOVERNANCE REPORT 企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

The processes used to identify, evaluate and manage significant risks by the Group are summarized as follows:

Risk Identification

- Identifies risks that may potentially affect the Group's business and operations.

Risk Assessment

- Assesses the risks identified by using the assessment criteria developed by the management; and
- Considers the impact and consequence on the business and the likelihood of their occurrence.

Risk Response

- Prioritises the risks by comparing the results of the risk assessment; and
- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

Risk Monitoring and Reporting

- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place;
- Revises the risk management strategies and internal control processes in case of any significant change of situation; and
- Reports the results of risk monitoring to the management and the Board regularly.

The Board identified certain risks, namely (i) cybersecurity risk, (ii) talent shortage and (iii) rapid technological change, in our operating environment. Such risks are discussed in the Directors' Report set out on pages 22 to 26. The Board considered that the Group has adequate resources, including headcount and budget, for the accounting, internal audit and financial reporting functions.

Internal Audit Function

The Group's internal audit function is performed by the internal auditor who reports directly to the Audit Committee. The internal auditor plays an important part in the assessment of the effectiveness of the risk management and internal control systems of the Group and reports directly to the Audit Committee on a regular basis.

The internal auditor conducts internal reviews on material controls and compliance with policies and procedures of the Group at both operational and corporate levels. Plans and tools for corrective actions and control improvement are identified and communicated with operations management to address an issue, non-compliance or deficiencies identified. The internal auditor monitors the implementation of his recommendations by operations management and reports the outcomes to the Audit Committee.

Based on its assessment which covers all material controls including financial, operational and compliance controls and risk management functions, the Board believes that for the year ended 30 April 2023, the Company's internal control and risk management systems are effective and adequate. The Board is satisfied that there are adequate resources of staff with appropriate qualifications and experience in its accounting and financial reporting team and that sufficient training and budget have been provided.

風險管理及內部監控 (續)

本集團用於識別、評估及管理重大風險之程序概述如下：

風險識別

- 識別可能對本集團業務及營運構成潛在影響之風險。

風險評估

- 採用管理層制定之評估標準，評估已識別風險；及
- 考慮風險對業務之影響及後果以及出現風險可能性。

風險應對

- 透過比較風險評估之結果，排列風險處理次序；及
- 釐定風險管理策略及內部監控程序，以防止、避免或降低風險。

風險監察及匯報

- 持續並定期監察風險，並確保設有適當之內部監控程序；
- 於出現任何重大變動時，修訂風險管理策略及內部監控程序；及
- 向管理層及董事會定期匯報風險監察結果。

董事會已識別我們營運環境中的若干風險，即(i)網路安全風險、(ii)人才短缺及(iii)快速科技變革。此等風險於載於第22至26頁的董事會報告中討論。董事會認為，本集團具有充足資源，包括人員及預算，以執行會計、內部審核及財務報告職能。

內部審核職能

本集團之內部審核職能由內部核數師執行，而內部核數師直接向審核委員會匯報。內部核數師於評估本集團風險管理及內部監控體系之成效方面發揮重要作用，並定期直接向審核委員會匯報。

內部核數師對本集團於營運及企業層面之重大監控及政策與程序合規情況進行內部檢討。內部核數師與營運管理人員識別及溝通糾正行動及監控改善計劃及措施，以處理所識別之問題、不合規情況或缺陷。內部核數師監察營運管理人員執行其推薦建議之情況，並向審核委員會匯報相關結果。

根據其涵蓋所有重大監控(包括財務、營運及合規監控以及風險管理職能)之評估，董事會相信，截至二零二三年四月三十日止年度，本公司之內部監控及風險管理系統具有成效及充足。董事會信納，於會計及財務報告團隊中有足夠具備適當資格及經驗之員工資源，並已作出充份之培訓及財務預算。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

Dissemination of Inside Information

The Company has a policy for handling and disclosing inside information for allowing a balanced, clear and fair assessment of the Group's performance by the Shareholders, potential investors and stakeholders of the Company. The Company understands its liabilities under the Listing Rules and the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). As the Group has adopted the Model Code as the code of conduct for securities transactions by Directors and designated staff, their dealings in the Company's securities are strictly prohibited before the publication of inside information to the public.

Whistleblowing Policy

The Group has a whistleblowing policy in place which allows our employees and business partners (including customers and suppliers) to report any concerns, suspected fraudulent or unethical acts or non-compliance issues to the Board or the Company Secretary or the chairman of the Audit Committee. Any report must be in writing and an anonymous report is not encouraged. In addition, the whistleblowing policy also set out the procedures for handling cases and the guideline for protecting whistleblowers.

Anti-Corruption Policy

A fair and open business environment is important for every business. Corruption will undermine a fair playing field and destroy the reputation of the business. Therefore, we required all employees, suppliers and customers to comply with all relevant laws and regulations in different jurisdictions, such as Prevention of Bribery Ordinance (Chapter 21 of the Laws of Hong Kong), Criminal Law of the PRC, Anti-Unfair Competition Law of the PRC. The Group will take follow-up action if a non-compliance case is noted, such as termination of the contract and reporting to a related authority. We have reviewed the existing anti-corruption approach and considered it satisfactory.

COMPANY SECRETARY

Po In San ("Ms. Po"), the secretary of the Company, is a full-time employee of the Company. Ms. Po attained no less than 15 hours of relevant professional training during the year ended 30 April 2023. Ms. Po serves as the secretary of the Board and the Board committees and is responsible for advising the Board procedures and relevant laws, rules and regulations to be followed at all times.

DIVIDEND POLICY

The Company does not have any predetermined dividend payout ratio. The declaration and payment of dividends shall be determined at the sole discretion of the Board after taking into account, among others, the general financial condition of the Group, the capital and debt level of the Group, the future cash requirements and availability for business operations, business strategies and future development needs, the general market conditions and any other factors that the Board deems appropriate. The payment of dividends by the Company is also subject to any restrictions under all applicable laws, rules and regulations and the New Articles.

SHAREHOLDERS' RIGHTS

The Company is committed to maintaining good relations with its Shareholders and the investment community. The shareholders' communication policy sets out the principles for handling Shareholders' matters and the investment community in an equal, open and timely manner. Shareholders could understand our business development and financial position by visiting the website of the Company, reading any corporate communications (such as announcements, interim and annual reports) and should actively participate in general meetings of the Company. The Board reviewed the shareholder's communication policy and was satisfied with the implementation and effectiveness of the policy.

風險管理及內部監控 (續)

發佈內幕消息

本公司設有處理及披露內幕消息的政策，以便股東、本公司潛在投資者及持份者對本集團的表現作出平衡、清晰及公平的評估。本公司明白其根據上市規則及證券及期貨條例(香港法例第571章)所應履行的責任。由於本集團已採用標準守則作為董事及指定人員進行證券交易的操守守則，因此在向公眾公佈內幕消息之前，嚴禁彼等買賣本公司的證券。

舉報政策

本集團已妥為制訂舉報政策，允許我們的僱員及業務合作夥伴(包括客戶和供應商)向董事會或公司秘書或審核委員會主席報告任何擔憂、涉嫌欺詐或不道德行為或不符合事宜。任何報告均必須採用書面形式，不鼓勵匿名報告。此外，舉報政策亦載明處理個案的程序以及保護舉報人的指引。

反貪污政策

公平開放的營商環境對每一個企業至關重要。腐敗會破壞公平的競爭環境並且破壞企業的聲譽。因此，我們要求所有僱員、供應商及客戶遵守不同司法管轄區的所有相關法律及規例，例如防止賄賂條例(香港法例第21章)、中國刑法、中國反不正當競爭法等。如發現不合規情況，本集團將採取跟進行動，如終止合同並向有關當局報告。我們已檢討現行的反貪污措施，並認為其令人滿意。

公司秘書

本公司秘書蒲燕珊(「蒲小姐」)為本公司之全職僱員。截至二零二三年四月三十日止年度，蒲小姐已參加不少於15小時相關專業培訓。蒲小姐擔任董事會及董事委員會之秘書，負責就須始終遵守的程序以及相關法律、規則及規例向董事會提供意見。

股息政策

本公司並無任何預定的派息率。宣派及支付股息將由董事會考慮以下因素後全權酌情釐定：(其中包括)本集團的整體財務狀況、本集團的資本及債務水平、業務經營的未來現金需求及供給、業務策略及未來發展需要、一般市場狀況以及董事會認為適當的任何其他因素。本公司支付股息亦須遵守所有適用法律、規定及法規以及新公司細則中的任何限制。

股東權利

本公司致力與其股東及投資界保持良好關係。股東通訊政策載列以平等、公開以及及時的方式處理股東事務及投資界的原則。股東可以通過訪問本公司網站、閱讀任何公司通訊(如公告、中期報告及年報)了解本公司的業務發展及財務狀況，並應積極參加本公司的股東大會。董事會已審閱股東通訊政策，並對該政策的實施及效力感到滿意。

SHAREHOLDERS' RIGHTS (Continued)**Procedures for Shareholders to convene an EGM**

Pursuant to Articles 58 of the New Articles, an extraordinary general meeting ("EGM") can be convened on the requisition of one or more shareholders of the Company holding at the date of deposit of the requisition not less than one-tenth (10%) of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Procedures for putting forward proposals at shareholders' meeting

There are no provisions in the New Articles or the Companies Act of the Cayman Islands for shareholders to move new resolutions at general meetings. Shareholders who wish to move a resolution may request the Company to convene a general in accordance with the procedures set out in the preceding paragraph.

Shareholders' enquiries to the Board

Shareholders may send requisitions and requests to the Board or the secretary of the Company in writing to the principal place of business of the Company at 17A, EGL Tower, 83 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

Shareholders should direct their questions about their shareholdings to the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited.

Constitutional Documents

The Company passed a special resolution to approve certain amendments to the then Articles of Association and adopted the New Articles in substitution for it at the 2022 AGM, for the purpose of (i) updating and amending the provisions in the then Articles of Association in line with the amendments made to the Listing Rules and applicable laws and procedures of the Cayman Islands, and (ii) making other consequential and housekeeping improvements.

A summary of the major amendments to the then Articles of Association is set out below:

1. to allow the Directors to fill any casual vacancy in the office of auditor but while any such vacancy continues the surviving or continuing auditor or auditors may act, and the remuneration of any auditor appointed by the Directors be fixed by the Board; and
2. to allow Shareholders the right to speak at a general meeting.

Details of the amendments brought about by the adoption of the New Articles are set out in the Company's circular dated 7 October 2022. The New Articles is available on both the Company's and the Stock Exchange's website.

股東權利 (續)**股東召開股東特別大會的程序**

根據新公司細則第58條，任何一位或以上於遞送要求日期持有不少於本公司繳足股本(附帶權利按一股一票基準於本公司股東大會上投票)十分之一(10%)的股東於任何時候有權透過向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會(「股東特別大會」)，以處理有關要求中指明的任何事項；且該大會應於遞送該要求後兩(2)個月內舉行。倘遞送後二十一(21)日內，董事會未有召開該大會，則遞送要求人士可自發以同樣方式作出此舉，而遞送要求人士因董事會未有召開大會而合理產生的所有開支應由本公司向要求人作出償付。

於股東大會提呈建議的程序

新公司細則或開曼群島公司法概無條文規定股東可於股東大會動議新決議案。有意動議決議案的股東可依據上一段所載程序要求本公司召開股東大會。

股東向董事會提出查詢

股東亦可將要求及請求以書面方式發送至本公司主要營業地點予董事會或公司秘書，地址為香港九龍觀塘鴻圖道83號東瀛遊廣場17樓A室。

股東應向本公司的香港股份過戶登記分處卓佳登捷時有限公司直接徵詢有關其持股情況的問題。

憲章文件

本公司已於二零二二年股東週年大會上通過一項特別決議案，以批准對當時組織章程細則的若干修訂並採納代替其之新公司細則，旨在(i)更新及修訂當時之組織章程細則以符合對上市規則作出之修訂以及開曼群島適用法例及程序；及(ii)作出其他相應的及內務改進。

對當時組織章程細則作出之主要修訂概要載列如下：

1. 允許董事可填補任何核數師職位的臨時空缺，倘仍然出現該等空缺，則尚存或留任的一名核數師或多名核數師(如有)可擔任核數師的工作，以及董事委任任何核數師的酬金可由董事會釐定；及
2. 允許股東有權於股東大會上發言。

採納新公司細則所引起的修訂詳情載於本公司日期為二零二二年十月七日的通函。新公司細則可於本公司網站及聯交所網站查閱。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境·社會及管治報告

BOARD STATEMENT

The board of directors of the Company (the “Board”) is pleased to present this Environmental, Social and Governance Report (“ESG Report”), which reviews the Group’s ESG initiatives, plans, performance, as well as its sustainable development in respect of environmental protection, labour practices, business operations, supply chain management and other ESG issues for the year ended 30 April 2023. As a responsible corporate, the Group views ESG commitment as part of its responsibilities and is committed to incorporating ESG considerations into its decision making process.

The purpose of this ESG Report is to improve stakeholders’ understanding and to introduce ongoing sustainability initiatives directed towards the community and the environment.

This ESG Report supplements information disclosed elsewhere in our Annual Report 2023. For the governance section, please refer to the Corporate Governance Report as set out on pages 27 to 35 of our Annual Report 2023. The Company has adopted the principles and the Corporate Governance Code (the “CG Code”) set out in Part 2 of Appendix 14 of the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange of Hong Kong Limited (the “Listing Rules”). The Company has complied with all the code provisions set out in the CG Code throughout the year under review, except for deviations as described elsewhere in our Annual Report 2023.

REPORTING STANDARD AND PRINCIPLES

This ESG Report is prepared in accordance with the ESG Reporting Guide set out in Appendix 27 to the Listing Rules and the operational status of the Group.

During preparation of this ESG Report, the Group has applied the following reporting principles of the ESG Reporting Guide.

Materiality: Materiality assessment was conducted to identify and prioritise material ESG issues during the Reporting Year, thereby adopting the confirmed material ESG issues as the focus for the preparation of this ESG Report. The materiality of ESG issues was reviewed and confirmed by the Board and senior management of the Group. Please refer to the section headed “Stakeholders Engagement” and “Materiality Assessment” for further details.

Quantitative: The standards and methodologies used in the calculation of relevant data in this ESG Report, as well as the applicable assumptions are disclosed. The key performance indicators (“KPIs”) are supplemented by explanatory notes to establish benchmarks where feasible.

Consistency: The preparation approach of this ESG Report are substantially consistent with the ESG report of previous year and explanations were provided regarding data with changes in the scope of disclosure and calculation methodologies. This ESG Report has undergone the internal review process of the Group’s management and has been approved by the Board.

THE ESG GOVERNANCE STRUCTURE

The board of directors of the Company (the “Board”) is responsible for the Company’s approach, strategy and reporting in respect of the ESG issues. The Board, with the assistance of the Audit Committee and the management of the Group (the “Management”), reviews the effectiveness of the internal control system, risk management, including the risk management mechanism, policies and procedures, and major control measures implemented covering aspects of finance, operation, compliance as well as sustainable development. The Board also reviews ESG reports and the progress made against ESG-related goals and targets from time to time, inspects the ESG-related issues and identifies the key opportunities.

董事會聲明

本公司董事會(「董事會」)欣然提呈本集團截至二零二三年四月三十日止年度之環境、社會及管治報告(「本報告」)，該報告審視本集團於本報告年度在環境保護、勞工常規、業務營運、供應鏈管理及其他環境、社會及管治議題方面的環境、社會及管治措施、計劃、表現及可持續發展。作為一間負責任企業，本集團將環境、社會及管治承諾視為其責任的一部分，並致力於將環境、社會及管治相關考慮因素納入其決策過程。

本報告的目的乃提升持份者的了解，並為社區及環境帶來持續的可持續舉措。

本報告補充了本公司已刊發於二零二三年年報中披露的其他資料。就管治部分而言，請參閱載列於本公司二零二三年報第27至35頁的企業管治報告。本公司已採用香港聯合交易所有限公司主板證券上市規則(「上市規則」)附錄十四所載的原則及第二部所載的企業管治守則(「企業管治守則」)。除二零二三年年度報告中其他部分所述的偏差外，本公司於回顧年內已遵守企業管治守則所載的所有守則條文。

報告準則及原則

本報告乃根據上市規則附錄二十七所載環境、社會及管治報告指引及本集團營運狀況編製而成。

於編製本環境、社會及管治報告過程中，本集團已應用下列環境、社會及管治報告指引的匯報原則。

重要性：已進行重要性評估，以識別本報告年度的重大環境、社會及管治議題並進行優次排序，進而以所確定的重大環境、社會及管治議題為重點編製本環境、社會及管治報告。董事會及本集團高級管理層已審查並確認環境、社會及管治議題之重要性。有關進一步詳情，請參閱「持份者參與」及「重要性評估」一節。

量化：本環境、社會及管治報告中相關數據計算所用的標準及方法以及適用的假設均已披露。關鍵績效指標(「關鍵績效指標」)輔以說明性附註，以便在可行情況下建立基準。

一致性：本環境、社會及管治報告的編製方式與上一年環境、社會及管治報告的編製方式基本一致，並已對披露範圍及計算方法有變化的數據作出解釋。本環境、社會及管治報告已通過本集團管理層的內部審查程序並經董事會批准。

環境、社會及管治的治理架構

本公司董事會(「董事會」)負責本公司就環境、社會及管治事宜的策略及報告。董事會在審核委員會及本集團管理層(「管理層」)的協助下，審閱內部監控系統及風險管理的有效性，包括風險管理機制、政策及程序以及實施的涵蓋財務、營運、合規以及可持續發展等方面的主要監控措施。董事會亦不時審閱環境、社會及管治報告以及於環境、社會及管治相關目標及指標方面取得的進展，檢查環境、社會及管治相關問題並識別關鍵機會。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
環境·社會及管治報告

THE ESG GOVERNANCE STRUCTURE (Continued)

The Board has delegated to the Management the overall responsibility to implement the approved ESG strategies and policies. The Management is responsible for examining and addressing all the environmental and social issues listed in the aspects and areas in the ESG Guide, as well as managing the established key performance indicators in line with the Group's strategies and policies. The Management evaluates ESG related issues and assesses their materiality to our business as well as to our stakeholders regularly. The Management also reviews the process, attainability and implementation of the sustainable development measures against the ESG related goals and targets of the Group periodically, to ensure that the Group fulfills and complies with its environmental and social responsibilities and obligations in compliance with the ESG Guide, the laws and related regulations and all relevant statutory requirements, operating practices and standards of Hong Kong. Communication with the stakeholders will be strengthened and sustainable development policies will be adjusted if the performance does not meet the expected targets and operations of the Group. The Management confirmed that those systems are effective for the reporting period under review.

STAKEHOLDER ENGAGEMENT

The Group values the mutual understanding with its stakeholders and believes that fostering a sound relationship with the stakeholders is the premise of value creation for all. In order to strengthen our understanding of stakeholders' expectations and needs, as well as to identify material issues, the Group maintained diversified communication channels for the external and internal stakeholders (including but not limited to, where applicable, shareholders, customers, suppliers, employees, governmental organisations, and regulated bodies).

環境·社會及管治的治理架構 (續)

董事會已授權管理層全面負責實施已批准的策略及政策。管理層負責檢視及處理列於環境、社會及管治指引中層面及範疇裡所有環境及社會事宜，並依照本集團的策略及政策管理已建立的關鍵績效指標。管理層評估環境、社會及管治相關風險並定期評估其對我們業務及持份者的重要性。管理層亦定期與資產管理小組就本集團環境、社會及管治相關目標及指標的進展、可達成性及實施情況進行審閱及討論，以使本集團按環境、社會及管治指引、香港法律及相關規例以及所有有關法定規定、營運常規及準則達成及遵守其環境及社會責任及義務。倘績效未能達致預期目標及未滿足本集團營運需求，則本集團將加強與持份者的溝通並調整可持續發展政策。管理層已確認該等系統於回顧期內有效。

持份者參與

本集團重視與持份者的相互理解，並相信與持份者建立良好關係是各界創造價值的前提。為加強我們對持份者的期望及需求之理解，並識別重大事宜，本集團通過多元化渠道以維持與外部及內部持份者(包括但不限於股東、客戶、供應商、僱員、政府組織及監管機構(如適用))的溝通。

STAKEHOLDERS 持份者	COMMUNICATION CHANNELS 溝通渠道	EXPECTATIONS 期望
Shareholders and Investors 股東及投資者	<ul style="list-style-type: none"> Annual general meeting 股東週年大會 Financial reports 財務報告 Announcements and circulars 公告及通函 Company website 公司網站 Enhancement in company core value 提高公司的核心價值 	<ul style="list-style-type: none"> Financial performance 財務表現 Information transparency 信息透明度 Operating risks management 營運風險管理 Corporate sustainability 企業可持續發展
Management and employees 管理層及僱員	<ul style="list-style-type: none"> Trainings and workshops 培訓及工作坊 Performance evaluation or appraisal 績效評估或考核 Internal announcement 內部公告 Face to face communication 面對面溝通 	<ul style="list-style-type: none"> Humanity and labour rights 人道及勞工權益 Occupational health and safety 職業健康及安全 Career development 事業發展 Equal opportunity 平等機會
Suppliers and business partners 供應商及合作夥伴	<ul style="list-style-type: none"> Meetings 會議 Direct contacts (telephone and/or email) 直接聯絡(電話及/或電郵) Business cooperation 商務合作 	<ul style="list-style-type: none"> Selection with due care to ensure fair and open procurement of stable and qualified products and services 以公平公開的方式嚴謹篩選確保採購穩定及合規的產品和服務 Supply chain management 供應鏈管理 Ensuring contractual obligations are in place to protect mutual benefit 確保制定合約責任，保護相互利益
Customers 客戶	<ul style="list-style-type: none"> Meetings and events 會議及活動 Direct contacts by telephone and/or email 透過電話及/或電郵直接聯絡 	<ul style="list-style-type: none"> Ensuring contractual obligations are in place for protection of customers' benefits and rights 確保制定合約責任，以保護客戶利益及權利 Collecting customers' opinion from various channels in order to improve customer satisfaction 從各種渠道收集客戶意見，以提升客戶滿意度
Government and regulatory bodies 政府及監管機構	<ul style="list-style-type: none"> Written or electronic correspondences 書面或電子通訊 Regular reports and filing 定期報告及申報 	<ul style="list-style-type: none"> Compliance with local laws and regulations 遵守當地法律及規例 Compliant operation and corporate governance 合規經營和企業管治

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境·社會及管治報告

MATERIALITY ASSESSMENT

The Group identified ESG related issues which are considered to have impacts on the environment and the society during our operation in accordance with the disclosure requirements set out in the ESG Guide and the business nature and operation of the Group. Through a variety of open communication channels, the Group gains a deeper understanding of its stakeholders' concerns and expectations, which facilitates the Group to better position itself in the competitive market and to make rapid and appropriate strategic adjustments and helps the Group to determine the materiality of ESG issues. The ESG issues considered to be material and with areas of improvement in the future ESG work of the Group are listed below:

ASPECTS

層面

Emissions and Use of Resources
排放物及資源使用

Employment Management
僱傭管理

Operating Practices
營運常規

Community Investment
社區服務

REPORTING SCOPE

During the year under review, the Group has three business segments which are (i) technology-related, (ii) property-related and (iii) financial services-related. Revenue generated from the technology-related segment represented about 97.6% of the total revenue of the Group for the year ended from 1 May 2022 to 30 April 2023 (the "Reporting Period"). The Board considered that technology-related business is our core business and, therefore, allocated resources accordingly to this business segment. This report mainly covers the operational information of the technology-related segment and certain activities of the Group's head offices in Hong Kong and Mainland China for the Reporting Period.

A. ENVIRONMENTAL

Aspect A1: Emissions

Our policy is to minimize environmental impacts and to fully comply with laws and regulations in relation to air and greenhouse gas ("GHG") emissions, discharges into water and land, and generation of hazardous and non-hazardous wastes. During the reporting year, the Management provided confirmation on compliance with those laws and regulations. In our business, we focus on minimizing our environmental footprint in order to make a positive impact on the environment. We also engage our staff and partners to promote environmentally sustainable business practices.

Our environmental footprint is mainly comprised of GHG emissions from electricity and water consumption from our business operations, which are mainly office-based, and therefore do not result in massive air emissions, discharges into water and land or generation of hazardous and non-hazardous wastes.

重要性評估

本集團根據環境、社會及管治指引的披露要求，結合本集團的業務性質及經營情況，識別出我們經營過程中被認為對環境及社會產生影響的環境、社會及管治相關問題。通過各種開放的溝通渠道，本集團更深入理解持份者的關切及期望，從而有助本集團在競爭激烈的市場中更有效地對自身進行定位，並迅速及適當調整策略，亦協助本集團判定環境、社會及管治議題的重要性。本集團對未來環境、社會及管治工作中被視為重大且有待改善的環境、社會及管治議題載列如下：

MATERIAL ISSUES

重要事宜

- Greenhouse gas emissions
溫室氣體排放
- Energy consumption and savings
能源消耗及能源節約
- Water consumption and savings
耗水量及節水
- Employee welfare and working conditions
僱員福利及工作條件
- Work-life balance
工作與生活平衡
- Occupational health and safety
職業健康與安全
- Staff training and development
員工培訓及發展
- Human rights and equal opportunities
人權及平等機會
- Supplier selection mechanism
供應商甄選機制
- Quality Assurance & Customer satisfaction
品質管理及客戶滿意度
- Business ethics
商業道德
- Community Services
社區投資
- Charity
慈善

報告範疇

於回顧年度內，本集團擁有(i)科技相關，(ii)物業相關及(iii)金融服務相關三個業務分部。截至二零二二年五月一日至二零二三年四月三十日止年度（「報告期」），科技相關分部產生的收入約佔本集團總收入的97.6%。董事會認為科技相關業務是我們的核心業務，故而向該業務分部分配較多資源。本報告主要涵蓋報告期內科技相關分部的經營資料以及本集團香港及中國總部的若干活動

A. 環境

層面A1：排放物

我們的政策為將對環境的影響降至最低，並全面遵守有關廢氣及溫室氣體（「溫室氣體」）排放、向水及土地的排污、以及產生有害及無害廢棄物的法律及規例。於報告年度內，管理層對這些法律法規的遵守情況進行了確認。我們致力於將業務中的環境足跡降至最低並為環境帶來正面影響。我們亦鼓勵我們的員工及合作夥伴推廣環境可持續營商常規。

我們的環境足跡主要包括於營運過程中消耗水電所產生的溫室氣體排放，我們的營運並不會導致大量的廢氣排放、向水及土地的排污或產生有害及無害廢棄物。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
環境·社會及管治報告
A. ENVIRONMENTAL (Continued)
Aspect A1: Emissions (Continued)

Key Performance Indicator:

Types
類別

GHG emissions

溫室氣體排放

20,981

107

26,488

141

We support environmental conservation at all our offices and business locations.

We advocate paperless office in all our business operations. We encourage staff to think about the necessity of printing and the promotion of use of electronic banking, e-statements, e-bill, e-receipts, e-copies, and e-filing. For documents circulated internally, we set a printing policy of using recycled paper first and double-sided printing the next. Other office measures to reduce the use of disposable consumables, the separation of waste for reuse and recycling are in place. We also have special recyclers or service providers for handling cartridges, toners, computers and waste paper with confidential information that must be separated from other daily solid waste.

We also encourage and support our staff to implement green initiatives, join recycling programs at our offices and business locations, e.g. paper, plastic bottles and metal cans recycling and we will continue to adopt more green initiatives when it is feasible to our business operations.

As our GHG emission is energy indirect GHG emission, we target to reduce our GHG emission by reducing our electricity and water consumption intensity. Details of our targets and steps taken to achieve them were set out in "Aspect A2: Use of Resources" of this Report.

Aspect A2: Use of Resources

The Group consumes electricity and water during operation, and our policy is to ensure efficient use of resources at all our offices and business locations.

The Group encourages the reduction of energy consumption. Energy-saving light bulbs and LED lighting systems are used in all offices of the Group. The Group encourages making use of natural daylight and refraining from turning on unnecessary lights during the daytime. Other energy-saving measures include, but not limited to, (i) switching off lights and equipment if they are not in use, (ii) shifting to sleep mode for printers and photocopiers after office hours or in idle, and (iii) turning off lights and computers before leaving the offices.

A. 環境 (續)
層面A1：排放物 (續)

關鍵績效指標：

Types 類別	2023 二零二三年		2022 二零二二年	
	Total 總量 (in CO ₂ e) (二氧化碳當量)	Intensity 密度 (CO ₂ e per million revenue) (二氧化碳 當量/ 百萬收入)	Total 總量 (in CO ₂ e) (二氧化碳當量)	Intensity 密度 (CO ₂ e per million revenue) (二氧化碳 當量/ 百萬收入)
GHG emissions	20,981	107	26,488	141

我們於辦公室及所有業務場所均支持環境保育。

我們於日常運營中倡議推行無紙化辦公。我們鼓勵員工考慮打印的必要性以及提倡使用網上銀行、電子月結單、電子帳單、電子收據、電子副本及電子檔案。對於內部傳閱的文件，我們制定了先使用再生紙，再使用雙面列印的列印政策。我們推行其他辦公室措施，以減少使用即棄用品、可再用及可回收廢棄物分類。我們亦有專門的回收商或服務提供商處理須與其他日常固體廢棄物區分開的墨盒、碳粉、計算機及含機密資料的廢紙。

我們亦鼓勵及支持員工推行環保措施，參與辦公室和業務地點回收計劃，例如紙張、塑膠瓶及鐵罐回收，並將繼續在業務營運可行的情況下採用更多環保措施。

由於我們的溫室氣體排放是能源間接溫室氣體排放，我們的目標是通過降低我們的電力和水的消耗密度來減少我們的溫室氣體排放。我們的目標和實現這些目標所採取的步驟的詳情載於本報告的「層面A2：資源使用」中。

層面A2：資源使用

本集團於營運過程中耗用電力及水，我們的政策是要確保有效使用資源，包括我們所有的辦公室及業務場所的能源及水。

本集團鼓勵減低能源消耗，在其各辦公室換上較節能的慳電燈泡及LED照明系統，白天盡量採用天然日光，不開非必要的燈光。其他節能舉措包括但不限於(i)關閉閒置電燈及設備，(ii)於辦公時間或閒置時將打印機及複印機切換至休眠模式，及(iii)下班前關閉電燈及電腦。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT**環境·社會及管治報告****A. ENVIRONMENTAL** (Continued)**Aspect A2: Use of Resources** (Continued)

Key Performance Indicator:

Types
類別

		2023 二零二三年		2022 二零二二年	
		Total 總量	Intensity 密度 (per staff) (每員工)	Total 總量	Intensity 密度 (per staff) (每員工)
Electricity (kWh)	電力(千瓦時)	30,855	97	38,953	100
Office (kg)	辦公用紙(千克)	162	198	100	100

As water usage in our offices and business locations is minimal, we will continue to carry out our water saving measures, and we will nevertheless consider carefully the issue of water conservation whenever possible. During the reporting year, there was no issue for the Group in sourcing water.

Aspect A3: The Environment and Natural Resources

Due to the nature of our business, apart from electricity and water consumption as discussed above, the Group's business activities on the impacts of the environment and natural resources during the reporting year is immaterial.

Actions have been taken by the Group to reduce its impact on the environment by adopting energy-saving measures as set out in Aspect A1: Emissions and Aspect A2: Use of Resources of this Report.

Aspect A4: Climate Change

Climate change gives rise to certain risks to our business. We address climate change risks as part of our corporate risk management process. We first perform a climate-related risk assessment, and then develop strategies in line with the Group practices to mitigate the impact of climate change on our operations, to adapt our operations to cope with it and to increase our resilience to climate change.

The two major risks of climate change that have potential impacts on the Group's business are physical risk and transition risk.

Physical risk refers to the risk of property damages and economic losses caused by extreme weather-related events. Our investment properties are built with certified materials and are not located in low-lying areas and the related risk is therefore considered minimal.

Transition risk refers to the risk of higher operating costs caused by transition to a carbon neutral economy. One of the decarbonization strategies as stated in The Hong Kong's Climate Action Plan 2050 published by the Hong Kong government is to reduce the overall electricity consumption of the buildings through regulation. As we had introduced measures to improve the energy and water consumption efficiency in our buildings, we believe our business operations align with Hong Kong decarbonization goal. The Management will continue to monitor the climate related risks that may affect the Group and take appropriate actions when considered necessary.

A. 環境 (續)**層面A2：資源使用** (續)

關鍵績效指標：

		2023 二零二三年		2022 二零二二年	
		Total 總量	Intensity 密度 (per staff) (每員工)	Total 總量	Intensity 密度 (per staff) (每員工)
Electricity (kWh)	電力(千瓦時)	30,855	97	38,953	100
Office (kg)	辦公用紙(千克)	162	198	100	100

由於我們物業的用水量極少，我們將繼續推行節水措施，亦將詳盡考慮節約用水事宜。報告期內，本集團不存在採購用水問題。

層面A3：環境及天然資源

鑒於我們的業務性質，除以上討論的水電消耗以外，本集團於報告年度內的業務活動對環境及天然資源的影響並不重大。

本集團已採取行動，透過載於本報告的「層面A1：排放物」及「層面A2：資源使用」中所述的節能措施減少對環境的影響。

層面A4：氣候變化

氣候變化會給我們的業務帶來相關風險。我們將應對氣候變化風險作為企業風險管理流程的一部分。我們首先作氣候風險評估，並根據本集團常規制定策略，以減輕氣候變化對我們營運的影響，使我們的營運能應對並提高我們對氣候變化的適應能力。

對本集團業務有潛在影響的兩大氣候變化風險是實體風險和過渡風險。

實體風險是指極端天氣相關事件造成財產損失和經濟損失的風險。我們的投資物業採用經過認證的材料建造，並不位於低窪地區，因此相關風險被認為是輕微的。

過渡風險是指因過渡至碳中和經濟而導致運營成本上升的風險。香港政府發表的《香港氣候行動藍圖2050》中提出的其中一項減碳策略是通過規管來減少建築物的整體用電量。由於我們已採取措施提高建築物的能源和用水效率，我們相信我們的業務運營符合香港的減碳目標。管理層將繼續監控可能影響本集團的氣候相關風險，並在認為必要時採取適當行動。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
環境、社會及管治報告

B. SOCIAL

Aspect B1: Employment

The Group recognizes that employees are important and valuable assets to the corporate contribution and is committed to building a pleasant and valued-adding workforce and workplace. As recruiting and retaining talent is vital for us to stay competitive, attractive and competitive remuneration packages are offered to our employees and reviewed on performance basis within the general framework of the Group's salary and bonus system. We also encourage our staff to maintain a work-life balance and support them to actively pursue their personal development by participating in different roles and activities in the community.

Being an equal-opportunity employer, we implement fair employment practices and no one will receive less favourable treatment on the ground of, for example, race, disability, age, gender, sex, sexual orientation or religion. We believe that each individual has his or her unique strengths and contributions that can add value to the Group and the society at large.

For the year ended 30 April 2023, the breakdown of employees and turnover rate by gender, age group, employment type and region is set out below:

		2023 二零二三年	2022 二零二二年
Number of employees	僱員人數		
By gender	按性別		
– Male	– 男性	23	28
– Female	– 女性	22	27
By age group	按年齡組別		
– Under 30	– 30歲以下	12	20
– 30 to 50	– 30至50歲	24	30
– Above 50	– 50歲以上		
By employment type	按僱傭類型	9	5
– Permanent	– 長期	37	40
– Temporary	– 臨時	8	15
Geographical region	按地區		
– Hong Kong	– 香港	36	47
– China	– 中國	5	5
– Others	– 其他	4	3
Staff turnover ratio (Note 1)	員工流失率(附註1)		
All grades	所有層級		
– Male	– 男性	14%	11%
– Female	– 女性	14%	11%
By age group	按年齡組別		
– Under 30	– 30歲以下	16%	13%
– 30 to 50	– 30至50歲	12%	9%
– Above 50	– 50歲以上		
By geographical region	按地區	0%	0%
– Hong Kong	– 香港	28%	22%
– China	– 中國	0%	0%
– Others	– 其他	0%	0%

Note:

1. Staff turnover represents the employees (permanent and temporary) leaving the Group voluntarily.

During the reporting year, the Group complied with laws and regulations in relation to labour and human resources practices and our Management provided confirmation on the compliance. Also, our employees are encouraged to have direct dialogue with the Management and can freely bring up issues to the Management when they considered necessary.

B. 社會

層面B1：僱傭

本集團認為僱員乃企業貢獻中重要及寶貴的資產，因此致力建立舒適及有助提升實力的工作團隊與場所。由於招募及挽留人才對於我們維持競爭力極其重要，我們向僱員提供具吸引力及競爭力的薪酬待遇，並於本集團薪酬及花紅制度的整體框架下按工作表現作檢討。我們亦鼓勵員工保持工作生活平衡，並支持彼等於社區擔任不同角色及參與不同活動，以主動追求個人發展。

作為秉持機會平等的僱主，我們實行公平的僱傭常規，沒有人會因為如種族、殘疾、年齡、性別、性取向及宗教而受到較差的待遇。我們相信每一位員工不論男女皆有其優點及貢獻，為本集團及整體社會添加價值。

截至二零二三年四月三十日止年度，按性別、年齡組別、僱傭類型及地區劃分的僱員及僱員流失比率分佈概況載列如下：

		2023 二零二三年	2022 二零二二年
Number of employees	僱員人數		
By gender	按性別		
– Male	– 男性	23	28
– Female	– 女性	22	27
By age group	按年齡組別		
– Under 30	– 30歲以下	12	20
– 30 to 50	– 30至50歲	24	30
– Above 50	– 50歲以上		
By employment type	按僱傭類型	9	5
– Permanent	– 長期	37	40
– Temporary	– 臨時	8	15
Geographical region	按地區		
– Hong Kong	– 香港	36	47
– China	– 中國	5	5
– Others	– 其他	4	3
Staff turnover ratio (Note 1)	員工流失率(附註1)		
All grades	所有層級		
– Male	– 男性	14%	11%
– Female	– 女性	14%	11%
By age group	按年齡組別		
– Under 30	– 30歲以下	16%	13%
– 30 to 50	– 30至50歲	12%	9%
– Above 50	– 50歲以上		
By geographical region	按地區	0%	0%
– Hong Kong	– 香港	28%	22%
– China	– 中國	0%	0%
– Others	– 其他	0%	0%

附註：

1. 員工流失率指自願離開本集團的僱員(長期及臨時)。

於報告年度內，本集團遵守有關勞工及人力資源常規的法律及規例，而我們的管理層已確認合規情況。此外，我們鼓勵僱員直接與管理層對話，並可於彼等認為需要時自由地向管理層提出問題。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT**環境·社會及管治報告****B. SOCIAL (Continued)****Aspect B2: Health and Safety**

The Group endeavours to provide a safe, healthy and pleasant working environment, which protects the physical and mental health of our staff and minimises the risk of occupational diseases. Periodic cleaning of air-conditioning systems, the office areas, pest control services and regular floor care maintenance are carried out to ensure a hygienic working environment.

During the COVID-19 pandemic, surgical masks, disinfectant detergents, and alcohol-based hand sanitisers were available to employees in order to protect our employees from possible virus infection. Video conferencing facilities were setup and software were installed for the employees to have meetings while they were working from home.

Due to the nature of our business operations, work related injuries and occupational health hazards are not significant risk factors to us. During the reporting period, the Group achieved zero work-related fatalities, and no work fatalities were reported for the past three years.

The occupational safety and health related policies and practices are regularly reviewed by the Group so that preventive and corrective measures are implemented to minimize occupational health and safety hazards. During the reporting year, the Group complied with laws and regulations in relation to health and safety and our Management provided confirmation on the compliance.

Aspect B3: Development and Training

Continuing education and development of our employees is a priority for the Group. In order to create a supportive workplace that develops the competency of our employees and supports their personal growth, the Group actively invests time and resources in staff training and development. On the job training is provided to all employees and employees are encouraged to take job-related courses. This ensures our employees are constantly updated with adequate skills and professional knowledge to perform quality work.

Aspect B4: Labour Standards

We comply with the Employment Ordinance and respect human rights. All employment with the Group is voluntary and child and forced labour is prohibited in any of our operation.

To ensure the Group is legally complied with local laws and regulations, it has implemented effective controls in the recruitment process, for example, the applicant's identity is checked, including but not limited to his or her age and eligibility for employment. We avoid engaging vendors of administrative supplies and services and contractors that are known to employ child or forced labour in their operations. If child labour is detected, a corrective plan is required and implemented by the suppliers/contractors. The plan must take into consideration the child's best interest, including their family and social situation. If concrete steps are not taken to eliminate the problem, or there are repeated violations, the contracts will be terminated and no new contract will be issued.

B. 社會 (續)**層面B2：健康與安全**

本集團致力為員工提供安全、健康及舒適的工作環境，保障員工身心健康和盡量降低職業病風險。空調系統及辦公室的定期清潔、病蟲害的防治服務以及地板的定期保養均確實執行，以確保衛生的工作環境。

於新冠疫情期間，我們向僱員提供外科口罩、殺菌清潔劑及酒精搓手液。以保障我們的僱員免於病毒感染的可能性。我們已設置視頻會議設施並為員工安裝軟件，以便其在家工作時得以參與會議。

由於我們的業務營運性質，工作相關傷害及職業健康危害對我們而言並非重大的風險因素。於報告期間，本集團因工作關係死亡人數為零，過去三年亦沒有錄得因工作關係死亡的事故。

本集團定期審閱職業安全及健康相關政策及常，實施預防及糾正措施以減少職業安全及健康的隱憂。於報告年度內，本集團遵守有關健康及安全的法律及規例，而我們的管理層已確認合規情況。

層面B3：發展與培訓

我們僱員的持續學習及發展為本集團的優先事項。為創建關顧員工、發展其才能及支持其個人成長的工作場所，本集團積極投入時間及資源於員工培訓及發展。我們向所有員工提供在職培訓，而員工亦可參加由本集團承擔費用的培訓。這確保我們的僱員不斷以新技能及專業知識裝備自己，發揮卓越表現。

層面B4：勞工準則

我們遵守僱傭條例並尊重人權。本集團所有僱員均為自願應聘，我們禁止於任何營運上僱用童工及強制勞工。

為確保本集團符合當地法律及規例，其已於招募程序中實施有效控制，例如，查驗申請人身份，包括但不限於其年齡及受僱資格。我們避免委聘該等據悉在其營運中僱用童工或強制勞動的行政用品及服務供應商及承包商。倘發現童工，供應商／承包商必須制定並實施糾正計劃，而該計劃需考量兒童的最佳利益，包括其家庭及社會狀況。倘未採取具體措施消除該等問題或倘有重複違規情形，合約將遭終止且不獲簽發新合約。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境·社會及管治報告

B. SOCIAL (Continued)

Aspect B5: Supply Chain Management

Our main business suppliers include technology products and service providers, professional and other business service providers. Among the suppliers, the technology service providers are our key service provider which pose a significant impact. During the Reporting Period, the Group has over 50 regular suppliers. Most of them are located in Hong Kong.

We carefully select our business suppliers and assess them based on a list of criteria including not only the financial status, reputation, past performance, reliability and costs, but also the environmental and social standards relating to their services provided. The Group encourages our suppliers the efficient use of resources and gives higher priority to the suppliers that incorporate and promote sustainable practices at their work.

Aspect B6: Product/Service Responsibility

Quality Assurance and Customer Satisfaction

We endeavor to maintain a close and lasting relationship with our customers and pursue their satisfaction. In addition to our business teams, customers can also contact our management team directly via telephone and emails as and when needed. We also pay attention to the customers' satisfaction and put the best effort to respond instantly to any issues or problems encountered by our customers. For the reporting period, there were no substantiated complaints received relating to the provision of use of products or services that have a significant impact on the Group. In case, we receive any customer's feedback, the management team will closely liaise with the customers to understand his/her needs, then work with the business team or relevant parties to take suitable follow up actions to address the concerns.

The Company also regularly reviews its strategies and adopts special measures in order to maintain long term business partnership with our customers.

Data Protection and Privacy Policies

The Group ensures a high standard of security and confidentiality of personal data throughout its business and operation. We only collect personal data for operational needs and clearly inform all customers or persons about the intended use of the data and their rights to review and revise their information. Collected information is accessible on a "need-to-know" basis. Disclosure of personal data to any third parties without explicit permission, unless required by law, is not allowed. Statutory requirements are strictly adhered to and employees are required to retain in confidence any and all information obtained in connection with their employment, including but not limited to trade secrets, client personal data and information, supplier information and other proprietary information.

Intellectual Property Protection

The Group respects intellectual property rights. Employees are not allowed to possess or use copyrighted materials, including computer software and published materials, without the permission of the copyright owners. The Group maintained proper records of software applicants and assured only legitimate and genuine software is installed to the employee's computer.

The Group was not aware of any violation of product responsibility laws and regulations relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.

B. 社會 (續)

層面B5：供應鏈管理

我們的主要業務供應商包括科技產品及服務提供商、專業及其他商業服務提供商。供應商中，科技產品及服務提供商為我們的重要服務提供商，對本公司具重大影響力。於報告期內，本集團超過五十家恆常供應商。大部分位於香港。

我們根據一系列標準，當中不但包括財務狀況、聲譽、過往表現、可靠性及成本，還考慮與其提供的服務相關的環境及社會標準，審慎選擇我們的業務供應商。本集團鼓勵我們的供應商有效利用資源，並更優先考慮在其工作中採用並推廣可持續發展常規的供應商。

層面B6：產品／服務責任

品質保證及客戶滿意度

我們竭力與客戶維持緊密長久的關係，並滿足其需要。客戶於有需要時可直接通過電話及電郵聯絡我們的管理團隊。我們非常重視客戶的滿意度，並致力即時回應客戶提出之問題及意見。報告期內，未接獲與提供相關產品或服務而對本集團有重大影響的重大投訴。倘若收到任何客戶的反饋時，我們的管理小組會與客戶密切聯繫以了解其需求，隨後與公司或相關人士合作採取適當跟進行動以解決其憂慮。

本公司亦定期檢討其策略並致力與我們的租戶維持長期業務夥伴關係。

數據保護及私隱政策

本集團已於其整體業務及營運中確保個人數據的高度安全及保密性。我們僅收集營運所需的個人數據，並明確告知所有客戶或個人該數據的擬定用途以及彼等審閱及修訂其資料的權利。所收集資料以僅知原則存取。除非法律規定，否則不得未經明確批准向任何第三方披露個人數據。本公司嚴格遵守法定要求且僱員須保密與其僱傭有關所獲得的任何及所有資料，包括但不限於商業機密、客戶個人數據及資料、供應商資料及其他專有資料。

保障知識產權

本集團尊重知識產權。僱員不得未經版權擁有者允許，將有版權的資料(包括電腦軟件及出版物)歸為己有或使用。本集團對軟件申請者保留適當紀錄，並確保僱員電腦上僅安裝合法及正版的軟件。

本集團並無察覺有任何有關健康及安全、廣告、標籤及與所提供產品及服務有關私隱事宜的產品責任法律及規例的違反事宜及補償方案。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT**環境·社會及管治報告****B. SOCIAL (Continued)****Aspect B7: Anti-corruption**

The Group prohibits all forms of bribery, extortion, fraudulent, money laundering and corruption activities in connection with any of its business activities. Code of conduct with anti-bribery and anti-corruption principles are established to provide guidance to our staff when discharging their duties and obligations. All directors and employees are required to possess high ethical standard and demonstrate professional conducts in our business operation. They are notified not to engage in any form of corruption and not to request, receive or accept any form of benefits from any persons, companies or organizations having business transactions with the Group. Also, the Group complies with relevant laws and regulations and adopted whistleblowing procedures for employees to raise concerns, in confidence, about possible improprieties in any matters related to the Group. Our employees can report any unlawful conduct, incident of corruption, incorrect or improper financial reporting and other fraudulent activities directly to the chief financial officer. Any reported case of fraudulence will receive immediate, fair and independent investigation and appropriate follow-up action. The Management will regularly review and monitor the anti-bribery and anti-corruption principles and procedures. The Group did not provide any internal anti-corruption training to directors and staff during the reporting year, but they are encouraged to attend anti-corruption training provided by external parties.

During the reporting year, the Group received no complaints or legal cases in relation to corruption. The Group was also not aware of any non-compliance with relevant laws and regulations in relation to anti-corruption and our Management provided confirmation on the compliance.

Aspect B8: Community Investment

The Group did not participate in any charity or community events during the Reporting Period. However, we still expressed our respect for our community and all our investment and business decisions did not have any negative impacts on society. The Company often explores the opportunities of incorporating environmental and social elements into its investment decisions and operational management, with reference to best practices in the industry and internationally recognised ESG standards.

B. 社會 (續)**層面B7：反貪污**

本集團於其任何業務活動中禁止所有形式的賄賂、勒索、欺詐、洗黑錢及貪污活動。一套包含反賄賂及反貪腐原則的操守準則亦已制定，為員工履行職務及責任時提供指引。我們要求所有董事及僱員持有高道德標準並須於業務營運中展示專業操守。彼等均已獲通知，不得從事任何形式的貪污，且不得向任何與本集團進行業務交易之人士、公司或組織索取或收受任何形式之利益。此外，本集團遵守有關法律及規例並採用舉報程序供僱員於受保密的情況下提出有關本集團任何事宜中潛在不當行為的疑慮。我們的僱員可直接向財務總監舉報任何不法行為、貪污事件、錯誤或不當財務匯報及其他欺詐活動。任何獲舉報的欺詐案件將獲及時、公平且獨立調查並採取適當的跟進行動。管理層將定期審閱及監控反賄賂及反貪腐準則及程序。儘管本集團於報告年度內未對董事及員工提供任何內部反貪污培訓，但我們鼓勵彼等參加外部方提供的反貪污培訓，費用由本公司承擔。

於報告年度內，本集團並未接獲任何有關貪污的投訴或法律案件。本集團並無察覺任何未能遵守有關反貪污之法律及規例事件，而我們的管理層已確認合規情況。

層面B8：社區投資

於報告期內，本集團並無參與任何慈善或社區活動。然而，我們仍尊重社區，且我們所有的投資及商業決策均未對社會產生任何不利影響。本公司時刻參照行業最佳常規及國際認可之環境、社會及管治標準，探尋把環境及社會因素納入投資決策及營運管理之機遇。

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告



To the members of Vongroup Limited
(incorporated in Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Vongroup Limited (the “Company”) and its subsidiaries (together the “Group”) set out on pages 52 to 126, which comprise the consolidated statement of financial position as at 30 April 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 30 April 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 Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKASs”) 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.

KEY AUDIT MATTERS

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

MAZARS CPA LIMITED

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致黃河實業有限公司各成員
(於開曼群島註冊成立之有限公司)

意見

我們已審計載列於第52至126頁的黃河實業有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,當中包括於二零二三年四月三十日的綜合財務狀況表、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,以及綜合財務報表附註(包括主要會計政策概要)。

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而公平地反映 貴集團於二零二三年四月三十日的財務狀況及 貴集團截至該日止年度的財務表現及現金流量,並已遵照香港《公司條例》之適用披露要求妥為編製。

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。我們根據該等準則的責任進一步描述於本報告「核數師有關審計綜合財務報表的責任」一節。按照香港會計師公會的「專業會計師操守守則」(「守則」),我們獨立於 貴集團,且我們已按照守則履行其他道德責任。我們相信,我們獲取的審計證據屬充分、適當,為發表審計意見提供了基礎。

關鍵審計事項

關鍵審計事項指根據我們的專業判斷,在我們對本期間綜合財務報表的審計中最重要的事項。該等事項在我們對綜合財務報表進行整體審計及就此達致意見時處理,我們並不就此另外提供獨立意見。

INDEPENDENT AUDITOR'S REPORT**獨立核數師報告****KEY AUDIT MATTERS** (Continued)**Key audit matter****關鍵審計事項****Fair value of investment properties****投資物業之公平值**

Refer to Notes 2 and 12 to the consolidated financial statements.

請參閱綜合財務報表附註2及12。

The Group's investment properties were measured at fair value of approximately HK\$234,050,000 as at 30 April 2023.

於二零二三年四月三十日，貴集團的投資物業按公平值約234,050,000港元計量。

The management of the Group has estimated the fair values of the Group's investment properties based on independent external valuations. These valuations are dependent on certain key assumptions that required significant management judgement, including market unit value of comparable properties, premium or discount adjustments to these market values for factors specific to the characteristics of the Group's investment properties compared to recent sales on the comparable transactions and assuming the investment properties are capable of being sold in existing status.

貴集團管理層乃基於獨立外部估值估計 貴集團投資物業的公平值。該等估值依賴若干關鍵假設，需要管理層作出重大判斷，包括可資比較物業的市場單位價值、就與 貴集團投資物業特點相關的因素對市場價值作出的相比可資比較交易的溢價或折讓調整，並假設投資物業可按現況出售。

We have identified the above matter as a key audit matter because the valuation of the investment properties, which are material, involved significant judgements and estimates including the determination of valuation techniques and the selection of different inputs in the models.

我們已將上述事項視作一項關鍵是審計事項，原因為投資物業估值屬重大，涉及重大判斷及估計，包括估值技術之確定及模式中不同輸入數據之選擇。

關鍵審計事項 (續)**How our audit addressed the key audit matter****我們的審計如何處理關鍵審計事項**

Our audit procedures, among others, included:

我們的審計程序包括(其中包括):

- a) evaluating the objectivity, capabilities and competence of the independent professional valuer;
- a) 評估獨立專業估值師之客觀性、能力及適任性；
- b) reviewing the valuation report from the independent professional valuer and discussing with management of the Group and the valuer to understand the valuation basis and methodology used, underlying assumptions applied and critical judgements used in the valuation of investment properties; and
- b) 審閱獨立專業估值師之估值報告及與 貴集團管理層及估值師討論投資物業估值所用之估值基準及方法、所用之相關假設及關鍵判斷；及
- c) checking, on a sample basis, the underlying data including comparable of market transactions being used by the independent professional valuer and assessing the appropriateness.
- c) 抽樣檢查相關數據，包括獨立專業估值師所用之可資比較市場交易，並評估適當性。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

KEY AUDIT MATTERS (Continued)

Key audit matter

關鍵審計事項

Allowance for expected credit losses (“ECL”) assessment on accounts receivable, loan receivables and deposits and other receivables 應收賬款、應收貸款及按金及其他應收款項之預期信貸虧損(「預期信貸虧損」)撥備

Refer to Notes 2, 18, 19, 20 and 34 to the consolidated financial statements.
請參閱綜合財務報表附註2、18、19、20及34。

As at 30 April 2023, the Group had accounts receivable, loan receivables and deposits and other receivables (net of loss allowance for ECL) of approximately HK\$113,180,000, HK\$24,722,000 and HK\$17,137,000, respectively. The loss allowance for ECL on accounts receivable, loan receivables and deposits and other receivables were approximately HK\$9,229,000, HK\$2,071,000 and HK\$6,143,000, respectively, as at 30 April 2023.

於二零二三年四月三十日，貴集團之應收賬款、應收貸款及按金及其他應收款項(扣除預期信貸虧損之虧損撥備)分別約為113,180,000港元、24,722,000港元及17,137,000港元。於二零二三年四月三十日，應收賬款、應收貸款及按金及其他應收款項之預期信貸虧損之虧損撥備分別約為9,229,000港元、2,071,000港元及6,143,000港元。

The management of the Group performed periodic assessment on the recoverability of the accounts receivable, loan receivables and deposits and other receivables and the sufficiency of provision for loss allowance for ECL based on information including credit profile of different debtors, ageing of the accounts receivable, loan receivables and deposits and other receivables, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances, and ongoing trading relationships with the relevant debtors. The management of the Group also considered forward-looking information that may impact the debtors' ability to repay the outstanding balances in order to estimate the ECL for the loss allowance for ECL assessment. The Group engaged an independent professional valuer for ECL assessment on accounts receivable, loan receivables and deposits and other receivables.

貴集團管理層根據債務人之信貸狀況、應收賬款、應收貸款及按金及其他應收款項之賬齡、過往結算記錄、後續結算狀況、未償還結餘變現之預期時間及金額以及相關債務人之持續貿易關係等資料定期評估應收賬款、應收貸款及按金及其他應收款項之可收回性及預期信貸虧損之虧損撥備之充足性。貴集團管理層亦考慮前瞻性資料，該等資料可能會影響債務人償還未償還餘額之能力，以就預期信貸虧損估計虧損撥備，以作預期信貸虧損評估。貴集團委聘獨立專業估值師對應收賬款、應收貸款及按金及其他應收款項作預期信貸虧損評估。

We have identified the above matter as a key audit matter because of its significance to the consolidated financial statements and the subjective judgements made by the management of the Group over assessing the credit standing of the Group's debtors and therefore the estimation of ECL of accounts receivable, loan receivables and deposits and other receivables.

我們已將上述事項視作一項關鍵審計事項，原因為其對綜合財務報表之重要性以及貴集團管理層於評估貴集團債務人之信貸狀況並因此估計應收賬款、應收貸款及按金及其他應收款項時作出主觀判斷。

關鍵審計事項(續)

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our audit procedures, among others, included:
我們的審計程序包括(其中包括):

- a) obtaining an understanding of the Group's credit risk management and practices, and assessing the Group's impairment provisioning policy in accordance with the requirements of applicable accounting standards;
a) 獲得及理解貴集團信貸風險管理及常規，並根據適用會計準則評估貴集團之減值撥備政策；
- b) evaluating the objectivity, capabilities and competence of the independent professional valuer;
b) 評估獨立專業估值師之客觀性、能力及適任性；
- c) assessing the application of impairment methodology of ECL, and checking the assumptions and key parameters to external data sources where available, on a sample basis;
c) 評估預期信貸虧損減值方法之應用，及在可能情況下抽樣檢查外部數據源之假設及關鍵參數；
- d) inquiring of management of the Group for the status of each of the material accounts receivable, loan receivables and deposits and other receivables past due as at year end and corroborating explanations from management of the Group with supporting evidence, such as understanding ongoing business relationship with the debtors based on trade records, checking historical and subsequent settlement records of and other correspondences with the debtors;
d) 金及其他應收款項之狀況及支持證據證實貴集團管理層之解釋(如根據貿易記錄了解與債務人之持續業務關係、核實債務人的過往及後續償還記錄以及與債務人的其他往來信函)諮詢貴集團管理層；
- e) assessing the reasonableness and relevancy of the external information used by the Group as the forward-looking information including economic data and forecasts published by government bodies and monetary authorities; and
e) 評估貴集團用作前瞻性資料之外部資料之合理性及相關性，包括政府機構及貨幣當局發佈之經濟數據及預測；及
- f) checking the accuracy of the calculation of ECL based on the methodology adopted by the Group and the adequacy of the Group's disclosures in relation to credit risk exposed by the Group in the consolidated financial statements.
f) 檢查根據貴集團所採納之方法計算之預期信貸虧損之準確性，及貴集團於綜合財務報表內有關貴集團所面臨之信貸風險之披露之準確性。

INDEPENDENT AUDITOR'S REPORT**獨立核數師報告****KEY AUDIT MATTERS** (Continued)**Key audit matter****關鍵審計事項****Acquisition accounting for Greenie EdTech Corporation and its subsidiaries (together the "Greenie Group")
Greenie EdTech Corporation及其附屬公司(統稱「Greenie集團」)之收購事項會計處理**

Refer to Notes 2 and 30 to the consolidated financial statements.

請參閱綜合財務報表附註2及30。

The Group completed the acquisition of the Greenie Group during the year at a nominal consideration of approximately HK\$20,400,000 (the "Acquisition"). The Acquisition was accounted for as asset acquisition.

年內，貴集團完成收購Greenie集團，名義代價為約20,400,000港元(「收購事項」)。收購事項入賬列作一項資產收購。

The initial accounting for the Acquisition requires the Group to identify the assets acquired and liabilities assumed and measure their amounts. The Group has appointed an independent professional valuer to assist in determining the acquisition-date fair value of identifiable assets and liabilities of the Greenie Group.

收購事項之初步會計處理要求貴集團識別所收購資產及所承擔負債，並計量其金額。貴集團已委任獨立專業估值師，以協助釐定Greenie集團之可識別資產及負債於收購事項日期之公平值及或然代價(如適用)。

We considered this matter to be a key audit matter because of the significant impact of the Acquisition on the consolidated financial statements, and the inherent judgement involved in estimating the value of the assets acquired and liabilities assumed.

由於收購事項對綜合財務報表有重大影響，以及估計所收購資產及所承擔負債之價值時所涉及之內在判斷，我們認為此事項為關鍵審計事項。

關鍵審計事項 (續)**How our audit addressed the key audit matter****我們的審計如何處理關鍵審計事項**

Our procedures, among others, included:

我們的程序包括(其中包括):

- a) evaluating management's assessment of the terms of the acquisition agreement;
- a) 評估管理層對收購事項協議條款的評估；
- b) understanding the valuation processes and methodology, significant assumptions adopted and key inputs used in the identification and valuation of assets and liabilities;
- b) 識別及估值資產及負債時所採用之重大假設及主要輸入資料；
- c) challenging the reasonableness of key assumptions used by management based on our knowledge and understanding of the business of the Greenie Group and market;
- c) 根據我們對Greenie集團業務及市場之瞭解及理解，對管理層所採用之主要假設之合理性提出質疑；
- d) assessing the appropriateness of the methodology and the reasonableness of significant assumptions in determining the values of assets acquired and liabilities assumed including fair value adjustments at date of acquisition; and
- d) 評估方法之合適性及釐定所收購資產及所承擔負債(包括於收購事項日期之公平值調整)價值時之重大假設之合理性；及
- e) evaluating the competence, capabilities and objectivity of the independent professional valuer.
- e) 評估獨立專業估值師之適任性、能力及客觀性。

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

KEY AUDIT MATTERS (Continued)

Key audit matter
關鍵審計事項

Impairment assessment on intangible assets and goodwill
無形資產及商譽減值評估

Refer to Notes 2, 13 and 14 to the consolidated financial statements.
請參閱綜合財務報表附註2、13及14。

As at 30 April 2023, the Group had intangible assets of approximately HK\$61,634,000 and goodwill of approximately HK\$39,331,000 arising from acquisitions of subsidiaries.

於二零二三年四月三十日，貴集團有無形資產約61,634,000港元以及商譽約39,331,000港元，乃因收購附屬公司而產生。

The Group is required to perform impairment assessment of goodwill at least annually. For intangible assets with definite useful lives, the Group is required to estimate the recoverable amount of intangible assets when an impairment indication existed.

貴集團須至少每年對商譽進行減值評估。對具有有限可使用年期的無形資產，貴集團須於存在減值跡象時估計無形資產的可收回金額。

For the purpose of assessing impairment on goodwill, goodwill is allocated to cash generating units ("CGUs"). The Group has appointed an independent professional valuer to assist in determining the recoverable amount of each CGU identified supported by value-in-use calculation, which is based on future discounted cash flows, prepared by the management.

經評估商譽的減值而言，商譽分配至現金產生單位（「現金產生單位」）。貴集團已委任獨立專業估值師，協助釐定由管理層編製的按未來貼現現金流量計算的使用價值所支援商譽的可收回金額。

We have identified the above matters as a key audit matter because of calculation of recoverable amount involves significant estimates and judgments about future market conditions, including the growth rate of revenue and discount rate applied in the calculation.

由於計算可收回金額涉及對未來市況（包括計算時所應用之收益增長率及貼現率）之重大估計及判斷，我們已將上述事宜識別為關鍵審計事項。

關鍵審計事項 (續)

How our audit addressed the key audit matter
我們的審計如何處理關鍵審計事項

Our procedures, among others, included:
我們的程序包括(其中包括):

- a) assessing the appropriateness of the valuation methodology used in the impairment assessment;
a) 評估減值評估所採用的估值方法是否合適；
- b) assessing the reasonableness of the key assumptions adopted by the management in calculating the recoverable amount based on our knowledge of the business and industry;
b) 評估管理層根據對業務及行業之瞭解計算可收回金額所採納之主要假設之合理性；
- c) testing, on a sample basis, the accuracy and reliance of the input data used;
c) 對所用輸入資料的準確性及可靠性進行抽樣檢驗；
- d) testing management sensitivity analysis of the key assumptions to ascertain that selected adverse changes to key assumptions would not cause impairment loss; and
d) 測試主要假設的管理敏感度分析，以確定所選定之主要假設的不利變動不會導致減值虧損；及
- e) evaluating the competence, capabilities and objectivity of the independent professional valuer.
e) 評估獨立專業估值師之適任性、能力及客觀性。

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 Hong Kong Companies Ordinance, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with our agreed terms of engagement 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 HKSAAs 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 HKSAAs, 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.

其他資料

貴公司董事對其他資料負責。其他資料包括 貴公司之二零二三年年報中包含的資料，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不涵蓋其他資料，且我們並不對此發表任何形式的保證結論。

就我們對綜合財務報表的審計而言，我們的責任是閱讀其他資料，並同時考慮其他資料是否與綜合財務報表或我們在審計過程中獲得的了解存在重大不一致或看似嚴重失實。倘若基於我們進行的工作，我們認為該其他資料存在重大失實陳述，則我們須報告該事實。我們在此方面無任何發現可報告。

董事及管理層就綜合財務報表須承擔的責任

貴公司董事負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編制綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大失實陳述。

在編製綜合財務報表時，董事有責任評估 貴集團持續經營的能力，披露（如適用）與持續經營有關的事項，並使用持續經營會計基準（除非董事擬將 貴集團清盤或終止經營，或除此之外並無其他可行的選擇）。

管理層負責監督 貴集團的財務報告流程。

核數師審計綜合財務報表的責任

我們的目標是就綜合財務報表整體是否存在重大失實陳述（不論因欺詐或錯誤導致）取得合理保證，並出具包含我們意見的核數師報告。本報告僅按照我們協定的委聘條款向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是一種高水平的保證，但並不保證按照香港審計準則進行的審計總能發現所存在的重大失實陳述。失實陳述可能因欺詐或錯誤而產生，如個別或整體合理預期可能影響用戶基於該等綜合財務報表作出的經濟決定，則屬重大。

作為按照香港核數準則進行審計的一部分，我們在整個審計期間作出專業判斷並保持專業懷疑。我們亦：

- 識別及評估綜合財務報表中存在重大失實陳述（不論因欺詐或錯誤導致）的風險，設計及執行應對該等風險的審計程序，並取得充分適當的審計證據，為我們的意見提供基礎。未發現欺詐導致重大失實陳述的風險高於錯誤導致重大失實陳述的風險，原因是欺詐可能涉及勾結、偽造、故意遺漏、虛假陳述或超越內部控制。
- 取得與審計相關的內部控制的理理解，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的適當性及所作出會計估計和相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

- 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.

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 or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Mazars CPA Limited
Certified Public Accountants
Hong Kong, 29 August 2023

The engagement director on the audit resulting in this independent auditor's report is:
Tsoi Wa Shan
Practising Certificate Number: P07514

核數師審計綜合財務報表的責任(續)

- 對董事使用持續經營會計基準的適當性，及(基於所取得的審計證據)是否存在與事件或狀況相關且可能導致對貴集團持續經營能力產生重大疑問的重大不確定性得出結論。倘若我們認為存在重大不確定性，需要在核數師報告中提請注意綜合財務報表的相關披露或(如該披露不足)修改我們的意見。我們的結論基於截至核數師報告日期所獲得的審計證據。然而，未來事件或狀況可能導致貴集團無法持續經營。
- 評價綜合財務報表的整體列報、結構及內容，包括披露及綜合財務報表是否按實現公平列報的方式反映了相關交易及事件。
- 獲取有關貴集團內實體或業務活動的財務資料的充分適當的審計證據，以對綜合財務報表發表意見。我們負責指導、監督及進行集團審計。我們仍然對我們的審計意見承擔全部責任。

我們就(其中包括)審計的規劃範圍及時間與重大審計結果(包括我們在審計中發現的內部控制重大缺陷)與管理層溝通。

我們亦向管理層提供一份聲明，表示我們已遵守有關獨立性的相關道德要求，並就合理可能導致對我們獨立性產生疑問的所有關係及(如適用)為消除所適用的威脅或保障措施採取的行動。

根據與管理層溝通的事項，我們認為有關事項是對審計本期綜合財務報表而言最重要的事項，因此屬於關鍵審計事項。我們在核數師報告中說明該等事項，除非法律或法規禁止公開披露該事項，或(在極少數情況下)由於其不利後果合理預期將超過公開披露所帶來的公共利益，我們認為該事項不應在我們的報告中披露。

中審眾環(香港)會計師事務所有限公司
執業會計師
香港，二零二三年八月二十九日

編製本獨立核數師報告的董事為：
蔡華山
執業證書編號：P07514

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**綜合損益及其他全面收益表****YEAR ENDED 30 APRIL 2023**

截至二零二三年四月三十日止年度

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue	收益	4	201,608	193,230
Other revenue	其他收益	5	737	158
Cost of inventories	存貨成本		(4,300)	(4,694)
Staff costs	員工成本	6	(9,067)	(11,812)
Expenses recognised under short-term leases	短期租賃項下確認之開支		(552)	(901)
Depreciation and amortisation expenses	折舊及攤銷開支	11, 13	(6,612)	(5,235)
Administrative and other operating expenses	行政及其他經營開支		(155,570)	(151,724)
Gain on disposal of an investment property	出售投資物業的收益	12	-	792
Net reversal of impairment losses recognised in respect of financial assets at amortised cost	就按攤銷成本列賬之金融資產確認之減值虧損撥回淨額		687	1,335
Change in fair value of investment properties	投資物業之公平值變動	12	(5,000)	6,310
Change in fair value of financial assets at fair value through profit or loss ("FVPL")	透過損益按公平值列賬(「透過損益按公平值列賬」)之金融資產之公平值變動	16(b)	(23)	23
Change in fair value of contingent consideration payable	應付或然代價之公平值變動	24	2,240	(1,150)
Finance costs	財務成本	6	(1,380)	(591)
Profit before income tax	除所得稅前溢利	6	22,768	25,741
Income tax expense	所得稅開支	7	(2,190)	(1,632)
Profit for the year	本年度溢利		20,578	24,109
Other comprehensive loss for the year	本年度其他全面虧損			
<i>Item that may be reclassified subsequently to profit or loss</i>	<i>其後可能重新分類至損益之項目</i>			
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額		(672)	(628)
Total comprehensive income for the year	年內全面收入總額		19,906	23,481
Profit for the year attributable to:	下列者應佔本年度溢利：			
Owners of the Company	本公司擁有人		13,508	20,037
Non-controlling interests	非控股權益		7,070	4,072
			20,578	24,109
Total comprehensive income for the year attributable to:	下列者應佔本年度全面收益總額：			
to:				
Owners of the Company	本公司擁有人		12,836	19,409
Non-controlling interests	非控股權益		7,070	4,072
			19,906	23,481
Earnings per share	每股盈利	10	HK cents 港仙	HK cents 港仙
- Basic and diluted	- 基本及攤薄		5.83	8.98

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

AS AT 30 APRIL 2023

於二零二三年四月三十日

			2023	2022
		Note	二零二三年	二零二二年
		附註	HK\$'000	HK\$'000
			千港元	千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	10,398	10,870
Investment properties	投資物業	12	234,050	239,050
Intangible assets	無形資產	13	61,634	29,750
Goodwill	商譽	14	39,331	39,331
Financial assets at fair value through other comprehensive income ("FVOCI")	透過其他全面收入按公平值列賬(「透過其他全面收入按公平值列賬」)之金融資產	15	-	-
Financial assets at FVPL	透過損益按公平值列賬之金融資產	16	1,592	1,615
			347,005	320,616
Current assets	流動資產			
Financial assets at FVPL	透過損益按公平值列賬之金融資產	16	6,796	5,000
Forfeited collaterals held for sale	待售被沒收抵押品	17	282	310
Inventories	存貨	21	233	2,533
Accounts receivable	應收賬款	18	113,180	116,361
Loan receivables	應收貸款	19	24,722	25,608
Deposits, prepayments and other receivables	按金、預付賬款及其他應收賬款	20	17,137	37,152
Bank balances and cash	銀行結餘及現金	22	100,003	84,022
			262,353	270,986
Current liabilities	流動負債			
Accruals, deposits received and other payables	應計款項、已收按金及其他應付款項	23	15,300	18,230
Interest-bearing borrowings	計息借貸	25	46,396	70,952
Current portion of contingent consideration payable	應付或然代價之流動部分	24	2,803	2,351
Tax payables	應付稅項		5,813	2,610
			70,312	94,143
Net current assets	流動資產淨值		192,041	176,843
Total assets less current liabilities	總資產減流動負債		539,046	497,459
Non-current liabilities	非流動負債			
Contingent consideration payable	應付或然代價	24	5,170	7,862
Deferred tax liabilities	遞延稅項負債	26	5,172	6,185
			10,342	14,047
NET ASSETS	資產淨值		528,704	483,412
Capital and reserves	股本及儲備			
Share capital	股本	27	9,903	9,083
Reserves	儲備	29	461,502	442,736
Equity attributable to owners of the Company	本公司擁有人應佔股權		471,405	451,819
Non-controlling interests	非控股權益	31	57,299	31,593
TOTAL EQUITY	總權益		528,704	483,412

These consolidated financial statements on pages 52 to 126 were approved and authorised for issue by the Board of Directors on 29 August 2023 and signed on its behalf by:

第52頁至第126頁之綜合財務報表已由董事會於二零二三年八月二十九日批准及授權刊發，並由下列董事代表簽署：

Vong Tat leong David
黃達揚
Director
董事

Xu Siping
徐斯平
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**綜合權益變動表****YEAR ENDED 30 APRIL 2023****截至二零二三年四月三十日止年度**

		Attributable to the owners of the Company 本公司擁有人應佔											
		Reserves 儲備									Non-controlling interest		Total equity
		Share capital	Share premium	Property revaluation reserve	Capital redemption reserve	Statutory surplus reserve	Financial assets at FVOCI reserve	Exchange translation reserve	Accumulated losses	Total			
							透過其他全 面收入按公 平值列賬之 金融資產						
		股本	股份溢價	物業重估 儲備	資本贖回 儲備	法定盈餘 儲備	金融資產 儲備	匯兌儲備	累計虧損	總計	非控股權益	總權益	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		(Note 27)	(Note 29(a))	(Note 29(b))	(Note 29(c))	(Note 29(d))	(Note 29(e))	(Note 29(f))	(Note 29(g))	(Note 29(h))	(Note 29(i))	(Note 29(j))	
		(附註27)	(附註29(a))	(附註29(b))	(附註29(c))	(附註29(d))	(附註29(e))	(附註29(f))	(附註29(g))	(附註29(h))	(附註29(i))	(附註29(j))	
At 30 April 2021 and 1 May 2021	於二零二一年四月三十日及 二零二一年五月一日	7,688	611,780	1,231	262	270	(15,289)	1,963	(193,984)	413,921	-	413,921	
Profit for the year	本年度溢利	-	-	-	-	-	-	-	20,037	20,037	4,072	24,109	
Other comprehensive loss	其他全面虧損												
<i>Item that may be reclassified subsequently to profit or loss</i>	<i>其後可能重新分類至損益之 項目</i>												
Exchange differences on translation of foreign operations	換算海外業務產生之 匯兌差額	-	-	-	-	-	-	(628)	-	(628)	-	(628)	
Total other comprehensive loss for the year	本年度其他全面虧損總額	-	-	-	-	-	-	(628)	-	(628)	-	(628)	
Total comprehensive (loss) income for the year	年內全面(虧損)收入	-	-	-	-	-	-	(628)	20,037	19,409	4,072	23,481	
Transaction with owners	與擁有人交易												
Derecognition of financial assets at FVOCI upon step-up acquisition of a subsidiary	於分步收購事項附屬公司時 終止確認金融資產	-	-	-	-	-	5,076	-	(5,076)	-	-	-	
<i>Contributions and distributions</i>	<i>注資及分派</i>												
Shares issued for acquisition of subsidiary	為收購附屬公司而發行之 股份	1,395	17,094	-	-	-	-	-	-	18,489	-	18,489	
Non-controlling interests arising from acquisitions	來自收購事項的非控股權益	-	-	-	-	-	-	-	-	-	27,521	27,521	
Total transactions with owners	與擁有人交易總額	1,395	17,094	-	-	-	5,076	-	(5,076)	18,489	27,521	46,010	
At 30 April 2022	於二零二二年四月三十日	9,083	628,874	1,231	262	270	(10,213)	1,335	(179,023)	451,819	31,593	483,412	

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
綜合權益變動表
YEAR ENDED 30 APRIL 2023
截至二零二三年四月三十日止年度

Attributable to the owners of the Company
本公司擁有人應佔

	Reserves 儲備										Total equity	
	Share capital	Share premium	Property revaluation reserve	Capital redemption reserve	Statutory surplus reserve	Financial assets at FVOCI reserve 透過其他 全面收入 按公平值 列賬之金融 資產儲備	Exchange translation reserve	Accumulated losses	Total	Non- controlling interest		
	股本 HK\$'000 千港元 (Note 27) (附註27)	股份溢價 HK\$'000 千港元 (Note 29(a)) (附註29(a))	物業重估 儲備 HK\$'000 千港元 (Note 29(b)) (附註29(b))	資本贖回 儲備 HK\$'000 千港元 (Note 29(c)) (附註29(c))	法定盈餘 儲備 HK\$'000 千港元 (Note 29(d)) (附註29(d))	列賬之金融 資產儲備 HK\$'000 千港元 (Note 29(e)) (附註29(e))	匯兌 儲備 HK\$'000 千港元 (Note 29(f)) (附註29(f))	累計 虧損 HK\$'000 千港元	總計 HK\$'000 千港元	非控股 權益 HK\$'000 千港元	總權益 HK\$'000 千港元	
At 30 April 2022 and 1 May 2022	於二零二二年四月三十日及 二零二二年五月一日	9,083	628,874	1,231	262	270	(10,213)	1,335	(179,023)	451,819	31,593	483,412
Profit for the year	本年度溢利	-	-	-	-	-	-	13,508	13,508	7,070	20,578	
Other comprehensive loss	其他全面虧損											
<i>Item that may be reclassified subsequently to profit or loss</i>	<i>其後可能重新分類至損益之 項目</i>											
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌 差額	-	-	-	-	-	(672)	-	(672)	-	(672)	
Total other comprehensive loss for the year	本年度其他全面虧損總額	-	-	-	-	-	(672)	-	(672)	-	(672)	
Total comprehensive (loss) income for the year	年內全面(虧損)收入總額	-	-	-	-	-	(672)	13,508	12,836	7,070	19,906	
Transaction with owners	與擁有人交易											
<i>Contributions and distributions</i>	<i>注資及分派</i>											
Shares issued for acquisition of subsidiary (Note 27)	為收購附屬公司而發行之股 份(附註27)	820	5,930	-	-	-	-	-	6,750	-	6,750	
Non-controlling interests arising from acquisitions	來自收購事項的非控股權益	-	-	-	-	-	-	-	-	18,636	18,636	
Total transactions with owners	與擁有人交易總額	820	5,930	-	-	-	-	-	6,750	18,636	25,386	
At 30 April 2023	於二零二三年四月三十日	9,903	634,804	1,231	262	270	(10,213)	663	(165,515)	471,405	57,299	528,704

CONSOLIDATED STATEMENT OF CASH FLOWS**綜合現金流量表****YEAR ENDED 30 APRIL 2023****截至二零二三年四月三十日止年度**

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	Note 附註			
OPERATING ACTIVITIES		經營業務		
Profit before income tax		除所得稅前溢利	22,768	25,741
Adjustments for:		經下列調整：		
Bank interest income	5	銀行利息收入	(34)	(32)
Finance costs	6	財務成本	1,380	591
Dividend income from listed equity securities	4	上市股本證券之股息收入	(193)	(126)
Amortisation of intangible assets	13	無形資產攤銷	6,140	4,458
Depreciation	11	折舊	472	777
Gain on disposal of an investment property	12	出售投資物業之收益	-	(792)
Net reversal of impairment losses recognised in respect of financial assets at amortised cost		就按攤銷成本計量之金融資產確認之減值虧損撥回淨額	(687)	(1,335)
Change in fair value of investment properties	12	投資物業之公平值變動	5,000	(6,310)
Change in fair value of club memberships at FVPL	16(b)	透過損益按公平值列賬之會所會籍公平值變動	23	(23)
Change in fair value of listed equity securities at FVPL	4	透過損益按公平值列賬之上市股本證券公平值變動	744	(234)
Change in fair value of contingent consideration payable	24	應付或然代價之公平值變動	(2,240)	1,150
Write-off of loan and interest receivables	6	撇銷應收貸款及利息	-	311
Operating cash flows before movements in working capital		營運資金改變前之經營現金流量	33,373	24,176
Changes in working capital:		營運資金之變動：		
Financial assets at FVPL		透過損益按公平值列賬之金融資產	(2,540)	-
Inventories		存貨	2,300	(2,264)
Accounts receivable		應收賬款	3,177	(38,591)
Loan receivables		應收貸款	34	3,665
Deposits, prepayments and other receivables		按金、預付賬款及其他應收賬款	9,308	15,151
Accruals and deposits received		應計款項及已收按金	(2,933)	(5,882)
Cash from (used in) operations and net cash from (used in) operating activities		經營業務所得(所用)現金及經營業務所得(所用)現金淨額	42,719	(3,745)
INVESTING ACTIVITIES		投資活動		
Bank interest received	5	已收銀行利息	34	32
Dividend received from listed equity securities	4	已收上市股本證券股息	193	126
Acquisition of property, plant and equipment		購買物業、廠房及設備	-	(12)
Proceeds from disposal of an investment property	12	出售投資物業之所得款項	-	11,880
Net cash outflows arising from acquisition of subsidiaries	30	收購附屬公司產生之現金流出淨額	(385)	(9,713)
Net cash (used in) from investing activities		投資業務(所用)所得之現金淨額	(158)	2,313
FINANCING ACTIVITIES		融資活動		
Inception of interest-bearing borrowings		計息借貸開始	-	35,829
Repayment of interest-bearing borrowings		償還計息借貸	(2,483)	(13,166)
Interest paid		已付利息	(1,380)	(591)
Net cash (used in) from financing activities		融資活動(所用)所得之現金淨額	(3,863)	22,072
Net increase in cash and cash equivalents		現金及現金等值項目增加淨額	38,698	20,640
Cash and cash equivalents at the beginning of the reporting period		報告期初現金及現金等值項目	57,872	37,857
Effect of foreign exchange rate changes		外匯匯率變動之影響	(644)	(625)
Cash and cash equivalents at the end of the reporting period		報告期末現金及現金等值項目	95,926	57,872
Analysis of the balance of cash and cash equivalents		現金及現金等值項目結餘分析		
Bank balances and cash	22	銀行結餘及現金	100,003	84,022
Bank overdrafts	25	銀行透支	(4,077)	(26,150)
			95,926	57,872

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註
YEAR ENDED 30 APRIL 2023
截至二零二三年四月三十日止年度

1. CORPORATE INFORMATION

Vongroup Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business is situated at 17A, EGL Tower, 83 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

The principal activity of the Company is an investment holding. The principal activities of its subsidiaries are set out in Note 37 to the consolidated financial statements.

In the opinion of the directors of the Company, Vongroup Holdings Limited, a company incorporated in the British Virgin Islands (“BVI”), is the immediate and ultimate holding company and Mr. Vong Tat Jeong David is the ultimate controlling party (the “Ultimate Controlling Party”) of the Company, who is also the chief executive officer and an executive director of the Company.

The consolidated financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

2. PRINCIPAL ACCOUNTING POLICIES

Statement of compliance

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

All amounts have been rounded to the nearest thousand (“HK\$’000”), unless otherwise indicated.

The consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2022 consolidated financial statements except for the adoption of the new/revised HKFRSs that are relevant to the Group and effective from the current period as detailed below.

Adoption of new/revised HKFRSs

The Group has applied, for the first time, the following new/revised HKFRSs that are relevant to the Group:

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

Amendments to HKAS 16: Proceeds before Intended Use

The amendments clarify the accounting requirements for proceeds received by an entity from selling items produced while testing an item of property, plant or equipment before it is used for its intended purpose. An entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss and measures the cost of those items applying the measurement requirements of HKAS 2.

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

Amendments to HKAS 37: Cost of Fulfilling a Contract

The amendments clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (for example, direct labour and materials) and an allocation of other costs that relate directly to fulfilling contracts (for example, an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

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

1. 公司資料

黃河實業有限公司(「本公司」)根據開曼群島公司法於開曼群島註冊成立為獲豁免之有限公司。本公司之股份於香港聯合交易所有限公司(「聯交所」)主板上市。本公司之註冊辦事處位於本公司之註冊辦事處位於CricketSquare, Hutchins Drive, P.O.Box 2681, Grand Cayman KY1-1111, Cayman Islands, 其主要營業地點位於香港九龍觀塘鴻圖道83號東瀛遊樂場17A。

本公司之主要業務為投資控股。其附屬公司之主要業務載於綜合財務報表附註37。

本公司董事認為，於英屬處女群島(「英屬處女群島」)註冊成立之公司為本公司之直接及最終控股公司，而黃達揚先生為本公司之最終控股方(「最終控股方」)，彼亦為本公司之行政總裁及執行董事。

本公司及其附屬公司(統稱「本集團」)之綜合財務報表以港元(「港元」)呈列，而港元亦為本公司之功能貨幣。

2. 主要會計政策

合規聲明

綜合財務報表乃根據由香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」，此統稱包括所有適用之香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則而編製。綜合財務報表亦符合香港公司條例之披露規定及聯交所證券上市規則(「上市規則」)之適用披露規定。

除另有所指外，所有金額均已約整至近千位(「千港元」)。

除採納下文所詳述之與本集團相關且自本期間起生效之新訂／經修訂香港財務報告準則外，編製綜合財務報表之基準與二零二二年綜合財務報表所採納之會計政策一致。

採納新訂／經修訂香港財務報告準則

本集團首次應用下列與本集團有關之新訂／經修訂香港財務報告準則：

香港會計準則第16號之修訂	擬定用途前的所得款項
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	參考概念框架
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

香港會計準則第16號之修訂：擬定用途前的所得款項

對於物業、廠房或設備項目作擬定用途前進行測試期間實體出售所生產的項目而獲得的所得款項，該修訂本澄清了有關會計規定。實體於損益確認出售任何該等項目的所得款項及該等項目的成本，並應用香港會計準則第2號的計量規定計量該等項目的成本。

採納上述修訂對綜合財務報表並無任何重大影響。

香港會計準則第37號之修訂：履行合約之成本

該等修訂澄清，根據香港會計準則第37號評估合約有否虧損時，履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本同時包括履行該合約的增量成本(例如直接勞工及材料)，以及與履行合約直接相關的其他成本分配(例如分配履行合約所用物業、廠房及設備項目的折舊開支)。

採納上述修訂對綜合財務報表並無任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**綜合財務報表附註****YEAR ENDED 30 APRIL 2023**

截至二零二三年四月三十日止年度

2. PRINCIPAL ACCOUNTING POLICIES (Continued)**Adoption of new/revised HKFRSs (Continued)****Amendments to HKFRS 3: Reference to the Conceptual Framework**

The amendments update a reference in HKFRS 3 to the Conceptual Framework for Financial Reporting issued in 2018. The amendments also add to HKFRS 3 an exception to its requirement for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for some types of liabilities and contingent liabilities, an entity applying HKFRS 3 should instead refer to HKAS 37. The exception has been added to avoid an unintended consequence of updating the reference.

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

Annual Improvements Project – 2018-2020 Cycle**HKFRS 1: Subsidiary as a First-time Adopter**

This amendment simplifies the application of HKFRS 1 for a subsidiary that becomes a first-time adopter of HKFRSs later than its parent – i.e. if a subsidiary adopts HKFRSs later than its parent and applies HKFRS 1.D16(a), then a subsidiary may elect to measure cumulative translation differences for all foreign operations at amounts included in the consolidated financial statements of the parent, based on the parent's date of transition to HKFRSs.

HKFRS 9: Fees in the "10 per cent" Test for Derecognition of Financial Liabilities

This amendment clarifies that – for the purpose of performing the "10 per cent test" for derecognition of financial liabilities – in determining those fees paid net of fees received, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

HKFRS 16: Lease Incentives

The amendment removes the illustration of payments from the lessor relating to leasehold improvements. As currently drafted, Example 13 is not clear as to why such payments are not a lease incentive.

HKAS 41: Taxation in Fair Value Measurements

This amendment removes the requirement to exclude cash flows for taxation when measuring fair value, thereby aligning the fair value measurement requirements in HKAS 41 with those in HKFRS 13.

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

Basis of measurement

The measurement basis used in the preparation of the consolidated financial statements is historical cost basis, except for investment properties, financial assets at FVPL and financial assets at FVOCI and contingent consideration payable which were stated at fair value as explained in the accounting policies set out below.

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 period 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.

2. 主要會計政策(續)**採納新訂／經修訂香港財務報告準則(續)****香港財務報告準則第3號之修訂：參考概念框架**

該等修訂更新香港財務報告準則第3號內文對二零一八年發佈的財務報告概念框架的引用。該等修訂亦在香港財務報告準則第3號中增設了一項例外，在特定情況下，實體毋須引用概念框架來確定某項目是否構成資產或負債。該例外規定，對於若干類型的負債及或有負債，應用香港財務報告準則第3號的實體，應參考香港會計準則第37號。增設例外情況，乃為避免更新引用而帶來的意外後果。

採納上述修訂對綜合財務報表並無任何重大影響。

年度改進項目—二零一八年至二零二零年週期**香港財務報告準則第1號：首次採納的附屬公司**

該修訂針對晚於母公司首次採納香港財務報告準則的附屬公司，簡化應用香港財務報告準則第1號的程序，簡言之，如某附屬公司晚於母公司採納香港財務報告準則，在應用香港財務報告準則第1.D16(a)號時，該附屬公司可選擇根據母公司過度至香港財務報告準則的日期，按母公司綜合財務報表所示金額計量所有海外業務的累計換算差額。

香港財務報告準則第9號：終止確認金融負債的「百分之十」測試費用

該修訂澄清，為終止確認金融負債而進行「百分之十測試」時，就釐訂已付費用(扣除已收費用)而言，借款人僅計及借款人與貸款人之間的已付或已收費用，包括借款人或貸款人代對方支付或收取的費用。

香港財務報告準則第16號：租賃寬減

該修訂移除了出租人就租賃裝修所作付款的示例。於現時版本中，例13並無明確說明有關付款不屬租賃寬減的原因。

香港會計準則第41號：公平值計量中的稅項

該修訂移除計量公平值時撇除稅項現金流的規定，將香港會計準則第41號對公平值計量的規定，調整至與香港財務報告準則第13號一致。

採納上述修訂對綜合財務報表並無任何重大影響。

計量基準

編製該等綜合財務報表所用之計量基準為歷史成本，惟透過損益按公平值列賬之投資物業、金融資產及按公平值計入其他全面收益之金融資產以及應付或然代價除外，該等金融資產按下文載列之會計政策所述按公平值列賬。

綜合賬目之基準

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乃按與本公司相同之報告期間採用一致之會計政策編製。

所有集團內公司間結餘、交易及集團內公司間交易所產生之收入及開支以及盈虧均全數對銷。附屬公司業績自本集團獲得控制權當日起綜合入賬並保持入賬直至終止該控制權日期為止。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

Non-controlling interests are presented, separately from owners of the Company, in the consolidated statement of profit or loss and other comprehensive income and within equity in the consolidated statement of financial position. The non-controlling interests in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in event of liquidation, are measured initially either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. This choice of measurement basis is made on an acquisition-by-acquisition basis. Other types of non-controlling interests are initially measured at fair value, unless another measurement basis is required by HKFRSs.

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 (if applicable). Total comprehensive income is attributed to the owners of the Company and the non-controlling interest (if applicable) 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 holding company 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.

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 in Note 38 to the consolidated financial statements, investments in subsidiaries are stated at cost less impairment loss. The carrying amount of the investments 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.

Goodwill

Goodwill arising on an acquisition of a business (including the acquisition of joint control of a joint operation in which the activity constitutes a business) is measured at the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree (if applicable) and the fair value of any previously held equity interest in the acquiree over the acquisition date amounts of the identifiable assets acquired and the liabilities assumed of the acquired business.

Goodwill on acquisition of business is recognised as a separate asset and is carried at cost less accumulated impairment losses, which is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. For the purpose of impairment test and determination of gain or loss on disposal, goodwill is allocated to cash-generating units. An impairment loss on goodwill is not reversed.

2. 主要會計政策(續)

綜合賬目之基準(續)

非控股權益於綜合損益及其他全面收益表內及綜合財務狀況表之權益內與本公司擁有人分開呈列。於被收購方的非控股權益為現時擁有權益，並賦予其持有人權利於清盤時按比例分佔被收購方資產淨值，初步按公平值或按現時擁有權益應佔被收購方可識別資產淨值之已確認金額比例計量。此計量基準按個別收購事項基準作出選擇。其他類別之非控股權益初步按公平值計量，除非香港財務報告準則規定須採用其他計量基準。

分配全面收益總額

損益及其他全面收益各組成部分均歸於本公司擁有人以及非控股權益(如適用)。全面收益總額歸於本公司擁有人以及非控股權益(如適用)，即使此舉會導致非控股權益之餘額出現虧絀。

擁有權益出現變動

倘本集團於附屬公司之擁有權益變動並無導致失去控制權，則列賬為股本交易。控股權益及非控股權益之賬面值已作出調整，以反映其於附屬公司之有關權益變動。非控股權益之經調整金額與已付或已收代價之公平值間之任何差額直接於權益中確認並歸屬於本公司擁有人。

倘本集團失去對附屬公司之控制權，出售時產生之損益按下列兩者之差額計算：(i)於失去控制權當日已收代價之公平值與任何保留權益之公平值之總和及(ii)於失去控制權當日附屬公司及任何非控股權益之資產(包括商譽)及負債之賬面值。先前於其他全面收益確認之有關所出售附屬公司之金額按與假設控股公司直接出售相關資產或負債之同一基準確認。於前附屬公司保留之任何投資及前附屬公司結欠或應付前附屬公司之任何金額自失去控制權當日起列賬為金融資產、聯營公司、合營公司或其他(視適用情況而定)。

附屬公司

附屬公司指本集團控制的實體。當本集團因參與實體業務而承擔可變動回報的風險或因此享有可變動回報，且有能透過向實體施加權力而影響該等回報時，則本集團控制該實體。當有事實及情況顯示一項或以上控制元素有變時，本集團重新評估是否控制被收購方。

於本公司財務狀況(載於綜合財務報表附註38中)表中，於附屬公司之投資按成本扣除減值虧損列賬。該投資的賬面值如高於可收回金額，則按個別基準調減至可收回金額。附屬公司的業績由本公司按已收及應收股息的基準列賬。

商譽

收購事項業務產生之商譽(包括收購事項合營業務(其中業務構成業務)，乃按所轉讓代價、被收購方之任何非控股權益金額(如適用)及任何早前於被收購方所持股本權益之公平值(如適用)超出已收購業務所購入可識別資產及所承擔負債之收購日金額間之差額計量。

收購業務產生之商譽確認為一項獨立資產，並按成本減累計減值虧損列賬，並須每年進行減值檢測，或倘有事件發生或情況有變而顯示賬面值可能出現減值時，則須進行較頻密之減值檢測。就減值檢測及釐定出售之盈虧而言，商譽會被分配至創現單位。商譽之減值虧損不可撥回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**綜合財務報表附註****YEAR ENDED 30 APRIL 2023**

截至二零二三年四月三十日止年度

2. PRINCIPAL ACCOUNTING POLICIES (Continued)**Goodwill (Continued)**

On the other hand, any excess of the acquisition date amounts of identifiable assets acquired and the liabilities assumed of the acquired business over the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree (if applicable) and the fair value of the acquirer's previously held interest in the acquiree, if any, after reassessment, is recognised immediately in profit or loss as an income from bargain purchase.

Any resulting gain or loss arising from remeasuring the previously held equity interests in the acquiree at the acquisition-date fair value is recognised in profit or loss or other comprehensive income, as appropriate.

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 period in which they are incurred.

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

Leasehold improvements	5 years or the lease term, whichever is shorter
Furniture, fixtures and equipment	5 to 10 years
Motor vehicles	5 years

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 period in which the item is derecognised.

Investment properties

Investment properties are properties that are held by owner to earn rental income and/or for capital appreciation. These include properties held for a currently undetermined future use and properties that are held under operating lease, which satisfy the definition of investment property and carry at fair value.

Investment properties are stated at fair value at the end of the reporting period. Any gain or loss arising from a change in fair value is recognised in profit or loss.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. 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 asset) is included in profit or loss in the period in which the item is derecognised.

Intangible assets**Research and development costs**

Research costs are expensed as incurred. Costs incurred on development activities, which involve the application of research findings to a plan or design for the production of new or substantially improved products and processes, are capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources to complete the development. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads. Other development expenditure is recognised in profit or loss as an expense as incurred.

Licence

Licence with finite useful lives that is acquired separately is carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for licence with finite useful lives is calculated using the straight-line method over the expected lives of the licence, which is determined to be 20 years.

2. 主要會計政策(續)**商譽(續)**

另一方面，於重新評估後，已收購業務所購入可識別資產及所承擔負債之收購日金額超出所轉撥代價、被收購方之任何非控股權益金額(如適用)及收購方早前於被收購方所持權益之公平值之總額間之任何差額(如有)，即時於損益中確認為議價收購之收入。

按收購日期公平值重新計量以往於被收購方持有之股本權益產生之任何所得收益或虧損於損益或其他全面收益(如適用)確認。

物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損入賬。物業、廠房及設備項目的成本包括其購買價及任何使資產達致其使用狀態及現存地點作預定用途所產生的直接應佔成本。維修及保養開支乃於其產生的期間內於損益中支銷。

物業、廠房及設備於下述估計可使用年期內，在考慮到其估計剩餘價值後，由其可供使用之日起以直線法計算折舊，以撇銷成本減累計減值虧損。倘物業、廠房及設備項目之各部分擁有不同的可使用年期，該項目之成本或估值會獨立按合理基準分配及計算折舊：

租賃裝修	五年或租期，以較短者為準
傢俬、裝置及設備	五至十年
汽車	五年

物業、廠房及設備項目於出售或預期持續使用資產將不會產生未來經濟利益時取消確認。取消確認資產所產生的任何收益或虧損(按出售所得款項淨額與該項目賬面值的差額計算)於取消確認項目的期間計入損益中。

投資物業

投資物業乃由業主持有以賺取租金收入及/或實現資本增值之物業，包括持有現時未釐定將來用途之物業以及根據經營租約持有之物業，而此等物業須符合投資物業之定義並按公平值列賬。

投資物業乃按於報告期末之公平值列賬。因公平值變動而產生之任何損益乃於損益確認。

投資物業乃自出售起或投資物業永不再使用並預期出售投資物業將不會產生未來經濟利益時終止確認。終止確認該物業時產生之任何收益或虧損(以出售所得款項淨額與資產之賬面值之差額計算)乃計入該項目終止確認期間之損益。

無形資產**研發成本**

研究成本於產生時支銷。倘產品或程序在技術及商業上可行，且本集團有足夠資源完成開發，則開發活動所產生之成本(涉及將研究成果應用於生產新產品或大幅改良產品及程序之計劃或設計)會資本化。撥作資本的開支包括材料成本、直接勞工成本及適當比例的經常開支。其他開發開支於產生時於損益中確認為開支。

許可證

單獨購買且具有限可用年限之許可證按成本去累計攤銷及任何累計減值虧損列賬。有限可用年限之許可證之攤銷乃使用直線法於該許可證之預計年期(釐定為20年)內計算。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Intangible assets (Continued)

Intangible assets acquired in a business combination – customer relationships and software

Customer relationships and software acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, the software and customer relationships with finite useful lives are reported at costs less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Amortisation is calculated using the straight-line method over the expected lives of the software and customer relationships, which are determined to be 5 and 8 years respectively.

The software, customer relationships and licence are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of the customer relationships, software and licence, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Forfeited collaterals held for sales

Forfeited collaterals are initially recognised at the amortised cost of the related outstanding loans on the date of repossession, which is generally below the net realisable value of the repossessed assets. Upon repossession of the assets, the related loans and advances together with the related impairment allowances, if any, are derecognised from the consolidated statement of financial position. Subsequently, forfeited collaterals are carried at the lower of the amount initially recognised or net realisable value and are therefore written down if and when the net realisable value falls to below the carrying amount of the asset. The excess of the net proceeds over the carrying amount of the forfeited collaterals is recognised as a gain upon the disposal of the assets.

Financial instruments

Financial assets

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.

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises the financial asset to the extent of its continuing involvement and an associated liability for amounts it may have to pay.

Classification and measurement

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 FVPL, transaction costs that are directly attributable to the acquisition of the financial assets.

On initial recognition, a financial asset is classified as (i) measured at amortised cost; (ii) debt investment measured at FVOCI; (iii) equity investment measured at FVOCI ("Designated FVOCI"); or (iv) measured at 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.

2. 主要會計政策(續)

無形資產(續)

業務合併中收購的無形資產—客戶關係及軟件

於業務合併中收購及與商譽分開確認之客戶關係及軟件初步按其於收購事項日期之公平值(視為其成本)確認。

於初步確認後,有限可用年限之軟件及客戶關係按與獨立收購之無形資產相同之基準以成本減累計攤銷及累計減值虧損呈報。攤銷乃使用直線法於軟件及客戶關係之預計年期(分別釐定為5年及8年)內計算。

軟件、客戶關係及許可證於出售時或當預期使用或出售不再產生未來經濟利益時終止確認。終止確認客戶關係、軟件及許可證所產生之盈虧,按出售所得款項淨額與資產賬面值之差額計量,並於終止確認資產時在損益內確認。

待售被沒收抵押品

被沒收抵押品最初按相關尚未償還貸款於收回日之攤銷成本確認,一般低於經收回資產之可變現淨值。於收回資產後,有關貸款及墊款連同相關減值撥備(如有)自綜合財務狀況表取消確認。其後,倘可變現淨值降至低於資產賬面值時,則被沒收抵押品按最初已確認金額或可變現淨值之較低者入賬,並就此作出撇減。於出售資產後,所得款項淨額超逾被沒收抵押品賬面值之差額確認為收益。

財務工具

金融資產

確認及終止確認

金融資產乃當及僅當本集團成為工具合約條文的訂約方時按交易日基準確認。

金融資產於且僅於以下情況時取消確認:(i)本集團對金融資產產生的未來現金流的合約權利屆滿時;或(ii)本集團轉讓金融資產及(a)本集團已轉移金融資產擁有權的絕大部分風險及回報;或(b)本集團既無轉移亦無保留該項金融資產擁有權的絕大部分風險及回報,但並無保留該項金融資產之控制權時。

倘本集團保留所轉讓金融資產之擁有權之絕大部分風險及回報,則本集團繼續確認該金融資產。

倘本集團既無轉讓亦無保留擁有權之絕大部分風險及回報,並繼續控制所轉讓資產,則本集團以其持續參與程度及其可能須支付相關負債之金額為限確認金融資產。

分類及計量

金融資產(沒有重大融資成分的初步按交易價格計量之貿易應收款項除外)初步按公平值加(就並非透過損益按公平值列賬的金融資產而言)直接歸屬於收購金融資產的交易成本確認。

於初步確認時,金融資產分類為(i)按攤銷成本計量;(ii)透按公平值計入其他全面收益計量之債務投資;(iii)按公平值計入其他全面收益計量之股本投資(「指定按公平值計入其他全面收益」);或(iv)透過損益按公平值列賬。

初步確認時的金融資產分類取決於本集團管理金融資產的業務模式和金融資產的合約現金流量特徵。金融資產在初步確認後不會重新分類,除非本集團改變其管理金融資產之業務模式,在此情況下,所有受影響的金融資產在更改業務模式後之首個年度報告期間的第一日重新分類。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)**Financial instruments (Continued)****Financial assets (Continued)***Classification and measurement (Continued)*1) *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 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.

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.

The Group's financial assets at amortised cost include accounts receivable, loan receivables, deposits, prepayments and other receivables, and bank balances and cash.

2) *Designated FVOCI*

Upon initial recognition, the Group may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument that is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 applies in other comprehensive income. The classification is determined on an instrument-by-instrument basis.

These equity investments are subsequently measured at fair value and are not subject to impairment. Dividends are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other gains or losses are recognised in other comprehensive income and shall not be subsequently reclassified to profit or loss. Upon derecognition, the cumulative gain or loss is transferred directly to accumulated profits or losses.

The Group's financial assets at Designated FVOCI include unlisted equity investments not held for trading.

3) *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
- (iii) a derivative that is not a financial guarantee contract or not a designated and effective hedging instrument.

2. 主要會計政策(續)**財務工具(續)****金融資產(續)***分類及計量(續)*1) *按攤銷成本計量之金融資產*

倘金融資產符合以下兩個條件且並非指定為透過損益按公平值列賬，該金融資產即按攤銷成本計量：

- (i) 其由旨在通過持有金融資產收取合約現金流量的業務模式持有；及
- (ii) 其合約條款於特定日期可產生現金流量，而該現金流量僅為支付未償還本金之本金及利息。

按攤銷成本計量之金融資產其後使用實際利息法計量，並可出現減值。減值、取消確認或攤銷過程所產生之收益及虧損於損益確認。

本集團按攤銷成本計量之金融資產包括應收款項、應收貸款、按金、預付款項及其他應收款項及銀行結餘及現金。

2) *指定按公平值計入其他全面收益*

於初步確認後，本集團或會作出不可撤銷選擇，以呈列權益工具投資公平值的其後變動，該等權益工具並非為持作買賣亦並無由收購人於業務合併(就此香港財務報告準則第3號適用於其他全面收益)內確認為或然代價。該分類乃按工具基準釐定。

該等權益投資其後按公平值計量且毋須作出減值。除非股息明確表明可收回部分投資成本，否則股息於損益確認。其他收益或虧損於其他全面收益確認，且其後不會重新分類至損益。於終止確認時，累計收益或虧損直接轉移至累計損益。

本集團指定按公平值計入其他全面收益之金融資產包括並非持作買賣之非上市股本證券。

3) *透過損益按公平值列賬之金融資產*

該等投資包括並無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，包括持作買賣的金融資產、於初步確認時指定為透過損益按公平值列賬之金融資產及香港財務報告準則第3號適用之業務合併內的或然代價安排所產生的金融資產以及另行規定將透過損益按公平值列賬計量的金融資產。彼等以公平值計值，由此產生的收益及虧損於損益確認，其中不包括就金融資產所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列。

倘符合下列條件，則乃分類為持作買賣：

- (i) 收購主要為於短期內出售；
- (ii) 初步確認時，其為本集團共同管理之可識別財務工具組合的一部分，並具有短期套利的近期實際模式；或
- (iii) 屬並非為融資擔保合約或並非為指定及有效對沖工具的衍生工具。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and measurement (Continued)

3) *Financial assets at FVPL (Continued)*

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.

The Group's financial assets measured at FVPL include listed equity securities and unlisted debt securities of club memberships.

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 expired.

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 direct attributable to the issue of the financial liabilities.

The Group's financial liabilities include accruals, deposits received and other payable, contingent consideration payable and interest-bearing borrowings. All 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.

Financial liabilities at FVPL include financial liabilities held for trading, financial liabilities designated upon initial recognition as at FVPL and financial liabilities that are contingent consideration of an acquirer in a business combination to which HKFRS 3 applies. They are carried at fair value, with any resultant gain and loss (excluding interest expenses) recognised in profit or loss, except for the portion of fair value changes of financial liabilities designated at FVPL that are attributable to the credit risk of the liabilities which is presented in other comprehensive income unless such treatment would create or enlarge an accounting mismatch in profit or loss. The amounts presented in other comprehensive income shall not be subsequently transferred to profit or loss.

Impairment of financial assets and other items under HKFRS 9

The Group recognises loss allowance for expected credit losses ("ECL") on financial assets that are measured at amortised cost and contract assets 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.

2. 主要會計政策(續)

財務工具(續)

金融資產(續)

分類及計量(續)

3) *透過損益按公平值列賬之金融資產(續)*

金融資產於初始確認時指定按公允值計入損益計量，前提為如此行事，方可消除或大幅減低計量資產或負債或按不同基準確認收益或虧損時以其他方式產生的計量或確認的不一致性。

本集團透過損益按公平值列賬計量的金融資產包括上市股本證券及非上市會籍債務證券。

金融負債

確認及終止確認

金融負債於且僅於本集團成為工具合約條文之訂約方時確認。

金融負債於且僅於負債消除時方終止確認，即有關合約訂明之責任獲解除、註銷或屆滿時。

分類及計量

金融負債初步按公平值確認，而倘金融負債並非透過損益按公平值列賬，則加上發行金融負債直接應佔之交易成本。

本集團的金融負債包括應計費用、已收按金及其他應付款項、應付或然代價及計息借貸。所有金融負債初步按公平值確認，其後採用實際利息法按攤銷成本計量，除非貼現影響並不重大，則按成本列賬。

透過損益按公平值列賬計量的金融負債包括持作買賣之金融負債、於初步確認時指定為透過損益按公平值列賬計量的金融負債及為收購方於香港財務報告準則第3號適用之業務合併中之或然代價之金融負債。該等金融工具按公平值列賬，而任何由此產生之盈虧(不包括利息開支)於損益確認，惟指定為透過損益按公平值列賬計量的金融負債之信貸風險應佔部分公平值變動除外，除非該處理會導致或擴大損益之會計錯配。於其他全面收益呈列之金額其後不得轉撥至損益。

香港財務報告準則第9號項下金融資產及其他項目之減值

本集團確認按攤銷成本計量的金融資產及合約資產的預期信貸虧損(「預期信貸虧損」)之虧損撥備(其減值要求按照香港財務報告準則第9號適用)。除下文詳述的特定處理外，於各報告期末，如金融資產的信貸風險自初步確認以來顯著增加，本集團會按等同全期預期信貸虧損的金額計量該金融資產之虧損撥備。如金融資產的信貸風險自初步確認以來無顯著增加，本集團則按等同12個月預期信貸虧損的金額計量該金融資產之虧損撥備。

預期信貸虧損之計量

預期信貸虧損乃金融工具預期年期的信貸虧損(即所有現金短欠的現值)的概率加權估計。

就金融資產而言，信貸虧損為合約項下應付某實體的合約現金流量與該實體預期收取的現金流量之間的差額。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)**Financial instruments (Continued)****Impairment of financial assets and other items under HKFRS 9 (Continued)***Measurement of ECL (Continued)*

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.

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

- (i) past due information
- (ii) nature of instrument
- (iii) nature of collateral
- (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.

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 asset that 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.

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 at the reporting date with the risk of a default occurring on the financial instrument 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:

- the debtor's failure to make payments of principal or interest on the due dates;
- an actual or expected significant deterioration in the financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- 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.

2. 主要會計政策(續)**財務工具(續)****香港財務報告準則第9號項下金融資產及其他項目之減值(續)***預期信貸虧損之計量(續)*

全期預期信貸虧損指金融工具預期年期所有可能的違約事件產生的預期信貸虧損，而12個月預期信貸虧損為全期預期信貸虧損的一部份，其預期源自可能在報告日期後12個月內發生的金融工具違約事件。

倘以集體基準計量預期信貸虧損，金融工具乃依據下列一項或以上共享信貸風險特徵而組集：

- (i) 逾期資料
- (ii) 工具性質
- (iii) 抵押品性質
- (iv) 債務人所屬行業
- (v) 債務人所在地理位置
- (vi) 外界信貸風險評級

虧損撥備於各報告期末重新計量以反映初步確認以來金融工具信貸風險及虧損的變動。虧損撥備得出的變動於損益確認為減值盈虧並對金融工具賬面值作相應調整。

違約定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，因為歷史經驗顯示如金融資產符合以下任何一項準則，本集團或未能收回全數未償還合約金額。

- (i) 從內部所得資料或取自外部資料顯示債務人不大可能全數向其債權人支付欠款(未考慮本集團所持任何抵押品)；或
- (ii) 對手方有違反財務契約。

無論上述分析如何，本集團認為金融工具逾期超過90日已屬發生違約，除非本集團有合理及可靠資料證明較為滯後的違約準則更為適當則作別論。

評估信貸風險顯著增加

評估金融工具的信貸風險自初步確認以來有否顯著增加時，本集團會將截至報告日期金融工具發生違約的風險，與截至初步確認日期金融工具發生違約的風險比較。作出此評估時，本集團會同時考慮合理和可靠的定量及定性資料，包括無須付出過多成本或努力後即可獲得的歷史經驗及前瞻性資料。評估時特別會考慮以下資料：

- 債務人未能於到期日支付本金或利息款項；
- 金融工具的外部及內部信貸評級有實際或預期的顯著惡化(如有)；
- 債務人的經營業績有實際或預期的顯著惡化；及
- 技術、市場或法律環境方面有實際或預期的變化而會或可能會對債務人履行其對本集團的責任有重大不利影響。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Impairment of financial assets and other items under HKFRS 9 (Continued)

Assessment of significant increase in credit risk (Continued)

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.

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 fulfil its contractual cash flow obligations.

Bank balances and cash are determined to have low credit risk.

Simplified approach of ECL

For accounts receivable and contract assets without a significant financing component or otherwise for which the Group applies the practical expedient not to account for the significant financing components, 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.

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 includes 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; or
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

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. The Group has a policy of writing off the gross carrying amount based on historical experience of recoveries of similar assets. The Group expects no significant recovery from the amount written off. 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.

2. 主要會計政策(續)

財務工具(續)

香港財務報告準則第9號項下金融資產及其他項目之減值(續)

評估信貸風險顯著增加(續)

無論上述評估結果如何，本集團假定合約付款逾期超過30日時，信貸風險自初步確認以來已顯著增加。

儘管有前述分析，如金融工具於報告日期被釐定為低信貸風險，本集團會假設金融風險的信貸風險自初步確認以來無顯著增加。

低信貸

風險如有下列情況，金融工具會被釐定為低信貸風險：

- (i) 其具低違約風險；
- (ii) 借款人有實力履行其近期合約現金流量責任；及
- (iii) 較長遠的經濟或營商條件的不利變動可能(但不一定)會減低借款人履行其合約現金流量責任的能力。

銀行結餘及現金釐定為具低信貸風險。

預期信貸虧損的簡化方法

就並無重大融資成份或本集團採用可行之權宜方法而不就重大融資部分入賬之應收賬款及合約資產，本集團應用簡化手法來計算預期信貸虧損。本集團根據於報告期末之全期預期信貸虧損確認為撥備，並已設立基於本集團過往信貸虧損經驗確立一個撥備矩陣，其已就債務人特定的前瞻性因素及經濟環境作出調整。

已出現信貸減值之金融資產

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項或多項事件之時，該金融資產即出現信貸減值。金融資產出現信貸減值之證據包括有關下列事件之可觀察數據：

- (a) 發行人或借貸方出現重大財政困難；
- (b) 違反合約(如違約或逾期事件)；
- (c) 借貸方之貸款人基於借貸方財政困難之經濟或合約理由，而向借貸方提供貸款方在其他情況下不會考慮之寬減；
- (d) 借貸方將可能破產或進行其他財務重組；
- (e) 因財務困難導致金融資產失去活躍市場；或
- (f) 以大幅折扣購買或引入一項金融資產，該折扣反映已產生信貸虧損。

撇銷

當本集團無法合理預期收回金融資產全數或部分合約現金流量時，本集團撇銷金融資產。本集團擁有根據其追收類似資產的過往經驗而制定之撇銷總賬面值之政策。本集團預期不會就撇銷金額收回大量金額。然而，經考慮法律意見(如適用)後，已撇銷之金融資產仍可根據本集團收回到期款項之程序實施強制執行。任何其後收回款項於損益中確認。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)**Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads, is calculated using the first in, first out method. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash equivalents comprise short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

Revenue recognitionRental income

Rental income under operating leases is recognised when the assets are let out and on the straight-line basis over the lease term. 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.

Dividend income

Dividend income from financial assets is recognised when the Group's rights to receive dividend is established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably. Dividend income from investments is recognised when the shareholders' rights to receive payments have been established.

Disposal of forfeited collaterals held for sale

Disposal gain or loss is recognised when the buyer of the forfeited collaterals take control of and accepts the goods.

Revenue from contracts with customers within HKFRS 15Nature of goods or services

The nature of the goods or services provided by the Group is provision of technology & management services and financial consultancy services.

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 good or service (or a bundle of goods or services) that is distinct; or
- a series of distinct goods or services 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:

- 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
- 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).

2. 主要會計政策(續)**存貨**

存貨按成本及可變現淨值兩者中之較低者列賬。成本包括所有採購成本，而就在製品及製成品而言，成本包括直接材料、直接勞工及適當比例間接費用，乃採用先進先出法計算。可變現淨值乃按估計售價減完成及出售時將產生之任何估計成本計算。

現金及現金等值項目

就綜合現金流量表而言，現金等值項目包括短期高流通量投資，其可隨時轉換為已知金額之現金，且須承受之價值變動風險不屬重大。就綜合現金流量表而言，現金及現金等值項目亦包括須按求償還及構成本集團現金管理一部分之銀行透支。

收益確認租金收入

經營租賃項下之租金收入於資產出租時及於租期內以直線法確認。取決於某一指數或比率之可變租賃付款於開始日期初步使用該指數或比率計量，並其後於該指數或比率變動時作出調整。該等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之事件或狀況出現期間確認為收入。

股息收入

當本集團收取股息的權利獲確立後，來自金融資產的股息收入乃被確認，即股息相關經濟利益很有可能流向本集團，且股息金額能被可靠計量。投資股息收入於股東收取款項之權利確立時確認。

出售待售被沒收抵押品

於被沒收抵押品買家控制並接收貨物時確認出售收益或虧損。

屬香港財務報告準則第15號之來自客戶合約之收益貨品或服務的性質

本集團提供之貨品或服務的性質為提供科技及管理服務及金融諮詢服務。

識別履約責任

於合約開始時，本集團會評估與客戶所訂合約中承諾的貨品或服務，並識別為各承諾轉移給客戶已下兩者之一的履約責任：

- 明確的貨品或服務(或一套貨品或服務)；或
- 連串明確的貨品或服務，大致相同且轉移給客戶的模式相同。

如同時符合以下準則，則承諾給客戶的貨品或服務謂之明確：

- 客戶自身或連同其他可隨時利用的資源受惠於貨品或服務(即貨品或服務謂之明確)；及
- 本集團轉移給客戶貨品或服務的承諾可與合約中其他承諾分開識別(即轉移貨品或服務就合約文本而言謂之明確)。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers within HKFRS 15 (Continued)

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:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or
- 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.

Revenue from provision of technology & management services is recognised at a point in time in the accounting period when the actual service provided.

Sale of goods is recognised at a point in time at which the customer obtains the control of the promised asset, which generally coincides with the time when the goods are delivered to customers and the title is passed.

Commission income from provision of financial consultancy services on capital funding is recognised at a point in time in accordance with the terms of the underlying agreement or deal mandate when relevant significant act has been completed.

Transaction price: significant financing components

When the contract contains a significant financing component (i.e. the customer or the Group is provided with a significant benefit of financing the transfer of goods or services to the customer), in determining the transaction price, the Group adjusts the promised consideration for the effects of the time value of money. The effect of the significant financing component is recognised as an interest income or interest expense separately from revenue from contracts with customers in profit or loss.

The Group has applied the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for the effect of the significant financing component if the period of financing is one year or less.

Interest income

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.

2. 主要會計政策(續)

收益確認(續)

香港財務報告準則第15號之來自客戶合約之收益(續)

收益確認的時間性

收益當(或如)本集團藉轉移所承諾貨品或服務(即資產)給客戶而達致履約責任時確認。資產當(或如)客戶取得其控制權時謂之轉移。

如符合以下其中一項準則,本集團隨時間轉移貨品或服務的控制權,故達致履約責任並隨時間確認收益:

- 客戶於本集團履約時同時收取及消耗本集團履約所提供的利益;
- 本集團履約創造或提昇客戶於資產被創造或提昇時所控制的資產(如在建工程);或
- 本集團的履約未創建對本集團具有替代用途的資產,而本集團有強制執行權收取至今已履約部分的款項。

如履約責任不隨時間達致,本集團於客戶取得所承諾資產的控制權時於某個時間點達致履約責任。釐定轉移何時發生時,本集團會考慮控制權概念及諸如法定業權、實質管有、付款權、資產所有權的重大風險與回報及客戶認受等指標。

提供科技及管理服務之收益於提供實際服務時在會計期間隨時間確認。

銷售貨品於客戶取得承諾資產控制權之時間確認,一般與貨品交付予客戶及所有權轉移之時間一致。

提供資本融資金融諮詢服務之佣金收入於完成相關重大行動時根據相關協議或交易授權之條款隨時間確認。

交易價格: 重大融資部分

倘合約包括重大融資部分(即向客戶轉讓貨品或服務為客戶或本集團帶來重大利益),本集團於釐定交易價格時就金額時間值之影響而調整已承諾之代價金額。重大融資部分之影響與來自客戶合約之收益分開於損益中確認為利息收入或利息開支。

本集團已應用香港財務報告準則第15號第63段所載之實際權宜方法,且並無調整對融資期為一年或以內之重大融資成分之影響之考慮。

利息收入

來自金融資產之利息收入使用實際利率法確認。就按攤銷成本計量且並無信貸減值之金融資產而言,實際利率適用於資產之總賬面值,而就具信貸減值之金融資產而言,其適用於攤銷成本(即扣除虧損撥備之總賬面值)。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)**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 assets and contract liabilities of unrelated contracts are not presented on a net basis.

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 consolidated financial statements are presented in the currency of HK\$, which is also the functional currency of the Company and most of the subsidiaries, and rounded to the nearest thousands unless otherwise indicated.

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 period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Foreign exchange gains and losses resulting from the retranslation of non-monetary items carried at fair value are recognised in profit or loss except for those arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the gains or losses are also recognised directly in equity.

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 are translated at the closing rate at the end of the reporting period;
- income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rate;
- 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, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest is no longer equity-accounted for, 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 associates that do not result in the Group losing significant influence, the proportionate share of the cumulative amount of exchange differences recognised in the separate component of equity is reclassified to profit or loss.

2. 主要會計政策(續)**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品或服務轉移予客戶，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品或服務前，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所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。無關合約之合約資產及合約負債並不按淨額基準呈列。

外幣換算

本集團各實體之財務報表所列項目乃按實體經營所在之主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表以港元呈列，港元亦為本公司及大部分附屬公司的功能貨幣，除另有指明外已調整至最接近之千位。

外幣交易均按交易當日之現行匯率換算為功能貨幣。因該等交易結算及按期未匯率換算以外幣計值之貨幣資產及負債而產生之匯兌損益，均於損益中確認。因重新換算按公平值列賬之非貨幣項目產生之匯兌損益於損益中確認，惟因重新換算其損益直接於權益中確認之非貨幣項目除外，在該情況下，損益亦直接於權益中確認。

所有功能貨幣有別於呈列貨幣之集團實體之業績及財務狀況(「海外業務」)均按以下方式換算為呈列貨幣：

- 於各財務狀況表呈列之資產及負債乃按報告期末之收市匯率換算；
- 於各損益及其他全面收益表呈列之收入及開支乃按平均匯率換算；
- 所有因以上換算產生之匯兌差額及因構成本集團於海外業務之淨投資一部分之貨幣項目產生之匯兌差額，均於權益內以獨立項目入賬；
- 出售海外業務時(包括出售本集團於海外業務的全部權益，涉及失去包含海外業務的附屬公司的控制權的出售事項，或出售包含外國業務而其保留權益不再以權益入賬之合營安排或聯營公司之部分權益)，與有關海外業務相關而於其他全面收入中確認並於權益中個別部分累計的匯兌差額累計金額，於確認出售損益時由權益重新分類至損益；
- 出售部分本集團於設有海外業務附屬公司權益而不會導致本集團失去對該附屬公司之控制權，則於權益單獨部分確認匯兌差額之累計金額所佔比例重新歸屬於該海外業務之非控股權益部分，而不會重新分類至損益；及
- 至於所有其他部份出售(包括部份出售聯營公司而不會導致本集團失去重大影響力)，則於權益單獨部份確認之匯兌差額之累計金額所佔比例重新分類至損益。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets, other than goodwill

At the end of each reporting period, the Group reviews internal and external sources of information to assess whether there is any indication that the Group's property, plant and equipment (including right-of-use assets) and the Company's investment in subsidiaries 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 of disposal 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 in profit or loss 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 periods. Reversal of impairment loss is recognised as an income in profit or loss immediately.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the years necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value is credited to a deferred income account/recognised as a deduction from the carrying amount of the relevant asset and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Borrowing costs

Borrowing costs incurred, net of any investment income on the temporary investment of the specific borrowings, that are directly attributable to the acquisition, construction or production of qualifying assets, i.e. 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. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

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.

2. 主要會計政策(續)

除商譽外之非金融資產減值

於各報告期末，本集團會審閱內部及外間資訊資源，以評估是否有跡象顯示本集團的物業、廠房及設備(包括使用權資產)以本公司於附屬公司之投資可能出現減值，或之前確認的減值虧損是否已不再存在或可能減少。若出現任何有關跡象，將會根據資產的公平值減出售成本及使用價值(以較高者為準)估計資產的可收回金額。如未能估計個別資產的可收回金額，則本集團會估計能獨立產生現金流量的最小組別資產(即現金產生單位)的可收回金額。

倘本集團估計某項資產或現金產生單位的可收回金額將低於其賬面值，則該項資產或現金產生單位的賬面值會下調至其可收回金額。減值虧損即時於損益內確認為開支。

所撥回的減值虧損以該項資產或現金產生單在以往期間並無確認減值虧損而原應釐定的賬面值為限。減值虧損撥回即時於損益中確認為收入。

政府補助

倘能合理保證將可收取政府補助及將符合所有附帶條件，則政府補助按其公平值確認。倘補助與開支項目有關，則按有系統基準將補助與其擬補償之成本配合之年度確認為收入。倘補助與資產有關，則公平值計入遞延收入賬／確認為相關資產賬面值之扣減，並於有關資產之預期可用年限中按等額年金撥往損益。

借貸成本

收購、建造或生產合資格資產(即需要一段頗長時間始能達致其擬定用途或出售之資產)之直接應佔借貸成本，在扣除特定借貸之暫時性投資收益後，均作資本化並作為該等資產成本之一部分。當資產大體上可作其擬定用途或出售時，該等借貸成本將會停止資本化。所有其他借貸成本均列作為發生期間之費用。

租賃

本集團於合約開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已識別資產使用的權利，則該合約為或包含租賃。

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賃期內確認為開支。

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。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**綜合財務報表附註****YEAR ENDED 30 APRIL 2023**

截至二零二三年四月三十日止年度

2. PRINCIPAL ACCOUNTING POLICIES (Continued)**Leases (Continued)***As lessee (Continued)*

The Group recognises a right-of-use asset (included in property, plant and equipment) and a lease liability at the commencement date of the lease.

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

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- 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 lives of the right-of-use asset (unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise a purchase option – in which case depreciation is provided over the estimated useful life of the underlying asset) as follows:

Leasehold land and buildings	50 years or the lease term, whichever is shorter
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As the Group's lease payments for its leasehold land and buildings cannot be allocated reliably between the land and buildings elements at the inception of the lease because similar land and buildings are not sold or leased separately, the entire lease payments are included in the cost of the leasehold land and buildings and are classified as right-of-use assets (included in property, plant and equipment).

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.

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

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

2. 主要會計政策(續)**租賃(續)***作為承租人(續)*

本集團於租賃開始日期確認使用權資產(包括於物業、廠房及設備呈列)及租賃負債。

使用權資產乃按成本進行初始計量，其中包括：

- 租賃負債的初始計量金額；
- 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；
- 本集團產生的任何初始直接成本；及
- 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將予產生的估計成本，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(以較短者為準)按直線法計提折舊(除非租賃於租期結束前將相關資產的所有權轉移至本集團或倘使用權資產的成本反映本集團將行使購買選擇權 – 於該情況下，將於相關資產之估計可使用年內計提折舊)，如下：

租賃土地及樓宇	五十年或租期，以較短者為準
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由於本集團就其租賃土地及樓宇的租賃付款因相似的土地及樓宇並無分開出售或租賃而無法在租賃開始時於土地及樓宇部分之間可靠地作出分配，故整筆租賃付款均計入租賃土地及樓宇之成本並分類為使用權資產(計入物業、廠房及設備)。

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。

計入租賃負債計量的租賃付款包括下列於租期內使用相關資產的使用權且於開始日期尚未支付之付款：

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

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。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

As lessee (Continued)

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 lease liability is remeasured by using the original discount rate when there is a change in the residual value guarantee, the in-substance fixed lease payments or the future lease payments resulting from a change in an index or a rate (other than floating interest rate). In case of a change in future lease payments resulting from a change in floating interest rates, the Group remeasures the lease liability using a revised discount rate.

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.

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.

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

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.

Employee benefits

Short term employee benefits

Salaries, annual bonuses, paid annual leave, and the cost of non-monetary benefits are accrued in the period in which the associated services are rendered by employees.

Defined contribution plans

The obligations for contributions to defined contribution retirement scheme are recognised as an expense in profit or loss as incurred. The assets of the scheme are held separately from those of the Group in an independently administered fund.

In accordance with the rules and regulations in the People's Republic of China (the "PRC"), the employees of the Group's entities established in the PRC are required to participate in defined contribution retirement plans organised by local governments. Contributions to these plans are expensed in profit or loss as incurred and other than these monthly contributions, the Group has no further obligation for the payment of retirement benefits to its employees.

2. 主要會計政策(續)

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。

倘剩餘價值擔保、實質性固定租賃付款出現變動或一項指數或利率有變(浮動利率除外)而導致未來租賃付款出現變動，則使用原貼現率重新計量租賃負債。倘浮動利率有變而導致未來租賃付款出現變動，則本集團使用經修訂貼現率重新計量租賃負債。

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租賃負債計量有進一步調減，本集團將於損益中確認任何重新計量之剩餘金額。

作為出租人

本集團於租賃開始日期將租賃各自分類為融資租賃或經營租賃。倘租賃將相關資產之擁有權的絕大部分風險及回報轉移，則分類為融資租賃。所有其他租賃均分類為經營租賃。

本集團對於租賃合約內各個租賃組成部分入賬列作獨立於合約非租賃部分的一項租賃。本集團根據相對單獨價格將合約代價分配至各個租賃組成部分。

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。

僱員福利

短期僱員福利

薪金、年度花紅、有薪年假及非現金福利成本乃於僱員提供相關服務的期間累計。

定額供款計劃

向定額供款計劃作出供款的責任在產生時於損益內確認為開支。計劃資產與本集團的資產分開，由獨立管理的基金持有。

根據中華人民共和國(「中國」)規則及規例，本集團於中國成立的實體的僱員需要參與由地方政府設立的定額供款退休計劃。向該等計劃作出的供款在產生時於損益內支銷，而除該等每月供款外，本集團再無為僱員退休福利付款的其他責任。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**綜合財務報表附註****YEAR ENDED 30 APRIL 2023**

截至二零二三年四月三十日止年度

2. PRINCIPAL ACCOUNTING POLICIES (Continued)**Employee benefits (Continued)***Termination benefits*

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

Share-based payment transactions*Equity-settled transactions*

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in capital reserve within equity.

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the estimates, if any, is recognised in profit or loss with a corresponding adjustment to share options reserve.

At the time when the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained profits.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award.

Taxation

The charge for current income tax is based on the results for the period as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, any deferred tax arising from initial recognition of goodwill; or other asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss is not recognised.

The deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is recovered or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

Deferred tax is provided on temporary differences arising on investment in subsidiaries except where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

2. 主要會計政策(續)**僱員福利(續)***終止福利*

本集團於明確就終止僱用作出承擔或因在一項實際上不可能撤回的詳細正式計劃下僱員自願離職而提供利益及僅在此情況下，方始確認終止福利。

以股份支付交易*以權益結算的交易*

所獲服務之公平值乃參考股份期權於授出日期之公平值釐定，以直線法於歸屬期內確認為開支，並於權益中的股份期權儲備中作出相應增加。

於各報告期末，本集團修訂其對預期最終歸屬之股份期權數目之估計。估計修訂之影響(如有)於損益確認，並於股份期權儲備作出相應調整。

於股份期權獲行使時，先前於股份期權儲備確認之數額，將轉撥至股份溢價。倘股份期權於歸屬日期後被沒收，或於到期日仍未行使，先前於股份期權儲備確認之數額，將撥至保留溢利。

倘權益結算獎勵被註銷，則被視為已於註銷日期歸屬，而任何尚未就獎勵確認之開支均即時確認。然而，倘授出新獎勵代替已註銷獎勵，並於授出日期指定為替代獎勵，則已註銷及新獎勵均被視為原有獎勵之修訂。

稅項

即期所得稅支出乃根據期內業績計算，並就毋須課稅或不可扣減項目作出調整。計算時所使用之稅率為於各報告期末已頒行或實際上已頒行之稅率。

遞延稅項乃就資產及負債之稅基與其於綜合財務報表內所示之賬面值於各報告期末之所有暫時性差額，採用負債法計提撥備。然而，初步確認商譽或一項交易(業務合併除外)中之其他資產或負債所產生之任何遞延稅項，倘其於交易時不影響會計溢利或應課稅溢利或虧損，則不會確認。

遞延稅項資產及負債乃根據於各報告期末已頒行或實際上已頒行之稅率及稅法，按收回資產或清還負債之期間預期適用之稅率計量。

倘可能有未來應課稅溢利可用作抵銷可扣減暫時性差額，稅項虧損及抵免，則會確認遞延稅項資產。

遞延稅項乃就於附屬公司之投資產生之暫時性差額計提撥備，惟暫時性差額撥回之時間由本集團控制及暫時性差額於可見將來很可能不會被撥回則除外。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

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 Group or of a holding company of the Group.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) the entity and the Group are members of the same group (which means that each 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).
 - (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 Group or to the holding company of the Group.

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.

2. 主要會計政策(續)

關連人士

關連人士為與本集團有關聯之人士或實體：

- (a) 倘某人士出現以下情況，則該人士或該人士之近親與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團控股公司之主要管理層成員。
- (b) 倘符合下列任何條件，則該實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司（即各控股公司、附屬公司及同系附屬公司彼此間有關連）。
 - (ii) 一實體為另一實體之聯營公司或合營企業（或另一實體所在集團旗下成員公司之聯營公司或合營企業）。
 - (iii) 兩間實體均為同一第三方之合營企業。
 - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
 - (v) 實體為就本集團或與本集團有關之實體之僱員福利設立之離職後福利計劃。倘本集團本身設立該離職後福利計劃，則提供資助之僱主亦與本集團有關連。
 - (vi) 實體受(a)內所定義人士控制或共同控制。
 - (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體（或該實體之控股公司）主要管理層成員。
 - (viii) 實體或其任何集團成員公司提供主要管理人員服務予本集團或本集團控股公司。

一名個人的近親屬指預期可能影響該人士與該實體的往來或受此影響的家庭成員，包括：

- (a) 該人士的子女及配偶或家庭伴侶；
- (b) 該人士的配偶或家庭伴侶的子女；及
- (c) 該人士或該人士的配偶或家庭伴侶的供養人。

於關連人士之定義中，聯營公司包括該聯營公司之附屬公司，而合營企業包括該合營企業之附屬公司。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)**Segment reporting**

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management, which is the Group's chief operating decision maker, for the purpose of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individual 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.

Critical accounting estimates and judgements

Estimates and assumptions concerning the future and judgements are made by the management of the Group in the preparation of the consolidated financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Where appropriate, revisions to accounting estimates are recognised in the period of revision and future periods, in case the revision also affects future periods.

Key sources of estimation uncertainty*(i) Useful lives of property, plant and equipment (including right-of-use assets) and intangible assets*

The management of the Group determines the estimated useful lives of the Group's property, plant and equipment and intangible assets based on the historical experience of the actual useful lives of the relevant assets of similar nature and functions. The estimated useful lives could be different as a result of technical innovations which could affect the related depreciation charges included in profit or loss.

(ii) Impairment of non-financial assets, other than goodwill

The management of the Group assesses whether there are any indicators of impairment for all non-financial assets, including property, plant and equipment (including right-of-use assets), at the end of each reporting period in accordance with the accounting policies as disclosed in Note 2 to the consolidated financial statements. In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the management has to assess whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence. If any such indication exists, the recoverable amounts of the asset would be determined as the greater of the fair value less costs of disposal and value in use, the calculations of which involve the use of estimates. Owing to inherent risk associated with estimations in the timing and amounts of the future cash flows and fair value less costs of disposal, the estimated recoverable amount of the asset may be different from the amount actually received and profit or loss could be affected by accuracy of the estimations.

(iii) Loss allowance for ECL

The management of the Group estimates the loss allowance for financial assets at amortised cost including accounts receivable, loan receivables and 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, recoverable amount of pledged collaterals, past collection history of debtors, concentration risk of debtors, the Group's actual loss experience, 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 the financial assets at amortised cost.

2. 主要會計政策(續)**分類報告**

個別重大之經營分類不會為財務報告目的而合計，除非有關分類具有類似經濟特性，並且具有類似之產品及服務性質、生產工序性質、客戶類型或類別、分銷產品或提供服務所用方法，以及監管環境性質。

個別非重大之經營分類倘符合上述大多數條件則可予合計。就財務報告而言，個別重大之經營分部不會彙集計算，惟擁有類似經濟特徵及在產品及服務性質、生產過程性質、客戶類別或種類、分銷產品或提供服務之方法以及監管環境性質方面類似之分部除外。個別不重大之經營分部倘具備大部分該等特質，亦可以彙集計算。

重大會計估計及判斷

於編製綜合財務報表時，本集團管理層作出估計、有關未來之假設及判斷。其影響到本集團會計政策之應用、資產、負債、收入及開支之報告金額，以及所作出之披露。其會持續評估，並以經驗及有關因素為基礎，包括對相信於有關情況下屬合理之未來事項之預期。於適當情況下，會計估計之修訂會在修訂期間及未來期間(倘有關修訂亦影響未來期間)予以確認。

不明朗估計之主要來源*(i) 物業、廠房及設備(包括使用權資產)及無形資產之可使用年期*

本集團管理層根據擁有類似性質及功能的相關資產的實際可使用年期的過往經驗，釐定本集團的物業、廠房及設備及無形資產的估計可使用年期。估計可使用年期會因應技術革新而有所不同，並可能影響計入損益的相關折舊費用。

(ii) 除商譽外之非金融資產減值

本集團管理層根據綜合財務報表附註2披露之會計政策於各報告期末評估是否有任何跡象顯示所有非金融資產(包括使用權資產)已出現減值。於釐定資產是否出現減值或過往導致減值之事件是否不再存在時，管理層須評估是否出現可能影響資產價值之事件，或該影響資產價值之事件是否不再存在。倘有跡象存在，資產可收回金額按公平值減出售成本與使用價值之較高者釐定，而有關計算涉及作出估計。由於未來現金流量及公平值減出售成本之時間及數額估計涉及固有風險，故該資產之估計可收回金額或會與實際收回金額有所不同，而此估計之準確度可能對損益造成影響。

(iii) 預期信貸虧損虧損撥備

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)估計按攤銷成本列賬之金融資產(包括應收賬款、應收貸款及按金以及其他應收款項)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、已質押抵押品的可收回金額、債務人過往收款記錄、債務人的集中風險、本集團的實際虧損經驗、現有市況及前瞻性估計為基準。如預期不同於原有估計，有關差額會影響按攤銷成本列賬之金融資產的賬面值。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Critical accounting estimates and judgements (Continued)

Key sources of estimation uncertainty (Continued)

(iv) *Fair value of investment properties*

The fair value of investment properties located in Hong Kong, Macau and the PRC was determined by independent professional valuers. The valuation performed was arrived at with reference to recent market transaction prices at the end of reporting period and/or market rental value for similar properties at similar locations with total fair value of investment properties approximately HK\$234,050,000 at 30 April 2023 (2022: approximately HK\$239,050,000). Favourable or unfavourable changes to recent market prices would result in changes in the fair value of the Group's investment properties and corresponding adjustments to the amount of gain or loss reported in profit or loss.

(v) *Fair value of financial assets at FVOCI*

The fair value of financial assets at FVOCI that are not traded in active market is determined by valuation techniques. Fair value of financial assets at FVOCI is determined by independent professional valuer by using valuation techniques including the discounted cash flow valuation model. Valuation techniques that include inputs that are not based on observable market data and make assumptions that are primarily based on market conditions existing at the end of each reporting period.

(vi) *Income taxes*

Determining income tax provisions involves judgment on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation. Deferred tax assets are recognised for deductible temporary differences and tax losses only to the extent that it is probable that future taxable profits will be available against which the deferred tax assets can be utilised. As a result, management's judgement is required to assess the probability of future taxable profits. Management reassesses these estimates at the end of each reporting period.

(vii) *Acquisition of subsidiaries*

The initial accounting on the acquisition of subsidiaries involves identifying and determining the fair value to be assigned to the identifiable assets and liabilities of the acquired entities. The fair values of the identified assets and liabilities and consideration, including contingent consideration are determined by reference to the valuation performed by an independent professional valuer where applicable. Any changes in assumptions used and estimates made in determining the fair value will impact the carrying amount of these assets and liabilities.

(viii) *Impairment of goodwill*

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash generating unit to which the goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances results in downward revision of future cash flows, further impairment losses may arise.

(ix) *Valuation of contingent consideration*

For acquisitions accounted for under HKFRS 3, future anticipated payments to vendors in respect of earnouts are based on the management's best estimates of future obligations, which are dependent on future performance of the interests acquired and assume the operating companies improve profits in line with management's estimates and are included in liabilities greater or less than one year as appropriate. These estimates will likely differ from future actual results of operations and cash flows, and it is possible that these differences could be material. Changes to earnouts are recorded in the profit or loss.

2. 主要會計政策(續)

重大會計估計及判斷(續)

不明朗估計之主要來源(續)

(iv) *投資物業之公平值*

位於香港、澳門及中國的投資物業的公平值由獨立專業估值師釐定。估值乃參考於報告期末鄰近地點之同類物業的近期市場交易價格及/或市值租金而進行，於二零二三年四月三十日投資物業的總公平值約為234,050,000港元(二零二二年：約239,050,000港元)。近期市場價格的有利或不利變化可導致本集團投資物業之公平值出現變動並須對損益中匯報的收益或虧損金額作出相應調整。

(v) *按公平值計入其他全面收益之金融資產之公平值*

不在活躍市場交易之按公平值計入其他全面收益之金融資產之公平值由估值技巧釐定。按公平值計入其他全面收益之金融資產之公平值由獨立專業估值師使用估值技巧(包括貼現現金流量估值模式)釐定。估值技巧包括並非以可見市場數據為基礎之輸入數據，並主要根據各呈報期末當時之市場情況作出假設。

(vi) *所得稅*

釐定所得稅撥備涉及對若干交易日後稅務處理之判斷。本集團審慎檢驗交易之稅務影響，並據此訂立稅項撥備。對該等交易之稅務處理會定期重新考慮，以計及稅務法例之所有變更。遞延稅項資產乃就可扣減暫時差額及稅項虧損確認，惟須有日後應課稅溢利可用作抵銷遞延稅項資產。因此，評估未來應課稅溢利之可能性需要管理層之判斷。管理層在各報告期末重新評估該等估計。

(vii) *收購附屬公司*

附屬公司收購事項之初步會計處理涉及識別及釐定分配至收購實體之可識別資產及負債之公平值。已識別資產及負債及代價(包括應收或然代價)之公平值乃參考獨立專業估值師(如適用)所履行之估值釐定。在釐定公平值時所使用之假設及所作估計之任何變動將影響該等資產及負債之賬面值。

(viii) *商譽減值*

釐定商譽是否減值須估計獲分配商譽之現金產生單位之可收回金額，即使用價值或公平值減出售成本之較高者。使用價值計算要求本集團估計預期自現金產生單位產生之未來現金流量及合適之貼現率以計算現值。倘實際未來現金流量少於預期，或事實及情況變動導致未來現金流量向下修訂，則可能產生進一步減值虧損。

(ix) *或然代價估值*

就根據香港財務報告準則第3號入賬的收購事項而言，有關分派的未來預期賣方付款乃基於管理層對未來責任的最佳估計，而該等估計取決於收購權益的未來表現，並假設經營公司根據管理層的估計改善溢利，並計入超過或少於一年的負債(如適用)。該等估計可能有別於未來實際經營業績及現金流量，且該等差額可能屬重大。其撥款變動計入損益。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)**Future changes in HKFRSs**

At the date of authorisation of the consolidated financial statements, the HKICPA has issued the following new/revised HKFRSs that are not yet effective for the current reporting period, 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

The directors do not anticipate that the adoption of the new/revised HKFRSs in future periods will have any material impact on the results of the Group.

3. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being identified as the chief operating decision makers (the “CODM”), for the purposes of resource allocation and assessment of segment performance focuses on nature of services provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable operating segments of the Group.

The Group has determined that there are three reportable operating segments which are set out below.

1. Technology:	Technology and related activities
2. Property:	Real property and related activities
3. Financial:	Consumer finance, securities trading, other financial/business services and related activities

a) Segment revenue, results, assets and liabilities

Segment revenue represents revenue derived from provision of technology services, property leasing services, financial services and trading of listed equity securities.

Segment results represent the revenue reported by each segment without allocation of certain other revenue and other gains, corporate expenses and finance costs. This is the measure reported to the CODM of the Group for the purposes of resource allocation and performance assessment.

2. 主要會計政策(續)**香港財務報告準則的未來變動**

於綜合財務報表獲授權之日，香港會計師公會已頒佈以下於本報告期間尚未生效(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	會計估計的定義 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有關的遞延稅項 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	初次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	負債分類為流動或非流動 ²
香港會計準則第1號之修訂	附帶契諾的非流動負債 ²
香港財務報告準則第16號之修訂	售後租回中的租賃負債 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公司之間的資產出售或注資 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

董事預期，於未來期間採納該等新訂／經修訂香港財務報告準則將不會對本集團之業績產生任何重大影響。

3 分類資料

就資源分配及分類表現評估而向本公司執行董事(獲識別為主要經營決策者(「主要經營決策者」))報告之資料，主要集中於所提供服務之性質。於達致本集團之可呈報經營分類時，概無合併計算由主要經營決策者識別之經營分類。

本集團已確定下文所載之三個可呈報經營分類。

1. 科技：	科技及相關業務
2. 物業：	房地產及相關業務
3. 金融：	消費者融資、證券買賣、其他金融／業務服務及相關業務

a) 分類收益、業績、資產及負債

分類收益指自提供科技服務、物業租賃服務、金融服務及買賣上市股本證券產生之收益。

分類業績指各分類呈報之收益，但未經分配之若干其他收入及其他收益、企業開支及財務成本。此為就資源分配及評估分類表現而向本集團主要經營決策者呈報之計量基準。

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 截至二零二三年四月三十日止年度

3. SEGMENT INFORMATION (Continued)

a) **Segment revenue, results, assets and liabilities** (Continued)

The segment information provided to the CODM of the Group for the reportable operating segments for the year is as follows:

Year ended 30 April 2023

		Technology 科技 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Financial 金融 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue	分類收益	196,721	4,265	622	201,608
Segment results	分類業績	39,922	(2,069)	(1,142)	36,711
Unallocated other revenue and other gains	未分配其他收入及其他收益				538
Unallocated corporate expenses	未分配企業開支				(13,101)
Finance costs	財務成本				(1,380)
Profit before income tax	除所得稅前溢利				22,768
Income tax expense	所得稅開支				(2,190)
Profit for the year	本年度溢利				20,578

Year ended 30 April 2022

		Technology 科技 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Financial 金融 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue	分類收益	187,255	4,459	1,516	193,230
Segment results	分類業績	26,171	10,762	1,889	38,822
Unallocated other revenue and other gains	未分配其他收入及其他收益				92
Unallocated corporate expenses	未分配企業開支				(12,582)
Finance costs	財務成本				(591)
Profit before income tax	除所得稅前溢利				25,741
Income tax expense	所得稅開支				(1,632)
Profit for the year	本年度溢利				24,109

The accounting policies of the operating segments are the same on the Group's accounting policies described in Note 2.

3 分類資料(續)

a) 分類收益、業績、資產及負債(續)

就本年度可呈報經營分類向本集團主要經營決策者提供之分類資料如下：

截至二零二三年四月三十日止年度

		Technology 科技 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Financial 金融 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue	分類收益	196,721	4,265	622	201,608
Segment results	分類業績	39,922	(2,069)	(1,142)	36,711
Unallocated other revenue and other gains	未分配其他收入及其他收益				538
Unallocated corporate expenses	未分配企業開支				(13,101)
Finance costs	財務成本				(1,380)
Profit before income tax	除所得稅前溢利				22,768
Income tax expense	所得稅開支				(2,190)
Profit for the year	本年度溢利				20,578

截至二零二二年四月三十日止年度

		Technology 科技 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Financial 金融 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue	分類收益	187,255	4,459	1,516	193,230
Segment results	分類業績	26,171	10,762	1,889	38,822
Unallocated other revenue and other gains	未分配其他收入及其他收益				92
Unallocated corporate expenses	未分配企業開支				(12,582)
Finance costs	財務成本				(591)
Profit before income tax	除所得稅前溢利				25,741
Income tax expense	所得稅開支				(1,632)
Profit for the year	本年度溢利				24,109

經營分類之會計政策與附註2所述本集團之會計政策相同。

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截至二零二三年四月三十日止年度

3. SEGMENT INFORMATION (Continued)**a) Segment revenue, results, assets and liabilities (Continued)**

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

		Technology 科技 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Financial 金融 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
At 30 April 2023	於二零二三年四月三十日					
Assets	資產					
Reportable segment assets	呈報分類資產	303,456	248,219	34,119	23,564	609,358
Liabilities	負債					
Reportable segment liabilities	呈報分類負債	26,474	45,567	1,131	7,482	80,654
Other information	其他資料					
Amortisation	攤銷	6,140	-	-	-	6,140
Depreciation	折舊	9	6	2	455	472
Net reversal of impairment losses recognised in respect of financial assets at amortised costs	就按攤銷成本計量之金融資產確認之減值虧損撥回淨額	(1,702)	-	1,015	-	(687)
Change in fair value of investment properties	投資物業之公平值變動	-	5,000	-	-	5,000
Change in fair value of financial assets at FVPL	透過損益按公平值列賬之金融資產之公平值變動	-	-	-	23	23
Change in fair value of contingent consideration payable	應付或然代價之公平值變動	(2,240)	-	-	-	(2,240)
Additions to intangible assets	添置無形資產	38,024	-	-	-	38,024
		Technology 科技 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Financial 金融 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元

At 30 April 2022	於二零二二年四月三十日					
Assets	資產					
Reportable segment assets	呈報分類資產	243,528	274,788	35,503	37,783	591,602
Liabilities	負債					
Reportable segment liabilities	呈報分類負債	30,074	69,827	279	8,010	108,190
Other information	其他資料					
Amortisation	攤銷	4,458	-	-	-	4,458
Depreciation	折舊	5	125	2	645	777
Gain on disposal of an investment property	出售投資物業收益	-	(792)	-	-	(792)
Net reversal of impairment losses recognised in respect of financial assets at amortised costs	就按攤銷成本計量之金融資產確認之減值虧損撥回淨額	(401)	-	(789)	(145)	(1,335)
Change in fair value of investment properties	投資物業之公平值變動	-	(6,310)	-	-	(6,310)
Change in fair value of financial assets at FVPL	透過損益按公平值列賬之金融資產之公平值變動	-	-	-	(23)	(23)
Change in fair value of contingent consideration payable	應付或然代價之公平值變動	1,150	-	-	-	1,150
Additions to intangible assets	添置無形資產	34,208	-	-	-	34,208
Additions to property, plant and equipment	添置物業、廠房及設備	43	12	-	-	55

3 分類資料(續)**a) 分類收益、業績、資產及負債(續)**

按可呈報及經營分類劃分之本集團資產及負債之分析如下：

		Technology 科技 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Financial 金融 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
At 30 April 2023	於二零二三年四月三十日					
Assets	資產					
Reportable segment assets	呈報分類資產	303,456	248,219	34,119	23,564	609,358
Liabilities	負債					
Reportable segment liabilities	呈報分類負債	26,474	45,567	1,131	7,482	80,654
Other information	其他資料					
Amortisation	攤銷	6,140	-	-	-	6,140
Depreciation	折舊	9	6	2	455	472
Net reversal of impairment losses recognised in respect of financial assets at amortised costs	就按攤銷成本計量之金融資產確認之減值虧損撥回淨額	(1,702)	-	1,015	-	(687)
Change in fair value of investment properties	投資物業之公平值變動	-	5,000	-	-	5,000
Change in fair value of financial assets at FVPL	透過損益按公平值列賬之金融資產之公平值變動	-	-	-	23	23
Change in fair value of contingent consideration payable	應付或然代價之公平值變動	(2,240)	-	-	-	(2,240)
Additions to intangible assets	添置無形資產	38,024	-	-	-	38,024
		Technology 科技 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Financial 金融 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元

At 30 April 2022	於二零二二年四月三十日					
Assets	資產					
Reportable segment assets	呈報分類資產	243,528	274,788	35,503	37,783	591,602
Liabilities	負債					
Reportable segment liabilities	呈報分類負債	30,074	69,827	279	8,010	108,190
Other information	其他資料					
Amortisation	攤銷	4,458	-	-	-	4,458
Depreciation	折舊	5	125	2	645	777
Gain on disposal of an investment property	出售投資物業收益	-	(792)	-	-	(792)
Net reversal of impairment losses recognised in respect of financial assets at amortised costs	就按攤銷成本計量之金融資產確認之減值虧損撥回淨額	(401)	-	(789)	(145)	(1,335)
Change in fair value of investment properties	投資物業之公平值變動	-	(6,310)	-	-	(6,310)
Change in fair value of financial assets at FVPL	透過損益按公平值列賬之金融資產之公平值變動	-	-	-	(23)	(23)
Change in fair value of contingent consideration payable	應付或然代價之公平值變動	1,150	-	-	-	1,150
Additions to intangible assets	添置無形資產	34,208	-	-	-	34,208
Additions to property, plant and equipment	添置物業、廠房及設備	43	12	-	-	55

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3. SEGMENT INFORMATION (Continued)

a) Segment revenue, results, assets and liabilities (Continued)

For the purposes of monitoring segment performance and allocating resources between segments:

- segment assets include certain property, plant and equipment, (including right-of-use assets), investment properties, intangible assets, goodwill, financial assets at FVOCI, certain financial assets at FVPL, forfeited collateral held for sale, inventories, accounts receivable, loan receivables, certain deposits and other receivables and certain bank balances and cash. Other assets are not allocated to operating segments as these assets are managed on a corporate basis; and
- segment liabilities include certain accruals and deposits received, interest-bearing borrowings, contingent consideration payable, certain tax payables and certain deferred tax liabilities. Other liabilities are not allocated to operating segments as these liabilities are managed on a corporate basis.

b) Geographical information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's investment properties, property, plant and equipment, intangible assets and goodwill (the "Specified Non-current Assets"). The geographical location of the revenue is presented based on the entity's countries of domicile. The geographical location of the Specified Non-current Assets is presented based on the physical location of the assets, in the case of investment properties and property, plant and equipment, and the location of the operation to which they are allocated, in the case of intangible assets and goodwill.

		Revenue 收益		Non-current assets 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	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	166,614	90,211	323,095	296,280
Mainland China (the "PRC")	中國大陸(「中國」)	5,400	8,168	7,818	8,721
Macau	澳門	-	-	14,500	14,000
South Korea	韓國	8,963	27,686	-	-
Thailand	泰國	6,780	15,884	-	-
Indonesia	印度尼西亞	10,011	37,670	-	-
Others	其他	3,840	13,611	-	-
Total	總計	201,608	193,230	345,413	319,001

c) Information about major customers

No revenue from customers individually contributing 10% or more of the total revenue of the Group for the years ended 30 April 2023 and 2022.

3 分類資料(續)

a) 分類收益、業績、資產及負債(續)

就監控分類表現及於分類間分配資源而言：

- 分類資產包括若干物業、廠房及設備(包括使用權資產)、投資物業、無形資產、商譽、透過其他全面收入按公平值列賬之金融資產、若干透過損益按公平值列賬之金融資產、待售被沒收抵押品、存貨、應收賬款、應收貸款、若干按金及其他應收款項以及若干銀行結餘及現金。其他資產並未分配至經營分類，原因為此等資產乃按公司基準管理；及
- 分類負債包括若干應計款項及已收按金、計息借貸、應付或然代價、若干應付稅項及若干遞延稅項負債。其他負債並未分配至經營分類，原因為此等負債乃按公司基準管理。

b) 地域資料

下表載列有關(i)本集團外部客戶之收入及(ii)本集團投資物業、物業、廠房及設備、無形資產及商譽(「特定非流動資產」)之地理位置資料。收益之地理位置乃按實體所在國家呈列。特定非流動資產之地理位置乃按資產之實際位置(就投資物業及物業、廠房及設備而言)以及獲分配有關資產之營運地點(就無形資產及商譽而言)呈列。

c) 有關主要客戶之資料

於截至二零二三年及二零二二年四月三十日止年度，概無客戶單獨貢獻之收益佔本集團總收益之10%或以上。

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4. REVENUE

An analysis of the Group's revenue for the year 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
Revenue from contracts with customers within HKFRS 15 – point in time	屬香港財務報告準則第15號之來自客戶合約之收益 – 於時間點		
Provision of technology & related services	提供科技及有關服務	196,721	187,255
Revenue from other sources	來自其他來源之收益		
Provision of property leasing services	提供物業租賃服務		
– Gross rental income from investment properties	– 投資物業之總租金收入	4,265	4,459
Provision of financial related services	提供金融及相關服務		
– Interest income	– 利息收入	1,173	1,156
– Dividend income from listed equity securities	– 上市股本證券之股息收入	193	126
– Net (loss)/gain on listed equity securities at FVPL (Note)	– 透過損益按公平值列賬之上市股本證券之(虧損)/收益淨額(附註)	(744)	234
		622	1,516
		201,608	193,230

Note:

附註：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Net (loss)/gain on listed equity securities at FVPL	透過損益按公平值列賬之上市股本證券之(虧損)/收益淨額		
– Change in fair value	– 公平值變動	(723)	234
– Realised loss*	– 已變現虧損*	(21)	–
		(744)	234

* The amount represented the proceeds from the disposal of listed equity securities of approximately HK\$139,000 (2022: nil) less relevant costs and carrying value of the listed equity securities sold, of approximately HK\$160,000 (2022: nil).

* 該金額指出售上市股本證券之所得款項約139,000港元(二零二二年：無)減所售上市股本證券之相關成本及賬面值約160,000港元(二零二二年：無)。

5. OTHER REVENUE**5. 其他收益**

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Bank interest income	銀行利息收入	34	32
Management fee income	管理費收入	198	66
Others	其他	505	60
		737	158

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YEAR ENDED 30 APRIL 2023

截至二零二三年四月三十日止年度

6. PROFIT BEFORE INCOME TAX

This is stated after charging (crediting):

6. 除所得稅前溢利

經扣除(計入)以下各項呈列：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Finance costs	財務成本		
Interest on banking facilities	銀行融資利息	1,308	522
Interest on other borrowings	其他借貸利息	72	69
Total finance costs	財務成本總額	1,380	591
Staff costs (including directors' remuneration)	員工成本(包括董事薪酬)		
Salaries, allowances and other benefits in kind	薪資、津貼及其他實物福利	8,754	11,614
Contributions to defined contribution plans	界定供款計劃供款	313	198
Total staff costs	總員工成本	9,067	11,812
Other items	其他項目		
Auditor's remuneration	核數師酬金	1,300	1,050
Amortisation of intangible assets	無形資產攤銷	6,140	4,458
Depreciation	折舊		
– Property, plant and equipment	– 物業、廠房及設備	44	349
– Right-of-use assets	– 使用權資產	428	428
Direct operating expenses arising from investment properties that generated leasing income	產生租賃收入之投資物業產生之直接經營開支	159	117
Exchange loss, net	匯兌虧損淨額	122	2
Research and development expenses (included in "Administrative and other operating expenses")	研發開支(計入「行政及其他經營開支」)	26,297	17,760
Retainer fees (included in "Administrative and other operating expenses") (Note)	聘請費(計入「行政及其他經營開支」)(附註)	107,509	103,311
Net (reversal of) impairment losses recognised in respect of financial assets at amortised costs	就按攤銷成本列賬之金融資產確認之(減值虧損撥回)減值虧損淨額		
– Accounts receivable	– 應收賬款	4	(572)
– Loan receivables	– 應收貸款	852	(54)
– Deposits and other receivables	– 按金及其他應收款項	(1,543)	(709)
Write-off of loan and interest receivables	撇銷應收貸款及利息	–	311

Note: Retainer fees include, for example, payments to our business partners who are retained to provide services to the Group and in relation to services that we provide to our customers.

附註：聘請費包(例如)括向我們的業務合作夥伴支付的費用，該等業務合作夥伴就我們向客戶提供服務而向本集團提供服務時被聘請。

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7. INCOME TAX**7. 所得稅**

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current tax	即期稅項		
Hong Kong Profits Tax	香港利得稅		
Current year	本年度	3,203	1,900
Deferred taxation	遞延稅項		
Changes in temporary differences (Note 26)	暫時差額變動(附註26)	(1,013)	(268)
Total income tax expense for the year	本年度所得稅開支總額	2,190	1,632

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdiction in which entities in the Group are domiciled and operated.

Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax under these jurisdictions.

The two-tiered profits tax rates regime in Hong Kong is applicable to years of assessment beginning on or after 1 April 2018, under which, the profit tax rate for the first HK\$2,000,000 assessable profits arising from Hong Kong of qualifying entities will be taxed at 8.25%, and assessable profits arising from Hong Kong above HK\$2,000,000 will continue to be taxed at the rate of 16.5%. As only one of the subsidiaries in the Group is eligible to elect the two-tiered profits tax rates, profits of the remaining subsidiaries of the Group will continue to be taxed at a flat rate of 16.5%.

For the years ended 30 April 2023 and 2022, Hong Kong Profits Tax is calculated in accordance with the two-tiered profits tax rates regime.

PRC Enterprise Income Tax has not been provided for the years ended 30 April 2023 and 2022 as the Group's entities in the PRC incurred a loss for taxation purposes.

Reconciliation of income tax expense

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	22,768	25,741
Tax calculated at the rates applicable to the respective tax jurisdictions	按適用於有關稅務司法權區之稅率計算之稅項	3,587	4,762
Effect on graduated tax rate	累進稅率之影響	(165)	(165)
Non-deductible expenses	不可扣減開支	1,703	1,633
Tax exempt revenue	免稅收益	(908)	(2,058)
Unrecognised temporary differences	未確認暫時差額	(365)	(237)
Utilisation of previously unrecognised tax losses	動用先前未確認稅項虧損	(1,662)	(2,303)
Income tax expense for the year	本年度所得稅開支	2,190	1,632

本集團須就本集團實體所處及經營所在司法權區產生或賺取的溢利，按實體基準繳納所得稅。

根據開曼群島及英屬處女群島的規則及規例，本集團毋須繳納該等司法權區的任何所得稅。

香港利得稅稅率兩級制適用於自二零一八年四月一日或之後開始的課稅年度，據此，合資格實體從香港產生的首2,000,000港元應課稅溢利將按8.25%的稅率繳納利得稅，而從香港產生的2,000,000港元以上的應課稅溢利將繼續按16.5%的稅率徵稅。由於本集團內僅一間附屬公司合資格選用利得稅稅率兩級制，本集團其餘附屬公司之溢利將繼續按16.5%的劃一稅率徵稅。

截至二零二三年及二零二二年四月三十日止年度，香港利得稅乃根據利得稅稅率兩級制計算。

由於本集團於中國之實體錄得就稅務而言之虧損，故於截至二零二三年及二零二二年四月三十日止年度並未計提中國企業所得稅撥備。

所得稅開支之對賬

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8. EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVE OFFICER AND FIVE HIGHEST PAID INDIVIDUALS

8. 董事及行政總裁以及五名最高薪人士的酬金

8(a) Directors' and chief executive's emoluments

8(a) 董事及行政總裁酬金

The aggregate amounts of emoluments received and receivable by the directors and chief executive officer of the Company in connection with the management of the affairs of the Company and its subsidiaries are as follows:

本公司董事及行政總裁就管理本公司及其附屬公司之事務已收及應收的酬金總額如下：

Year ended 30 April 2023

截至二零二三年四月三十日止年度

	Directors' fees	Salaries, allowances and benefits-in-kind	Discretionary bonus	Total
	董事袍金	薪資、津貼及實物福利	酌情花紅	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Executive directors				
Mr. Vong Tat leong David (Note)	564	600	—	1,164
Mr. Xu Siping	500	—	—	500
Independent non-executive directors				
Mr. Fung Ka Keung David	100	—	—	100
Dr. Lam Lee G.	150	—	—	150
Ms. Wong Man Ngar Edna	100	—	—	100
	1,414	600	—	2,014

Year ended 30 April 2022

截至二零二二年四月三十日止年度

	Directors' fees	Salaries, allowances and benefits-in-kind	Discretionary bonus	Total
	董事袍金	薪資、津貼及實物福利	酌情花紅	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Executive directors				
Mr. Vong Tat leong David (Note)	700	600	—	1,300
Mr. Xu Siping	500	—	—	500
Independent non-executive directors				
Mr. Fung Ka Keung David	100	—	—	100
Dr. Lam Lee G.	150	—	—	150
Ms. Wong Man Ngar Edna	100	—	—	100
	1,550	600	—	2,150

Note: Mr. Vong Tat leong David is also the Chief Executive Officer of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive Officer.

附註：黃達揚先生亦為本公司的行政總裁，而上文披露彼の酬金包括彼擔任行政總裁所提供服務收取的酬金。

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截至二零二三年四月三十日止年度

8. EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVE OFFICER AND FIVE HIGHEST PAID INDIVIDUALS (Continued)**8(b) Emoluments of five highest paid individuals**

The five highest paid individuals of the Group for the year ended 30 April 2023 included two (2022: two) directors whose emoluments are reflected in the analysis presented above and three (2022: three) non-director individuals whose emoluments are disclosed as follows:

Salaries, allowances and benefits-in-kind	薪資、津貼及實物福利	3,014	4,085
Contribution to defined contribution plans	界定供款計劃供款	23	45

The number of the highest paid individuals (excluding the directors of the Company) whose remuneration fell within the following band is as follows:

Nil to HK\$1,000,000	零至1,000,000港元	2	2
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	–
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	–	1

There was no arrangement under which a director or the chief executive officer, the five highest paid individuals waived or agreed to waive any remuneration during the years ended 30 April 2023 and 2022. In addition, no emolument was paid by the Group to the any of the directors or the five highest paid individuals as an inducement to join, or upon joining the Group, or as a compensation for loss of office for the years ended 30 April 2023 and 2022.

9. DIVIDEND

No dividend was paid or declared by the Company for the year ended 30 April 2023 (2022: Nil). The directors of the Company do not recommend for payment of a final dividend for the year ended 30 April 2023 (2022: Nil).

10. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share for the current and prior year is based on profit for the year attributable to owners of the Company and the weighted average number of ordinary shares in issue during the years.

Diluted earnings per share were same as the basic earnings per share as there were no potentially dilutive ordinary shares in existence during the years ended 30 April 2023 and 2022.

8. 董事及行政總裁以及五名最高薪人士的酬金(續)**8(b) 五名最高薪人士的酬金**

截至二零二三年四月三十日止年度，本集團五名最高薪人士中包括兩名(二零二二年：兩名)董事，彼等的酬金反映在上述分析中，餘下三名(二零二二年：三名)非董事人士的酬金披露如下：

2023	2022
二零二三年	二零二二年
HK\$'000	HK\$'000
千港元	千港元
3,014	4,085
23	45
3,037	4,130

薪酬屬於以下範圍的最高薪人士(不包括本公司董事)人數如下：

Number of individuals		人數	
2023	2022	二零二三年	二零二二年
2	2	2	2
1	–	1	–
–	1	–	1
3	3	3	3

於截至二零二三年及二零二二年四月三十日止年度，概無董事、行政總裁、五名最高薪人士放棄或同意放棄任何酬金的安排。此外，截至二零二三年及二零二二年四月三十日止年度，本集團並無向任何董事或五名最高薪人士支付酬金，作為吸引彼等加入本集團或加入本集團時的獎勵或離職補償。

9. 股息

截至二零二三年四月三十日止年度，本公司並未派付或宣派任何股息(二零二二年：無)。本公司董事並不建議就截至二零二三年四月三十日止年度派付末期股息(二零二二年：無)。

10. 每股盈利

本年度及過往年度之每股基本及攤薄盈利乃根據本公司擁有人應佔年內溢利及年內已發行普通股之加權平均數計算。

由於截至二零二三年及二零二二年四月三十日止年度並無存在任何潛在攤薄普通股，故每股攤薄盈利與每股基本盈利相同。

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10. EARNINGS PER SHARE (Continued)

The calculations of basic and diluted earnings per share are based on:

Earnings

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Profit for the year attributable to owners of the Company, for the purpose of basic and diluted earnings per share	13,508	20,037

Number of shares

	2023 二零二三年	2022 二零二二年
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	231,680,312	223,157,247

10. 每股盈利(續)

每股基本及攤薄盈利乃根據以下各項計算：

盈利

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
就計算每股基本及攤薄盈利而言的本公司擁有人應佔年內溢利	13,508	20,037

股份數目

	2023 二零二三年	2022 二零二二年
就計算每股基本及攤薄盈利而言普通股加權平均數目	231,680,312	223,157,247

11. PROPERTY, PLANT AND EQUIPMENT

11. 物業、廠房及設備

	Right-of-use assets – leasehold land and buildings 使用權 資產 – 租賃 土地及樓宇 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reconciliation of carrying amount-year ended 30 April 2022	賬面值對賬 – 截至二零二二年四月三十日止年度				
At 1 May 2021	11,188	–	69	335	11,592
Additions	–	–	55	–	55
Depreciation	(428)	–	(31)	(318)	(777)
Exchange realignments	–	–	–	–	–
At 30 April 2022	10,760	–	93	17	10,870
Reconciliation of carrying amount-year ended 30 April 2023	賬面值對賬 – 截至二零二三年四月三十日止年度				
At 1 May 2022	10,760	–	93	17	10,870
Depreciation	(428)	–	(27)	(17)	(472)
Exchange realignments	–	–	–	–	–
At 30 April 2023	10,332	–	66	–	10,398

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11. PROPERTY, PLANT AND EQUIPMENT (Continued)

		Right-of-use assets – leasehold land and buildings 使用權 資產 – 租賃 土地及樓宇 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 30 April 2022	於二零二二年四月三十日					
Cost	成本	15,393	83	1,093	4,476	21,045
Accumulated depreciation	累計折舊	(4,633)	(83)	(1,000)	(4,459)	(10,175)
Net carrying amount	賬面淨值	10,760	–	93	17	10,870
At 30 April 2023	於二零二三年四月三十日					
Cost	成本	15,393	83	1,093	4,476	21,045
Accumulated depreciation	累計折舊	(5,061)	(83)	(1,027)	(4,476)	(10,647)
Net carrying amount	賬面淨值	10,332	–	66	–	10,398

Notes:

- (i) At 30 April 2023, leasehold land and buildings of approximately HK\$10,332,000 (2022: approximately HK\$10,760,000) were pledged to secure bank facilities granted to the Group (Note 25).
- (ii) The total cash outflow for leases, which represents short-term lease, for the year ended 30 April 2023 was approximately HK\$552,000 (2022: approximately HK\$901,000).

附註:

- (i) 於二零二三年四月三十日，本集團已抵押約10,332,000港元(二零二二年：約10,760,000港元)之租賃土地及樓宇以取得授予本集團之銀行融資(附註25)。
- (ii) 截至二零二三年四月三十日止年度租賃(指短期租賃)之現金流出總額為約552,000港元(二零二二年：約901,000港元)。

12. INVESTMENT PROPERTIES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Fair value	按公平值		
At the beginning of the reporting period	於報告期初	239,050	243,828
Disposal	處置	–	(11,088)
Net change in fair value recognised in profit or loss	於損益確認之公平值變動淨額	(5,000)	6,310
At the end of the reporting period	於報告期末	234,050	239,050

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purpose are measured at fair value model and are classified and accounted for as investment properties.

At the end of the reporting period, the investment properties of approximately HK\$234,050,000 (2022: approximately HK\$239,050,000) are held under head leases with the remaining lease term of 5 years to 820 years (2022: 6 years to 821 years).

Certain of the Group's investment properties with an aggregate carrying value of approximately HK\$183,200,000 at 30 April 2023 (2022: approximately HK\$185,600,000) were pledged to secure banking facilities granted to the Group (Note 25).

All investment properties of the Group were revalued at 30 April 2023. The valuations were carried out by an independent firm of surveyors, ValQuest Advisory (Hong Kong) Limited (2022: ValQuest Advisory (Hong Kong) Limited), who have among their staff fellows of the Royal Institution of Chartered Surveyors (2022: Royal Institution of Chartered Surveyors) with recent experience in the location and category of properties being valued. The management of the Group has discussions with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date. In estimating the fair value of the investment properties, the highest and best use of the properties is their current use.

12. 投資物業

本集團以經營租賃形式持有以賺取租金收入或作資本增值用途之所有物業權益皆以公平值模式計量，並分類為投資物業入賬。

於報告期末，約234,050,000港元(二零二二年：約239,050,000港元)之投資物業是根據總租約持有而餘下租期介乎5至820年(二零二二年：6至821年)。

於二零二三年四月三十日，總賬面值約183,200,000港元(二零二二年：約185,600,000港元)之本集團若干投資物業已抵押以獲取授予本集團之銀行融資(附註25)。

本集團所有投資物業於二零二三年四月三十日重新估值。估值由獨立測量師行中誠達行(香港)有限公司(二零二二年：中誠達行(香港)有限公司)進行，其身為皇家特許測量師學會(二零二二年：皇家特許測量師學會)成員之職員擁有於近期在物業所在地及對同類物業進行估值之經驗。於每次中期及年度報告當日進行評估時，本集團管理層已與測量師討論估值假設及估值結果。於估計投資物業之公平值時，該等物業之最高及最佳用途為其現有用途。

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12. INVESTMENT PROPERTIES (Continued)

The property interests in investment properties thereon (including the whole or part of undivided share in the underlying land) in Hong Kong of approximately HK\$211,750,000 (2022: approximately HK\$216,350,000) are held by the Group as the registered owner. Those property interests were acquired from the previous registered owners by making lump sum payments at the upfront (which may be financed by a mortgage). Except for the variable amounts to be charged by the government subsequently that are reviewed regularly with reference to the rateable values, for example, there are no ongoing payments to be made under the terms of the land lease.

Leasing arrangement – as lessor

The investment properties are leased to independent third parties for a term of 1 to 3 years (2022: 1 to 3 years), which had an initial non-cancellable lease term of 1 to 3 years (2022: 1 to 3 years). Some leases do not include purchase or termination options and some leases provide the lessees with options to renew the leases upon expiry at new terms.

The details of the leasing income from operating leases are set out in Note 4 to the consolidated financial statements.

The investment properties are subject to residual value risk. The lease contract, as a result, includes a provision based on which the Group has the right to charge the tenant for any damage to certain of the investment properties at the end of the lease, unless the loss or damage caused through the act, neglect, omission or negligence of the Group. Besides, the Group has purchased insurance to protect it against any loss that may arise from accidents or physical damages of the properties.

Below is a maturity analysis of undiscounted lease payments to be received from the leasing of investment properties.

At 30 April 2023		HK\$'000
於二零二三年四月三十日		千港元
Undiscounted lease payments to be received	將收取之未貼現租賃付款	
– within one year	– 一年內	2,704
– In the second year	– 第二年	1,936
– In the third year	– 第三年	860
		5,500
At 30 April 2022		HK\$'000
於二零二二年四月三十日		千港元
Undiscounted lease payments to be received	將收取之未貼現租賃付款	
– within one year	– 一年內	3,035
– In the second year	– 第二年	592
		3,627

On 29 July 2021, the Group entered into a provisional agreement with independent third parties to dispose of an investment property with carrying amount of approximately HK\$11,088,000 at a consideration of HK\$11,880,000 and the disposal was completed in September 2021 which resulted in a gain on disposal of an investment property of approximately HK\$792,000 during the year ended 30 April 2022.

12. 投資物業(續)

約211,750,000港元(二零二二年：約216,350,000港元)的香港投資物業的物業權益(包括相關土地的全部或部分不可分割份額)由本集團作為登記業主持有。該等物業權益乃以前期一次性付款方式(可能通過按揭方式融資)向前登記業主收購。除政府其後會參照應課差餉租值定期檢討所收取的浮動金額外，例如，根據土地租賃條款並無持續付款。

租賃安排 – 作為出租人

投資物業出租予獨立第三方，租期為1至3年(二零二二年：1至3年)，其初始不可撤銷租期為1至3年(二零二二年：1至3年)。若干租賃不包括購買或終止選擇權，以及部分租賃規定承租人可選擇在租約到期後按新的租期續租。

經營租賃的租賃收入詳情載於綜合財務報表附註4。

投資物業承受剩餘價值風險。因此，租賃合約包含一項條文，據此，本集團有權於租賃結束時就若干投資物業之任何損壞向租戶索償，除非損失或損壞因本集團之行動、疏忽、遺漏或過失所導致。此外，本集團已購買保險，以保障可能因意外或物業之實質損壞而引起的任何損失。

以下為將從租賃投資物業收取之未貼現租賃付款的到期分析。

於二零二一年七月二十九日，本集團與獨立第三方訂立臨時協議，以出售賬面值約11,088,000港元之投資物業，代價為11,880,000港元，出售事項已於二零二一年九月完成，因此截至二零二二年四月三十日止年度出售投資物業收益約792,000港元。

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12. INVESTMENT PROPERTIES (Continued)**Fair value hierarchy**

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties classified as Level 3 (Note 35) of the fair value hierarchy:

	Valuation techniques 估值技術	Unobservable inputs 不可觀察之輸入數據	Range of unobservable inputs 不可觀察之輸入數據	Relationship of unobservable inputs to fair value 不可觀察數據與公平值之關係
<i>Investment properties in Hong Kong</i> <i>於香港之投資物業</i>				
– Commercial properties	Direct comparison approach	Adjusted market price (per square foot)	HK\$8,106 to HK\$38,211 (2022: HK\$9,725 to HK\$37,520)	Assuming other factors remain unchanged, the higher the adjusted market price, the higher the fair value
– 商業物業	直接比較法	經調整之市價(每平方呎)	8,106港元至38,211港元 (二零二二年: 9,725港元至37,520港元)	假設其他因素保持不變, 經調整之市價越高則公平值越高
– Residential properties	Direct comparison approach	Adjusted market price (per square foot)	HK\$11,722 to HK\$36,704 (2022: HK\$13,490 to HK\$33,989)	Assuming other factors remain unchanged, the higher the adjusted market price, the higher the fair value
– 住宅物業	直接比較法	經調整之市價(每平方呎)	11,722港元至36,704港元 (二零二二年: 13,490港元至33,989港元)	假設其他因素保持不變, 經調整之市價越高則公平值越高
<i>Investment properties in the Mainland China</i> <i>於中國大陸之投資物業</i>				
– Commercial property	Direct comparison approach	Adjusted market price (per square metre)	Renminbi (“RMB”) RMB26,753 to RMB29,449 (2022: RMB26,938 to RMB35,557)	Assuming other factors remain unchanged, the higher the adjusted market price, the higher the fair value
– 商業物業	直接比較法	經調整之市價(每平方呎)	人民幣(「人民幣」) 人民幣26,753元至人民幣29,449元 (二零二二年: 人民幣26,938元至人民幣35,557元)	假設其他因素保持不變, 經調整之市價越高則公平值越高
<i>Investment properties in Macau</i> <i>於澳門之投資物業</i>				
– Residential property	Direct comparison approach	Adjusted market price (per square foot)	HK\$5,724 to HK\$6,509 (2022: HK\$5,922 to HK\$6,509)	Assuming other factors remain unchanged, the higher the adjusted market price, the higher the fair value
– 住宅物業	直接比較法	經調整之市價(每平方呎)	5,724港元至6,509港元 (二零二二年: 5,922港元至6,509港元)	假設其他因素保持不變, 經調整之市價越高則公平值越高

The fair value of investment properties located in Hong Kong, Macau and Mainland China is determined using direct comparison approach by reference to recent sales price of comparable properties on a price per square foot/per square metre basis, adjusted for a premium or discount specific to the quality of the Group's properties compared to recent sales on the comparable transactions. The higher the adjusted market price, the higher the fair value and a favourable adjustment on the timing of comparable transactions will result in a higher fair value measurement.

Fair value adjustments of investment properties are recognised in the line item “change in fair value of investment properties” on consolidated statement of profit or loss and other comprehensive income. All gains (losses) recognised in consolidated statement of profit or loss and other comprehensive income are arisen from the investment properties held at the end of the reporting period.

12. 投資物業(續)**公平值等級**

以下為就分類為公平值等級中第三級的投資物業(附註35)估值所採用的估值技術及主要輸入數據的概要:

位於香港、澳門及中國大陸之投資物業之公平值乃使用直接比較法釐定, 其經參考可供比較物業按每平方呎/每平方米價格基準計算之近期售價, 且已就本集團樓宇質量的特定溢價或折讓(與近期銷售交易比較所得)作出調整。倘經調整之市價較高以致公平值較高及倘可供比較交易之時間導致作出有利調整, 均會導致計量所得之公平值較高。

投資物業之公平價值調整於綜合損益及其他全面收益表中以「投資物業之公平值變動」一項列賬。於報告期末持有之投資物業產生之所有收益(虧損)在綜合損益及其他全面收益表中確認。

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13. INTANGIBLE ASSETS

13. 無形資產

		Software 軟件 HK\$'000 千港元	Customer relationships 客戶關係 HK\$'000 千港元	Licence 許可證 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本				
At 1 May 2021	於二零二一年五月一日	–	–	–	–
Additions arising from acquisition of subsidiaries	因收購附屬公司產生的添置	24,859	9,349	–	34,208
At 30 April 2022 and 1 May 2022	於二零二二年四月三十日及 二零二二年五月一日	24,859	9,349	–	34,208
Additions arising from acquisition of subsidiaries (Note 30)	因收購附屬公司產生的添置 (附註30)	–	–	38,024	38,024
At 30 April 2023	於二零二三年四月三十日	24,859	9,349	38,024	72,232
Accumulated amortisation	累計攤銷				
At 1 May 2021	於二零二一年五月一日	–	–	–	–
Charge for the year	本年度費用	2,900	1,558	–	4,458
At 30 April 2022 and 1 May 2022	於二零二二年四月三十日及 二零二二年五月一日	2,900	1,558	–	4,458
Charge for the year	本年度費用	4,972	1,168	–	6,140
At 30 April 2023	於二零二三年四月三十日	7,872	2,726	–	10,598
Net carrying amount	賬面淨值				
At 30 April 2022	於二零二二年四月三十日	21,959	7,791	–	29,750
At 30 April 2023	於二零二三年四月三十日	16,987	6,623	38,024	61,634

Software and customer relationships are acquired through acquisition of subsidiaries in prior year and amortised on a straight-line basis over 5 and 8 years respectively and tested for impairment where an indicator of impairment appears.

軟件及客戶關係乃於上一年度透過收購附屬公司取得，並分別於5年及8年內按直線法攤銷，並於出現減值跡象時進行減值測試。

Included in licence with carrying amount of HK\$38,024,000 which represents a right of a series of online and offline education and related curriculum and related materials, acquired through acquisition of subsidiaries (Note 30) during the year ended 30 April 2023. The licence entitles the Group to develop and sell an education related online application for 20 years from the date of acquisition. The licence will therefore be amortised over the remaining useful lives of 20 years and tested for impairment where indicator of impairment appears.

計入賬面值38,024,000港元之許可證指截至二零二三年四月三十日止年度透過收購附屬公司(附註30)所取得之一系列在線及離線教育以及相關課程和相關材料之權利。該許可證賦予本集團權利可自收購日期起20年內開發及銷售與教育有關的在線應用程序。因此，該許可證將按餘下20年之可使用年期攤銷，並在出現減值跡象時進行減值測試。

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14. GOODWILL**14. 商譽**

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Reconciliation of carrying amount	賬面值對賬		
At the beginning of the reporting period	於報告期初	39,331	–
Addition	添置	–	39,331
At the end of the reporting period	於報告期末	39,331	39,331
		Claman Group	北京順通
		Claman集團	北京順通
		HK\$'000	HK\$'000
		千港元	千港元
		(Note 14(a))	(Note 14(b))
		(附註14(a))	(附註14(b))
		Total	總計
		HK\$'000	HK\$'000
		千港元	千港元
At 30 April 2023	於二零二三年四月三十日		
Cost	成本	39,331	11,383
Accumulated impairment losses	累計減值虧損	–	(11,383)
		39,331	–
		39,331	39,331
At 30 April 2022	於二零二二年四月三十日		
Cost	成本	39,331	11,383
Accumulated impairment losses	累計減值虧損	–	(11,383)
		39,331	–
		39,331	39,331

14(a) Goodwill arising from acquisition of Claman Global Limited and its subsidiaries (the “Claman Group”)

Goodwill arising in prior year related to the acquisitions of equity interests in Claman Group and was allocated to the technology and related activities CGU. The excess of the fair value consideration transferred over the acquisition-date fair values of the identifiable assets acquired and the liabilities assumed of approximately HK\$39,331,000 was recognised as goodwill.

At 30 April 2023, the Group assessed the recoverable amount of the relevant cash-generating unit with reference to a value-in-use calculation based on the cash flow projection of Claman Group. The calculation used cash flow projection based on financial budgets approved by the directors of the Company covering a 5-year period. Cash flows beyond the 5-year period have been extrapolated using a 2.0% long-term growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry.

Key assumptions used for value-in-use calculation are as follows:

		2023 二零二三年	2022 二零二二年
Long-term growth rate	長期增長率	2.0%	2.5%
Discount rate (pre-tax)	貼現率(稅前)	23.2%	19.0%

The management of the Group performed impairment test for the goodwill and determined such goodwill was not impaired. Reasonably possible changes in key assumptions will not lead to the goodwill impairment loss.

14(a) 收購Claman Global Limited及其附屬公司(「Claman集團」)產生之商譽

年內產生之商譽與收購於Claman集團之股權有關，並分配至科技及相關活動之現金產生單位。所轉讓公平值代價超出所收購可識別資產及所承擔負債收購事項日公平值之差額約39,331,000港元已確認為商譽。

於二零二三年四月三十日，本集團參考根據Claman集團之現金流量預測計算之使用價值評估相關現金產生單位之可收回金額。該計算方法採用根據本公司董事批准之五年期財務預算進行之現金流量預測。超過5年期之現金流量乃使用2.0%之長期增長率推算。此增長率乃根據相關行業增長預測計算，且並無超過相關行業之平均長期增長率。

用於計算使用價值之主要假設如下：

		2023 二零二三年	2022 二零二二年
Long-term growth rate	長期增長率	2.0%	2.5%
Discount rate (pre-tax)	貼現率(稅前)	23.2%	19.0%

本集團管理層已對商譽進行減值測試，並釐定該商譽並無減值。主要假設的合理可能變動不會導致商譽減值虧損。

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14. GOODWILL (Continued)**14(b) Goodwill arising from acquisition of 北京順通**

Goodwill arising in prior years related to the acquisitions of equity interest in 北京順通典當有限責任公司 (“北京順通”) and was allocated to the financial services CGU (“Financial Services CGU”) for impairment.

The carrying amount of goodwill had been fully impaired during the year ended 30 April 2014 due to the uncertain market conditions.

15. FINANCIAL ASSETS AT FVOCI

Unlisted equity investments, at fair value
 – Honest Pro (Holdings) Limited (“Honest Pro”)

非上市股本投資，按公平值
 – Honest Pro (Holdings) Limited (“Honest Pro”)

Notes:

Honest Pro is a company incorporated in BVI with limited liability. The principal activity of Honest Pro is investment holding. The Group had 20% equity interests in Honest Pro. The Group does not participate in policy-making processes, including participation in decisions about dividends or other distributions of Honest Pro. The directors of the Company are of the opinion that the Group does not exercise significant influence over the financial and operating policies of Honest Pro. For the year ended 30 April 2020, a fair value loss of approximately HK\$670,000 was recognised in FVOCI reserve. Subsequent to the fair value loss recognised for the year ended 30 April 2020, the carrying value of investment in Honest Pro is nil as at 30 April 2023 and 2022. In the opinion of the management of the Group, there was no fair value change in the investment in Honest Pro for the year ended 30 April 2023 and 2022.

Please refer to Note 35 to the consolidated financial statements for the details of fair value measurement.

14. 商譽 (續)**14(b) 收購北京順通產生之商譽**

先前年度產生之商譽與收購北京順通典當有限責任公司 (“北京順通”)之股權有關並已分配至金融服務業務之現金產生單位 (“金融服務現金產生單位”)作減值處理。

由於市況不明朗，商譽之賬面金額於截至二零一四年四月三十日止年度已悉數減值。

15. 透過其他全面收入按公平值列賬之金融資產

2023	2022
二零二三年	二零二二年
HK\$'000	HK\$'000
千港元	千港元

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附註：

Honest Pro為於英屬處女群島註冊成立之有限公司。Honest Pro之主要業務為投資控股。本集團於Honest Pro持有20%股權。本集團未有參與有關Honest Pro分派股息或作出其他分派之決定等政策制訂過程。本公司董事認為，本集團對之財務及營運政策並無重大影響力。截至二零二零年四月三十日止年度，公平值虧損約670,000港元於按公平值計入其他全面收入儲備內確認。隨截至二零二零年四月三十日止年度確認公平值虧損之後，於二零二三年及二零二二年四月三十日於之投資之賬面值為零。本集團管理層認為，於Honest Pro之投資於截至二零二三年及二零二二年四月三十日止年度之公平值並無變動。

有關公平值計量之詳情，請參閱綜合財務報表附註35。

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16. FINANCIAL ASSETS AT FVPL

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Listed equity securities	上市股本證券	16(a)	6,796	5,000
Unlisted debt securities – club memberships	非上市債務證券－會所會籍	16(b)	1,592	1,615
			8,388	6,615
Less: Non-current portion	減：非流動部分		(1,592)	(1,615)
Amounts shown under current assets	流動資產項下所示金額		6,796	5,000

At 30 April 2023 and 2022, the carrying amounts of the financial assets represent the maximum exposure to credit risk of those financial assets and there are no significant concentrations of credit risk for those financial assets.

At the end of the reporting period, no financial assets at FVPL exceeded 10% of the Group's total assets.

16(a) Listed equity securities

At 30 April 2023 and 2022, the listed equity securities are listed in Hong Kong. The fair values of the listed equity securities are determined on the basis of quoted market closing prices available on the relevant stock exchanges at the end of each reporting period.

As disclosed in Note 4 to the consolidated financial statements, during the year, the trading of listed equity securities activities has recorded loss of approximately HK\$551,000 (2022: gain of approximately HK\$360,000) from a fairly diversified portfolio of listed equity securities at FVPL, held for trading purposes. There was an increase in asset value, this was almost entirely due to acquisition of listed equity securities of approximately HK\$2,540,000 (2022: nil) during the year, market-to-market unrealised loss of approximately HK\$723,000 (2022: unrealised gain of approximately HK\$234,000), and realised loss transactions of approximately of HK\$21,000 (2022: nil).

These transactions did not constitute notifiable transactions pursuant to Chapter 14 of the Listing Rule.

16(b) Unlisted debt securities – club memberships

The Group's investment in club membership were revalued at 30 April 2023 and 2022 based on valuations performed by BonVision International Appraisal Limited (2022: Roma Appraisal Limited). The fair value of club membership was valued by using market comparable approach.

The movement of the club membership at FVPL is analysed as follows:

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At the beginning of the reporting period	於報告期初		1,615	1,592
Net change in fair value recognised in profit or loss	於損益確認之公平值變動淨額		(23)	23
At the end of the reporting period	於報告期末		1,592	1,615

16. 透過損益按公平值列賬之金融資產

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Listed equity securities	上市股本證券	16(a)	6,796	5,000
Unlisted debt securities – club memberships	非上市債務證券－會所會籍	16(b)	1,592	1,615
			8,388	6,615
Less: Non-current portion	減：非流動部分		(1,592)	(1,615)
Amounts shown under current assets	流動資產項下所示金額		6,796	5,000

於二零二三年及二零二二年四月三十日，金融資產之賬面值為該等金融資產之最高信貸風險額，並且就該等金融資產並無重大信貸集中風險。

於報告期末，並無透過損益按公平值列賬之金融資產超過本集團總資產之10%。

16(a) 上市股本證券

於二零二三年及二零二二年四月三十日，上市股本證券於香港上市。上市股本證券之公平值乃於各報告期末基於有關證券交易所所報之收市買入價釐定。

如綜合財務報表附註4所披露，年內，買賣上市股本證券錄得來自持作買賣按公平值以損益列賬上市股本證券之相當多元化組合的虧損約551,000港元(二零二二年：收益約360,000港元)。資產價值增加，幾乎完全來自於年內收購上市股本證券約2,540,000港元(二零二二年：無)，按市價計值的未實現虧損約723,000港元(二零二二年：未變現收益約234,000港元)，及已實現虧損交易約零21,000港元(二零二二年：無)。

該等交易不構成根據上市規則第14章的須予公佈交易。

16(b) 非上市債務證券－會所會籍

本集團於會所會籍之投資於二零二三年及二零二二年四月三十日乃根據宏展國際評估有限公司(二零二二年：羅馬國際評估有限公司)進行的估值重新估值。會所會籍的公平值採用市場比較法進行估值。

按公平值計入損益之會所會籍之變動分析如下：

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 截至二零二三年四月三十日止年度

17. FORFEITED COLLATERALS HELD FOR SALE

During the years ended 30 April 2023 and 2022, the Group obtained assets by taking possession of collaterals held as security. The nature and carrying value of these assets held as at 30 April are summarised as follows:

Forfeited collaterals held for sale – a mix of gold and jewellery 待售被沒收抵押品 – 黃金及珠寶組合

The estimated market value of the repossessed assets held by the Group as at 30 April 2023 and 2022 was approximately to its carrying amount. It comprises gold and jewellery in respect of which the Group has acquired access or control for release in full or in part of the obligations of the borrowers.

18. ACCOUNTS RECEIVABLE

Accounts receivable

From third parties
 Less: Loss allowance

應收賬款
 來自第三方
 減：虧損撥備

Note
 附註

34

18(a)

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
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	282	310
--	-----	-----

17. 待售被沒收抵押品

截至二零二三年及二零二二年四月三十日止年度，本集團透過擁有持作擔保的抵押品獲取資產。於四月三十日該等資產之性質及賬面值概述如下：

於二零二三年及二零二二年四月三十日，本集團所持經收回資產之估計市場價值與其賬面值相若。其包括可供本集團使用或控制以解除借款人全部或部分責任之黃金及珠寶。

18. 應收賬款

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
--	----------------------------------	----------------------------------

18(a) Accounts receivable from third parties

The ageing of accounts receivable based on invoice date, net of loss allowance for ECL, at the end of each reporting period is as follows:

Within 30 days	30日內	11,641	9,584
31 to 60 days	31日至60日	11,141	13,477
61 to 90 days	61日至90日	9,856	11,101
91 to 180 days	91日至180日	26,511	35,396
Over 180 days	超過180日	54,031	46,803
		113,180	116,361

At the end of the reporting period, the ageing analysis of accounts receivable, net of loss allowance for ECL, by due date is as follows:

Not past due	未逾期	32,639	34,162
Past due:	逾期：		
Less than 30 days	30日內	8,685	11,820
31 to 60 days	31日至60日	9,399	12,191
61 to 90 days	61日至90日	8,426	11,384
91 to 180 days	91日至180日	54,031	28,563
Over 180 days	超過180日	-	18,241
		80,541	82,199
		113,180	116,361

The Group generally allows an average credit period range from 30 to 180 days (2022: 30 to 180 days) to its customers. The Group does not hold any collateral over these balances.

Information about the Group's exposure to credit risks and loss allowance on accounts receivable are set out in note 34 to the consolidated financial statements.

18(a) 應收第三方賬款

於各報告期末按發票日期呈列之應收賬款(扣除預期信貸虧損之虧損撥備)之賬齡分析載列如下：

	11,641	9,584
	11,141	13,477
	9,856	11,101
	26,511	35,396
	54,031	46,803
	113,180	116,361

於各報告期末按到期日呈列之應收賬款(扣除預期信貸虧損之虧損撥備)之賬齡分析載列如下：

	32,639	34,162
	8,685	11,820
	9,399	12,191
	8,426	11,384
	54,031	28,563
	-	18,241
	80,541	82,199
	113,180	116,361

本集團通常向其客戶授出之平均信貸期介乎30日至180日(二零二二年：30日至180日)。本集團並無就該等結餘持有任何抵押品。

有關本集團就應收貸款面臨之信貸風險及虧損撥備之資料載於綜合財務報表附註34。

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截至二零二三年四月三十日止年度

19. LOAN RECEIVABLES**19. 應收貸款**

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loan receivables	應收貸款			
– Unsecured	– 無抵押		26,793	26,857
Less: Loss allowance	減：虧損撥備	34	(2,071)	(1,249)
			24,722	25,608

The loan receivables bear interest rates ranging from 3.0% to 30.0% (2022: 3.0% to 30.0%) per annum and are repayable according to the respective loan agreements which usually cover periods not more than one year.

應收貸款附有年利率介乎3.0%至30.0%(二零二二年：3.0%至30.0%)，並須根據各自貸款協議償還，其一般期限不超過一年。

a) Maturity profile**a) 到期情況**

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Due within 1 month or on demand	1個月內到期或按要求償還		518	1,300
Due after 1 month but within 3 months	1個月後但3個月內到期		1,000	14
Due after 3 months	3個月後到期		25,275	25,543
			26,793	26,857

b) Loan receivables that are not considered to be impaired are as follows:**b) 未被視為減值之應收貸款如下：**

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Neither past due nor impaired	未逾期亦未減值		26,492	26,544
Less than 1 month past due	逾期少於1個月		–	3
1 to 3 months past due	逾期1至3個月		–	3
Over 3 months past due	逾期3個月以上		301	307
			26,793	26,857

Information about the Group's exposure to credit risks and loss allowance on loan receivables are set out in Note 34 to the consolidated financial statements.

有關本集團就應收貸款面臨之信貸風險及虧損撥備之資料載於綜合財務報表附註34。

20. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES**20. 按金、預付賬款及其他應收賬款**

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Prepayments	預付賬款		1,283	1,280
Rental and other deposits	租金及其他按金	20(a)	4,527	16,783
Rental receivables	應收租金		519	576
Interest receivables	應收利息		2,015	1,411
Other receivables	其他應收款項	20(b)	14,936	24,788
			23,280	44,838
Less: Loss allowance	減：虧損撥備	34	(6,143)	(7,686)
			17,137	37,152

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20. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

20(a) Rental and other deposits

As at 30 April 2022, rental and other deposits included the refundable good faith deposits with carrying amount before ECL of approximately HK\$12,250,000 with corresponding loss allowance for ECL of approximately HK\$1,011,000, paid for proposed investment in equity interest in Greenie EdTech Corporation (the "Greenie"). During the year ended 30 April 2023, the acquisition of 51% equity interest in Greenie was completed on 8 February 2023 and the carrying amount of approximately HK\$12,250,000 was fully utilised as consideration paid for acquisition of Greenie (Note 30) during the year.

20(b) Other receivables

As at 30 April 2022, include in other receivables is carrying amount before ECL of approximately HK\$15,000,000, with corresponding loss allowance of ECL of approximately HK\$1,239,000, which represents prepayment paid to an independent party, for support services fee of potential business investments. During the year ended 30 April 2023, the carrying amount of approximately HK\$10,000,000 was utilised as consultancy fee and recognised in profit or loss as a result of completion of acquisitions of subsidiaries. The remaining amount of approximately HK\$5,000,000 was paid for a proposed investment for which the due diligence is ongoing and the acquisition has not yet been completed up to the date of this report.

21. INVENTORIES

Merchandise

商品

233

2,533

22. BANK BALANCES AND CASH

As at 30 April 2023, bank balances and cash in the Mainland China amounted to approximately HK\$8,608,000 (2022: approximately HK\$9,906,000). Remittance of funds out of the PRC is subject to the exchange controls imposed by the PRC government.

Bank balances and Cash
 Bank overdrafts (note 25)

銀行結餘及現金
 銀行透支(附註25)

100,003
 (4,077)

84,022
 (26,150)

Cash and cash equivalents in the consolidated statement of cash flows

綜合現金流量表內的現金及現金等值項目

95,926

57,872

20. 按金、預付賬款及其他應收賬款(續)

20(a) 租金及其他按金

於二零二二年四月三十日，租金及其他按金包括就建議投資 Greenie EdTech Corporation (「Greenie」) 之股權已支付的未計預期信貸虧損之賬面值約12,250,000港元的可退還誠意按金連同預期信貸虧損的相應虧損撥備約1,011,000港元。於截至二零二三年四月三十日止年度，收購Greenie 51%股權已於二零二三年二月八日完成，以及賬面值約12,250,000港元已於年內全數用作收購Greenie(附註30)支付的代價。

20(b) 其他應收款項

於二零二二年四月三十日，其他應收款項包括未計預期信貸虧損的賬面值約15,000,000港元，以及相應預期信貸虧損撥備約1,239,000港元(即支付予一名獨立人士之預付款項)，乃就潛在業務投資之支援服務費用。於截至二零二三年四月三十日止年度，由於完成收購附屬公司，賬面值約10,000,000港元動用作為顧問費並已於損益內確認。餘下金額約5,000,000港元已支付用於一項建議投資，而盡職審查仍在進行中且截至本報告日期有關收購尚未完成。

21. 存貨

	2023	2022
	二零二三年	二零二二年
	HK\$'000	HK\$'000
	千港元	千港元

233

2,533

22. 銀行結餘及現金

於二零二三年四月三十日，於中國大陸之銀行結餘及現金金額為約8,608,000港元(二零二二年：約9,906,000港元)。將資金匯往中國以外須遵守中國政府施加之外匯管治措施。

	2023	2022
	二零二三年	二零二二年
	HK\$'000	HK\$'000
	千港元	千港元

100,003
 (4,077)

84,022
 (26,150)

95,926

57,872

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**綜合財務報表附註****FOR THE YEAR ENDED 30 APRIL 2023**

截至二零二三年四月三十日止年度

23. ACCRUALS, DEPOSITS RECEIVED AND OTHER PAYABLE

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Accruals	應計款項	4,284	3,127
Accrued retainer fee (Note)	應計聘請費(附註)	3,401	7,775
Accrued staff costs	應計員工成本	4,066	3,817
Consideration payable	應付代價	1,350	1,350
Rental and other deposits received	已收租金及其他按金	1,190	1,167
Other payables	其他應付款項	1,009	994
		15,300	18,230

Note: The accrued retainer fee are non-interest bearing and the Group is normally being granted with credit terms range from 30 to 150 days (2022: 30 to 150 days).

23. 應計款項、已收按金及其他應付款項

附註：應計聘請費為不計息，本集團一般獲授30至150日(二零二二年：30至150天)之信貸期。

24. CONTINGENT CONSIDERATION PAYABLE

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 30 April and 1 May	於四月三十日及五月一日	10,213	-
Contingent consideration arising from acquisition of TeamTech Digital Corporation ("TeamTech")	收購TeamTech Digital Corporation (「TeamTech」) 產生之或然代價	-	9,663
Net change in fair value recognised in profit or loss	於損益確認之公平值變動淨額	(2,240)	1,150
Realised during the year	於本年度已變現	-	(600)
At 30 April	於四月三十日	7,973	10,213
Analysed for reporting purposes as:	按報告目的分析如下：		
Current portion	流動部分	2,803	2,351
Non-current portion	非流動部分	5,170	7,862
		7,973	10,213

The contingent consideration payable is measured at fair value, which is calculated based on the expected business performance of the acquired companies of the Group. During the year, the decrease in fair value of approximately HK\$2,240,000 (2022: increase in fair value of approximately HK\$1,150,000) was recognised in profit or loss which was mainly due to the certain levels of revenue and profit and other conditions for the year ended 30 April 2023 have not been fulfilled.

24. 應付或然代價

應付或然代價以公平值計量，而公平值乃根據本集團被收購公司的預期業務表現計算得出。年內，已於損益內確認公平值減少約2,240,000港元(二零二二年：公平值增加約1,150,000港元，主要是由於截至二零二三年四月三十日止年度一定水平的收入及溢利以及其他條件未獲達成。

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25. INTEREST-BEARING BORROWINGS

At the end of the reporting period, the details of the interest-bearing borrowings of the Group are as follows:

Interest-bearing borrowings	計息借貸
– Secured bank loans	– 有抵押銀行貸款
– Other secured borrowings	– 其他有抵押借貸
Secured bank overdrafts	有抵押銀行透支
Carrying amounts of interest-bearing borrowings that are repayable (Note)	應付計息借貸之賬面值(附註)
Within one year	一年內
More than one year, but not exceeding two years	超過一年但少於兩年內
More than two years, but not exceeding five years	超過兩年但少於五年內
More than five years	超過五年
Less: Amount shown under current liabilities	減：流動負債項下所示金額
Amount shown under non-current liabilities	非流動負債項下所示金額

Note: All interest-bearing borrowings contain a repayment on demand clause and are shown under current liabilities. The amounts due are presented based on scheduled repayment dates set out in the loan agreements.

The ranges of interest rates on the Group's interest-bearing borrowings are as follows:

Secured bank loans of approximately HK\$8,181,000 as at 30 April 2023 (2022: approximately HK\$9,222,000) is charged interest from 0.7% per annum over 1-month HIBOR* to 2.5% per annum below prime rate for both years.

Secured bank loan of approximately HK\$1,712,000 as at 30 April 2023 (2022: HK\$1,730,000) is charged interest from 0.7% per annum over 1-month HIBOR* to 2.75% per annum below prime rate for both years.

Secured bank loans of approximately HK\$31,426,000 as at 30 April 2023 (2022: HK\$32,600,000) is charged interest 1.7% per annum over 1-month HIBOR* for both years.

Other secured borrowings of approximately HK\$1,000,000 as at 30 April 2023 (2022: HK\$1,250,000) is charged interest 3% per annum over Hong Kong dollar prime rate for both years.

Secured bank overdraft of approximately HK\$4,077,000 as at 30 April 2023 (2022: HK\$26,150,000) is charged interest overnight HIBOR* or 2% per annum below the Bank's Hong Kong dollar Best Lending Rate, whichever is higher for both years.

* Hong Kong Interbank Offer Rate

25. 計息借貸

於報告期末，本集團計息借貸之詳情如下：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest-bearing borrowings		
– Secured bank loans	41,319	43,552
– Other secured borrowings	1,000	1,250
	42,319	44,802
Secured bank overdrafts	4,077	26,150
	46,396	70,952
Carrying amounts of interest-bearing borrowings that are repayable (Note)		
Within one year	7,093	29,629
More than one year, but not exceeding two years	2,618	3,521
More than two years, but not exceeding five years	7,686	8,829
More than five years	28,999	28,973
	46,396	70,952
Less: Amount shown under current liabilities	(46,396)	(70,952)
Amount shown under non-current liabilities	–	–

附註：所有計息借貸包含按要求償還條款並於流動負債項下列示。該等到期金額根據貸款協議所載之既定償還日期呈列。

本集團計息借貸之利率範圍如下：

於二零二三年四月三十日之有抵押銀行貸款約8,181,000港元(二零二二年：約9,222,000港元)於兩個年度按一個月香港銀行同業拆息*加0.7%至最優惠利率減年利率2.5%計息。

於二零二三年四月三十日之有抵押銀行貸款約1,712,000港元(二零二二年：約1,730,000港元)於兩個年度按一個月香港銀行同業拆息*加0.7%至最優惠利率減年利率2.75%計息。

於二零二三年四月三十日之有抵押銀行貸款約31,426,000港元(二零二二年：約32,600,000港元)於兩個年度按一個月香港銀行同業拆息*加1.7%計息。

於二零二三年四月三十日之其他有抵押借貸約1,000,000港元(二零二二年：約1,250,000港元)於兩個年度按港元最優惠利率加每年3%計息。

於二零二三年四月三十日之有抵押銀行透支約4,077,000港元(二零二二年：約26,150,000港元)於兩個年度按隔夜香港銀行同業拆息*或銀行港元最優惠利率減年利率2%(以較高者為準)計息。

* 香港銀行同業拆息

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25. INTEREST-BEARING BORROWINGS (Continued)

The other secured borrowings are borrowed from a financial institution, an independent third party, and guaranteed by unconditional corporate guarantee provided by the Company and a non-controlling shareholder of a subsidiary.

The bank borrowings are drawn under banking facilities. The banking facilities are secured and guaranteed by:

- (i) Investment properties of the Group with an aggregate net carrying amount at the end of the reporting period of approximately HK\$183,200,000 (2022: approximately HK\$185,600,000) (Note 12);
- (ii) Leasehold land and buildings of approximately HK\$10,332,000 at the end of the reporting period (2022: approximately HK\$10,760,000) (Note 11); and
- (iii) An unlimited corporate guarantee provided by the Company.

All of the banking facilities are subject to the fulfilment of covenants relating to subsidiaries' ratios based on their statements of financial position, as are commonly found in lending arrangements with financial institutions. If the subsidiaries were to breach the covenants, the drawn down facilities would become repayable on demand. In addition, the subsidiaries' loan agreements contain clauses which give the lender the right at its sole discretion to demand immediate repayment at any time irrespective of whether the subsidiaries have complied with the covenants and met the scheduled repayment obligations.

The Group regularly monitors its compliance with these covenants and has made payments according to the schedule of the loans and does not consider it probable that the banks will exercise its discretion to demand repayment so long as the Group continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in Note 34 to the consolidated financial statements. As at 30 April 2023 and 2022, none of the covenants relating to drawn down facilities had been breached.

26. DEFERRED TAXATION

The following is the deferred tax liabilities recognised and movements thereon during the years ended 30 April 2023 and 2022.

		Fair value adjustments arising from acquisition of subsidiaries 收購附屬公司產生之公平值調整	Unrealised fair value change in investment properties 投資物業之未實現公平值變動	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 May 2021	於二零二一年五月一日	–	809	809
Acquisition of subsidiaries (Note 30)	收購附屬公司(附註30)	5,644	–	5,644
Credit to profit or loss	計入損益	–	(268)	(268)
At 30 April 2022 and 1 May 2022	於二零二二年四月三十日及二零二二年五月一日	5,644	541	6,185
Credit to profit or loss	計入損益	(1,013)	–	(1,013)
At 30 April 2023	於二零二三年四月三十日	4,631	541	5,172

At the end of the reporting period, the Group had estimated unused tax losses of approximately HK\$59,350,000 (2022: approximately HK\$69,419,000) available for offset against future profits, no deferred tax asset has been recognised due to the unpredictability of future profit streams. The unused tax losses may be carried forward indefinitely.

25. 計息借貸(續)

其他有抵押借貸乃借自一間財務機構、一名獨立第三方，並由本公司提供之無條件企業擔保及一名附屬公司之非控股股東擔保。

銀行借貸按銀行融資支取。銀行融資以下列方式作抵押：

- (i) 於報告期末總賬面淨值約183,200,000港元(二零二二年：約185,600,000港元)之本集團投資物業(附註12)；
- (ii) 於報告期末之租賃土地及樓宇約10,332,000港元(二零二二年：10,760,000港元)(附註11)；及
- (iii) 本公司提供無限額公司擔保。

所有銀行融資均須待與附屬公司之比率(基於其財務狀況表)有關的契諾達成後，方可獲得，這常見於與金融機構訂立之貸款安排中。倘附屬公司違反契諾，則已提取的融資將須按要求償還。此外，附屬公司之貸款協議載有賦予貸款人權利可全權酌情隨時要求即時還款的條款，而不論附屬公司是否已遵守契諾及履行計劃還款義務。

本集團定期監察其遵守該等契諾的情況，迄今一直按計劃償還銀行借款，並認為只要本集團繼續遵守該等規定，銀行將不大可能行使其酌情權要求還款。本集團管理流動性風險之進一步詳情載列於綜合財務報表附註34。於二零二三年及二零二二年四月三十日，概無違反與已提取融資有關的契諾。

26. 遞延稅項

以下為於截至二零二三年及二零二二年四月三十日止年度已確認之遞延稅項負債及其變動。

		Fair value adjustments arising from acquisition of subsidiaries 收購附屬公司產生之公平值調整	Unrealised fair value change in investment properties 投資物業之未實現公平值變動	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 May 2021	於二零二一年五月一日	–	809	809
Acquisition of subsidiaries (Note 30)	收購附屬公司(附註30)	5,644	–	5,644
Credit to profit or loss	計入損益	–	(268)	(268)
At 30 April 2022 and 1 May 2022	於二零二二年四月三十日及二零二二年五月一日	5,644	541	6,185
Credit to profit or loss	計入損益	(1,013)	–	(1,013)
At 30 April 2023	於二零二三年四月三十日	4,631	541	5,172

於報告期末，本集團估計擁有未動用稅項虧損約59,350,000港元(二零二二年：約69,419,000港元)可用於抵銷未來溢利。由於不可預知未來溢利流，故並無確認遞延稅項資產。未動用稅項虧損可無限期結轉。

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27. SHARE CAPITAL**27. 股本**

	2023 二零二三年	2022 二零二二年	No. of shares 股份數目	HK\$'000 千港元	No. of shares 股份數目	HK\$'000 千港元
Authorised: 法定：						
Ordinary shares of HK\$0.04 each 每股面值0.04港元之普通股						
At the beginning and the end of the reporting period 於報告期初及期末	5,000,000,000	200,000	5,000,000,000	200,000		
Issued and fully paid: 已發行及繳足：						
At the beginning 於期初	227,074,833	9,083	192,189,833	7,688		
Issue of shares in respect of acquisitions of subsidiaries (Note) 就收購附屬公司發行股份 (附註)	20,500,000	820	34,885,000	1,395		
At the end of the reporting period 於報告期末	247,574,833	9,903	227,074,833	9,083		

Note:

On 8 February 2023, the Company allotted and issued 20,500,000 consideration shares at an issue price of HK\$0.378 per share to acquire approximately 51% equity interest in Greenie. Details are set out in Note 30 to the consolidated financial statements.

On 11 June 2021, the Company allotted and issued 34,885,000 consideration shares at an issue price of HK\$0.45 per share to acquire approximately 17.8% equity interest in Claman. Details are set out in Note 30 to consolidated financial statements.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

附註：

於二零二三年二月八日，本公司按發行價每股0.378港元配發及發行20,500,000股代價股份以收購Greenie約51%股權。詳情載於綜合財務報表附註30。

於二零二一年六月十一日，本公司按發行價每股0.45港元配發及發行34,885,000股代價股份以收購Claman約17.8%股權。詳情載於綜合財務報表附註30。

普通股持有人有權收取不時宣派之股息，並有權於本公司股東大會上就每股股份投一票。所有普通股就本公司剩餘資產享有同等地位。

28. SHARE OPTION SCHEME**28. 購股權計劃**

The share option scheme of the Company adopted on 30 September 2011 had been expired on 29 September 2021. The Company has adopted a new share option scheme (the "Scheme") pursuant to a ordinary resolution passed on 31 October 2022. The purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The Scheme unless otherwise cancelled or amended, remains in force for 10 years from that effective date which was expired during the year ended 30 April 2033. Eligible participants of the Scheme include the Company's directors, including non-executive directors, employees of the Group, any other groups or classes of suppliers, customers, subcontractors or agents of the Group and the Company's shareholders determined by the directors of the Company as having contributed or who may contribute to the development and growth of the Group.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholder's approval in a general meeting.

Share options granted to any director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors of the Company. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the official closing price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

本公司於二零一一年九月三十日採納之購股權計劃已於二零二一年九月二十九日屆滿。本公司已根據於二零二二年十月三十一日通過之一項普通決議案採納新購股權計劃(「計劃」)，旨在向對本集團業務作出貢獻之合資格參與者作出獎勵及回報。除非被另行撤銷或修訂，否則計劃將自生效日期起計十年內一直有效，即於截至二零二三年四月三十日止年度屆滿。計劃之合資格參與者包括本公司之董事(包括非執行董事)、本集團僱員、本集團任何其他組別或類別之供應商、顧客、分銷商或代理商，以及本公司董事認為曾經或可能會對本集團業務發展及增長有貢獻之本公司股東。

根據計劃，現時獲准授出而尚未行使之購股權於行使時所涉及之股份上限相等於本公司在任何時間已發行股份之10%。在任何十二個月期間，計劃各合資格參與者獲授之購股權涉及之可發行股份上限為本公司在任何時間已發行股份之1%。額外授出超出此限額之購股權必須在股東大會上獲股東批准。

授予任何董事、行政總裁或本公司主要股東，或彼等之任何聯繫人士之購股權，必須事先獲本公司之獨立非執行董事批准。此外，倘於任何十二個月期間授予本公司主要股東或獨立非執行董事或彼等之任何聯繫人士之購股權之總值超過本公司在任何時間已發行股份之0.1%或總值(根據本公司授出購股權當日本公司股份之官方收市價計算)超過5,000,000港元，須事前在股東大會上獲股東批准。

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28. SHARE OPTION SCHEME (Continued)

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon the payment of a nominal consideration of HK\$1 in total by the grantee. An option may be exercised in accordance with the terms of the Scheme at any time during the period commencing from the date on which the option is deemed to be granted and accepted and expiring on a date to be notified by the directors to each grantee, which shall not be more than 10 years from the date on which the option is deemed to be granted and accepted. There is no minimum holding period before an option may be exercised.

The exercise price of the share options is determinable by the directors of the Company, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of grant of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings. No share options under the Scheme were granted and outstanding during the years ended 30 April 2023 and 2022.

29. RESERVES*(a) Share premium*

The application of the share premium account is governed by the Companies Law of the Cayman Islands. Under the Companies Law of the Cayman Islands, the funds in share premium account are distributable to shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(b) Property revaluation reserve

Property revaluation reserve relates the property reclassified from owner-occupied to investment properties. For such reclassifications, the accumulative increase in fair value at the date of reclassification in excess of any previous impairment losses is included in the property revaluation reserve and will be transferred to retained earnings upon the retirement or disposal of the relevant property.

(c) Capital redemption reserve

The capital redemption reserve represents the amount by which the Company's issued share capital has been diminished on the cancellation of the shares purchased. Under the Companies Law of the Cayman Islands, the capital redemption reserve may be applied by the Company in paying up its unissued shares to be allocated to shareholders of the Company as fully-paid bonus shares.

(d) Statutory surplus reserve

According to the articles of association of the subsidiaries of the Company in the PRC, the PRC subsidiaries are required to transfer 10% of its net profit after tax, as determined in accordance with the PRC accounting rules and regulations, to the statutory surplus reserve. When the balance of the statutory surplus reserve reaches 50% of the subsidiaries' registered capital, any further appropriation is optional. The transfer to this reserve must be made before distribution of a dividend to the shareholders.

Statutory surplus reserve can be used to make up previous years' losses, if any, and may be converted into capital in proportion to their existing shareholdings, provided that the balance after such conversion is not less than 25% of the registered capital.

(e) Financial assets at FVOCI reserve

Financial assets at FVOCI reserve represents cumulative gains and losses on revaluation of financial assets at FVOCI recognised in other comprehensive income less those cumulative gains and losses recycled and transfers amounts from this reserve to accumulated losses upon derecognition of financial assets of FVOCI.

28. 購股權計劃 (續)

承授人可自授出購股權之建議當日起計二十八日內支付總額為1港元之名義代價，接納有關建議。購股權可於被視為授出及接納起至屆滿日(由董事知會各承授人)期間隨時根據計劃條款行使，惟有關期限不能起逾由購股權被視為授出及接納當日起計十年。購股權行使前並無最低持有期限。

購股權之行使價格由董事釐定，但不得低於下列較高者：(i)授出購股權當日本公司股份於聯交所之收市價；(ii)本公司股份於緊接授出購股權當日前五個交易日在聯交所之平均收市價；及(iii)本公司股份之面值。

購股權並無賦予持有人享有股息或於股東大會上投票之權利。於截至二零二三年及二零二二年四月三十日止年度，概無購股權已根據計劃授出及尚未行使。

29. 儲備*(a) 股份溢價*

股份溢價賬之應用受開曼群島公司法所規管。根據開曼群島公司法，股份溢價賬之資金可分派予本公司股東，惟本公司在緊隨建議派發股息後當日須仍有能力償還在日常業務中到期繳付之債務。

(b) 物業重估儲備

物業重估儲備與由自用重新分類至投資物業之物業有關。就有關重新分類而言，於重新分類日期公平值之累計增幅減去任何過往減值虧損之差額計入物業重估儲備，並將於相關物業報廢或出售時撥入保留溢利。

(c) 資本贖回儲備

股本贖回儲備乃本公司已發行股本因應註銷已購買股份而減少之金額。根據開曼群島公司法，本公司可將股本贖回儲備用於支付本公司股東獲分配之未發行股份，作為已繳足股款紅股。

(d) 法定盈餘儲備

根據本公司之中國附屬公司之組織章程細則，中國公司必須將根據中國會計規則及規例釐定之10%除稅後純利撥往法定盈餘儲備。當法定盈餘儲備結餘達到附屬公司註冊資本之50%時，可選擇是否作出進一步撥款。轉撥至該儲備必須於分派股息予股東之前進行。

法定盈餘儲備可用作彌補以往年度之虧損(如有)，並可按現有持股比例將法定盈餘儲備轉換為股本，惟轉換後之結餘不得少於註冊資本之25%。

(e) 透過其他全面收入按公平值列賬之金融資產儲備

透過其他全面收入按公平值列賬之金融資產儲備指重估於其他全面收入確認之透過其他全面收入按公平值列賬之金融資產之累計收益及虧損，減去所劃撥之累計收益及虧損，且於取消確認透過其他全面收入按公平值列賬之金融資產後將金額由該儲備轉撥至累計虧損。

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29. RESERVES (Continued)

(f) Exchange translation reserve

The exchange translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong. The reserve is dealt with in accordance with the accounting policy set out in Note 2 to the consolidated financial statements.

30. ACQUISITION OF SUBSIDIARIES**30(a) Acquisition of Greenie Group**

On 28 October 2021, VG Investment Assets Holdings Incorporated (“VG Investment”), a wholly-owned subsidiary of the Company entered into a share purchase agreement (the “Agreement”) with Mr. Wun Kam Hoi, an independent third party, in relation to the acquisition of 51% equity interest in Greenie and its subsidiary, Greenie EdTech Limited (together the “Greenie Group”). Pursuant to the Agreement, the consideration shall be HK\$20,400,000 which comprises cash consideration of HK\$12,645,875 and as to HK\$7,754,125 by the allotment and issue of 20,500,000 consideration shares of the Company (the “Consideration shares”) at an issue price of approximately HK\$0.378 per share.

Greenie is an investment holding company and holds the entire equity interest in its operating subsidiary, Greenie EdTech Limited, and the Greenie Group is principally engaged in provision of technology-enhanced education technology solutions and services.

The transaction was completed on 8 February 2023. Details of this acquisition were disclosed in the announcements of the Company dated 28 October 2021, 17 December 2021 and 8 February 2023.

In the opinion of the directors, this acquisition did not constitute business combination as defined in HKFRS 3 (Revised) “Business Combinations”. Therefore, the acquisition had been accounted for as acquisition of assets during the year ended 30 April 2023.

The directors of the Company have engaged BonVision International Appraisals Limited to provide assistance in determining the fair value of the assets and liabilities of the Greenie Group and Consideration Shares in accordance with HKFRSs. BonVision International Appraisals Limited has reviewed the methodologies, the key valuation parameters and business assumptions adopted.

The Company issued 20,500,000 ordinary shares as part of the consideration paid for the acquisition of the Greenie Group. The shares issued were valued based on the recognised amounts of net assets of the Greenie Group (net of non-controlling interests) in excess of the amount of other consideration for the acquisition.

The non-controlling interests in Greenie Group recognised at the acquisition date was measured by reference to the proportionate share of recognised amounts of net assets of Greenie Group and amounted of HK\$18,636,000.

Since acquisition and up to 30 April 2023, Greenie Group has not commenced its business, neither revenue nor profits were contributed to the Group’s revenue and profit for the period, between the date of acquisition and the end of the reporting period.

29. 儲備 (續)

(f) 匯兌儲備

匯兌儲備包括換算香港以外業務之財務報表所產生之所有外匯差額。該儲備根據綜合財務報表附註2所載之會計政策處理。

30. 收購附屬公司**30(a) 收購Greenie集團**

於二零二一年十月二十八日，本公司之全資附屬公司VG Investment Assets Holdings Incorporated (「VG Investment」) 與溫金海先生(一名獨立第三方)訂立股權買賣協議(「該協議」)，內容有關收購Greenie及其附屬公司Greenie EdTech Limited(統稱「Greenie集團」)之51%股權。根據該協議，代價為20,400,000港元，當中包括現金代價12,645,875港元，以及7,754,125港元將通過按每股約0.378港元的發行價配發及發行20,500,000股本公司代價股份(「代價股份」)支付。

Greenie為一間投資控股公司及持有其營運附屬公司Greenie EdTech Limited之全部股權，以及Greenie集團主要從事提供技術增強的教育科技解決方案和服務。

該交易已於二零二三年二月八日完成。此收購之詳情披露於本公司日期為二零二一年十月二十八日、二零二一年十二月十七日及二零二三年二月八日之公佈。

董事認為，是項收購並不構成香港財務報告準則第3號(經修訂)「業務合併」所界定之業務合併。因此，收購已於截至二零二三年四月三十日止年度入賬列作資產收購。

本公司董事已委聘BonVision International Appraisals Limited根據香港財務報告準則協助釐定Greenie集團資產及負債及代價股份之公平值。BonVision International Appraisals Limited已審閱所採納之方法、主要估值參數及業務假設。

本公司發行20,500,000股普通股作為收購Greenie集團所付代價之一部分。已發行股份乃根據Greenie集團已確認資產淨值(扣除非控股權益)超出收購其他代價之金額進行估值。

於收購日期確認之於Greenie集團之非控股權益乃參照應佔Greenie集團已確認資產淨值之比例計量，合計為18,636,000港元。

自收購事項起直至二零二三年四月三十日，Greenie集團尚未開始營業，且自收購事項日期至報告期末止期間，並無為本集團收入及溢利貢獻任何收入及溢利。

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30. ACQUISITION OF SUBSIDIARIES (Continued)**30(a) Acquisition of Greenie Group** (Continued)

The following summarises the consideration paid and the amount of the assets acquired and liabilities assumed at the date of acquisition:

		Greenie Group Greenie 集團 HK\$'000 千港元
Net assets acquired:	已收購資產淨值：	
Intangible assets (Note 13)	無形資產(附註13)	38,024
Bank balances and cash	銀行結餘及現金	11
Accruals, deposits received and other payables	應計款項、已收按金及其他應付款項	(3)
		<hr/>
Total identifiable net assets	可識別淨資產總額	38,032
Non-controlling interests	非控股權益	(18,636)
		<hr/>
		19,396
		<hr/>
Consideration paid/payable, satisfied by:	已付／應付代價，以下列方式支付：	
Cash consideration	現金代價	12,646
Consideration Shares	代價股份	6,750
		<hr/>
Adjusted consideration	經調整代價	19,396
		<hr/>
An analysis of the cash flows in respect of the acquisition of subsidiaries	收購附屬公司之現金流量分析	
Cash consideration paid	已付現金代價	(12,646)
Deposits paid (Note 20)	已付按金(附註20)	12,250
Bank balances and cash acquired	已收購銀行結餘及現金	11
		<hr/>
Net outflow of cash and cash equivalents in respect of the acquisitions of subsidiaries	有關收購附屬公司之現金及現金等值項目流出淨額	(385)

30(b) Acquisition of Claman Group

On 22 October 2020, VG Investment, a directly wholly-owned subsidiary of the Company, acquired 23 shares or approximately 17.8% equity interest in Claman at a consideration of HK\$15,689,250 from Allyking International Limited ("Allyking"), an independent third party. The consideration was paid for by allotment and issue of 34,885,000 consideration shares of the Company at an issue price of HK\$0.45 per share (the "Further Acquisition of Claman").

On 27 November 2020, VG Investment and Claman entered into a subscription agreement, pursuant to which Claman conditionally agreed to issue, and VG Investment conditionally agreed to subscribe for, 26 additional shares issued by Claman at a cash consideration of approximately HK\$14,100,000 (the "Subscription of Claman").

After the completion of the Further Acquisition of Claman and the Subscription of Claman on 11 June 2021, the number of shares issued by Claman was increased from 129 shares to 155 shares, and VG Investment has stepped up its equity interest in Claman, holding 78 shares which is equivalent to approximately 50.3%, and Claman became an indirectly owned subsidiary of the Company.

30. 收購附屬公司(續)**30(a) 收購Greenie集團(續)**

以下概述於收購日期已付代價及所收購資產及承擔之負債之金額：

		Greenie Group Greenie 集團 HK\$'000 千港元
Net assets acquired:	已收購資產淨值：	
Intangible assets (Note 13)	無形資產(附註13)	38,024
Bank balances and cash	銀行結餘及現金	11
Accruals, deposits received and other payables	應計款項、已收按金及其他應付款項	(3)
		<hr/>
Total identifiable net assets	可識別淨資產總額	38,032
Non-controlling interests	非控股權益	(18,636)
		<hr/>
		19,396
		<hr/>
Consideration paid/payable, satisfied by:	已付／應付代價，以下列方式支付：	
Cash consideration	現金代價	12,646
Consideration Shares	代價股份	6,750
		<hr/>
Adjusted consideration	經調整代價	19,396
		<hr/>
An analysis of the cash flows in respect of the acquisition of subsidiaries	收購附屬公司之現金流量分析	
Cash consideration paid	已付現金代價	(12,646)
Deposits paid (Note 20)	已付按金(附註20)	12,250
Bank balances and cash acquired	已收購銀行結餘及現金	11
		<hr/>
Net outflow of cash and cash equivalents in respect of the acquisitions of subsidiaries	有關收購附屬公司之現金及現金等值項目流出淨額	(385)

30(b) 收購Claman集團

於二零二零年十月二十二日，本公司之直接全資附屬公司 VG Investment 以代價15,689,250港元自獨立第三方 Allyking International Limited (「Allyking」) 收購 Claman 之 23 股股份或約 17.8% 股權。代價已透過按發行價每股 0.45 港元配發及發行 34,885,000 股本公司代價股份支付 (「Claman 進一步收購事項」)。

於二零二零年十一月二十七日，VG Investment 與 Claman 訂立認購協定，據此，Claman 有條件同意發行，而 VG Investment 有條件同意以現金代價約 14,100,000 港元認購由 Claman 發行之 26 股額外股份 (「Claman 認購事項」)。

隨於二零二一年六月十一日完成 Claman 進一步收購事項及 Claman 認購事項後，Claman 發行的股份數量已從 129 股股份增至 155 股股份，以及 VG Investment 已分步提升於 Claman 之股權，持有 78 股股份 (相當於約 50.3%)，而 Claman 已成為本公司間接擁有的附屬公司。

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30. ACQUISITION OF SUBSIDIARIES (Continued)

30(b) Acquisition of Claman Group (Continued)

Details of the acquisition are set out in the Company's announcements dated 22 October 2020, 27 November 2020, 27 May 2021 and 11 June 2021.

The above step-up acquisition constituted a business combination and had been accounted for using the acquisition method under HKFRS 3 (Revised) "Business Combinations".

The directors of the Company have engaged Roma Appraisal Limited to provide assistance in determining the fair value of the assets and liabilities of the Claman Group and consideration Shares in accordance with HKFRS 13 "Fair Value Measurement". Roma Appraisal Limited has reviewed the methodologies, the key valuation parameters and business assumptions adopted.

The Company issued 34,885,000 ordinary shares as part of the consideration paid for the acquisition of Claman Group. The fair value of the shares issued was valued based on last traded price of shares as of 11 June 2021.

Upon the step-up acquisition of Claman Group, the Group remeasured the fair value of its pre-existing 22.5% equity interest in Claman on 11 June 2021 and is of view that there was no fair value change at the acquisition date. The goodwill arising from the acquisition of Claman Group is attributable to the growth and profit potential as a result of benefiting from the growing demand in financial technology services industry. None of the goodwill recognised is expected to be deductible for income tax purposes.

The receivables acquired with a fair value of HK\$23,465,000 at the date of acquisition had gross contractual amounts of HK\$23,465,000. The non-controlling interests in Claman Group recognised at the acquisition date was measured by reference to the proportionate share of recognised amounts of net assets of Claman Group and amounted of HK\$16,964,000.

30(c) Acquisition of TeamTech and its subsidiaries ("TeamTech Group")

On 17 August 2021, a wholly-owned subsidiary of the company entered into a share purchase agreement ("Agreement") with Faith Honest International Co. Ltd. in relation to the acquisition of the entire equity interest in TeamTech, which is an investment holding company and holds approximately 51% equity interest in its operating subsidiaries, TeamSoft Technologies Limited ("TeamSoft") and Four Directors Ecommerce Limited, (together the "TeamTech Group") and; TeamTech Group is principally engaged in software and ecommerce business.

Pursuant to the share purchase agreement, the maximum consideration is HK\$16,500,000 which comprises of and is to be satisfied by the Group in the following manners:

(i) *Initial consideration*

The initial consideration of HK\$1,500,000 which is to be settled in cash of HK\$750,000 upon completion and another HK\$750,000 within 90 days after the completion, subject to the satisfaction of certain conditions.

30. 收購附屬公司(續)

30(b) 收購Claman集團(續)

有關收購事項的詳情載於本公司日期為二零二零年十月二十二日、二零二零年十一月二十七日、二零二一年五月二十七日及二零二一年六月十一日的公佈。

上述分步收購事項構成業務合併，並已根據香港財務報告準則第3號(經修訂)「業務合併」以收購法入賬。

本公司董事已委聘羅馬國際評估有限公司根據香港財務報告準則第13號「公平值計量」協助釐定Claman集團資產及負債及代價股份之公平值。羅馬國際評估有限公司已審閱所採納之方法、主要估值參數及業務假設。

本公司發行34,885,000股普通股作為收購事項Claman集團所付代價之一部分。已發行股份之公平值根據股份於二零二一年六月十一日之最後交易價進行估值。

於Claman集團分步收購事項後，本集團於二零二一年六月十一日重新計量其於Claman之現有22.5%股權之公平值，並認為於收購事項日期並無公平值變動。收購Claman集團產生之商譽乃源於受惠於對金融科技服務業日益增長的需求而帶來的增長及盈利潛力。預期所確認之商譽不會就所得稅扣減。

於收購日期收購公平值為23,465,000港元之應收款項之總合約金額為23,465,000港元。於收購日期確認之於Claman集團之非控股權益乃參照應佔Claman集團已確認資產淨值之比例計量，合計為16,964,000港元。

30(c) 收購TeamTech及其附屬公司(「TeamTech集團」)

於二零二一年八月十七日，本公司全資附屬公司與Faith Honest International Co. Ltd.就收購TeamTech之全部股權訂立股份購買協議(「該協議」)。TeamTech為一間投資控股公司，以及持有其營運附屬公司TeamSoft Technologies Limited(「TeamSoft」)及Four Directors Ecommerce Limited(統稱「TeamTech集團」)之51%股權，及：TeamTech集團主要從事軟件以及電子商務業務。

根據股份購買協議，最高代價為16,500,000港元由以下部分組成並由本集團按以下方式支付：

(i) *初始代價*

初始代價為1,500,000港元，將於完成時以現金750,000港元及完成後90日內再支付750,000港元結付，惟須待若干條件獲達成。

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30. ACQUISITION OF SUBSIDIARIES (Continued)**30(c) Acquisition of TeamTech and its subsidiaries (“TeamTech Group”)** (Continued)*(ii) Contingent consideration*

A maximum of HK\$15,000,000 which will be settled in cash upon fulfilment of certain levels of revenues and profits of TeamSoft, and the Group shall have received dividends of not less than certain amounts as stipulated in the Agreement from TeamTech for the years ended/ending 30 April 2022, 2023, 2024 and 2025.

The transaction was completed on 30 September 2021 and a portion of initial consideration of HK\$750,000 was duly paid during the year ended 30 April 2022 and the conditions for the remaining initial consideration of HK\$750,000 were met but not yet settled and therefore it was recognised as consideration payable as at 30 April 2022 in Note 23 to the consolidated financial statements.

Details of the acquisition are set out in the Company’s announcement dated 17 August 2021.

The above acquisition constituted a business combination and had been accounted for using the acquisition method under HKFRS 3 (Revised) “Business Combinations”.

The directors of the Company have engaged Roma Appraisal Limited to provide assistance in determining the fair value of the assets and liabilities of the TeamTech Group and contingent consideration in accordance with HKFRS 13 “Fair Value Measurement”. Roma Appraisal Limited has reviewed the methodologies, the key valuation parameters and business assumptions adopted.

The fair value of contingent consideration was arrived at based on discounted cashflow of TeamSoft’s forecast financial budgets used to capture the present value of the expected future economic benefits that will flow into TeamSoft by applying probability-weighted average of achieving the required benchmark, using discount rate of 15.9%.

As the contingent consideration covers a period of more than one year, there are more interactions to be assessed for the results. Probability-weighted payout approach is therefore adopted as the simulation produces distribution of possible outcome values. By assuming probability distributions, variables can have different probabilities of different outcomes occurring. Probability distributions are a much more realistic way of describing uncertainty in variables of the result.

The amount of contingent consideration to be settled is subject to certain guaranteed revenues and profits, therefore, at the completion date, the contingent consideration is classified as liabilities, measured at fair value. Subsequent changes to the fair value of the contingent consideration are recognised in profit or loss of the Group.

The receivables acquired with a fair value of HK\$7,669,000 at the date of acquisition had gross contractual amounts of HK\$7,669,000.

The non-controlling interests in Claman Group recognised at the acquisition date was measured by reference to the proportionate share of recognised amounts of net assets of TeamTech Group and amounted of HK\$10,557,000.

30. 收購附屬公司 (續)**30(c) 收購TeamTech及其附屬公司** (TeamTech集團) (續)*(ii) 或然代價*

最高15,000,000港元將於達致TeamSoft一定水平的收入及溢利時以現金結付，而本集團將於截至二零二二年、二零二三年、二零二四年及二零二五年四月三十日止年度自TeamTech收取不少該協議規定的若干金額的股息。

該交易已於二零二一年九月三十日完成，而截至二零二二年四月三十日止年度已妥為支付部分初步代價750,000港元，而餘下初步代價750,000港元之條件已達成但尚未清償，因此，於二零二二年四月三十日該筆代價已確認為應付代價(於綜合財務報表附註23內)。

有關收購事項之詳情載於本公司日期為二零二一年八月十七日之公佈內。

上述收購事項構成業務合併，並已根據香港財務報告準則第3號(經修訂)「業務合併」以收購法入賬。

本公司董事已委聘羅馬國際評估有限公司根據香港財務報告準則第13號「公平值計量」協助釐定TeamTech集團資產及負債之公平值及或然代價。羅馬國際評估有限公司已審閱所採納之方法、主要估值參數及業務假設。

或然代價之公平值乃根據TeamSoft之預測財務預算之貼現現金流量計算，該財務預算用以透過應用達成所需基準之可能性加權平均，採用15.9%之貼現率，計算流入TeamSoft之預期未來經濟利益之現值。

由於或然代價的期限超過一年，因此要對結果進行更多的互動評估。因此，採用概率加權支付方法，類比產生可能結果值的分佈。通過假設概率分佈，變數可能具有不同結果發生概率。概率分佈是描述結果變數中不確定性的一種更現實的方法。

將予結算之或然代價金額受若干保證收益及溢利所規限，因此，於完成日期，或然代價分類為負債，按公平值計量。或然代價公平值之其後變動於本集團損益確認。

於收購日期收購公平值為7,669,000港元之應收款項之總合約金額為7,669,000港元。

於收購日期確認之於Claman集團之非控股權益乃參照應佔TeamTech集團已確認資產淨值之比例計量，合計為10,557,000港元。

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30. ACQUISITION OF SUBSIDIARIES (Continued)

The fair values of the identifiable assets and liabilities of subsidiaries acquired during the year end 30 April 2022 as at the respective dates of acquisitions are set out below:

30. 收購附屬公司(續)

於各收購日期，截至二零二二年四月三十日止年度收購之附屬公司可識別資產及負債之公平值載列如下：

		Claman Group Claman 集團	TeamTech Group TeamTech 集團	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Net assets acquired:	已收購資產淨值：			
Property, plant and equipment	物業、廠房及設備	–	43	43
Intangible assets	無形資產	9,349	24,859	34,208
Inventories	存貨	–	269	269
Trade receivables	貿易應收款項	–	7,562	7,562
Deposits, prepayments and other receivables	按金、預付賬款及其他應收賬款	23,465	107	23,572
Bank balances and cash	銀行結餘及現金	4,963	174	5,137
Accruals, deposits received and other payables	應計款項、已收按金及其他應付款項	(2,089)	(7,192)	(9,281)
Deferred tax liabilities	遞延稅項負債	(1,542)	(4,102)	(5,644)
Total identifiable net assets, at fair value	按公平值列賬之可識別資產淨值總額	34,146	21,720	55,866
Non-controlling interests	非控股權益	(16,964)	(10,557)	(27,521)
Goodwill arising on acquisition (Note 14)	收購產生之商譽(附註14)	39,331	–	39,331
		56,513	11,163	67,676
Consideration paid/payable, satisfied by:	以下列方式結算已付／應付代價			
Cash consideration	現金代價	14,100	1,500	15,600
Consideration Shares	代價股份	18,489	–	18,489
Contingent consideration – cash (Note 24)	或然代價－現金(附註24)	–	9,663	9,663
Total consideration transferred, at fair value	按公平值已轉讓總代價	32,589	11,163	43,752
Fair value of pre-existing 22.5% equity interest in Claman at the date of acquisition	於收購日期於Claman現存22.5%股權之公平值	23,924	–	23,924
		56,513	11,163	67,676
An analysis of the cash flows in respect of the acquisition of subsidiaries	有關收購附屬公司之現金流量分析			
Cash consideration paid	已付現金代價	(14,100)	(750)	(14,850)
Bank balances and cash acquired	已收購銀行結餘及現金	4,963	174	5,137
Net outflow of cash and cash equivalents in respect of the acquisitions of subsidiaries	有關收購附屬公司之現金及現金等值項目流出淨額	(9,137)	(576)	(9,713)

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31. NON-CONTROLLING INTERESTS

The following table shows the information relating to the non-wholly owned subsidiary, Greenie Group, Claman and TeamTech that has material non-controlling interests ("NCI") during the year ended 30 April 2023. The recognised financial information represents amounts before inter-company eliminations.

As at 30 April 2023

		Greenie Group Greenie集團	Claman Group Claman集團	TeamTech Group TeamTech集團
Proportion of NCI's ownership interests	非控股權益所有權權益比例	49%	49.7%	49%
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Non-current assets	非流動資產	38,024	6,622	17,023
Current assets	流動資產	11	66,966	18,731
Current liabilities	流動負債	(3)	(21,094)	(5,425)
Non-current liabilities	非流動負債	-	(1,349)	(3,281)
Net assets	資產淨值	38,032	51,145	27,048
Carrying amount of NCI	非控股權益之賬面值	18,636	25,409	13,254

31. 非控股權益

下表顯示截至二零二三年四月三十日止年度有關擁有重大非控股權益(「非控股權益」)之非全資附屬公司Greenie集團、Claman及TeamTech之資料。已確認財務資料指公司間對銷前之金額。

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		Claman Group Claman集團	TeamTech Group TeamTech集團
Proportion of NCI's ownership interests	非控股權益所有權權益比例	49.7%	49%
		HK\$'000 千港元	HK\$'000 千港元
Non-current assets	非流動資產	7,791	22,003
Current assets	流動資產	32,633	13,052
Current liabilities	流動負債	(362)	(11,199)
Net assets	資產淨值	40,062	23,856
Carrying amount of NCI	非控股權益之賬面值	19,903	11,690

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31. NON-CONTROLLING INTERESTS (Continued)

31. 非控股權益(續)

		Greenie Group Greenie集團	Claman Group Claman集團		TeamTech Group TeamTech集團	
		From 8 February 2023 (date of acquisition) to 30 April 2023 自二零二三年 二月八日 (收購日期)起至 二零二三年 四月三十日 止年度 HK\$'000 千港元	For the year ended 30 April 2023 截至 二零二三年 四月三十日 止年度 HK\$'000 千港元	From 11 June 2021 (date of acquisition) to 30 April 2022 自二零二一年 六月十一日 (收購日期)起至 二零二二年 四月三十日 止年度 HK\$'000 千港元	For the year ended 30 April 2023 截至 二零二三年 四月三十日 止年度 HK\$'000 千港元	From 30 September 2021 (date of acquisition) to 30 April 2022 自二零二一年 九月三十日 (收購日期)起至 二零二二年 四月三十日 止年度 HK\$'000 千港元
Revenue	收益	-	46,195	39,377	14,149	19,632
Other income	其他收入	-	132	32	72	-
Expenses	開支	-	(35,243)	(33,494)	(11,028)	(17,321)
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	11,084	5,915	3,193	2,311
Profit and total comprehensive income for the period attributable to NCI	非控股權益應佔期內溢利及全面收益總額	-	5,506	2,939	1,564	1,133
Net cash flow from (used in): Operating activities	所得(所用)現金流量淨額： 經營業務	-	27,598	5,462	(558)	(1,819)
Investment activities	投資活動	-	-	-	-	-
Financing activities	融資活動	-	-	-	(224)	2,505

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32. ADDITIONAL INFORMATION ON THE CONSOLIDATED STATEMENT OF CASH FLOWS**(a) Major non-cash transactions**

In addition to the information disclosed elsewhere in the consolidated financial statements, the Group had the following major non-cash transactions:

During the year ended 30 April 2023 the Group allotted and issued 20,500,000 consideration shares of the Company as a part of consideration to acquire 51% equity interest in Greenie.

During the year ended 30 April 2022 the Group acquired approximately 17.8% equity interest in Claman at a consideration of HK\$15,689,250 by allotment and issue of 34,885,000 consideration shares of the Company.

During the year ended 30 April 2022, the Group entered into supplementary agreements in respect of commission of approximately HK\$4,906,000, which was settled through the refundable good faith deposits paid in previous year.

(b) Reconciliation of liabilities arising from financing activities

The movements of the Group's liabilities arising from financing activities are as follows:

		Interest-bearing borrowings
		計息借貸
		HK\$'000
		千港元
At 1 May 2021	於二零二一年五月一日	22,139
Finance costs	財務成本	591
Cash inflow (outflow) in financing activities:	融資活動之現金流入(流出):	
Addition of interests bearing borrowings	計息借貸之添置	35,829
Repayment of interest-bearing borrowings	償還計息借貸	(13,166)
Interest paid	已付利息	(591)
At 30 April 2022 and 1 May 2022	於二零二二年四月三十日及二零二二年五月一日	44,802
Finance costs	財務成本	1,380
Cash outflow in financing activities:	融資活動之現金流出:	
Repayment of interest-bearing borrowings	償還計息借貸	(2,483)
Interest paid	已付利息	(1,380)
At 30 April 2023	於二零二三年四月三十日	42,319

33. RELATED PARTY TRANSACTIONS

In addition to those transactions/information disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with related parties during the years ended 30 April 2023 and 2022:

Remuneration for key management personnel (i.e. directors) of the Group

Further details of the directors' emoluments are set out in Note 8 to the consolidated financial statements.

32. 綜合現金流量表之額外資料**(a) 主要非現金交易**

除綜合財務報表其他部分披露之資料外，本集團有下列主要非現金交易：

於截至二零二三年四月三十日止年度，本集團透過配發及發行本公司20,500,000股代價股份，作為部分代價以收購Greenie約51%股權。

於截至二零二二年四月三十日止年度，本集團透過配發及發行本公司34,885,000股代價股份，以代價15,689,250港元收購Claman約17.8%股權。

截至二零二二年四月三十一日止年度，本集團就佣金約4,906,000港元訂立補充協定，有關款項已透過去年支付之可退還誠意按金支付。

(b) 融資活動產生之負債之對賬

本集團融資活動產生之負債之變動如下：

33. 關連人士交易

除於綜合財務報表其他地方所披露的交易／資料外，本集團於截至二零二三年及二零二二年四月三十日止年度內與關連人士進行以下交易：

本集團主要管理人員(即董事)之酬金

董事酬金之進一步詳情載列於綜合財務報表附註8。

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise of accounts receivable, loan receivables, deposits and other receivables, bank balances and cash, financial assets at FVPL, accruals and other payables, contingent consideration payable, bank overdrafts and interest-bearing borrowings. The main purpose of these financial instruments is to raise and maintain finance for the Group's operations.

The main risks arising from the Group's financial instruments are market risk including (interest rate risk, foreign currency risk and equity price risk), credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below. The Group also monitors the market price risk arising from all financial instruments.

The accounting policies for financial instruments have been applied to the line items below:

At 30 April 2023

於二零二三年四月三十日

Assets

		Financial assets at amortised cost 按攤銷成本計量之金融資產 HK\$'000 千港元	Financial assets at FVPL 透過損益按公平值列賬之金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Club membership at FVPL	資產 透過損益按公平值列賬之會所會籍	-	1,592	1,592
Accounts receivable	應收賬款	113,180	-	113,180
Loan receivables	應收貸款	24,722	-	24,722
Deposits and other receivables	按金及其他應收款項	15,854	-	15,854
Listed equity securities at FVPL	透過損益按公平值列賬之上市股本證券	-	6,796	6,796
Bank balances and cash	銀行結餘及現金	100,003	-	100,003
Total	總計	253,759	8,388	262,147

Liabilities

		Financial liabilities at amortised costs 按攤銷成本列賬之金融負債 HK\$'000 千港元	Financial liabilities at FVPL 透過損益按公平值列賬之金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Accruals and other payables	負債 應計款項及其他應付款項	10,044	-	10,044
Bank overdrafts	銀行透支	4,077	-	4,077
Interest-bearing borrowings	計息借貸	42,319	-	42,319
Contingent consideration payable	應付或然代價	-	7,973	7,973
Total	總計	56,440	7,973	64,413

34. 財務風險管理目標及政策

本集團之主要金融工具包括應收賬款、應收貸款、按金及其他應收款項、銀行結餘及現金、透過損益按公平值列賬之金融資產、應計費用及其他應付款項、應付或然代價、銀行透支及計息借貸。該等金融工具之主要用途是為本集團業務營運籌集並提供資金。

本集團金融工具所產生的主要風險為市場風險(包括利率風險、外幣風險及股本價格風險)、信貸風險及流動資金風險。董事會審閱並同意有關管理上述各項風險之政策，並概述如下。本集團亦監控所有金融工具產生的市場價格風險。

金融工具之會計政策已用於下列各項：

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

At 30 April 2022

於二零二二年四月三十日

Assets

Club membership at FVPL	透過損益按公平值列賬之會所會籍	–	1,615	1,615
Accounts receivable	應收賬款	116,361	–	116,361
Loan receivables	應收貸款	25,608	–	25,608
Deposits and other receivables	按金及其他應收款項	35,872	–	35,872
Listed equity securities at FVPL	透過損益按公平值列賬之上市股本證券	–	5,000	5,000
Bank balances and cash	銀行結餘及現金	84,022	–	84,022

Total**總計**

Financial assets at amortised cost	Financial assets at FVPL	Total
按攤銷成本計量之金融資產	透過損益按公平值列賬之金融資產	總計
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元

–	1,615	1,615
116,361	–	116,361
25,608	–	25,608
35,872	–	35,872
–	5,000	5,000
84,022	–	84,022
261,863	6,615	268,478

Liabilities

Accruals and other payables	應計款項及其他應付款項	13,246	–	13,246
Bank overdrafts	銀行透支	26,150	–	26,150
Interest-bearing borrowings	計息借貸	44,802	–	44,802
Contingent consideration payable	應付或然代價	–	10,213	10,213

Total**總計**

Financial liabilities at amortised costs	Financial liabilities at FVPL	Total
按攤銷成本列賬之金融負債	按公平值列賬之金融負債	總計
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元

13,246	–	13,246
26,150	–	26,150
44,802	–	44,802
–	10,213	10,213
84,198	10,213	94,411

Interest rate risk

Except for loan receivables, certain other receivables and interest-bearing borrowings, the Group has no significant interest-bearing assets and liabilities. The Group's income and operating cash flows are substantially independent of changes in market interest rates and interest-bearing borrowings are carried at floating rates and certain other receivables and loan receivables are carried at fixed rates.

The Group has not entered into any interest rate swaps to hedge its exposure to interest risks and the Group's interest rate risk is mainly concentrated on the fluctuation of HIBOR arising from the Group's interest-bearing borrowings.

The following table details the interest rate profile of the Group's interest-bearing borrowings at the end of the reporting period:

Variable rate borrowings

Bank overdrafts	銀行透支	2.0	4,077	2.0	26,150
Interest-bearing borrowings	計息借貸	2.3-8.0	42,319	0.8-8.0	44,802

At 30 April 2023, it is estimated that an increase/decrease of 1% in interest rates would decrease/increase the Group's profit before tax by approximately HK\$464,000 (2022: approximately HK\$710,000).

34. 財務風險管理目標及政策(續)

Financial assets at amortised cost	Financial assets at FVPL	Total
按攤銷成本計量之金融資產	透過損益按公平值列賬之金融資產	總計
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元

–	1,615	1,615
116,361	–	116,361
25,608	–	25,608
35,872	–	35,872
–	5,000	5,000
84,022	–	84,022
261,863	6,615	268,478

Financial liabilities at amortised costs	Financial liabilities at FVPL	Total
按攤銷成本列賬之金融負債	按公平值列賬之金融負債	總計
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元

13,246	–	13,246
26,150	–	26,150
44,802	–	44,802
–	10,213	10,213
84,198	10,213	94,411

利率風險

除應收貸款、若干其他應收賬款及計息借貸之外，本集團並無重大計息資產及負債。本集團的收入及經營現金流量基本不受市場利率變動的影響，且計息借貸按浮動利率計息，而若干其他應收款項及應收貸款按固定利率計息。

本集團並無訂立任何利率掉期以對沖其利率風險，而本集團之利率風險主要集中於本集團計息借貸所產生之香港銀行同業拆息之波動。

下表詳列本集團之計息借貸於報告期末之利率概況：

	2023		2022	
	二零二三年		二零二二年	
Effective interest rate	Effective interest rate			
%	HK\$'000	%	HK\$'000	
實際利率%	千港元	實際利率%	千港元	

2.0	4,077	2.0	26,150
2.3-8.0	42,319	0.8-8.0	44,802

於二零二三年四月三十日，估計倘若利率增加/減少1%將減少/增加本集團除稅前溢利約464,000港元(二零二二年：約710,000港元)。

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Interest rate risk (Continued)

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for non-derivative financial instruments in existence at that date. The 1% increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the end of the next annual reporting period. The analysis is performed on the same basis for the year ended 30 April 2022.

Foreign currency risk

The Group's operations are mainly carried in Hong Kong and Mainland China. Operating subsidiaries within the Group are exposed to foreign exchange risk from future commercial transactions and monetary assets and liabilities that are denominated in a currency that is not the operating subsidiaries' functional currency.

The Group currently does not have any related foreign exchange hedges, however the management of the Group monitors its foreign exchange exposure and will consider hedges should the need arise.

The following table details the Group's exposure at the end of the reporting period to foreign currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the operating subsidiaries to which they relate. Such exposures arise from the business operations in Hong Kong denominated in RMB and US\$. As HK\$ is pegged to US\$, the Group considers the risk of movements in exchange rates between HK\$ and US\$ to be insignificant for transactions denominated in US\$. The currency giving rise to this risk is primarily RMB. The Company is not exposed to material currency risk at the end of the reporting period.

Overall exposure arising from recognised assets and liabilities: 已確認資產及負債所產生之整體風險：
 Bank balances and cash: 銀行結餘及現金：
 RMB 人民幣

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	48	955

The following table indicates the approximate change in the Group's profit before tax in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of the reporting period.

		2023 二零二三年		2022 二零二二年	
		Increase (decrease) in foreign exchange rate 外匯匯率 增加(減少)	HK\$'000 千港元	Increase (decrease) in foreign exchange rate 外匯匯率 增加(減少)	HK\$'000 千港元
RMB	人民幣	10% (10%)	5 (5)	5% (5%)	48 (48)

34. 財務風險管理目標及政策(續)

利率風險(續)

上述敏感度分析乃假設利率於報告期末出現變動而釐定，並應用於該日期存在之非衍生財務工具之利率風險。該1%之增加或減少指管理層評估利率於期內至下一個年度報告期末合理可能出現之變動。截至二零二二年四月三十日止年度之分析亦以相同基準進行。

外匯風險

本集團之業務主要在香港及中國大陸。本集團旗下之營運附屬公司所承受之外匯風險，來自均非以營運附屬公司之功能貨幣計值之期貨商業交易及貨幣資產與負債。

本集團現時並無任何相關外匯對沖，惟本集團之管理層監察其外匯風險，並將考慮在需要時對沖。

下表詳述本集團於報告期末按有關營運附屬公司功能貨幣以外貨幣計值之已確認資產或負債所產生之外匯風險。該等風險產生自於香港以人民幣及美元計值之業務營運。由於港幣與美元掛鈎，本集團認為對於以美元計值之交易而言，港幣與美元之間匯率變動風險並不重大。產生此風險的貨幣主要是人民幣。本公司於報告期末並無面對重大貨幣風險。

下表顯示於報告期末本集團所承受重大風險之外幣匯率之合理可能變動，而令本集團除稅前溢利出現之概約變動。

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**Foreign currency risk (Continued)**

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of the reporting period and had been applied to Group's exposure to currency risk for non-derivative financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant. The stated changes in foreign currency represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the end of the next annual reporting period. The analysis is performed on the same basis for the year ended 30 April 2022.

Equity price risk

The Group is exposed to equity price changes arising from equity investments of trading securities classified as listed equity securities at FVPL.

The Group's listed equity investments are listed on the Stock Exchange. Decisions to buy or sell trading securities are based on daily monitoring of the performance of individual securities compared to that of the stock market index and other industry indicators, as well as the Group's liquidity needs.

At 30 April 2023, it is estimated that a change of 30% (2022: 15%) in the relevant stock market index (for listed investments), with all other variables held constant, would have changed the Group's profit before tax as follows:

Changes in the relevant equity price risk variable:Increase
Decrease**相關股價風險變數之變動：**增加
減少

2023 二零二三年		2022 二零二二年	
Increase (decrease) in equity price 股本價格 增加(減少)	HK\$'000 千港元	Increase (decrease) in equity price 股本價格 增加(減少)	HK\$'000 千港元
30%	2,036	15%	750
(30%)	(2,036)	(15%)	(750)

The sensitivity analysis has been determined assuming that the reasonably possible changes in the stock market index or other relevant risk variables had occurred at the end of the reporting period and had been applied to the exposure to equity price risk in existence at that date. It is also assumed that the fair values of the Group's investments would change in accordance with the historical correlation with the relevant stock market index or the relevant stock market index or the relevant risk variables, and that all other variables remain constant. The stated changes represent management's assessment of reasonably possible changes in the relevant stock market index or the relevant risk variables over the period until the end of the next annual reporting period. The analysis is performed on the same basis for the year ended 30 April 2022.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to accounts receivable, loan receivables, deposits and other receivables, and bank balances and cash. At 30 April 2023, the Group's maximum exposure to credit risk, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arising from the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

The Group applies the simplified approach to provide for ECL prescribed by HKFRS 9, which permits the use of the lifetime ECL provision for all accounts receivable and applies general approach to assess ECL on other financial assets at amortised cost including loan receivables and deposits and other receivables. To measure the ECL, loan receivables have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the key economic variables impacting credit risk and ECL. It considers available reasonable and supportive forwarding-looking information.

34. 財務風險管理目標及政策(續)**外匯風險(續)**

敏感度分析乃假設外幣匯率於報告期末出現變動而釐訂，並應用於本集團於該日期存在之衍生及非衍生財務工具之貨幣風險，而所有其他變數(特別是利率)保持不變。列出之變動指管理層評估外幣匯率於期內至下一個年度報告期末合理可能出現之變動。截至二零二二年四月三十日止年度之分析亦以相同基準進行。

股本價格風險

本集團面臨分類為透過損益按公平值列賬上市股本證券之買賣證券的證券投資所產生的股本價格變動風險。

本集團之上市證券投資於聯交所上市。購買或出售買賣證券之決定乃基於每日監察個別證券相對於股票市場指數及其他行業指標之表現以及本集團之流動資金需要而作出。

於二零二三年四月三十日，當相關股票市場指數(就上市投資而言)變動30%(二零二二年：15%)而所有其他變數不變時，估計本集團之除稅前溢利應會如下表所示變動：

2023 二零二三年		2022 二零二二年	
Increase (decrease) in equity price 股本價格 增加(減少)	HK\$'000 千港元	Increase (decrease) in equity price 股本價格 增加(減少)	HK\$'000 千港元
30%	2,036	15%	750
(30%)	(2,036)	(15%)	(750)

敏感度分析顯示，假設股票市場指數或其他相關風險變量的合理可能變動已於報告期末發生，並已應用於該日期存在的股本價格風險。亦假設本集團投資之公平值將按照相關股票市場指數或有關風險變量之歷史相關性而變動，而所有其他變數保持不變。列出之變動指管理層評估相關股票市場指數或有關風險變量於期內至下一個年度報告期末可能出現之合理可能變動。截至二零二二年四月三十日止年度之分析亦以相同基準進行。

信貸風險

信貸風險指交易對手不履行其合約責任給本集團帶來財務虧損之風險。本集團之信貸風險主要來自應收賬款、應收貸款、按金及其他應收款項以及銀行結餘及現金。於二零二三年四月三十日，本集團在交易對手方於各報告期末未能就各類別已確認金融資產履行責任而導致本集團產生財務虧損的情況下所面臨的最大信貸風險為綜合財務狀況表所列該等資產的賬面值。本集團並無持有任何抵押品或其他信用增級以保障與其金融資產有關的信貸風險。

本集團根據香港財務報告準則第9號規定採用簡化方法計提預期信貸虧損撥備，允許就所有應收賬款採用全期預期信貸虧損撥備，並採用一般方法以評估按攤銷成本計量之其他金融資產(包括應收貸款以及按金及其他應收款項)之預期信貸虧損。為計量預期信貸虧損，應收貸款已按共同信貸風險特徵分組。本集團已進行歷史分析，並確定影響信貸風險及預期信貸虧損的主要經濟變數。其已考慮可用的合理且支持的前瞻性資料。

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and therefore significant concentrations of credit risk primarily arises when the Group has significant exposure to individual customers.

In respect of accounts receivable, and deposits and other receivables, the Group's exposure to credit risk is influenced mainly by the individual characteristics of each debtor. The default risk of the industry and country in which debtors operate also has an influence on credit risk. At the end of the reporting period, other than the accounts receivable gross carrying amount of approximately HK\$122,409,000 (2022: approximately HK\$125,586,000) (Note 18) as discussed below, the gross carrying amount of the refundable deposits of approximately HK\$5,000,000 (2022: approximately HK\$27,250,000) (Note 20), and the gross carrying amount of loan receivables of approximately HK\$26,793,000 (2022: approximately HK\$26,857,000) (Note 19) as discussed below, the Group has no other significant concentrations of credit risk which individual balance at the end of the reporting period.

At 30 April 2023, the Group had a concentration of credit risk as approximately 8% (2022: 7%) of the total accounts receivable was due from the Group's largest customer and approximately 31% (2022: 30%) of the total accounts receivable was due from the Group's five largest customers.

At 30 April 2023, the Group had a concentration of credit risk as approximately 29% (2022: 27%) of the total loan receivables was due from the Group's largest customer and approximately 75% (2022: 74%) of the total loan receivables was due from the Group's five largest customers.

Accounts receivable and deposits and other receivables

Credit evaluations are performed on all customers requiring credit terms. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as to the economic environment.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow up action is taken to recover overdue debts. In addition, the management of the Group reviews the recoverability of each trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. The Group applies simplified approach on accounts receivable to provide for the ECL prescribed by HKFRS 9. The Group measures loss allowance for accounts receivable at an amount equal to lifetime ECL, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECL for accounts receivable as at 30 April 2023 and 2022.

At 30 April 2023

Past due 逾期		ECL rate 預期信貸虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元	Credit- impaired 信貸已減值
Not past due	未逾期	0.10	32,672	(33)	No 否
1 – 30 days past due	逾期1至30日	1.55	8,822	(137)	No 否
31 – 60 days past due	逾期31至60日	2.42	9,632	(233)	No 否
61 – 90 days past due	逾期61至90日	2.55	8,646	(220)	No 否
91-180 days past due	逾期91至180日	3.18	55,807	(1,776)	No 否
Over 180 days past due	逾期超過180日	100	6,830	(6,830)	Yes 是
			122,409	(9,229)	

34. 財務風險管理目標及政策(續)

信貸風險(續)

本集團承受之信貸風險主要受每名客戶之個別特性影響，因此，倘本集團就個別客戶承受重大風險，其將代表有高度集中之信貸風險。

就應收賬款以及按金及其他應收款項而言，本集團承受之信貸風險主要受各債務人之個別特點所影響。債務人經營所在行業及國家之違約風險亦影響信貸風險。於報告期末，除下文討論之總賬面值約為122,409,000港元之應收賬款(二零二二年：約125,586,000港元)(附註18)、總賬面值約為5,000,000港元之可退還按金(二零二二年：約27,250,000港元)(附註20)及總賬面值約為26,793,000港元之應收貸款(二零二二年：約26,857,000港元)(附註19)外，本集團於報告期末並無個別結餘之其他重大信貸風險集中情況。

於二零二三年四月三十日，本集團有信貸風險集中情況，約8%(二零二二年：7%)的應收賬款總額為應收本集團最大客戶之款項，以及約31%(二零二二年：30%)的應收賬款總額為應收本集團五大客戶之款項。

於二零二三年四月三十日，本集團有信貸風險集中情況，約29%(二零二二年：27%)的應收貸款總額為應收本集團最大客戶之款項，以及約75%(二零二二年：74%)的應收貸款總額為應收本集團五大客戶之款項。

應收賬款以及按金及其他應收款項

信貸評估乃針對所有要求取得信貸期之客戶作出。有關評級集中於客戶過往支付到期款項之記錄，以及目前支付之能力，並計及客戶特有之賬戶資料及經濟環境。

為使信貸風險減至最低，本集團管理層已委派一支團隊負責釐定信貸額度、審批信貸及執行其他監察程序以確保就收回逾期債務已採取跟進行動。此外，本集團管理層於各報告期末審閱各項個別債務之可收回金額，以確定就不可收回金額作出足夠之減值虧損。本集團將就應收賬款採用簡化方法，以按香港財務報告準則第9號所規定就預期信貸虧損計提撥備。本集團按相等於全期預期信貸虧損之金額計量應收賬款之虧損撥備，有關金額乃使用撥備矩陣計算。由於按本集團之歷史信貸虧損經驗所顯示，不同客戶分部之虧損模式並無顯著不同，故基於過往逾期狀態作出之虧損撥備並無進一步按本集團不同客戶基礎作區分。

下表提供有關本集團於二零二三年及二零二二年四月三十日就應收賬款所承受之信貸風險及其預期信貸虧損之資料：

於二零二三年四月三十日

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**Credit risk (Continued)****Accounts receivable and deposits and other receivables (Continued)**

At 30 April 2022

Past due 逾期		ECL rate 預期信貸虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元	Credit- impaired 信貸已減值
Not past due 未逾期		0.10	34,197	(35)	No 否
1 – 30 days past due 逾期1至30日		1.44	11,992	(172)	No 否
31 – 60 days past due 逾期31至60日		2.67	12,525	(334)	No 否
61 – 90 days past due 逾期61至90日		3.08	11,745	(361)	No 否
91-180 days past due 逾期91至180日		3.38	29,563	(1,000)	No 否
Over 180 days past due 逾期超過180日		28.65	25,564	(7,323)	Yes 是
			125,586	(9,225)	

At 30 April 2023, the Group recognised net loss allowance of approximately HK\$15,372,000 (2022: approximately HK\$16,911,000) for accounts receivable and deposits and other receivables. The movement in the loss allowance is summarised below.

	Account receivables 應收賬款 HK\$'000 千港元	Deposits and other receivables 按金及 其他應收款項 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 30 April 2021 and 1 May 2021 於二零二一年四月三十日及 二零二一年五月一日	9,797	8,395	18,192
Increase in allowance 撥備增加	8,309	2,334	10,643
Amounts recovered 已收回金額	(8,881)	(3,043)	(11,924)
At 30 April 2022 and 1 May 2022 於二零二二年四月三十日及 二零二二年五月一日	9,225	7,686	16,911
Increase in allowance 撥備增加	3,317	1,591	4,908
Amounts recovered 已收回金額	(3,313)	(3,134)	(6,447)
At 30 April 2023 於二零二三年四月三十日	9,229	6,143	15,372

For deposits and other receivables, the management of the Group makes periodic individual assessment on the recoverability of deposits and other receivables based on historical settlement records, past experiences, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. As at 30 April 2023 and 2022, except for carrying amounts of approximately HK\$4,247,000 (2022: approximately HK\$4,247,000), with corresponding loss allowance for ECL of approximately HK\$4,247,000 (2022: approximately HK\$4,247,000) included in deposits and other receivables are based on lifetime ECL assessment and categorised as underperforming, all the remaining balance are based on 12-month ECL assessment.

Accounts receivable are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period greater than agreed contract terms.

Impairment losses on accounts receivable are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

ECL rates are based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

34. 財務風險管理目標及政策(續)**信貸風險(續)****應收賬款以及按金及其他應收款項(續)**

於二零二二年四月三十日

	ECL rate 預期信貸虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元	Credit- impaired 信貸已減值
Not past due 未逾期	0.10	34,197	(35)	No 否
1 – 30 days past due 逾期1至30日	1.44	11,992	(172)	No 否
31 – 60 days past due 逾期31至60日	2.67	12,525	(334)	No 否
61 – 90 days past due 逾期61至90日	3.08	11,745	(361)	No 否
91-180 days past due 逾期91至180日	3.38	29,563	(1,000)	No 否
Over 180 days past due 逾期超過180日	28.65	25,564	(7,323)	Yes 是
		125,586	(9,225)	

於二零二三年四月三十日，本集團確認虧損淨額約15,372,000港元(二零二二年：約16,911,000港元)。虧損撥備之變動概述如下。

	Account receivables 應收賬款 HK\$'000 千港元	Deposits and other receivables 按金及 其他應收款項 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 30 April 2021 and 1 May 2021 於二零二一年四月三十日及 二零二一年五月一日	9,797	8,395	18,192
Increase in allowance 撥備增加	8,309	2,334	10,643
Amounts recovered 已收回金額	(8,881)	(3,043)	(11,924)
At 30 April 2022 and 1 May 2022 於二零二二年四月三十日及 二零二二年五月一日	9,225	7,686	16,911
Increase in allowance 撥備增加	3,317	1,591	4,908
Amounts recovered 已收回金額	(3,313)	(3,134)	(6,447)
At 30 April 2023 於二零二三年四月三十日	9,229	6,143	15,372

就按金及其他應收款項而言，本集團管理層根據過往結算記錄、過往經驗以及合理及支援性前瞻性資料之定量及定性資料，定期評估按金及其他應收款項之可收回性。於二零二三年及二零二二年四月三十日，除賬面值約4,247,000港元(二零二二年：4,247,000港元)，相應預期信貸虧損撥備約4,247,000港元(二零二二年：約4,247,000港元)之按金及其他應收款項乃根據終生預期信貸虧損評估，並分類為表現欠佳，所有餘下結餘乃根據十二個月預期信貸虧損評估。

應收賬款於無合理期望可收回款項時撇銷。沒有合理期望可收回款項之跡象(其中包括)債務人未能與本集團共同制定還款計劃，以及於遠超過協定合約期限之期間內未能作出合約付款。

應收賬款之減值虧損乃於經營溢利內呈列為減值虧損淨額。其後倘收回先前提前已撇銷之金額，其將於同一單行項目內撥回。

預期信貸虧損率乃基於過去三年之實際虧損經驗釐定。該等虧損率經過調整以反映於收集歷史數據期間之經濟狀況、當前狀況與本集團對於應收款項預計年期之經濟狀況所持觀點之間的差異。

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Accounts receivable and deposits and other receivables (Continued)

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from accounts receivable and deposits and other receivables are set out in Notes 18 and 20 to the consolidated financial statements.

The management monitored the financial background and creditability of those debtors on an ongoing basis. The Group seeks to minimise its risk by dealing with counterparties which have good credit history. In this regard, the management considers that the Group's credit risk is significantly reduced.

Loan receivables

The Group estimates the ECL under HKFRS 9 ECL models. The Group assesses whether the credit risk of loan receivables have increased significantly since their initial recognition, and apply a general approach model to calculate their ECL, the management assesses impairment loss using the risk parameter modelling approach that incorporates key measurement parameters, including probability of default, loss given default and exposure at default, with the consideration of forward-looking information.

At 30 April 2023, the management assessed credit quality of individual money lending customers with reference to historical payment information. Based on the assessment, no loan receivables was credit impaired.

The analysis of changes in the gross amount and the corresponding provision for impairment of loan receivables in relation to loan receivables are as follow:

At 30 April 2023

於二零二三年四月三十日

Gross carrying amount
Less: Loss allowance

賬面總值
減：虧損撥備

	12-month ECL	Lifetime ECL (Underperforming)	Total
	12個月預期 信貸虧損	全期預期 信貸虧損 (表現欠佳)	總計
	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元
	26,523	270	26,793
	(1,801)	(270)	(2,071)
	24,722	-	24,722
At 30 April 2022			
Gross carrying amount	26,560	297	26,857
Less: Loss allowance	(952)	(297)	(1,249)
	25,608	-	25,608

於二零二二年四月三十日
賬面總值
減：虧損撥備

34. 財務風險管理目標及政策(續)

信貸風險(續)

應收賬款以及按金及其他應收款項(續)

有關本集團就應收賬款及按金以及其他應收款項所承受之信貸風險之進一步定量披露，分別載於綜合財務報表附註18及20。

管理層持續監控該等債務人之財務背景及信用度。本集團透過與具有良好信貸歷史之交易對手進行交易，以盡量降低其風險。就此而言，管理層認為本集團之信貸風險已大幅降低。

應收貸款

本集團應用香港財務報告準則第9號預期信貸虧損模型計量預期信貸虧損。本集團評估應收貸款之信貸風險自初步確認起是否大幅增加，並應用一般法模型計算其預期信貸虧損，管理層使用包含關鍵計量參數(包括違約或然率、違約損失率及違約風險)的風險參數模型法並考慮前瞻性資料，評估減值虧損。

於二零二三年四月三十日，管理層經參考過往付款資料評估個別放債客戶之信貸質素。根據評估，概無應收貸款已出現信貸減值。

有關應收貸款之總額以及應收貸款之相應減值撥備之變動分析如下：

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**Credit risk (Continued)****Loan receivables (Continued)**

As at 30 April 2023, the Group recognised loss allowance of HK\$2,071,000 (2022: HK\$1,249,000) on its loan receivables. The movement in the loss allowance for loan receivables during the year is summarised below.

At the beginning of the reporting period	於報告期初
Increase in allowance	撥備增加
Amounts recovered	已收回金額
Exchange realignments	匯兌調整

At the end of the reporting period

於報告期末

Bank balances

In respect to the Group's deposit with banks, the Group limits its exposure to credit risk by placing deposits with financial institution with high credit rating and no recent history of default. Given the high credit ratings of the banks, management does not expect any counterparty to fail to meet its obligations. Management will continue to monitor the position and will take appropriate action if there are changed. As at 30 April 2023 and 2022, the Group has no significant concentration of credit risk in relation to deposit with banks.

In these regards, other than the credit risks mentioned above, the management considers the Group does not have any other significant credit risk and the exposures to these credit risks are monitored on an ongoing basis.

Other financial assets at amortised cost

All of the Group's other financial assets at amortised cost are considered to have low credit risk, and loss allowance recognised during the year was therefore limited to 12-month expected losses. The other financial assets are considered to be low credit risk when they have a low probability of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

34. 財務風險管理目標及政策(續)**信貸風險(續)****應收貸款(續)**

於二零二三年四月三十日，本集團就其應收貸款確認虧損撥備2,071,000港元(二零二二年：1,249,000港元)。年內應收貸款之虧損撥備變動概述如下。

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At the beginning of the reporting period	1,249	1,303
Increase in allowance	1,102	1
Amounts recovered	(250)	(54)
Exchange realignments	(30)	(1)
At the end of the reporting period	2,071	1,249

銀行結餘

就本集團之銀行存款而言，本集團將存款存放於具有良好信貸評級且近期並無違約紀錄之財務機構，以限制其承受之信貸風險。鑒於該等銀行具有高信貸評級，管理層預期不會有任何交易對手無法履行其責任。管理層將持續監察評級狀況；倘其評級發生變化，將採取適當行動。於二零二三年及二零二二年四月三十日，本集團並無就銀行存款承受高度集中之信貸風險。

就此而言，除上述信貸風險外，管理層認為本集團並無任何其他重大信貸風險，而所承受之該等信貸風險乃予以持續監察。

按攤銷成本計量之其他金融資產

本集團按攤銷成本計量之所有其他金融資產均被視為虧損信貸風險較低，故年內確認之虧損撥備僅限於12個月預期虧損。於其他金融資產之違約率較低且發行人於短期內具有較強履行合約現金流量義務的能力時，其被視為信貸風險較低。

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

Individual operating entities within the Group are responsible for its own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demand, subject to board approval. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with loan covenants to ensure that it maintains sufficient amount of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term. The Group relies on interest-bearing borrowings as a significant source of liquidity.

The following liquidity risk tables set out the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on current rates at the end of the reporting period) and the earliest date the Group can be required to pay:

		Total carrying amount	Total contractual undiscounted cash flow 合約未貼現 現金流總額	On demand	1 to 2 years	2 to 3 years
				or less than 1 year 按要求或 少於一年		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 30 April 2023	於二零二三年四月三十日					
Accruals	應計款項	5,690	5,690	5,690	—	—
Accrued retainer fee	應計聘請費	1,995	1,995	1,995	—	—
Other payables	其他應付款項	1,009	1,009	1,009	—	—
Consideration payable	應付代價	1,350	1,350	1,350	—	—
Contingent consideration payable	應付或然代價	7,973	11,600	4,800	6,800	—
Interest-bearing borrowings (Note)	計息借貸(附註)	42,319	42,319	42,319	—	—
Bank overdrafts	銀行透支	4,077	4,077	4,077	—	—
		64,413	68,040	61,240	6,800	—
At 30 April 2022	於二零二二年四月三十日					
Accruals	應計款項	3,127	3,127	3,127	—	—
Accrued retainer fee	應計聘請費	7,775	7,775	7,775	—	—
Other payables	其他應付款項	994	994	994	—	—
Consideration payable	應付代價	1,350	1,350	1,350	—	—
Contingent consideration payable	應付或然代價	10,213	14,400	2,800	4,800	6,800
Interest-bearing borrowings (Note)	計息借貸(附註)	44,802	44,802	44,802	—	—
Bank overdrafts	銀行透支	26,150	26,150	26,150	—	—
		94,411	98,598	86,998	4,800	6,800

Note:

Interest-bearing borrowings with a repayment on demand clause are included in the "on demand or less than 1 year" time band in the above maturity analysis. As at 30 April 2023, the aggregate carrying amounts of these interest-bearing borrowings amounted to approximately HK\$42,319,000 (2022: approximately HK\$44,802,000). Taking into account of the Group's financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such interest-bearing borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements, as follows.

Set forth below is the maturity analysis on the term loans subject to a repayment on demand clause based on scheduled repayments.

34. 財務風險管理目標及政策(續)

流動資金風險

本集團內各獨立經營實體須自行負責現金管理工作，包括現金盈餘之短期投資及籌措貸款以應付預期現金需求，惟須獲董事會之批准方可作實。本集團之政策為定期監察即期及預期流動資金所需，及遵守借貸契諾，以確保其維持充裕現金款額及從主要金融機構取得足夠承諾資金融資，以應付其短期及長期流動資金需求。本集團依賴計息借貸為重大流動資金來源。

以下之流動資金風險表載有以合約未貼現之現金流量為基準之本集團金融負債於報告期末之餘下合約期限(包括按合約利率或(倘為浮動利率)於報告期末之現時利率計算之利息付款)，以及本集團可被要求付款之最早日期：

附註：

附帶須按要求還款條款之計息借貸在上述到期日分析中計入「按要求或少於一年」之時間段內。於二零二三年四月三十日，該等計息借貸之總賬面值約為42,319,000港元(二零二二年：約44,802,000港元)。經計及本集團之財務狀況，本公司董事認為銀行不可能行使酌情權要求即時還款。本公司董事認為，該等計息借貸將根據貸款協議所載以下預定還款日期償還。

以下載列須按要求條款根據預定還款期還款之定期貸款之到期分析。

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**Liquidity risk (Continued)**

		Total	Total	On demand			
		carrying	contractual	or less than			
		amount	undiscounted	1 year	1 to 2 years	2 to 5 years	Over 5 years
		總賬面值	合約未貼現	按要求或	1至2年	2至5年	5年以上
		HK\$'000	現金流總額	少於一年	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 30 April 2023	於二零二三年四月三十日						
Interest-bearing borrowings	計息借貸	42,319	60,419	4,856	4,321	12,183	38,789
At 30 April 2022	於二零二二年四月三十日						
Interest-bearing borrowings	計息借貸	44,802	50,577	4,187	4,187	10,238	31,965

35. FAIR VALUE MEASUREMENTS

The following presents the assets and liabilities measured at fair value or required to disclose their fair value in these financial statements on a recurring basis across the three levels of the fair value hierarchy defined in HKFRS 13, Fair Value Measurement, with the fair value measurement categorised in its entirety based on the lowest level input that is significant to the entire measurement. The levels of inputs are defined as follows:

- Level 1 (highest level): quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 (lowest level): unobservable inputs for the asset or liability.

(a) Fair value of the Group's investment properties that are measured at fair value**34. 財務風險管理目標及政策(續)****流動資金風險(續)****35. 公平值計量**

以下為呈列於根據香港財務報告準則第13號公平值計量定義之公平值等級三個級別內，按公平值計量或須於該等財務報表內按經常性基準披露其公平值之資產及負債，整體公平值計量根據對整體計量而言屬重大之最低層輸入數據進行分類。輸入數據之級別定義如下：

- 第一級(最高級別)：本集團於計量日期可取得相同資產或負債於活躍市場上之所報買入價(未經調整)；
- 第二級：第一級所包括報價以外，就資產或負債可直接或間接觀察所得之輸入數據；及
- 第三級(最低級別)：資產或負債之不可觀察輸入數據。

(a) 本集團按公平值計量之投資物業之公平值

		Fair value
		measurements
		categorised into
		Level 3
		分類至第三級的
		公平值計量
		HK\$'000
		千港元
At 30 April 2023	於二零二三年四月三十日	
Commercial properties	商業物業	
– Hong Kong	– 香港	115,350
– Mainland China	– 中國大陸	7,800
Residential properties	住宅物業	
– Hong Kong	– 香港	96,400
– Macau	– 澳門	14,500
		234,050
At 30 April 2022	於二零二二年四月三十日	
Commercial properties	商業物業	
– Hong Kong	– 香港	119,300
– Mainland China	– 中國大陸	8,700
Residential properties	住宅物業	
– Hong Kong	– 香港	97,050
– Macau	– 澳門	14,000
		239,050

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35. FAIR VALUE MEASUREMENTS (Continued)

(a) Fair value of the Group's investment properties that are measured at fair value (Continued)

During the years ended 30 April 2023 and 2022, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur. The details of the movements of the fair value measurement categorised as Level 3 of the fair value hierarchy are as follows:

		Commercial properties in Hong Kong 於香港之商業物業 HK\$'000 千港元	Commercial property in Mainland China 於中國大陸之商業物業 HK\$'000 千港元	Residential properties in Hong Kong 於香港之住宅物業 HK\$'000 千港元	Residential property in Macau 於澳門之住宅物業 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 May 2021	於二零二一年五月一日	113,824	8,269	105,004	16,731	243,828
Fair value change	公平值變動	5,476	431	3,134	(2,731)	6,310
Disposal	出售	-	-	(11,088)	-	(11,088)
At 30 April 2022 and 1 May 2022	於二零二二年四月三十日及 二零二二年五月一日	119,300	8,700	97,050	14,000	239,050
Fair value change	公平值變動	(3,950)	(900)	(650)	500	(5,000)
At 30 April 2023	於二零二三年四月三十日	115,350	7,800	96,400	14,500	234,050

35. 公平值計量(續)

(a) 本集團按公平值計量之投資物業之公平值(續)

於截至二零二三年及二零二二年四月三十日止年度，第一級與第二級之間並無轉撥，亦無轉入或轉出第三級。本集團之政策為於發生轉撥之報告期期末確認各個級別之轉撥之公平值。分類為公平值等級第三級之公平值計量之變動詳情如下：

(b) Fair value of the Group's other financial assets and financial liabilities that are measured at fair value

(b) 本集團按公平值計量之其他金融資產及金融負債之公平值

Financial assets/financial liabilities	Fair value as at 30 April		Fair value hierarchy	Valuation techniques and key inputs	Relationship of unobservable inputs to fair value	Sensitivity of unobservable inputs
金融資產/金融負債	於四月三十日之公平值		公平值等級	估值技術及主要輸入數據	不可觀察輸入資料與公平值之關係	不可觀察輸入資料之敏感度
	2023	2022				
	二零二三年	二零二二年				
	HK\$'000	HK\$'000				
	千港元	千港元				
Financial assets at FVPL						
透過損益按公平值列賬之金融資產						
Equity securities						
股本證券						
- listed in Hong Kong	6,796	5,000	Level 1	Quoted bid prices in an active market	N/A	N/A
- 香港上市			第一級	活躍市場之報價	不適用	不適用
Club memberships	1,592	1,615	Level 3	Market comparable range from HK\$125,000 to HK\$1,650,000 as at 30 April 2023 (2022: HK\$105,000 to HK\$1,750,000) and individual second quotation prices of club memberships	Assuming other factors remain unchanged, the higher the adjusted market price, the higher the fair value	N/A
會所會籍			第三級	於二零二三年四月三十日，市場可資比較介乎125,000港元至1,650,000港元(二零二二年：105,000港元至1,750,000港元)，以及會所會籍之個別第二報價	假設其他因素保持不變，經調整之市價越高則公平值越高	不適用

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35. FAIR VALUE MEASUREMENTS (Continued)**35. 公平值計量(續)**

(b) Fair value of the Group's other financial assets and financial liabilities that are measured at fair value (Continued)

(b) 本集團按公平值計量之其他金融資產及金融負債之公平值(續)

Financial assets/financial liabilities	Fair value as at 30 April		Fair value hierarchy	Valuation techniques and key inputs	Relationship of unobservable inputs to fair value 不可觀察輸入資料與公平值之關係	Sensitivity of unobservable inputs 不可觀察輸入資料之敏感度
	2023	2022				
金融資產／金融負債	於四月三十日之公平值		公平值等級	估值技術及主要輸入數據		
	二零二三年	二零二二年				
	HK\$'000	HK\$'000				
	千港元	千港元				
Financial liabilities at FVPL						
透過損益按公平值列賬之金融負債						
Contingent consideration payable	7,973	10,213	Level 3	(i) Discounted cash flow with discount rate at 12.8%, and(ii) Income approach based on the scenario analysis with parameters including probabilities assessment to the operating results estimated by the management under each scenario	(i) The higher the discount rate, the lower the fair value; (ii) the increase in the probability for base case in the scenario analysis	(i) if discount rate increase/decrease 1%, all other variables constant, the fair value of unlisted equity investment would decrease/increase by HK\$102,000/HK\$106,000; (ii) if the probability increase/decrease 5%, all other variable constant, the fair value of contingent consideration payable increase/decrease by HK\$413,000
應付或然代價	7,973	10,213	第三級	(i)貼現率為12.8%的現金流量貼現；及(ii)基於情景分析的收入法，其參數包括管理層根據各情景估計的經營業績的概率評估	(i)貼現率越高，公平值越低；(ii)假設情況分析中基本情況之概率增加	(i)倘貼現率增加／減少1%，所有其他變數維持不變，則非上市股本投資之公平值將減少／增加102,000港元／106,000港元；(ii)倘可能性增加／減少5%，所有其他可變因素不變，應付或然代價之公平值增加／減少413,000港元

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35. FAIR VALUE MEASUREMENTS (Continued)

(b) Fair value of the Group's other financial assets and financial liabilities that are measured at fair value (Continued)

During the years ended 30 April 2023 and 2022, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements in both years except for the derecognition of unlisted equity investments. The details of the movements of the recurring fair value measurements categorised as Level 3 of the fair value hierarchy are as follows:

Year ended 30 April 2023

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At the beginning of the reporting period	於報告期初
Net changes in fair value in profit or loss	損益內公平值變動淨額
At the end of the reporting period	於報告期末
Year ended 30 April 2022	截至二零二二年四月三十日止年度
At the beginning of the reporting period	於報告期初
Net changes in fair value in profit or loss	損益內公平值變動淨額
Transfer out of Level 3 – derecognition upon step-up acquisition of a subsidiary	轉出第3級 – 於分步收購一項附屬公司時
At the end of the reporting period	於報告期末

The Group's policy is to recognise transfers into and out of Level 3 as of the date of the event or change in circumstances that caused the transfer.

The only financial liability subsequently measured at fair value on Level 3 fair value measurement represents contingent consideration payable (Note 24). The fair value changes that are recognised in profit or loss for contingent consideration payable amounting to HK\$2,240,000 (2022: HK\$1,150,000) for the year ended 30 April 2023.

(c) Fair value of the Group's financial assets and financial liabilities carried at other than fair value

The management of the Group estimates the fair value of its financial assets and financial liabilities measured at amortised cost using the discounted cash flows analysis. The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate their fair values.

35. 公平值計量(續)

(b) 本集團按公平值計量之其他金融資產及金融負債之公平值(續)

截至二零二三年及二零二二年四月三十日止年度，除終止確認非上市股本投資外，於兩個年度內第一級與第二級公平值計量之間並無轉撥，亦無轉入及轉出第三級公平值計量。分類為公平值等級第三級之經常性公平值計量之變動詳情如下：

	Financial assets at FVPL Club memberships 透過損益 按公平值列賬 之金融資產 會所會籍 HK\$'000 千港元	Financial assets at FVOCI Unlisted equity investments 透過其他全面收入 按公平值列賬 之金融資產 非上市股本投資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At the beginning of the reporting period	1,615	-	1,615
Net changes in fair value in profit or loss	(23)	-	(23)
At the end of the reporting period	1,592	-	1,592
Year ended 30 April 2022	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At the beginning of the reporting period	1,592	23,924	25,516
Net changes in fair value in profit or loss	23	-	23
Transfer out of Level 3 – derecognition upon step-up acquisition of a subsidiary	-	(23,924)	(23,924)
At the end of the reporting period	1,615	-	1,615

本集團的政策為於導致轉撥的事件或情況變動當日確認轉入及轉出第三級。

其後按第3級公平值計量的唯一金融負債指與收購事項 TeamTech 有關的應付或然代價(附註24)。截至二零二二年四月三十日止年度，於損益確認之應付或然代價公平值變動為 2,240,000 港元(二零二二年：1,150,000 港元)。

(c) 本集團按公平值以外列賬之金融資產及金融負債之公平值

本集團管理層使用貼現現金流分析，估計其按攤銷成本列賬之金融資產及金融負債之公平值。本集團管理層認為，於綜合財務狀況報內按攤銷成本列賬之金融資產及金融負債之賬面值與其公平值相若。

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36. CAPITAL MANAGEMENT

The Group's objective when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Group monitors capital on the basis of the gearing ratio, which is calculated as total borrowings divided by total equity as shown in the consolidated statement of financial position. The gearing ratios as at 30 April 2023 and 2022 were as follows:

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Total borrowings	借貸總額		
– interest-bearing borrowings	– 計息借貸	42,319	44,802
– Bank overdrafts	– 銀行透支	4,077	26,150
		46,396	70,952
Total equity	總權益	528,704	483,412
Gearing ratio	負債比率	0.09	0.15

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries which affected the results, assets and liabilities as at 30 April 2023 and 2022 are as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及營運地點	Issued and fully paid share capital/registered capital 已發行及繳足股本/註冊資本	Percentage of equity interest attributable to the Company 本公司應佔股權百分比				Principal activities 主要業務
			2023 二零二三年		2022 二零二二年		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Allex Limited Allex Limited	Hong Kong 香港	HK\$1 1港元	–	100	–	100	Property business 物業業務
BlackPod Group Limited BlackPod Group Limited	Hong Kong 香港	HK\$1 1港元	–	100	–	100	Technology and related activities 科技及相關活動
Centrix Properties Limited 長盛置業有限公司	Hong Kong 香港	HK\$1 1港元	–	100	–	100	Property business 物業業務
Champmark Limited 銓盟有限公司	Hong Kong 香港	HK\$1 1港元	–	100	–	100	Property business 物業業務
Claman Claman	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 each 一股面值1美元普通股	–	50.3	–	50.3	Investment holding 投資控股
Dynasty Kingdom Limited Dynasty Kingdom Limited	Hong Kong 香港	HK\$1 1港元	–	100	–	100	Property business 物業業務
Easy Credit Limited Easy Credit Limited	Hong Kong 香港	HK\$100,000 100,000港元	100	–	100	–	Financial services businesses 金融服務業務

36. 資本管理

本集團管理資本之目的為保障本集團持續經營之能力，以為股東提供回報及為其他權益持有人提供利益，並維持最佳資本架構以減低資本成本。

本集團可以通過調整支付予股東之股息金額、歸還資本予股東或發行新股來維持或調整資本架構。

本集團根據負債比率監察資本，負債比率乃按綜合財務狀況表所示之借貸總額除以總權益計算。於二零二三年及二零二二年四月三十日之負債比率如下：

37. 主要附屬公司之詳情

於二零二三年及二零二二年四月三十日，對本公司之業績、資產及負債有影響之主要附屬公司之詳情載列如下：

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37. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Details of the Company's principal subsidiaries which affected the results, assets and liabilities as at 30 April 2023 and 2022 are as follows: (Continued)

37. 主要附屬公司之詳情(續)

於二零二三年及二零二二年四月三十日，對本公司之業績、資產及負債有影響之主要附屬公司之詳情載列如下：(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及營運地點	Issued and fully paid share capital/registered capital 已發行及繳足股本/註冊資本	Percentage of equity interest attributable to the Company 本公司應佔股權百分比				Principal activities 主要業務
			2023 二零二三年		2022 二零二二年		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
FringeBacker Limited FringeBacker Limited	Hong Kong 香港	HK\$2 2港元	–	50.3	–	50.3	Technology business 科技業務
Four Directions Ecommerce Limited Four Directions Ecommerce Limited	Hong Kong 香港	HK\$2,050 2,050港元	–	51	–	51	E-commerce 電子商務
Golden Throne Holdings Limited Golden Throne Holdings Limited	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 each 一股面值1美元普通股	–	100	–	100	Technology and related activities 科技及相關活動
Greenie Greenie	British Virgin Islands 英屬處女群島	HK\$7,780 7,780港元	–	51	–	–	Investment holding 投資控股
Greenie EdTech Limited Greenie EdTech Limited	Hong Kong 香港	HK\$1 1港元	–	51	–	–	Education technology services 教育科技服務
House2buy Properties Limited 置業易物業有限公司	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 each 一股面值1美元普通股	–	100	–	100	Property business 物業業務
Honning Limited 康凌有限公司	Hong Kong 香港	HK\$1 1港元	–	100	–	100	Technology and related activities 科技及相關活動
Jet Victory Corporation Limited 捷勝有限公司	Hong Kong 香港	HK\$1 1港元	–	100	–	100	Property business 物業業務
New Image Holdings Limited 日創集團有限公司	Hong Kong 香港	HK\$1 1港元	–	100	–	100	Property business 物業業務
Max Wide Finance Limited 宏沛財務有限公司	Hong Kong 香港	HK\$1 1港元	100	–	100	–	Trading of securities, technology and related activities 證券買賣、科技及相關活動
TeamSoft TeamSoft	Hong Kong 香港	HK\$1,000 1,000港元	–	51	–	51	Enterprise system and software 企業系統及軟件
TeamTech TeamTech	British Virgin Islands 英屬處女群島	1 ordinary share of US\$1 each 一股面值1美元普通股	–	100	–	100	Investment holding 投資控股
Unitech Properties Limited 聯達置業有限公司	Hong Kong 香港	HK\$1 1港元	–	100	–	100	Property business 物業業務
United Luck Limited 聯禮有限公司	Hong Kong 香港	HK\$1 1港元	–	100	–	100	Property business 物業業務

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37. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Details of the Company's principal subsidiaries which affected the results, assets and liabilities as at 30 April 2023 and 2022 are as follows: (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及營運地點	Issued and fully paid share capital/registered capital 已發行及繳足股本/註冊資本	Percentage of equity interest attributable to the Company 本公司應佔股權百分比				Principal activities 主要業務
			2023 二零二三年		2022 二零二二年		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Vongroup Consumer Finance Corporation	British Virgin Islands	1 ordinary share of US\$1 each	100	–	100	–	Investment holding
Vongroup Consumer Finance Corporation	英屬處女群島	一股面值1美元普通股					投資控股
Vongroup Investment Holding Limited	British Virgin Islands	1 ordinary share of US\$1 each	100	–	100	–	Investment holding, technology and related activities
Vongroup Investment Holding Limited	英屬處女群島	一股面值1美元普通股					投資控股、科技及相關活動
VG Investment Assets Holdings Inc	British Virgin Islands	1 ordinary share of US\$1 each	100	–	100	–	Investment holding
VG Investment Assets Holdings Inc	英屬處女群島	一股面值1美元普通股					投資控股
Vongroup Consumer Finance Corporation	British Virgin Islands	1 ordinary share of US\$1 each	–	100	–	100	Investment holding
Vongroup Consumer Finance Corporation	英屬處女群島	一股面值1美元普通股					投資控股
Vongroup Life Sciences Corporation	British Virgin Islands	1 ordinary share of US\$1 each	–	100	–	100	Investment holding
Vongroup Life Sciences Corporation	英屬處女群島	一股面值1美元普通股					投資控股
Win Harbour Limited	Hong Kong	HK\$1	–	100	–	100	Property business
泓康有限公司	香港	1港元					物業業務
Xios Limited	Hong Kong	HK\$1	–	100	–	100	Technology and related activities
Xios Limited	香港	1港元					科技及相關活動
北京順通	PRC	Registered/paid-up capital of RMB10,000,000 (Notes (i) and (iii))	–	100	–	100	Financial services businesses
北京順通	中國	註冊資本/實繳股本人民幣10,000,000元(附註(i)及(iii))					金融服務業務
龐通投資諮詢(深圳)有限公司 (「龐通投資」)	PRC	Registered/paid-up capital of HK\$23,000,000 (Notes (i) and (ii))	–	100	–	100	Financial services businesses
龐通投資諮詢(深圳)有限公司 (「龐通投資」)	中國	註冊資本/實繳股本23,000,000港元(附註(i)及(ii))					金融服務業務

The above table lists the subsidiaries of the Company which, in opinion of the directors of the Company, principally affected the results or formed a substantial portion of the net assets of the Group. To give details of other subsidiary would, in the opinion of the directors of the Company, result in particulars of excessive length.

Notes:

- 北京順通 and 龐通投資 are limited liability companies established in the PRC.
- Registered as a wholly-foreign-owned enterprise under the PRC Law.
- 北京順通 is indirectly held by the Company through contractual arrangements by the registered owners of the subsidiary.

37. 主要附屬公司之詳情(續)

於二零二三年及二零二二年四月三十日，對本公司之業績、資產及負債有影響之主要附屬公司之詳情載列如下：(續)

本公司董事認為上表所列本公司附屬公司對本集團業務有重大影響或佔本集團資產淨值重大部分。本公司董事認為倘列出其他附屬公司之詳情，將使篇幅過於冗長。

附註：

- 北京順通及龐通投資為於中國成立之有限公司。
- 根據中國法律註冊為外商獨資企業。
- 北京順通乃由本公司透過該附屬公司之註冊擁有人訂立之合約安排間接持有。

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截至二零二三年四月三十日止年度

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Pursuant to the Hong Kong Companies Ordinance, the statement of financial position of the Company and the movements in its reserves is set out below:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	Note 附註		
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	—*	—*
Current assets	流動資產		
Prepayments and other receivables	預付賬款及其他應收款項	6	6
Accounts receivable	應收賬款	8,040	—
Amounts due from subsidiaries	應收附屬公司款項	281,445	280,639
Bank balances and cash	銀行結餘及現金	414	634
		289,905	281,279
Current liabilities	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	11,279	10,150
Accruals and deposits received	應計款項及已收按金	3,137	2,768
		14,416	12,918
Net current assets	流動資產淨值	275,489	268,361
NET ASSETS	資產淨值	275,489	268,361
Capital and reserves	股本及儲備		
Share capital	股本	27	9,903
Reserves	儲備	265,586	259,278
TOTAL EQUITY	總權益	275,489	268,361

* Represent amounts less than HK\$1,000.

The statement of financial position was approved and authorised for issue by the Board of Directors on 29 August 2023 and signed on its behalf by

Vong Tat leong David
黃達揚
Director
董事

* 指金額小於1,000港元。

財務狀況表由董事會於二零二三年八月二十九日批准及授權發佈並由下列董事代表簽署：

Xu Siping
徐斯平
Director
董事

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38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)**(a) Amounts due from/to subsidiaries**

The amounts due are unsecured, interest-free and repayable on demand.

(b) Movement of reserves

		Share premium	Capital redemption reserve	Accumulated losses	Total
		股份溢價	資本贖回儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 May 2021	於二零二一年五月一日	611,780	262	(365,339)	246,703
Loss and total comprehensive loss for the year	本年度虧損及全面虧損總額	-	-	(4,519)	(4,519)
Shares issued for acquisition of a subsidiary	就收購一間附屬公司已發行之股份	611,780	262	(369,858)	242,184
		17,094	-	-	17,094
At 30 April 2022 and 1 May 2022	於二零二二年四月三十日及二零二二年五月一日	628,874	262	(369,858)	259,278
Profit and total comprehensive profit for the year	本年度溢利及全面溢利總額	-	-	378	378
Shares issued for acquisition of a subsidiary	就收購一間附屬公司已發行之股份	5,930	-	-	5,930
At 30 April 2023	於二零二三年四月三十日	634,804	262	(369,480)	265,586

39. EVENTS AFTER THE REPORTING PERIOD

Save as disclosed elsewhere in the consolidated financial statements, since 30 April 2023 up to the date of this report, no significant events affecting the Group have taken place.

38. 本公司財務狀況表(續)**(a) 應收／應付附屬公司款項**

應收款項為無抵押、免息及須按要求償還。

(b) 儲備變動**39. 報告期後事項**

除綜合財務報表其他部分所披露者外，自二零二三年四月三十日直至本報告日期，並無發生影響本集團的重大事項。

SUMMARY FINANCIAL INFORMATION
財務資料概要

CONSOLIDATED RESULTS**綜合業績**

A summary of the published consolidated results and assets and liabilities of the Group for the last five financial years prepared on the basis as hereunder stated is set out below:

以下列基準編製之本集團過去五個財政年度之已刊發綜合業績以及資產及負債之概要載列如下：

		Year ended 30 April 截至四月三十日止年度				
		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		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
Revenue	收益	201,608	193,230	110,689	34,023	33,953
Profit before taxation	除稅前溢利	22,768	25,741	21,839	9,920	22,258
Income tax (expense) credit	所得稅(開支)抵免	(2,190)	(1,632)	(1,601)	298	(98)
Profit for the year	本年度溢利	20,578	24,109	20,238	10,218	22,160

CONSOLIDATED ASSETS AND LIABILITIES**綜合資產及負債**

		As at 30 April 於四月三十日				
		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		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
TOTAL ASSETS	總資產	609,358	591,602	451,060	427,030	418,171
TOTAL LIABILITIES	總負債	(80,654)	(108,190)	(37,139)	(35,380)	(35,095)
		528,704	483,412	413,921	391,650	383,076

LIST OF PROPERTIES**物業列表**

Locations 地點	Existing use 現時用途	Term of lease 租賃期限
Investment properties 投資物業		
1. Flat E, 9/F., Tower 1, StarCrest, 9 Star Street, Wanchai, Hong Kong 香港灣仔星街9號星域軒1座9樓E室	Residential 住宅	Medium term 中期
2. Flat H, 6/F., Tower 5, Harbour Place, 8 Oi King Street, Hung Hom, Kowloon, Hong Kong 香港九龍紅磡愛景街8號海濱南岸5座6樓H室	Residential 住宅	Medium term 中期
3. Flat B, 10/F., Tower 7, Harbour Place, 8 Oi King Street, Hung Hom, Kowloon, Hong Kong 香港九龍紅磡愛景街8號海濱南岸7座10樓B室	Residential 住宅	Medium term 中期
4. Flat D, 43/F., Tower I and Car Parking Space No. 2-083, 2/F., The Harbourside, No. 1 Austin Road West, Kowloon, Hong Kong 香港九龍柯士甸道西1號君臨天下1座43樓室及第2-083號車位	Residential 住宅	Medium term 中期
5. Unit A, 25/F., Le Royal Arc, Avenida Sir Anders Ljungstedt, Macau 澳門倫斯泰特大馬路凱旋門25樓A座	Residential 住宅	Medium term 中期
6. Flat A&B, 2/F., Queen's Centre, 58-64 Queen's Road East, Wanchai, Hong Kong 香港灣仔皇后大道東58-64號帝后商業中心2樓A及B室	Commercial 商業	Medium term 中期
7. Residential car parking space 602 on 6th Floor of Harbour Place, 8 Oi King Street, Hung Hom, Kowloon, Hong Kong 香港九龍紅磡愛景街8號海濱南岸6樓602號住宅車位	Residential 住宅	Medium term 中期
8. Residential car parking space 604 on 6th Floor of Harbour Place, 8 Oi King Street, Hung Hom, Kowloon, Hong Kong 香港九龍紅磡愛景街8號海濱南岸6樓604號住宅車位	Residential 住宅	Medium term 中期
9. Residential car parking space 637 on 6th Floor of Harbour Place, 8 Oi King Street, Hung Hom, Kowloon, Hong Kong 香港九龍紅磡愛景街8號海濱南岸6樓637號住宅車位	Residential 住宅	Medium term 中期
10. Office E, 22/F., EGL Tower, 83 Hung To Road, Kwun Tong, Kowloon, Hong Kong 香港九龍觀塘鴻圖道83號東瀛遊廣場22樓E室	Commercial 商業	Medium term 中期
11. Room 3606, No. 233 Hebei Road, Tianhe District, Guangzhou, the PRC 中國廣州市天河區河北路233號3606房	Commercial 商業	Medium term 中期
12. Shop 4, Ground Floor, King Palace Plaza, No. 55 King Yip Street, Kwun Tong, Kowloon, Hong Kong 香港九龍觀塘敬業街55號皇廷廣場地下4號舖	Commercial 商業	Medium term 中期
13. Car parking space No. P25 on 1/F., EGL Tower, 83 Hung To Road, Kwun Tong, Kowloon, Hong Kong 香港九龍觀塘鴻圖道83號東瀛遊廣場1樓第P25號車位	Commercial 商業	Medium term 中期
Leasehold land and building held for own use carried at cost 以成本列值持作自用之租賃土地及樓宇		
1. Office A, 17/F., EGL Tower, 83 Hung To Road, Kwun Tong, Kowloon, Hong Kong 香港九龍觀塘鴻圖道83號東瀛遊廣場17樓A室	Commercial 商業	Medium term 中期

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