

PRECISION TSUGAMI (CHINA) CORPORATION LIMITED

津上精密機床(中國)有限公司

(Incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 1651

PRECISION
TSUGAMI
CHINA



2023-2024

Annual Report 年度報告

Precision Tsugami (China) Corporation Limited is a subsidiary established by Tsugami Corporation 株式會社ツガミ (‘‘Tsugami Japan’’ or ‘‘Controlling Shareholder’’), a renowned Japanese CNC high precision machine tool manufacturer, for its Chinese undertakings, and has grown into the largest foreign-branded CNC machine tool manufacturer* in the Chinese machines tools market through 21 years of rapid development since the business commencement in 2003.

The Company manufactures and sells high-end CNC machine tools including precision lathes, precision machining centres and precision grinding machines under the TSUGAMI brand. With its customer orientation, and high speed, high precision and high rigidity as its quality targets, the Company has been widely recognized by the industries including automobile parts and components, IT communications and electronics and industrial automation. The Company’s products are mainly for the Chinese market, and are also sold, with or without customisations, to Japan, Europe, the United States, Southeast Asia and other regions through its overseas sales channels Tsugami Japan.

* According to an industry report prepared by Frost & Sullivan (Beijing) Inc., Shanghai Branch Co. in December 2018.

PRECISION TSUGAMI CHINA

津上精密機床(中國)有限公司是日本著名數控高精密機床廠家株式會社ツガミ(「日本津上」或「控股股東」)設立的中國事業的附屬公司，二零零三年開業以來，經過21年的快速發展，已成長為中國機床市場最大的外資品牌的數控機床製造商*。

本公司製造並銷售TSUGAMI品牌的精密車床、精密加工中心和精密磨床等高端數控機床，以客戶為中心，以高速度、高精度和高剛性為質量目標，得到了汽車零部件、IT通訊電子和工業自動化等行業的廣泛認可。本公司產品以中國市場為主，也通過其海外銷售渠道日本津上銷往(不論會否加以訂製)日歐美及東南亞等地區。

* 根據弗若斯特沙利文(北京)諮詢有限公司上海分公司於二零一八年十二月編製的行業報告。

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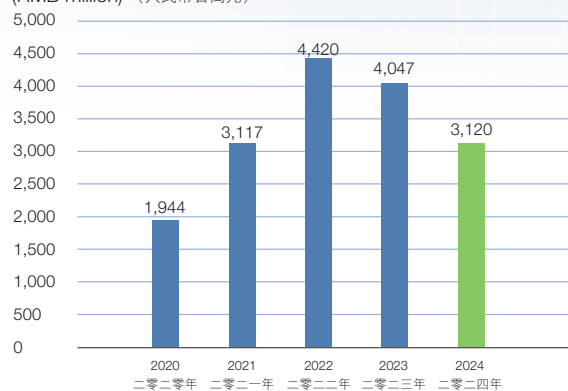
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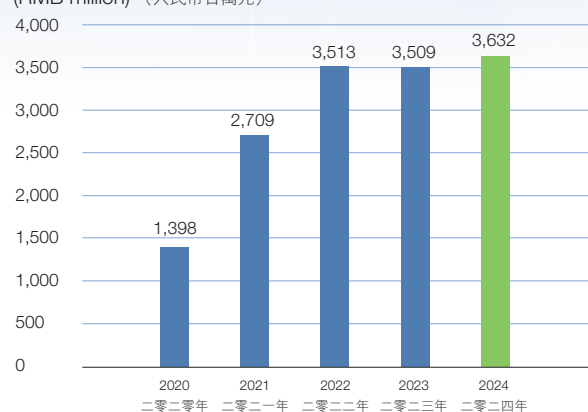
RESULTS HIGHLIGHTS

業績摘要

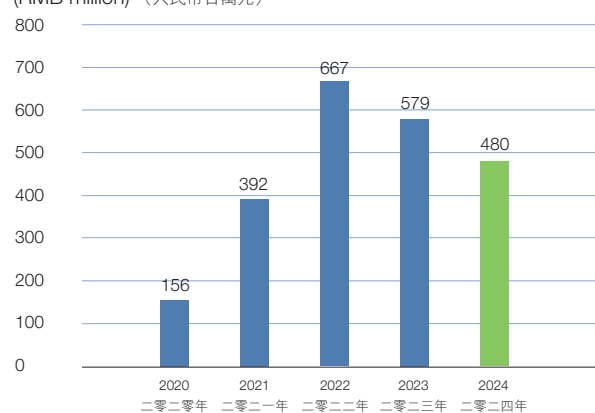
Revenue 收入
(RMB million) (人民幣百萬元)



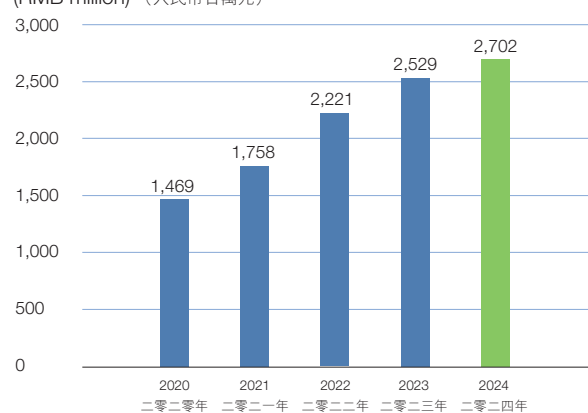
Total assets 資產總值
(RMB million) (人民幣百萬元)



Net profit 淨利潤
(RMB million) (人民幣百萬元)



Net assets 資產淨額
(RMB million) (人民幣百萬元)



Executive Directors

Dr. Tang Donglei (*Chairman & Chief Executive Officer*)
Dr. Li Zequn

Non-executive Directors

Mr. Takao Nishijima
Ms. Mami Matsushita
Mr. Kenji Yoneyama
(*appointed on 28 June 2023*)

Independent Non-executive Directors

Dr. Satoshi Iwabuchi
(*appointed on 28 June 2023*)
Dr. Huang Ping
Mr. Tam Kin Bor

Audit Committee

Mr. Tam Kin Bor (*Chairman*)
Mr. Kenji Yoneyama
(*appointed on 28 June 2023*)
Dr. Huang Ping

Nomination Committee

Mr. Tam Kin Bor (*Chairman*)
Mr. Takao Nishijima
Dr. Huang Ping

Remuneration Committee

Dr. Huang Ping (*Chairman*)
Dr. Tang Donglei
Mr. Tam Kin Bor

Company Secretary

Ms. Wong Wai Yee Ella

Registered Office

Third Floor, Century Yard, Cricket Square,
P.O. Box 902, Grand Cayman, KY1-1103,
Cayman Islands

Auditor

Ernst & Young
Certified Public Accountants

Legal Adviser as to Hong Kong Laws

Stephenson Harwood
43/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

執行董事

唐東雷博士 (*主席及行政總裁*)
李澤群博士

非執行董事

西嶋尚生先生
松下真実女士
米山賢司先生
(*於二零二三年六月二十八日獲委任*)

獨立非執行董事

岩淵聡博士
(*於二零二三年六月二十八日獲委任*)
黃平博士
譚建波先生

審核委員會

譚建波先生 (*主席*)
米山賢司先生
(*於二零二三年六月二十八日獲委任*)
黃平博士

提名委員會

譚建波先生 (*主席*)
西嶋尚生先生
黃平博士

薪酬委員會

黃平博士 (*主席*)
唐東雷博士
譚建波先生

公司秘書

黃慧兒女士

註冊辦事處

Third Floor, Century Yard, Cricket Square,
P.O. Box 902, Grand Cayman, KY1-1103,
Cayman Islands

核數師

安永會計師事務所
執業會計師

香港法律顧問

羅夏信律師事務所
香港鰂魚涌
英皇道979號
太古坊一座43樓

CORPORATE INFORMATION

公司資料

Principal Place of Business

China Region
No. 2001 Pingcheng Road
Pinghu Economic and Technology Development District
Zhejiang Province, 314200
the People's Republic of China (the "PRC")

Hong Kong Region
5/F, Manulife Place
348 Kwun Tong Road, Kowloon
Hong Kong

Principal Share Registrar

Tricor Services (Cayman Islands) Limited
Third Floor, Century Yard, Cricket Square,
P.O. Box 902, Grand Cayman, KY1-1103,
Cayman Islands

Hong Kong Branch Share Registrar

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

Compliance Adviser

Halcyon Capital Limited
11/F, 8 Wyndham Street
Central, Hong Kong

Principal Bankers

Hong Kong
Bank of China
The Bank of Tokyo-Mitsubishi UFJ, Ltd. Hong Kong Branch
Sumitomo Mitsui Banking Corporation Hong Kong Branch

PRC
Sumitomo Mitsui Banking Corporation (China) Limited
MUFG Bank (China), Ltd
Mizuho Bank (China), Ltd.
China Construction Bank Corporation

Stock Code

1651

Company Website

www.tsugami.com.cn

主要營業地點

中國地區
中華人民共和國(「中國」)浙江省
平湖經濟技術開發區
平成路2001號
郵編314200

香港地區
香港
九龍觀塘道348號
宏利廣場5樓

主要股份過戶登記處

Tricor Services (Cayman Islands) Limited
Third Floor, Century Yard, Cricket Square,
P.O. Box 902, Grand Cayman, KY1-1103,
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港夏慤道16號
遠東金融中心17樓

合規顧問

鎧盛資本有限公司
香港中環
雲咸街8號11樓

主要往來銀行

香港
中國銀行
三菱UFJ銀行香港分行
三井住友銀行香港分行

中國
三井住友銀行(中國)有限公司
三菱日聯銀行(中國)有限公司
瑞穗銀行(中國)有限公司
中國建設銀行股份有限公司

股份代號

1651

公司網站

www.tsugami.com.cn

Precision Tsugami (China) Corporation Limited (the “**Company**”, together with its subsidiaries, collectively, the “**Group**”) presents its annual results report for the year ended 31 March 2024 (the “**FY2024**”, the “**Year under Review**” or the “**Year**”) to the shareholders of the Company (the “**Shareholders**”).

The Group has always been upholding the tradition of “high precision, high speed and high rigidity” of the TSUGAMI brand. Against the backdrop of the globally leading CNC high precision machine tool technology of Tsugami Japan, the Group is customer-oriented and strives to provide customers with cost-effective products and services and contribute to the society.

The Group's main business is professional customisation, development, production and sales of various CNC high precision machine tools such as precision lathes, precision machining centres and precision grinding machines. The products of the Group are mainly used in the industries such as automobile parts and components, IT electronic parts including mobile phones and communication facilities, industrial automation parts and components, medical instruments and construction machinery. They are mainly sold in Mainland China and Taiwan markets and are also exported to Japan, South Korea, Europe, the United States and other countries through overseas sales channel, Tsugami Japan. The Group also provides CNC high precision machine tools to the supply chains of the renowned auto manufacturers, home appliance manufacturers and smart phone manufacturers around the world.

I hereby report to the Shareholders that during the Year, due to the impact of the general domestic and overseas economic environment, the domestic manufacturing industry experienced a continuous downturn. There is generally insufficient work, leading to a continuing weak demand for CNC machine tools. Performance indicators including revenue and profit of the Company declined as compared to the last financial year. On the other hand, benefiting from the positive results of the cost reduction and efficiency improvement proposal campaign which the Company actively encouraged its employees to participate in, the gross profit margin for the Year increased against the trend and the quality for operation and profitability of the Company have been also significantly improved.

津上精密機床(中國)有限公司(「**本公司**」, 連同其附屬公司統稱「**本集團**」)向本公司股東(「**股東**」)提呈截至二零二四年三月三十一日止年度(「**二零二四財年**」或「**回顧年度**」或「**本年度**」)的全年業績報告。

本集團始終秉承TSUGAMI品牌「高精度、高速度、高剛性」的傳統, 以日本津上領先於全球的數控高精密機床技術為背景, 以客戶為本、努力為客戶提供高性價比的產品及服務, 為社會做貢獻。

本集團的主業務為專業訂製開發、生產、銷售精密車床、精密加工中心、精密磨床等各類數控高精密機床。本集團產品主要應用在汽車零部件、移動電話和通訊設施等IT電子零部件、工業自動化用零部件、醫療器械和工程機械等行業。主要在中國大陸、台灣市場銷售, 還通過海外銷售渠道日本津上出口日本、韓國及歐美等國家。向世界著名的汽車廠家、家電廠家、智慧手機廠家的供應鏈提供數控高精密機床。

在此, 我向各位股東報告, 於本年度內, 受國內外經濟大環境的影響, 國內製造業各領域景氣度持續低迷, 開工率普遍不足, 對數控機床的需求持續疲軟。公司的營收及利潤等業績指標比上一財年有了一定程度的下滑。另一方面, 受益於公司積極動員員工參與降本增效的改善提案活動並取得良好效果, 本年度的毛利率不降反升, 公司的經營質素和盈利能力也得到顯著提升。

CHAIRMAN'S STATEMENT

主席報告

During the Year under Review, the Group's sales revenue was approximately RMB3,119,674,000, representing a decrease of approximately 22.9% as compared with the same period last financial year. The gross profit margin increased from approximately 25.6% in the same period last financial year to approximately 28.7% for the Year under Review, representing an increase of 3.1 percentage points. The net profit for the Year under Review was approximately RMB479,970,000, and the net profit margin was approximately 15.4%, representing a year-on-year increase of approximately 1.1 percentage points. Basic earnings per share amounted to approximately RMB1.26 for the Year under Review.

The Board recommends the payment of a final dividend of HK\$0.40 per share (full year dividend of HK\$0.80 per share), which is the same as that of the last fiscal year in terms of the full year dividend and remains the highest dividend paid since the listing of the Company.

During the Year under Review, affected by the macroeconomic situation, the domestic manufacturing industry's demand for CNC machine tools remained sluggish. The sales and profit of the Group for the Year recorded a decrease as compared to the last financial year. After the lift of the COVID-19 pandemic prevention policies at the beginning of the Year, the domestic economy has not seen the expected explosive rebound. From the perspective of industry, the real estate industry continued to decline, resulting in the continued downturn in real estate and related upstream and downstream industries. Although the new energy vehicle industry experienced slight growth, it has entered the adjustment period of the industrial chain after several years of rapid expansion, and is currently in the process of capacity adjustment, and its demand for manufacturing equipment dropped significantly. On the whole, the domestic macro economy and manufacturing industry lacked bright spots. In addition, the international situation is complex and volatile, and the geopolitical conflict is intensifying, which caused the adjustment to the global industrial chain structure, such that the impact on the international and domestic investment environment is becoming apparent. In the above-mentioned macroeconomic environment, the domestic manufacturing industry has been negatively affected. There is generally insufficient work, leading to a weak demand for production equipment. In order to compete for limited new orders, machine tool companies have adopted a price reduction strategy, leading to the fact that the scale of the machine tools market has shrunk, the domestic CNC machine tools market can be viewed as an inventory market, and the price war will become the dominant form in market competition.

於回顧年度，本集團銷售收入約為人民幣3,119,674千元，較上一財年同期下降約22.9%。毛利率由上一財年同期的約25.6%上升至回顧年度的約28.7%，上升3.1個百分點。回顧年度的淨利潤約為人民幣479,970千元，淨利潤率約為15.4%，同期上升約1.1個百分點。回顧年度的每股基本盈利約為人民幣1.26元。

董事會建議派發末期股息每股0.40港元（全年股息每股0.80港元），以全年股息計，回顧年度與上一財年一樣，繼續維持派發本公司上市以來的最高股息。

回顧年度內，受宏觀經濟影響，國內製造業對數控機床的需求低迷，本集團全年的銷售及利潤，較上一財年有一定下滑。新冠疫情防控制策年初放開之後，國內經濟始終未出現所期待的爆發式反彈。從行業來看，房地產行業持續走低，導致房地產及相關上下游行業景氣度持續低迷。新能源汽車行業雖有低位增長，但經歷幾年高速擴張後已進入產業鏈的調整期，目前也處於產能調整當中，對生產設備的需求顯著回落。總體來看，國內宏觀經濟及製造業缺乏亮點。另一方面，國際形勢方面，局勢複雜多變，地緣政治衝突加劇，由此引起的全球產業鏈結構的調整，對國際國內投資環境的影響趨於顯著。在上述宏觀環境下，國內製造業受到較大負面影響，普遍開工不足，對生產設備的需求疲軟。各機床企業為爭奪有限的新訂單，紛紛採取降價策略，機床市場規模出現萎縮，可以認為，國內數控機床市場已成為存量市場，價格戰將成為市場競爭的主旋律。

During the Year under Review, faced with weakening demand and increasingly fierce competition in the market, the Group actively adjusted the pricing strategy of its products, while continuously investing in new models and proprietary models for special industries, so as to further develop the potential segment-specific demand, win more orders and boost the Company's sales. In terms of marketing, it actively participated in various trade fairs to strengthen the connection with customers, set up more sales and customer service outlets in areas close to customers, and provided high-quality and considerate services, enhancing the customer satisfaction of the Company's products. In addition, the Group encouraged all employees to actively participate in cost reduction and efficiency improvement, strived for excellence in material usage, production process improvement, technology research and development, and cost control, and provided customers with more cost-effective products, thereby succeeding in competition. Additionally, the Group continued to advance the implementation of its production expansion plan. During the Year under Review, with a view to preparing for seizing greater development opportunities when the economic situation improves in the future and planning ahead for the production capacity to achieve the Company's medium- and long-term goals, the Group increased its investment in the equipment of Precision Tsugami (Anhui) Corporation ("**Precision Tsugami Anhui**") to expand its machining capacity of parts and components, and continued the expansion project of its new plant in Pinghu.

Throughout 2023, the demand for CNC machine tools has been in a downturn, but by the end of the Year the downward trend has basically bottomed out. In March and April of the Year, the demand for machine tools in the manufacturing industry has begun to pick up significantly, and it is speculated that it has entered a new growth cycle. From an international perspective, under the lingering complicated global environment, to what extent investments in the manufacturing industry will be impacted by the confrontations brought about by geopolitical landscape remains to be kept under careful observation. Despite facing numerous challenges, the machine tool industry is poised to capitalize on various positive opportunities. At a macro level, the government provides strong backing to the advancement of the industrial machine tool industry through support in taxation, research and development, and personnel training. Additionally, recent favourable policies such as the "two new" policies (trade-in deals for consumer goods and equipment renewal) were frequently introduced, with the expectations of stimulating demand within the machine tool industry. The transformation and upgrade of downstream segments with a focus on intelligent and sustainable practices, together with the demands for equipment renewal and upgrading arising therefrom, will also generate new market prospects for the machine tool industry.

於回顧年度內，面對需求轉弱，競爭日益激烈的市場，本集團積極調整產品的定價策略，同時繼續投入新機型和針對特殊行業的專有機型，進一步挖掘潛在的細分市場需求，爭取更多訂單，拉動公司銷售。在營銷方面則積極參與各類展銷會，加強與客戶的聯繫，在靠近客戶的地區設立更多的營業及客服網點，通過優質貼心的服務，增強公司產品的客戶滿意度。另外，本集團全體員工積極參與降本增效工作，在材料運用、生產工藝改善、技術研發，成本控制方面做到精益求精，通過向客戶提供更高性價比的產品得以在競爭中取勝。另一方面，本集團繼續推進擴產計劃，回顧年度內，安徽津上精密機床有限公司（「**安徽津上**」）增加了設備投入，擴大了零部件的加工產能，平湖新工廠則繼續其廠房擴建工程，為將來公司能夠抓住經濟形勢轉好時更大的發展機遇及公司中長期目標的實現做好產能的提前佈局。

二零二三年持續的數控機床需求的低迷狀態，到年底下行的趨勢已基本觸底，進入今年3、4月份，製造業對機床的需求已開始明顯回暖，推測進入一個新的增長週期。國際方面，全球局勢仍然錯綜複雜，地緣政治對立對製造業投資的影響發展到何等程度，還需進一步仔細觀察。儘管存在諸多困難的方面，對機床行業而言也陸續出現一些積極的信號，宏觀層面政府大力支持工業母機產業發展，稅收、研發和人才培養以及最近的「兩新」政策（消費品以舊換新，設備更新）等方面各項利好政策密集落地，期待能夠為機床行業帶來需求。下游各領域以智能化、綠色化為主要標誌的轉型升級，以及由此產生的設備更新、改造需求等，也將給機床行業帶來新的市場機會。

CHAIRMAN'S STATEMENT

主席報告

As a result, we still firmly believe that the long-term demand for high-end CNC machine tools in the transformation and upgrading of the Chinese manufacturing industry is solid, which will not change in general orientation. In addition, as the growth market is becoming saturated, we will adhere to the Group's medium- and long-term strategy, vigorously improve the cost performance of products, continue to expand our product lines, appropriately expand production capacity and strengthen marketing and after-sales service systems.

It has been 21 years since the Group entered the market of China. Through introducing foreign advanced technologies to and realizing mass production in China, the Company has provided a wide range of cost-effective machine tools to its Chinese customers and made its contributions to the development of China's manufacturing industry. The Company has achieved remarkable development and has been recognized by the Chinese manufacturing industry and capital market. Through the consistent summarization and reflection on the experience and lessons, the management of the Company and I have a deeper understanding and certain accumulation of experience in our business philosophy and business practice as well as the market environment, products and downstream industries and customers. I am full of confidence in achieving the medium- and long-term development goals in the future.

On behalf of the Board, I would like to express my sincere appreciation to all the staff and the management of the Group for their hard work and contributions in FY2024. At the same time, the Group would like to extend its sincere gratitude to the Shareholders for their attention and trust after the listing of the Company, and to the customers and business partners of the Group for their continuous support and contributions to the Group.

Mr. Tang Donglei

Chairman and Chief Executive Officer

Hong Kong, 26 June 2024

因此我們仍堅信，中國製造業由於轉型升級對高端數控機床的長期需求是堅實的，這個大方向不會變。另一方面，在成長市場漸趨存量市場的過程中，我們會堅持本集團的中長期目標，大力提升產品的性價比，繼續擴大產品線，適度擴充產能，強化市場營銷和售後服務體制。

本集團自進入中國市場以來，已歷經二十一年，在把國外的先進技術導入到中國的同時，通過在國內實現量產，為中國客戶提供了大量高性價比的機床，為中國的製造業的發展作出了自己的貢獻。在此過程中公司有了長足的發展，也得到了中國製造業和資本市場的認可。我和公司管理層不斷總結和反省過往的經驗教訓，對於自身的經營理念和經營實踐，以及市場環境、產品和下游行業及客戶，有了更深刻的認識和一定的經驗積累。我對未來中長期發展目標的達成充滿信心。

本人謹代表董事會，對本集團全體員工及管理層的辛勤工作，在二零二四財年所做出的貢獻表示很感謝。同時本集團誠摯感謝各位股東在公司上市後對我們的關注和信任，感謝本集團的客戶及業務合作夥伴長期以來對本集團的支持和貢獻。

唐東雷先生

主席及行政總裁

香港，二零二四年六月二十六日

BUSINESS REVIEW

During the Year under Review, affected by the macroeconomic situation, the domestic manufacturing industry's demand for CNC machine tools remained sluggish. The sales and profit of the Group during the Year under Review recorded a decrease as compared to the same period in the last financial year. After the lift of the COVID-19 pandemic prevention policies at the beginning of the Year under Review, the domestic economy has not seen the expected explosive rebound. From the perspective of industry, the real estate industry continued to decline, resulting in the continued downturn in real estate and related upstream and downstream industries. Although the new energy vehicle industry experienced slight growth, it has entered the adjustment period of the industrial chain after several years of rapid expansion, and is currently in the process of capacity adjustment, and its demand for manufacturing equipment dropped significantly. On the whole, the domestic macro economy and manufacturing industry lacked bright spots. In addition, the international situation is complex and volatile, and the geopolitical conflict is intensifying, which has caused the adjustment to the global industrial chain structure, such that the impact on the international and domestic investment environment is becoming apparent. In the above-mentioned general domestic and foreign economic environment, the domestic manufacturing industry has been negatively affected. There is generally insufficient work, leading to a weak demand for production equipment. In order to compete for limited new orders, machine tool companies have adopted a price reduction strategy, leading to the fact that the scale of the machine tools market has shrunk, the domestic CNC machine tools market has become an inventory market, and the price war will become the dominant form in market competition.

During the Year under Review, the Group's orders decreased, and sales revenue and net profit decreased by approximately 22.9% and 17.1% year on year to approximately RMB3,119,674,000 and RMB479,970,000 respectively. Benefitting from the Group's various cost reduction and efficiency improvement efforts, the profitability improved significantly, and gross profit margin increased by approximately 3.1 percentage points to 28.7% from 25.6% in the last financial year. Net profit margin increased by approximately 1.1 percentage points to 15.4% from 14.3% in the last financial year.

業務回顧

回顧年度內，受宏觀經濟影響，國內製造業對數控機床的需求低迷，本集團於回顧年度的銷售及利潤，較上一財年同期有一定下滑。新冠疫情防控措施於回顧年度初放開之後，國內經濟始終未出現所期待的爆發式反彈。從行業來看，房地產行業持續走低，導致房地產及相關上下游行業景氣度持續低迷。新能源汽車行業雖有低位增長，但經歷幾年高速擴張後已進入產業鏈的調整期，目前也處於產能調整當中，對生產設備的需求顯著回落。總體來看，國內宏觀經濟及製造業缺乏亮點。另一方面，國際形勢方面，局勢複雜多變，地緣政治衝突加劇，由此引起的全球產業鏈結構的調整，對國際國內投資環境的影響趨於顯著。在上述國內外經濟大環境下，國內製造業受到較大負面影響，普遍開工不足，對生產設備的需求疲軟。各機床企業為爭奪有限的新訂單，紛紛採取降價策略，機床市場規模出現萎縮，國內數控機床市場成為存量市場，價格戰將成為市場競爭的主旋律。

於回顧年度內，本集團訂單減少，銷售收入和淨利潤較上一財年分別同比下降約22.9%及17.1%至約人民幣3,119,674千元及人民幣479,970千元。得益於本集團推行的各項降本增效工作，盈利水準明顯提升，毛利率較上一財年的25.6%增加約3.1個百分點，至28.7%。淨利潤率由上一財年的14.3%增加約1.1個百分點至15.4%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Basic earnings per share during the Year under Review was approximately RMB1.26 (last financial year: approximately RMB1.52).

Taking into account the relatively significant changes in the overall manufacturing industry during the Year under Review, the management considers that the above results are within expectations.

During the Year under Review, facing with weakening demand and increasingly fierce competition in the market, the Group actively adjusted the pricing strategy of its products, while continuously investing in new models and proprietary models for special industries, so as to further develop the potential segment-specific demand, win more orders and boost the Company's sales. In terms of marketing, it actively participated in various trade fairs to strengthen the connection with customers, set up more sales and customer service outlets in areas close to customers, and provided high-quality and considerate services, enhancing the customer satisfaction of the Company's products. In addition, the Group encouraged all employees to actively participate in cost reduction and efficiency improvement, strived for excellence in material usage, production process improvement, technology research and development, and cost control, and provided customers with more cost-effective products, thereby succeeding in competition. After the continual hard work by all employees of the Company, the quality of operation and profitability of the Company have also been significantly improved.

Additionally, the Group continued to advance the implementation of its production expansion plan. During the Year under Review, with a view of preparing for seizing greater development opportunities when the economic situation improves in the future and planning ahead for the production capacity to achieve the Company's medium – and long-term goals, the Group increased its investment in the equipment of Precision Tsugami Anhui to expand its machining capacity of parts and components, and continued the expansion project of its new plant in Pinghu. The expansion project of the new plant in Pinghu is expected to be completed, and the plant is expected to be put into operation in July 2024.

回顧年度內每股基本盈利約為人民幣1.26元(上一財年：約人民幣1.52元)。

考慮到在回顧年度內整個製造業環境發生的較大變化，管理層認為上述業績基本在預測範圍內。

於回顧年度內，面對需求轉弱，競爭日益激烈的市場，本集團積極調整產品的定價策略，同時繼續投入新機型和針對特殊行業的專有機型，進一步挖掘潛在的細分市場需求，爭取更多訂單，拉動公司銷售。在營銷方面則積極參與各類展銷會，加強與客戶的聯繫，在靠近客戶的地區設立更多的營業及客服網點，通過優質貼心的服務，增強公司產品的客戶滿意度。另外，本集團動員全體員工積極參與降本增效工作，在材料運用、生產工藝改善、技術研發，成本控制方面做到精益求精，通過向客戶提供更高性價比的產品得以競爭中取勝。通過公司全體員工的不懈努力，公司的經營質素和盈利能力也得到顯著提升。

另一方面，本集團繼續推進擴產計劃，回顧年度內，安徽津上增加了設備投入，擴大了零部件的加工產能，平湖新工廠則繼續其廠房擴建工程，為將來公司能夠抓住經濟形勢轉好時更大的發展機遇及公司中長期目標的實現做好產能的提前佈局。平湖新工廠擴建工程預期於二零二四年七月竣工及投產。

FINANCIAL REVIEW

Revenue

During the Year under Review, the total revenue decreased by approximately 22.9%, or approximately RMB927,228,000, from approximately RMB4,046,902,000 in the last financial year to approximately RMB3,119,674,000. Such decrease was primarily due to the decline in exports as affected by the general international environment and geopolitical conflicts, as well as a certain impact on orders for the machine tools resulting from the weakened demand and tightened capital expenditure of most domestic downstream industries, during the Year under Review. In particular, (i) the precision lathes recorded sales of approximately RMB2,654,911,000 during the Year under Review, representing a year-on-year decrease of approximately 23.4%; (ii) the precision machining centres recorded sales of approximately RMB154,885,000 during the Year under Review, representing a year-on-year decrease of approximately 37.5%; (iii) the precision grinding machines recorded sales of approximately RMB144,330,000 during the Year under Review, representing a year-on-year decrease of approximately 11.4%; and (iv) other sales which mainly included sales of thread and form rolling machines, and ancillary parts and components, recorded approximately RMB165,548,000, representing a decrease of approximately 1.8% from the last financial year.

The table below sets out the revenue breakdown by product category for the Year under Review and the last financial year: (RMB'000)

		For the year ended 31 March 2024 截至 二零二四年 三月三十一日 止年度		Proportion (%) 佔比(%)	For the year ended 31 March 2023 截至 二零二三年 三月三十一日 止年度		Proportion (%) 佔比(%)	Year-on-year increase/ (decrease) (%) 同期對比 增長/ (減少) (%)
Precision lathes	精密車床	2,654,911	85.1%		3,467,575	85.7%	(23.4)%	
Precision machining centres	精密加工中心	154,885	5.0%		247,817	6.1%	(37.5)%	
Precision grinding machines	精密磨床	144,330	4.6%		162,858	4.0%	(11.4)%	
Others*	其他*	165,548	5.3%		168,652	4.2%	(1.8)%	
Total	合計	3,119,674	100%		4,046,902	100%	(22.9)%	

* Others include sales of precision thread and form rolling machines, parts and components and after-sales service income.

財務回顧

收入

於回顧年度，收入總額由上一財年的約人民幣4,046,902千元減少約22.9%或約人民幣927,228千元至回顧年度的約人民幣3,119,674千元，減少的主要因素為回顧年度受國際大環境及地緣政治衝突的影響，造成出口的下滑，另外國內大部分下游行業的需求減弱，資本支出收緊，對機床的訂單造成了一定的衝擊。其中(i)精密車床在回顧年度的銷售額約人民幣2,654,911千元，同比減少約23.4%；(ii)精密加工中心在回顧年度的銷售額約人民幣154,885千元，同比減少約37.5%；(iii)精密磨床在回顧年度的銷售額約人民幣144,330千元，同比減少約11.4%；(iv)其他主要包括滾絲機及配套零部件的銷售額約人民幣165,548千元，比上一財年減少約1.8%。

下表載列於回顧年度及上一財年按產品類別劃分的收入：(人民幣千元)

* 其他包括精密滾絲機、零部件銷售及售後服務收入。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Gross Profit and Gross Profit Margin

The gross profit during the Year under Review decreased by approximately 13.6% to approximately RMB895,539,000 as compared to the last financial year. However, the gross profit margin increased from approximately 25.6% in the last financial year to approximately 28.7% during the Year under Review. The gross profit decrease was mainly brought on by the overall downward trend in the sales of the domestic machine tool industry under the general domestic and overseas economic environment during the Year under Review, also affected sales and production of the Company to varying degrees, but was partially offset by the substantial enhancements in cost reduction and efficiency improvement made by the Company, leading to a higher gross profit margin during the whole financial year.

Other Income and Gains

Other income and gains of the Group primarily consist of bank interest income, government grants and others. During the Year under Review, other income and gains increased by approximately 24.7% as compared with the last financial year to approximately RMB85,268,000, primarily due to the significant increase in the bank interest income received as a result of the significant increase in the cash and cash equivalents held by the Company during the Year under Review. The bank interest income increased by approximately RMB17,641,000 year on year.

Selling and Distribution Expenses

Selling and distribution expenses primarily consist of staff salaries and benefits, transportation and insurance costs, warranty expenses, travel expenses, office utility expenses, marketing and advertisement expenses and depreciation costs. During the Year under Review, selling and distribution expenses of the Group amounted to approximately RMB155,851,000, representing an increase of approximately 5.1% as compared with the last financial year, and accounting for approximately 5.0% of the Group's revenue for the Year under Review. Such increase in expenses was mainly attributable to the combined effect of the increase in salaries and benefits for marketing and after-sales service staff, the increase in travel expenses for sales and customer service staff, but slightly offset by the decrease in transportation insurance premiums as a result of the decrease in the Company's shipments during the Year under Review.

毛利及毛利率

回顧年度的毛利較上一財年減少約13.6%，至約人民幣895,539千元。但毛利率不降反升，由上一財年的約25.6%上升至回顧年度約28.7%。毛利減少主要由於回顧年度受國內外經濟大環境的影響，國內機床行業銷售整體呈下滑趨勢，公司的銷售與生產也受到不同程度的影響，但是得益於公司做的大量降本增效的改善，部分抵消了銷售及生產下滑的負面影響，整個財年毛利率反而有所上升。

其他收入及收益

本集團的其他收入及收益主要包括銀行利息收入、政府補助其他。於回顧年度，其他收入及收益約人民幣85,268千元，較上一財年增加約24.7%。主要由於回顧年度內，公司持有的現金及等價物大幅增加，以致收取的銀行利息收入大幅增加所致。銀行利息收入同比增加約人民幣17,641千元。

銷售及分銷開支

銷售及分銷開支主要包括員工薪金及福利、運輸及保險成本、保修開支、差旅費開支、辦公室水電費開支、市場推廣及廣告開支及折舊成本。於回顧年度，本集團的銷售及分銷開支約為人民幣155,851千元，較上一財年增加約5.1%，佔本集團於回顧年度的收入約5.0%。開支增加主要由於回顧年度內營銷及售後服務人員薪金及福利成本的增加，及營業及客服人員的差旅費增加，及公司出貨的減少帶來的運輸保險費減少等幾個因素綜合影響所致。

Administrative Expenses

Administrative expenses primarily consist of salaries and benefits for management, administrative and financial personnel, administrative costs, customisation and development expenses, depreciation expenses relating to property, plant and equipment used for administrative purposes, amortisation expenses for the management information systems, and other taxes and levies expenditure.

During the Year under Review, administrative expenses amounted to approximately RMB113,856,000, representing an increase of approximately 7.9% as compared with the last financial year, which was mainly due to the increase in development expenses, office expenses of the administrative department and corporate taxes during the Year under Review.

Other Expenses

Other expenses primarily include exchange losses, losses on the disposal of fixed assets, banking charges and others. During the Year under Review, other expenses amounted to approximately RMB9,713,000, representing a decrease of approximately RMB1,757,000 as compared with the last financial year, mainly due to the combined effect of the increase in exchange losses arising from the Japanese Yen deposits and receivables held by the Company as a result of the significant depreciation in Japanese Yen against Renminbi, and the decrease in the losses on disposal of fixed assets during the Year under Review.

Impairment Losses on Financial Assets

During the Year under Review, the provision for net impairment gains on financial assets amounted to approximately RMB2,340,000, remaining generally stable as compared to the provision for net impairment gains of RMB2,587,000 in the last financial year.

Finance Costs

During the Year under Review, the finance costs were approximately RMB993,000 (for the last financial year: RMB674,000), which was mainly due to the increase in interest arising from the discounting of bank bills during the Year under Review as compared with that of the same period last year.

行政開支

行政開支主要包括管理層、行政及財務人員薪金及福利、行政辦公費成本、訂製及開發開支、用作行政用途的物業、廠房及設備有關的折舊開支、管理信息系統攤銷開支、其他稅項及徵費開支。

於回顧年度內，行政開支約為人民幣113,856千元，較上一財年增加約7.9%，主要由於回顧年度內開發開支及行政管理部門的辦公費及公司稅費的增加所致。

其他開支

其他開支主要包括匯兌虧損、出售固定資產的虧損、銀行手續費及其他。於回顧年度，其他開支約為人民幣9,713千元，較上一財年減少約人民幣1,757千元，主要由於回顧年度內日圓對人民幣大幅貶值，公司持有的日圓存款及應收款產生的匯兌損失增加及固定資產處置損失減少的綜合影響所致。

金融資產減值虧損

於回顧年度內，計提的金融資產減值為淨收益約人民幣2,340千元，基本與上一財年持平（上一財年為淨收益2,587千元）。

融資成本

於回顧年度內，融資成本約為人民幣993千元（上一財年：人民幣674千元）主要由於回顧年度內銀行匯票貼現所產生的利息比去年同期增加所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Income Tax Expenses

During the Year under Review, income tax expenses decreased by approximately 14.9% as compared with the last financial year to approximately RMB222,764,000, which was mainly due to the decrease in revenue and profit before tax.

Profit for the Year

As a result of the aforementioned factors, the Group's profit for the year decreased by approximately 17.1% from approximately RMB579,188,000 in the last financial year to approximately RMB479,970,000 for the Year under Review.

Liquidity, Financial Resources and Debt Structure

During the Year under Review, the Group continued to maintain a healthy and solid liquidity position by funding its operations and investments mainly with internal cash flows. As at 31 March 2024, the cash and cash equivalents and time deposits with maturity of more than three months of the Group amounted to approximately RMB678,007,000 and RMB433,056,000, respectively (31 March 2023: approximately RMB638,572,000 and RMB339,000,000, respectively).

As at 31 March 2024, the Group's cash and cash equivalents were mainly held in Renminbi, and part of them were held in Hong Kong dollars and Japanese yen ("JPY").

As at 31 March 2024, the Group recorded net current assets of approximately RMB2,156,810,000 (31 March 2023: approximately RMB1,998,001,000). Capital expenditures for the year ended 31 March 2024 amounted to approximately RMB88,959,000, which was mainly utilised to finance the purchase and construction of plants, the addition of processing equipment, and the addition and purchase of design and management software.

As at 31 March 2024, the Group had no outstanding bank loans (31 March 2023: nil) and had no discounted bills with recourse (31 March 2023: nil). As at 31 March 2024, the Group's gearing ratio was approximately 0.15% (31 March 2023: 0.12%), calculated by dividing the total debt (i.e. bank loans and other borrowing and lease liabilities) by the total equity.

所得稅開支

於回顧年度，所得稅開支約為人民幣222,764千元，較上一財年減少約14.9%，主要由於收入及除稅前溢利的減少所致。

年內溢利

由於上述各項因素，本集團的年內溢利由上一財年的約人民幣579,188千元減少約17.1%至回顧年度的約人民幣479,970千元。

流動資金、財務資源及債務結構

於回顧年度，本集團主要以內部產生的現金流量為其經營及投資提供資金，繼續維持良好及穩健的流動資金狀況。於二零二四年三月三十一日，本集團之現金及現金等價物及到期日三個月以上的定期存款分別約為人民幣678,007千元、人民幣433,056千元（二零二三年三月三十一日：分別約人民幣638,572千元、人民幣339,000千元）。

於二零二四年三月三十一日，本集團之現金及現金等價物主要以人民幣持有，並有部分以港元和日圓（「日圓」）持有。

於二零二四年三月三十一日，本集團錄得流動資產淨值約人民幣2,156,810千元（二零二三年三月三十一日：約人民幣1,998,001千元）。截至二零二四年三月三十一日止年度的資本支出約為人民幣88,959千元，主要用作為廠房購建及加工設備的導入，及添置購買設計及管理軟件。

於二零二四年三月三十一日，本集團概無未償還之銀行貸款（二零二三年三月三十一日：無），無具有追索權的已貼現票據（二零二三年三月三十一日：無）。於二零二四年三月三十一日，本集團的槓桿比率約為0.15%，該比例按照總負債（即：銀行貸款及其他借款及租賃負債）除以權益總額計算得出（二零二三年三月三十一日：0.12%）。

An analysis of the Group's key liquidity ratios is as follows:

本集團的主要流動資金比率分析如下：

		For the year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年	2023 二零二三年
Average inventory turnover days (Note 1)	平均存貨週轉天數 (附註1)	157	127
Average turnover days of trade and notes receivables (Note 2)	應收貿易款項及票據的平均週轉天數 (附註2)	105	92
Average turnover days of trade and notes payables (Note 3)	應付貿易款項及票據的平均週轉天數 (附註3)	95	88

		As at 31 March 於三月三十一日	
		2024 二零二四年	2023 二零二三年
Current ratio (Note 4)	流動比率 (附註4)	3.7	3.3

Notes:

1. Average inventory turnover days are calculated based on the average balance of inventory at the beginning and end of the relevant financial year divided by the cost of sales for the relevant financial year multiplied by 365 days.
2. Average turnover days of trade and notes receivables are calculated based on the average balance of trade and notes receivables at the beginning and end of the relevant financial year divided by the revenue for the relevant financial year multiplied by 365 days.
3. Average turnover days of trade and notes payables are calculated based on the average balance of trade and notes payables at the beginning and end of the relevant financial year divided by the cost of sales for the relevant financial year multiplied by 365 days.
4. Current ratio is calculated based on total current assets divided by total current liabilities as at the end of the relevant financial year.

附註：

1. 平均存貨週轉天數乃按存貨於有關財政年度初及年度末的平均結餘除以有關財政年度的銷售成本再乘以365天計算。
2. 應收貿易款項及票據的平均週轉天數乃按應收貿易款項及票據於有關財政年度初及年度末的平均結餘除以有關財政年度的收入再乘以365天計算。
3. 應付貿易款項及票據的平均週轉天數乃按應付貿易款項及票據於有關財政年度初及年度末的平均結餘除以有關財政年度的銷售成本再乘以365天計算。
4. 流動比率乃按有關財政年度末的流動資產總額除以流動負債總額計算。

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Average inventory turnover days

During the Year under Review, the Group's average inventory turnover days were 157 days, representing an increase of 30 days as compared to the last financial year, which was mainly due to the decrease of approximately 22.9% in sales for the Year under Review as compared with the last financial year. However, the adjustment cycle of inventory lagged behind the sales and shipments to some extent, and the average balance of inventory for the Year under Review only decreased by 8.4% as compared with the last financial year. The superimposed impacts of the two factors resulted in a significant increase in the average inventory turnover days.

Average turnover days of trade and notes receivable

During the Year under Review, the Group's average turnover days of trade and notes receivable were 105 days, representing an increase of approximately 13 days as compared to the last financial year, which was mainly due to the decrease of approximately 22.9% in sales for the Year under Review as compared with the last financial year. However, the average balance of trade and notes receivable decreased by 11.4% as compared with the last financial year, and their average turnover days increased as compared with the last financial year. The relevant trade receivables were all within normal credit terms.

Average turnover days of trade and notes payable

During the Year under Review, the Group's average turnover days of trade and notes payable were 95 days, representing an increase of 7 days as compared to the last financial year, which was mainly due to the decrease of 19.8% in the average balance of trade and notes payable for the Year under Review as compared with the last financial year, while the cost of sales for the Year under Review decreased by 26.1% from the last financial year.

Current ratio

As at 31 March 2024, the Group's current ratio was approximately 3.7 times (31 March 2023: approximately 3.3 times), which was mainly attributable to the decrease of 7.6% in the overall current liabilities as a result of the decrease of 19.8% in the balance of trade payables as at 31 March 2024 resulting from the decrease in production volume of the Company and the decrease in corresponding procurement of materials during the Year under Review, as well as a year-on-year increase of 3.2% in the current assets as at 31 March 2024.

平均存貨週轉天數

於回顧年度，本集團的平均存貨週轉天數為157天，較上一財年增加30天。主要是由於回顧年度的銷售額較上一財年減少約22.9%。但存貨的調整週期相對於銷售出貨有一定程度的滯後，回顧年度平均存貨結餘額比上一財年僅減少8.4%，兩方面影響因素疊加導致平均存貨週轉天數大幅增加。

應收貿易款項及票據的平均週轉天數

於回顧年度，本集團的應收貿易款項及票據的平均週轉天數為105天，較上一財年增加了13天。主要是由於回顧年度的銷售額較上一財年減少約22.9%。但應收貿易款項及票據的平均結餘比上一財年減少11.4%，平均週轉天數比上一財年有上升，有關應收貿易款項均處在正常信貸期內。

應付貿易款項及票據的平均週轉天數

於回顧年度，本集團的應付貿易款項及票據的平均週轉天數為95天，與上一財年相比增加了7天，主要是由於回顧年度的應付貿易款項及票據的平均結餘額比上一財年減少19.8%，同時回顧年度的銷售成本較上一財年減少26.1%所致。

流動比率

於二零二四年三月三十一日，本集團的流動比率約為3.7倍，二零二三年三月三十一日同比率約為3.3倍，主要是由於回顧年度內公司產量下降，資材採購相應減少，截至二零二四年三月三十一日的應付貿易款項餘額下降19.8%，整體流動負債減少7.6%，同時截至二零二四年三月三十一日的流動資產同比增加3.2%所致。

Capital Commitment

The Group had the following capital commitments during the Year under Review and the last year:

		As at 31 March 於三月三十一日	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Contracted, but not provided for:	已訂約但未撥備：		
Property, plant and equipment	物業、廠房及設備	27,032	112,602

資本承擔

本集團於回顧年度及去年的資本承擔如下：

Contingent Liabilities

As at 31 March 2024, the Group had no material contingent liabilities (31 March 2023: nil).

Currency Risk and Management

Apart from a few overseas businesses that are settled in JPY and United States dollars, the sales and procurement of the Group are mainly denominated in Renminbi. As such, the management of the Group believes that the Company does not have significant currency exchange risk.

During the Year under Review, the Group did not enter into any foreign currency forward contracts or use any derivative contracts to hedge against its exposure. The Group manages its currency risk by closely monitoring the movement of the foreign currency exchange rates and may consider hedging against significant foreign currency exposure should the need arise.

Significant Investment, Material Acquisition and Disposal of Subsidiaries and Associated Companies

In order to expand its production capacity, the Group invested in fixed assets of approximately RMB86,260,000 during the Year under Review, including approximately RMB76,052,000 in buildings, approximately RMB4,382,000 in machinery and equipment and approximately RMB5,826,000 in other investments.

或然負債

於二零二四年三月三十一日，本集團並無重大或然負債（二零二三年三月三十一日：無）。

貨幣風險及管理

本集團除少數海外業務以日圓及美元結算外，主要以人民幣進行銷售及採購，所以本集團的管理層判斷公司不存在重大匯兌風險。

於回顧年度，本集團並無訂立任何外匯遠期合約或使用任何衍生工具合約來對沖此風險。本集團密切監視外匯匯率變化以管理貨幣風險並會在必要時考慮對沖重大外匯風險。

重大投資、重大收購及出售附屬公司及聯屬公司

本集團為了擴大產能，於回顧年度內增加固定資產投入約人民幣86,260千元，其中房屋建築物投資約人民幣76,052千元，機器設備投資約人民幣4,382千元，其他投資約人民幣5,826千元。

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In order to ensure the Company's future production capacity and meet the demand for CNC machine tools in the PRC market, the Company will build a new plant on the existing plant area of Nakatsu Company (the fifth plant area of the Group), with a planned investment amount of approximately RMB130 million. The construction of the new plant building began during the Year under Review, with approximately RMB79,625,000 having been invested as of the end of the Year under Review, and is expected to be completed in July 2024, at which point the fifth plant will commence full operation. The Group is expected to increase a production capacity of 3,000 to 4,000 units of CNC precision machine tools, which will greatly enhance the Company's production capacity.

Save for the investments disclosed above, the Group did not hold any other significant investment nor make any material acquisition or disposal of subsidiaries and associated companies during the Year under Review.

Employees and Remuneration Policy

As at 31 March 2024, the Group employed 2,131 employees (31 March 2023: 2,238), of whom 11 (31 March 2023: 11) were seconded employees from the Controlling Shareholder. The Group's staff costs (including salaries, bonuses, social insurance, provident funds and share award scheme) amounted to RMB377,995,000 (31 March 2023: RMB370,069,000) in aggregate, accounting for approximately 12.1% of the total revenue of the Group during the Year under Review.

The Group offers attractive remuneration packages, including competitive fixed salaries plus performance-based annual bonuses, and continuously provides tailored trainings to its employees to promote their upward mobility in the organisation and foster their loyalty. The Group's employees are subject to regular job performance reviews, which have bearing on their promotion prospects and compensation. Remuneration is determined with reference to market practice and condition and individual employee's performance, qualifications and experience.

The Group has also adopted a share award scheme to (i) recognise contributions made by certain eligible participants and to provide them with incentives to, through their opportunity in ownership of the equity interests in the Company and sharing of the results of the Group's strategic development, contribute to the Group and increase the value of the Company and the shares, thereby benefiting the Company and the Shareholders as a whole; and (ii) retain talents and attract suitable personnel for further development of the Group.

為了確保公司未來的產能，滿足中國市場對數控機床的需求，公司在中津公司（集團第五廠區）現有廠區內建造一棟新廠房，計劃投資額約人民幣1.3億元。於回顧年度內已開工建設，截至回顧年度末已投資約人民幣79,625千元，新廠房將於二零二四年七月完工，屆時第五工廠將全面投入使用，本集團預計將增加3,000至4,000台數控精密機床產能，大大增強公司的生產能力。

除上述所披露的投資外，本集團於回顧年度並無持有任何其他重大投資或進行任何重大收購或出售附屬公司及聯屬公司。

僱員及薪酬政策

於二零二四年三月三十一日，本集團聘用2,131名僱員（二零二三年三月三十一日：2,238名），其中11名（二零二三年三月三十一日：11名）為來自控股股東的借調員工。本集團的員工成本（包括薪酬、花紅、社會保障、公積金及股份激勵計劃）總額為人民幣377,995千元（二零二三年三月三十一日：人民幣370,069千元），佔本集團回顧年度收入總額約12.1%。

本集團提供具有吸引力的薪酬方案，包括具有競爭力的固定薪水加上年度績效花紅，並持續向僱員提供專門培訓，促進僱員於架構內向上流動及提升僱員忠誠度。本集團的僱員須接受定期工作績效考核，從而釐定其晉升前景及薪酬。薪酬乃參考市場常規及市況以及個別僱員表現、資歷及經驗而釐定。

本集團亦已採納股份獎勵計劃，旨在(i)認可若干合資格參與者的貢獻，並通過他們擁有本公司股權及共享本集團戰略發展成果的機會為其提供激勵，為本集團作出貢獻並提高本公司及股份的價值，從而使本公司及股東整體受益；及(ii)為本集團的進一步發展挽留人才及吸引合適人才。

Charge on Assets

As at 31 March 2024, the Group had no assets charged to any financial institutions (as at 31 March 2023: nil).

Future Plans for Material Investments or Capital Assets

Save as disclosed in this annual report, the Group did not have any future plans for material investments or capital assets as at 31 March 2024.

OUTLOOK

Going into 2024, under the lingering complicated global environment, to what extent investments in the manufacturing industry as a result of confrontations brought about by the geopolitical landscape remains to be kept under careful observation. Despite facing numerous challenges, the machine tool industry is poised to capitalize on various development opportunities. At a macro level, the government provides strong backing to the advancement of the industrial machine tool industry through support in taxation, research and development, and personnel training. Additionally, recent favorable policies such as the “two new” policies (trade-in deals for consumer goods and equipment renewal) were frequently introduced, with the expectations of stimulating demand within the machine tool industry. The transformation and upgrade of downstream segments with a focus on intelligent and sustainable practices, together with the demands for equipment renewal and upgrading arising therefrom, will also generate new market prospects for the machine tool industry.

Throughout 2023, the demand for domestic CNC machine tools has been in a downturn, but by the end of the year the downward trend has basically bottomed out. In March and April this year, the demand for machine tools in the manufacturing industry has begun to pick up significantly, and it is speculated that it has entered a new growth cycle. In terms of each downstream segment, it is observed that the new energy vehicles industry is expected to maintain robust development in the next two or three years, but due to its high degree of integration of parts and components, fewer machined parts, and the number of machine tools closing to saturation, it is expected that the demand for machine tools will tend to be flat to a slight increase. The 3C industry is affected by the external relocation of some manufacturers' industrial chain, and its growth trend is not obvious, and the demand for machine tools is also uncertain. However, the year-on-year performances of industrial automation, humanoid robots, and healthcare industry are expected to further improve.

資產抵押

於二零二四年三月三十一日，本集團並無向任何金融機構抵押其他資產（於二零二三年三月三十一日：無）。

重大投資或資本資產的未來計劃

除於本年報所披露者外，本集團於二零二四年三月三十一日並無任何重大投資或資本資產的未來計劃。

展望

踏入二零二四年，全球局勢仍然錯綜複雜，地緣政治對立對製造業投資的影響發展到何等程度，還需進一步仔細觀察。儘管存在諸多困難的方面，機床行業也將迎來一些發展機遇。宏觀層面政府大力支持工業母機產業發展，稅收、研發和人才培養以及最近的「兩新」政策（消費品以舊換新，設備更新）等方面各項利好政策密集落地，期待能夠為機床行業帶來需求。下游各領域以智慧化、綠色化為主要標誌的轉型升級，以及由此產生的設備更新、改造需求等，也將給機床行業帶來新的市場機會。

二零二三年全年國內數控機床需求一直呈低迷狀態，但到年底下行的趨勢已基本觸底，進入今年3、4月份，製造業對機床的需求已開始明顯回暖，推測進入一個新的增長週期。從下游細分行業來看，可以觀察到新能源汽車行業在未來兩三年內有望保持穩健發展，但由於其零部件一體化程度高、機加工部件少，且機床保有量已接近飽和，預計其對機床的需求將趨於持平至微增。而3C行業由於受部份廠商產業鏈外遷影響，其增長趨勢不大明顯，對機床的需求也呈現不確定性。但工業自動化、人形機器人，以及醫療行業的同比表現預估會進一步好轉。

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Although the pace of economic recovery last year was slower than expected, the Group remains firmly confident in the development prospects of CNC machine tools in China and expects its performance to be significantly higher than last year as the manufacturing industry in China has the largest scale and the most robust supply chain, intelligent transformation has become the driving force for the development of the domestic manufacturing industry, and the long-term demand for high-end CNC machine tools is expected to grow continuously. Therefore, the Group will continue to achieve cost reduction and efficiency improvement through proactive improvement, and introduce new models and modes that are responsive to market and customer needs, while expanding production capacity to further consolidate its competitive advantage over competitors.

With the new factory in Pinghu to be put into operation in July this year, the Group expects to increase the production capacity of 3,000 to 4,000 precision CNC machine tools, coupled with the rapid expansion of machining capacity of parts and components in Precision Tsugami Anhui, which provide strong support for the Group's production. The Group is confident that it can meet customer demand, acquire new orders and further increase its market share through efficient production of cost-effective products.

The Group will also continue to optimise its manufacturing processes and implement measures for energy saving and emission reduction in the course of our daily operation, so as to enhance the efficiency of resource utilisation and promote the practice of sustainable development, thereby bringing positive contributions to the society and the environment.

縱然去年經濟恢復的步伐不及預期，但本集團對數控機床在中國的發展前景保持堅定信心，預期今年的業績會明顯高於去年。因為中國製造業規模最大，供應鏈最健全，智慧化轉型已成為內地製造業發展的驅動力，高端數控機床的長期需求預期將持續保持增長。因此，本集團將繼續通過積極的改善實現降本增效的目的，並推出更貼近市場和客戶需求的新機型和新式樣，同時擴充產能，以進一步鞏固對競爭對手的競爭優勢。

隨著平湖新工廠即將於今年7月投產，本集團預計增加3,000至4,000台數控精密機床產能，加上安徽津上零部件加工產能的迅速提升，為本集團的生產提供了有力支援。本集團有信心通過高效生產高性價比的產品，滿足客戶需求、獲取新訂單，也進一步提升市場份額。

本集團亦將繼續優化生產工藝，並在日常運營中落實節能減排措施，提高資源利用效率，推動可持續發展實踐，為社會和環境做出積極貢獻。

Executive Directors

Dr. Tang Donglei (唐東雷) (“Dr. Tang”), aged 61, is the Chief Executive Officer of the Company and was appointed as the chairman on 1 April 2022. He was appointed as the executive Director and a member of remuneration committee of the Company on 13 May 2015 and 2 February 2018, respectively. He is primarily responsible for overall management, strategic planning and business development of the Group. Dr. Tang is a director of Precision Tsugami (Hong Kong) Limited, a direct wholly-owned subsidiary of the Company. Dr. Tang is the legal representative and the chairman of Precision Tsugami (China) Corporation (“**PTC**”), our operating subsidiary in the PRC, where he is primarily responsible for the strategic planning and overall operation. Dr. Tang is also the chairman of Shinagawa Precision Machinery (Zhejiang) Co., Ltd (“**Shinagawa Precision**”), an indirect wholly-owned subsidiary of the Company, where he is primarily responsible for the strategic planning. Dr. Tang is also the chairman of Precision Tsugami Anhui and Precision Nakatsu (China) Corporation (“**Precision Nakatsu China**”). From July 1992 to August 2002, Dr. Tang served in Tokyo Seimitsu Co., LTD., a company listed on the Tokyo Stock Exchange (TYO: 7729) and primarily engaged in the manufacture and sales of semiconductor production equipment and measuring instruments. From June 2017 to June 2018, Dr. Tang has been serving as an external director of Tokyo Seimitsu Co., LTD. From September 2002 to October 2005, Dr. Tang served as the managing director of MJC Microelectronics Shanghai Co., Ltd. (旺傑芯微電子(上海)有限公司), a company primarily engaged in the design, manufacture of probe card for semiconductor testing, test instrument and electronic special equipment and sales of products, where he was responsible for the overall operation of the company. Dr. Tang joined the Group in November 2005 and was appointed as the director and president of PTC in November 2005 and November 2006, respectively, where he was responsible for the strategic planning and overall operation. From June 2010 to 13 February 2017, Dr. Tang held various positions in Tsugami Japan (a company listed on the Tokyo Stock Exchange (TYO: 6101)) and last served as a director and adviser and was primarily responsible for the overall operation of the company. Dr. Tang was appointed as a director of Tsugami Japan on 20 June 2018 and mainly managed the business arrangement between Tsugami Japan and its subsidiaries (except the Group) and the Group.

Dr. Tang is the brother-in-law of Dr. Wang Xiaokun who is the senior management of the Group.

執行董事

唐東雷博士(「唐博士」)，61歲，為本公司的行政總裁，於二零二二年四月一日獲委任為主席。分別於二零一五年五月十三日及二零一八年二月二日獲委任為本公司之執行董事和薪酬委員會成員。彼主要負責本集團的整體管理、策略規劃及業務發展。唐博士為津上精密機床(香港)有限公司(為本公司的直接全資附屬公司)的董事。唐博士為本公司的中國營運附屬公司津上精密機床(浙江)有限公司(「**津上精密機床**」)的法定代表人兼董事長，主要負責策略規劃及整體營運。唐博士亦為浙江品川精密機械有限公司(「**品川精密**」)(為本公司的間接全資附屬公司)的董事長，主要負責策略規劃。唐博士亦為安徽津上和天津精密機床(浙江)有限公司(「**中津精密**」)的董事長。唐博士於一九九二年七月至二零零二年八月在株式會社東京精密任職。株式會社東京精密於東京證券交易所上市(東證所：7729)，主要從事製造及銷售半導體製造設備及測量儀器。二零一七年六月至二零一八年六月，唐博士擔任株式會社東京精密的外部董事。於二零零二年九月至二零零五年十月，唐博士出任旺傑芯微電子(上海)有限公司董事總經理。該公司主要從事半導體測試用探針卡、測試儀器及特殊電子設備的設計及製造以及產品銷售，彼負責該公司整體營運。唐博士於二零零五年十一月加入本集團，並分別於二零零五年十一月及二零零六年十一月獲委任為津上精密機床的董事及總裁，負責策略規劃及整體營運。於二零一零年六月至二零一七年二月十三日，唐博士於日本津上(於東京證券交易所上市(東證所：6101))擔任多個職位，最後出任董事及顧問，主要負責該公司整體營運。唐博士於二零一八年六月二十日獲委任為日本津上的董事，主要管理日本津上與其附屬公司(本集團除外)與本集團之業務安排。

唐博士為本集團高級管理層王曉坤博士之郎舅。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Dr. Tang received his bachelor's degree in precision machinery and instruments from Harbin Institute of Technology (哈爾濱工業大學) in July 1984 and his master's degree in precision engineering from Shinshu University (信州大學) in Japan in March 1988. Dr. Tang received his doctor of engineering degree, majoring in precision machinery systems, from Tokyo Institute of Technology (東京工業大學) in January 1994.

Dr. Li Zequn (李澤群) (“Dr. Li”), aged 63, was appointed as the executive Director of the Company on 20 August 2018. He joined the Group since April 2013 and is the vice president of the Group. He was a director of PTC from June 2017 to June 2018. He is also the responsible person of management department of the Group as well as a supervisor of Precision Tsugami Anhui. Prior to joining the Group, from October 1991 to August 2003, Dr. Li served in Seiko Instruments Inc. (セイコーインスツル株式會社), a company primarily engaged in the manufacture of products and systems for the electronic product components and machine tools. He was an assistant manager from April 1998 to August 2003, and was primarily responsible for the development of electronics and machinery components. From September 2003 to March 2013, Dr. Li worked for Calsonic Kansei Corporation (カルソニックカンセイ株式會社) and its group company. He was primarily responsible for formulating business strategies and carrying out feasibility study in the PRC; he also served as a manager in Calsonic Kansei Corporation (カルソニックカンセイ株式會社) and the head of a PRC group company of Calsonic Kansei Corporation (カルソニックカンセイ株式會社). Dr. Li was also responsible for the development of production technology, product integration and quality assurance and for the provision of technical support of Calsonic Kansei Corporation (カルソニックカンセイ株式會社).

Dr. Li obtained his bachelor degree in engineering from North University of China (中北大學) (then known as Taiyuan Institute of Machinery (太原機械學院)) in July 1982 and received his master's degree and doctor's degree in engineering, from Kanazawa University (國立金澤大學) in Japan in March 1988 and September 1991, respectively.

唐博士於一九八四年七月獲哈爾濱工業大學精密機械與儀器學士學位及於一九八八年三月獲日本信州大學精密工程碩士學位。唐博士於一九九四年一月獲東京工業大學精密機械系統工程博士學位。

李澤群博士 (「李博士」)，63歲，於二零一八年八月二十日獲委任為本公司的執行董事。彼於二零一三年四月加入本集團，為本集團副總裁。於二零一七年六月至二零一八年六月期間為津上精密機床董事。彼亦為本集團管理本部長和安徽津上的監事。於加入本集團前，李博士於一九九一年十月至二零零三年八月期間，於セイコーインスツル株式會社(Seiko Instruments Inc.)任職。該公司主要從事為電子產品部件及機床製造產品及系統。於一九九八年四月至二零零三年八月，彼擔任助理經理，主要負責開發電子及機器部件。於二零零三年九月至二零一三年三月，李博士於カルソニックカンセイ株式會社(Calsonic Kansei Corporation)及其集團公司任職。彼主要負責在中國制定業務策略及開展可行性研究；彼亦擔任カルソニックカンセイ株式會社(Calsonic Kansei Corporation)的經理及カルソニックカンセイ株式會社(Calsonic Kansei Corporation)的一家中國集團成員公司的部長。李博士亦負責開發生產技術、產品整合、品質保證及提供技術支援。

李博士於一九八二年七月獲中北大學(時稱太原機械學院)工程學學士學位。並分別於一九八八年三月及一九九一年九月在日本國立金澤大學取得其工程學碩士學位及博士學位。

Non-executive Directors

Mr. Takao Nishijima (西嶋尚生) (“Mr. Nishijima”), aged 76, was the non-executive Director and a member of nomination committee. Mr. Nishijima joined the Group since September 2003 and was appointed as a Director on 2 July 2013 and was redesignated as a non-executive Director on 13 May 2015. Mr. Nishijima was the chairman of the Board and nomination committee and ceased to be the chairman of the Board and nomination committee from 1 April 2022. Mr. Nishijima was also the chairman of the board of directors of PTC and ceased to be the chairman of the board of directors of PTC from 1 April 2022. Mr. Nishijima was the general manager of the sales development division of Tsugami Japan (a company listed on the Tokyo Stock Exchange (TYO: 6101)) and the managing director of Tsugami Kohan Co., Ltd. from May 1999 to June 2000. He acted as the director and general manager of the sales development division, control headquarters of Tsugami Japan from June 2000 to April 2003. Mr. Nishijima has served as the representative director, chairman and chief executive director of Tsugami Japan since April 2003, and was redesignated as the supreme advisor of Tsugami Japan since 22 June 2022, and is primarily responsible for advising the overall operation of Tsugami Japan.

Mr. Nishijima graduated with a bachelor degree of economics from the faculty of economics of the University of Tokyo (東京大學) in April 1970.

Ms. Mami Matsushita (松下真実) (“Ms. Matsushita”), aged 60, was appointed as our non-executive Director and a member of audit committee on 13 May 2015 and 4 September 2017, respectively and ceased to be a member of audit committee from 17 June 2019. She is primarily responsible for advising the overseas business. Ms. Matsushita joined the Group as a supervisor in January 2010 and was appointed as the director of PTC in October 2010, where she was primarily responsible for advising the overall management relating to export or import matters. Ms. Matsushita is also a supervisor of Shinagawa Precision and a director of Precision Tsugami Anhui and a director of Precision Nakatsu China. Ms. Matsushita is the head of overseas operation division of Tsugami Japan (a company listed on the Tokyo Stock Exchange (TYO: 6101)) and was promoted to representative director of Tsugami Japan in June 2024. From April 2010, she served as the president of Tsugami Europe GmbH and a director of Tsugami Korea Co., Ltd., respectively, both of which are subsidiaries of Tsugami Japan. From June 2013, Ms. Matsushita served as a director of Tsugami Universal Pte. Ltd. and Tsugami Precision Engineering India Private Limited, respectively, both of which are subsidiaries of Tsugami Japan. From June 2002 to March 2010, Ms. Matsushita was employed by Tokyo Seimitsu Co., LTD. (株式會社東京精密), the shares of which were listed on the Tokyo Stock Exchange (TYO: 7729).

非執行董事

西嶋尚生先生(「西嶋先生」)，76歲，為本公司非執行董事及提名委員會成員。西嶋先生自二零零三年九月起加入本集團，並於二零一三年七月二日獲委任為董事及於二零一五年五月十三日獲調任為非執行董事。西嶋先生曾出任公司董事會主席及提名委員會主席，並自二零二二年四月一日起不再出任董事會及提名委員會主席。西嶋先生亦曾出任津上精密機床董事會主席，並自二零二二年四月一日起不再出任津上精密機床董事會主席。西嶋先生於一九九九年五月至二零零零年六月擔任日本津上(於東京證券交易所上市(東證所：6101))的銷售開發部總經理及津上工販株式會社的董事總經理。彼於二零零零年六月至二零零三年四月擔任日本津上銷售開發部及控制總部的總監及總經理。西嶋先生自二零零三年四月起出任日本津上代表董事、主席兼首席執行董事，並自二零二二年六月二十二日起調任為日本津上最高顧問，主要負責就日本津上整體營運提供意見。

西嶋先生於一九七零年四月畢業於東京大學經濟學院，獲得經濟學學士學位。

松下真実女士(「松下女士」)，60歲，分別於二零一五年五月十三日及二零一七年九月四日獲委任為非執行董事和審核委員會成員，並自二零一九年六月十七日起不再出任審核委員會成員。彼主要負責就海外業務提供意見。松下女士於二零一零年一月加入本集團擔任監事並於二零一零年十月獲委任為津上精密機床董事，主要負責就進出口事務的整體管理提供意見。松下女士亦為品川精密的監事、安徽津上的董事及中津精密的董事。松下女士為日本津上(於東京證券交易所上市(東證所：6101))海外統括部門主管並於二零二四年六月晉升為日本津上代表董事。自二零一零年四月起，彼分別擔任Tsugami Europe GmbH總裁及Tsugami Korea Co., Ltd.的董事。該兩家公司均為日本津上的附屬公司。自二零一三年六月起，松下女士分別擔任Tsugami Universal Pte. Ltd. 及Tsugami Precision Engineering India Private Limited的董事。該兩家公司均為日本津上的附屬公司。松下女士於二零零二年六月至二零一零年三月受聘於株式會社東京精密(其股份於東京證券交易所上市(東證所：7729))。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Ms. Matsushita obtained her bachelor's degree in arts and master's degree in arts from Meiji University (明治大學) in Japan in March 1988 and March 1990, respectively.

Mr. Kenji Yoneyama(米山賢司) (“Mr. Yoneyama”), aged 59, has been appointed as a non-executive Director and a member of audit committee on 28 June 2023. He served as a non-executive Director and a member of the audit committee of the Company from April 2021 to April 2022. He served as a supervisor of PTC from May 2019 to March 2022. He joined Tsugami Japan (the controlling shareholder of the Company, whose shares are listed on the Tokyo Stock Exchange, (TYO: 6101)) in April 2015, and served as the advisor of accounting of Tsugami Japan from April 2015 to June 2017. He has served as the standing statutory auditor of Tsugami Japan since June 2017, as the director of Tsugami Japan (members of the audit and supervisory committee) since June 2018 and as the chief legal officer of Tsugami Japan since June 2021. Mr. Yoneyama serves as the head of Administration of Tsugami Japan since April 2023 and was promoted to representative director and head of Administration of Tsugami Japan in June 2023. Prior to joining Tsugami Japan, Mr. Yoneyama held various positions at The Hokuetsu Bank, Ltd. from April 1988 to April 2015.

Mr. Yoneyama graduated from the Faculty of Law of Kanazawa University (金沢大學) in 1988, majoring in Law.

Independent Non-executive Directors

Dr. Satoshi Iwabuchi (“Dr. Iwabuchi”), aged 65, has been appointed as an independent non-executive Director of the Company on 28 June 2023. He was the lecturer at the School of Medicine of Toho University (東邦大學醫學部) from February 1993 to August 1995. He served as an associate professor from January 2006 to March 2008, subsequently a professor, from April 2008 to March 2011, in neurosurgery of the Toho University Ohashi Medical Center (東邦大學醫療中心大橋醫院) in Japan. Since July 2018, Mr. Satoshi served as a dean of the Toho University Ohashi Medical Center (東邦大學醫療中心大橋醫院) in Japan.

Dr. Iwabuchi graduated from the School of Medicine of Toho University (東邦大學) in 1984 and received his doctorate's degree in medicine from School of Medicine of Toho University (東邦大學) in Japan in 1988.

松下女士分別於一九八八年三月及一九九零年三月獲得日本明治大學文學學士學位及文學碩士學位。

米山賢司先生(「米山先生」)，59歲，於二零二三年六月二十八日獲委任為非執行董事和本公司審核委員會成員。彼曾於二零二一年四月至二零二二年四月擔任本公司非執行董事和審核委員會成員。彼曾於二零一九年五月起至二零二二年三月擔任津上精密機床的監事。彼於二零一五年四月加入日本津上(本公司的控股股東，其股份於東京證券交易所上市(東證所：6101))並於二零一五年四月至二零一七年六月擔任日本津上管理部顧問會計擔當。彼於二零一七年六月起擔任日本津上常勤監查役，於二零一八年六月起擔任日本津上董事(常勤監查等委員)及於二零二一年六月起擔任日本津上首席法務官法務部門擔當。自二零二三年四月起，米山先生擔任日本津上統括役員管理部門擔當，並於二零二三年六月起晉升為日本津上代表董事管理部門擔當。於加入日本津上前，米山先生於一九八八年四月至二零一五年四月在株式會社北越銀行擔任多個職位。

米山先生於一九八八年畢業於金沢大學法學部，主修法學。

獨立非執行董事

岩淵聰博士(「岩淵博士」)，65歲，於二零二三年六月二十八日獲委任為獨立非執行董事。彼於一九九三年二月至一九九五年八月為東邦大學醫學部講師。彼於二零零六年一月至二零零八年三月擔任日本東邦大學醫療中心大橋醫院腦神經外科助理教授並自二零零八年四月至二零一一年三月擔任腦神經外科教授。自二零一八年七月起，岩淵博士擔任日本東邦大學醫療中心大橋醫院院長。

岩淵博士於一九八四年畢業於日本東邦大學醫學部，並於一九八八年在日本東邦大學獲得其醫學博士學位。

Dr. Huang Ping (黃平) (“Dr. Huang”), aged 61, was appointed as an independent non-executive Director on 13 May 2015. He was appointed as a member of audit committee and remuneration committee since 4 September 2017, and was redesignated as the chairman of remuneration committee since 2 February 2018. He was also appointed as a member of nomination committee since 1 April 2022. From April 1991 to May 1999, Dr. Huang served as manager of software engineering in Uniden Corporation (ユニデン株式会社, now Uniden Holdings Corporation), a company listed on the Tokyo Stock Exchange (TYO: 6815) and primarily engaged in the manufacture and sales of wireless communications equipment, where he was a software group leader responsible for development of various kinds of wireless communication products. From May 1999 to November 2001, Dr. Huang served in Mitsubishi Wireless Communications, Inc., a company engaged in the manufacture and sales of wireless communications equipment, where he was responsible for design and implementation of TDMA/AMPS dual mode cellular phone. Dr. Huang had afterwards served various positions in CalAmp Corp., a company whose shares are listed on NASDAQ stock market (NASDAQ: CAMP) and which is a wireless communication solutions provider. Since July 2009, Dr. Huang has been serving as the general manager of eSky Wireless Inc. (蘇州翼凱通信科技有限公司), a company engaged in the development and sales of GSM and W-CDMA wireless communications modules, where he is responsible for research and development of modules and products of GSM/GPRS for sales in North America, Japan and PRC, etc.

Dr. Huang received his bachelor’s degree in wireless communication from Tsinghua University (清華大學) in July 1984. Dr. Huang obtained his master’s degree and doctor’s degree, majoring in electrical and electronic engineering, from Tokyo Institute of Technology (東京工業大學) in March 1988 and March 1991, respectively.

黃平博士(「黃博士」)，61歲，於二零一五年五月十三日獲委任為獨立非執行董事。於二零一七年九月四日起獲委任為審核委員會及薪酬委員會成員，並於二零一八年二月二日起調任為薪酬委員會主席，及於二零二二年四月一日起獲委任為提名委員會成員。於一九九一年四月至一九九九年五月，黃博士於ユニデン株式会社(Uniden Corporation，現稱為Uniden Holdings Corporation)擔任軟件工程經理。該公司於東京證券交易所上市(東證所：6815)，主要從事製造及銷售無線通信設備，期間黃博士曾擔任軟件團隊負責人，負責開發多種無線通信產品。於一九九九年五月至二零零一年十一月，黃博士於Mitsubishi Wireless Communications, Inc.任職。該公司從事製造及銷售無線通信設備，期間彼負責設計及實現TDMA/AMPS雙模手機。黃博士其後出任CalAmp Corp.的多個職位。該公司股份於納斯達克證券市場上市(納斯達克交易代號：CAMP)且為無線通信解決方案供應商。自二零零九年七月起，黃博士出任蘇州翼凱通信科技有限公司總經理。該公司從事開發及銷售GSM及W-CDMA無線通信模塊，期間彼負責研發於北美、日本及中國等地銷售的GSM/GPRS模塊及產品。

黃博士於一九八四年七月獲清華大學無線通信學士學位。黃博士分別於一九八八年三月及一九九一年三月取得東京工業大學碩士及博士學位，主修電氣及電子工程。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Tam Kin Bor (譚建波) (“Mr. Tam”), aged 55, was appointed as the independent non-executive Director of the Company on 12 December 2016. He was appointed as the chairman of audit committee and the chairman of remuneration committee and a member of nomination committee since 4 September 2017, and was redesignated as a member of remuneration committee since 2 February 2018, and was redesignated as the chairman of nomination committee since 1 April 2022. From September 1997 to March 2007, Mr. Tam worked in Ernst and Young Hong Kong and Beijing offices, and last served as a senior manager. From March 2007 to June 2010, Mr. Tam served as vice president for Deutsche Bank’s wholly-owned subsidiary, Cathay Advisory (Beijing) Co., Ltd. Mr. Tam subsequently served as chief financial officer at Debao Property Development Ltd. (德寶房地產開發有限公司), a company listed on the Singapore Stock Exchange (stock code: BTF) and primarily engaged in property development, construction contractor and property. Mr. Tam also served as chief financial officer at Tianfang Hospitality Management Pte. Ltd. (天房酒店基金管理有限公司), where he was responsible for the overall finance and monitoring the financial performance of a real estate investment trust company and preparation of accounts. Currently, Mr. Tam is the Head of Compliance at Optima Capital Limited.

Mr. Tam received his bachelor’s degree in accounting from Monash University in Australia in August 1997. He is a member of the Association of Certified Public Accountants in Australia and the Hong Kong Institute of Certified Public Accountants. He passed the test relating to capital markets and financial advisory services organised by the Institute of Banking & Finance Singapore in August 2015.

譚建波先生(「譚先生」)，55歲，於二零一六年十二月十二日獲委任為本公司的獨立非執行董事。於二零一七年九月四日起獲委任為審核委員會主席，薪酬委員會主席及提名委員會成員，並於二零一八年二月二日起調任為薪酬委員會成員，及於二零二二年四月一日起調任為提名委員會主席。於一九九七年九月至二零零七年三月，譚先生曾於安永會計師事務所香港及北京辦事處工作，離職時擔任高級經理。於二零零七年三月至二零一零年六月，譚先生擔任德意志銀行全資附屬公司Cathay Advisory (Beijing) Co., Ltd.的副總裁。譚先生其後擔任德寶房地產開發有限公司(一家於新加坡證券交易所上市並主要從事物業發展、承建商及物業的公司，股份代號：BTF)的財務總監。譚先生亦擔任天房酒店基金管理有限公司財務總監，負責一家房地產投資信託公司的總體財務及監督財務業績及賬目編製。譚先生現於創越融資有限公司擔任合規部主管。

譚先生於一九九七年八月獲得澳洲莫納什大學(Monash University)會計學學士學位。彼為澳洲會計師公會及香港會計師公會的會員。彼於二零一五年八月通過新加坡銀行金融協會組織的與資本市場及財務顧問服務相關之測試。

Senior Management

Dr. Wang Xiaokun (王曉坤) (“Dr. Wang”), aged 52, was appointed as a senior management on 10 March 2023, joined the Group since March 2011 and has been the director, deputy general manager and general manager of the sales division of PTC since November 2016 and was promoted to president in October 2023.. He is primarily responsible for the sales administration of the Group. From January 2006 to October 2007, Dr. Wang served as sales manager in Shokuken Co., Ltd. (株式會社食研). From November 2007 to February 2011, Dr. Wang served as deputy general manager of Rongcheng Bodelong Foodstuff Co., Ltd. (榮成波德隆食品有限公司). From March 2011 to October 2016, Dr. Wang served as the assistant manager of the sales department of PTC.

Dr. Wang obtained his bachelor degree in Food Science and Engineering from Northeast Agricultural University (東北農業大學) in the PRC in July 1995. Dr. Wang received master’s degree in Bioresource Chemistry in March 2001 and doctor’s degree in Diversity Science in September 2005 from Chiba University (日本千葉大學) in Japan.

Dr. Wang is the brother-in-law of Dr. Tang, who is a Director, the chairman and chief executive officer of the Company.

Mr. Lin Hsin-Tze (林新澤) (“Mr. Lin”), aged 54, joined the Group since January 2009 and is the vice president of the Group and a director of PTC. He is primarily responsible for technical management of the Group. From March 1994 to November 2003, Mr. Lin served as deputy manager of the customer services team of Great Tung Ching Trading Co., Ltd (同清貿易股份有限公司), which primarily engages in distribution of high precision machine tools. From December 2003 to December 2008, Mr. Lin served as a manager in the production team of Tsugami Japan and was seconded to PTC as vice president from October 2004. Mr. Lin left Tsugami Japan in December 2008. From August 2010 to March 2021, Mr. Lin served as a director of Shinagawa Precision and from April 2018 to March 2021, he served as a director of Precision Tsugami Anhui.

Mr. Lin completed his education in vehicle repair from The Affiliated Senior Industrial Vocational Continuing Education School Taoyuan Senior Agricultural Vocational School of Taiwan (台灣省立桃園高級農工職業學校附設高級工業職業進修補習學校) in Taiwan in June 1988.

高級管理層

王曉坤博士 (「王博士」)，52歲，於二零二三年三月十日被任命為高級管理層，自二零一一年三月加入本集團，自二零一六年十一月出任津上精密機床的董事、副總經理及營業本部長並於二零二三年十月晉升為總裁。彼主要負責本集團的營業管理。於二零零六年一月至二零零七年十月，王博士出任株式會社食研(Shokuken Co., Ltd.)營業擔當。於二零零七年十一月至二零一一年二月，王博士出任榮成波德隆食品有限公司副總經理。於二零一一年三月至二零一六年十月，王博士出任津上精密機床營業部副部長。

王博士於一九九五年七月獲中國東北農業大學食品科學及工程學士學位。王博士於二零零一年三月取得日本千葉大學生物資源化學碩士學位及於二零零五年九月取得多樣性科學博士學位。

王博士是本公司董事、主席兼首席執行官唐博士的郎舅。

林新澤先生 (「林先生」)，54歲，自二零零九年一月加入本集團，為本集團副總裁以及津上精密機床董事。彼主要負責本集團的技術管理。於一九九四年三月至二零零三年十一月，林先生出任同清貿易股份有限公司(主要從事高精密機床的分銷)客戶服務團隊副經理。於二零零三年十二月至二零零八年十二月，林先生出任日本津上生產團隊經理並自二零零四年十月起借調至津上精密機床擔任副總裁。林先生於二零零八年十二月離開日本津上。於二零一零年八月至二零一一年三月，林先生出任品川精密董事，於二零一八年四月至二零一一年三月，林先生出任安徽津上董事。

林先生於一九八八年六月在台灣的台灣省立桃園高級農工職業學校附設高級工業職業進修補習學校完成汽車維修教育。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Li Junying (李軍營) (“Mr. Li”), aged 50, joined the Group since November 2012 and is the senior assistant of president and financial manager of the Group. He is primarily responsible for financial administration of the Group. Mr. Li served in Matsui Mfg. Co., Ltd. (株式會社松井製作所), a company primarily engaged in manufacturing and sales of plastics processing equipment and systems from April 2007 to June 2012. From July 2012 to November 2012, Mr. Li served as the head of accounting department in Tsugami Japan where he was primarily responsible for the accounting matters.

Mr. Li obtained his bachelor degree in accounting from Huazhong University of Science and Technology (華中科技大學) in the PRC in October 2002. Mr. Li received degree of master in technology management from Yokohama National University (橫濱國立大學) in Japan in September 2006.

Company Secretary

Ms. Wong Wai Yee Ella (黃慧兒) (“Ms. Wong”), aged 48, was appointed as the company secretary of the Company in June 2015. Ms. Wong is a director of corporate services of Tricor Services Limited (“Tricor”), which is a global professional services provider specializing in integrated Business, Corporate and Investor Services. Ms. Wong has over 20 years of experience in the corporate services field and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. Wong currently serves as the company secretary/joint company secretary for a number of companies listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Ms. Wong is a Chartered Secretary, a Chartered Governance Professional and a Fellow of both The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators). Ms. Wong holds her bachelor degree in economics from The University of Hong Kong and a Postgraduate Diploma in Corporate Administration from the City University of Hong Kong.

李軍營先生(「李先生」)，50歲，自二零一二年十一月加入本集團，為本集團總裁特別助理兼財務經理。彼主要負責本集團財務管理。於二零零七年四月至二零一二年六月，李先生受聘於株式會社松井製作所(Matsui Mfg. Co., Ltd.)。該公司主要從事塑料加工設備及系統製造及銷售。於二零一二年七月至二零一二年十一月，李先生出任日本津上會計部部長，主要負責會計事務。

李先生於二零零二年十月獲中國華中科技大學會計學學士學位。李先生於二零零六年九月取得日本橫濱國立大學科技管理碩士學位。

公司秘書

黃慧兒女士(「黃女士」)，48歲，於二零一五年六月獲委任為本公司的公司秘書。黃女士現為卓佳專業商務有限公司(「卓佳」)企業服務部董事。卓佳是全球性的專業服務公司，為客戶提供商務、企業及投資者綜合服務。黃女士於企業服務範疇擁有逾20年經驗，一直為香港上市公司，以及跨國公司、私人公司及離岸公司提供專業的企業服務。黃女士現出任數間於香港聯合交易所有限公司(「聯交所」)上市公司的公司秘書／聯席公司秘書。

黃女士為特許秘書、特許企業管治專業人員，以及香港公司治理公會(前稱為香港特許秘書公會)及特許公司治理公會(前稱為特許秘書及行政人員公會)的資深會員。黃女士持有香港大學頒發的經濟學學士學位及香港城市大學發出的企業行政深造文憑。

CULTURE AND PURPOSE/VALUE/STRATEGY OF CORPORATE GOVERNANCE

The Company strives to ensure that its affairs are conducted in accordance with high ethical standards, which reflects our belief that, in the achievement of our long-term objectives, it is imperative to act with probity, transparency and accountability. By so acting, the Company believes that shareholder return will be maximized in the long term and that its employees, business partners and the communities in which it operates will all benefit. Corporate governance is the process by which the Board instructs management of the Group to conduct its affairs with a view to ensuring that its objectives are met. The Board is committed to maintaining and developing robust corporate governance practices from top to down within the Group and reinforcing governance across all departments that are intended to ensure:

- satisfactory and sustainable returns to Shareholders;
- the interests of those who deal with the Company are safeguarded;
- the overall business risk is understood and managed appropriately;
- the delivery of high-quality products and services to the satisfaction of customers; and
- that high standards of business ethics are maintained.

The execution and enforcement of the Company's corporate governance system is monitored by the Board with regular assessments and procedures in place to enable Shareholders to evaluate how the principles of corporate governance are applied.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company and its Board recognize that sound corporate governance could not only strengthen the accountability of management and the confidence of investors, but also lay a favourable foundation for the long-term development of the Group. The Company has adopted the code provisions set out in the Corporate Governance Code (the "CG Code", including any modification and amendment from time to time) contained in Appendix C1 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as its own code of corporate governance. The Company periodically reviews its corporate governance practices to ensure its continuous compliance with the CG Code.

企業管治文化及宗旨／價值／戰略

本公司致力確保經營業務時恪守高尚的職業操守。這反映我們相信要實現長遠的業務目標，必須以誠實、透明和負責任的態度行事。本公司相信如此行事可為股東取得長遠及最大的回報，而僱員、業務夥伴及公司營運業務的社區亦可受惠。企業管治是董事會指導本集團管理層如何營運業務以達到業務目標的過程。董事會致力在本集團內部自上而下維持及建立完善的企業管治常規，並加強各部門的管治，以確保：

- 為股東帶來滿意及可持續的回報；
- 保障與本公司有業務往來者的利益；
- 了解並適當地管理整體業務風險；
- 提供令顧客滿意的高質素產品與服務；及
- 維持崇高的商業道德標準。

本公司企業管治制度的執行及實施由董事會監察，並設有定期評估及程序，讓股東可評估如何應用企業管治原則。

遵守企業管治守則

本公司及其董事會深知，良好的企業管治不僅可加強管理層問責性及投資者的信心，亦可為本集團長遠發展奠下良好基礎。本公司已採納聯交所證券上市規則（「上市規則」）附錄C1所載企業管治守則（「企業管治守則」，包括任何不時作出的修改及修訂）的守則條文為其本身的企業管治守則。本公司定期檢討其企業管治常規以確保其持續遵守企業管治守則。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the Year, the legal action which the Directors of the Company may face is covered in the internal risk management and control of the Company. As the Company considers that no additional risk exists, insurance arrangements for Directors have not been made as required under code provision C.1.8 of the CG Code.

Pursuant to code provision C.2.1 of the CG code, the roles of Chairman and chief executive officer should be separate and not performed by the same individual. Dr. Tang Donglei is the Chairman and chief executive of the Group which deviates from the CG Code, details and reasons of which are set out in the section headed “Chairman and Chief Executive Officer” in this report.

Save as disclosed above, the Board considers that the Company has complied with all code provisions of the CG Code during the Year.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules as the code of conduct in respect of transactions in securities of the Company by the Directors. Having made specific enquiries with all the Directors, the Company confirms that all the Directors have complied with the required standard as set out in the Model Code during the Year.

於本年度，本公司董事可能面臨的法律行動已涵蓋於本公司的內部風險管理及監控。由於本公司認為不存在額外風險，故並無根據企業管治守則的守則條文第C.1.8條的規定為董事作出保險安排。

根據企業管治守則守則條文第C.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。唐東雷博士為本集團主席及行政總裁，偏離企業管治守則，有關詳情及理由載於本報告「主席及行政總裁」一節。

除上文所披露者外，董事會認為，於本年度，本公司一直遵守企業管治守則的所有守則條文。

董事進行證券交易之標準守則

本公司已採納上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「**標準守則**」）為董事進行本公司證券交易的行為守則。向全體董事作出具體查詢後，本公司確認全體董事於本年度一直遵守標準守則所規定的標準。

BOARD

The powers and duties of the Board include convening general meetings of the Company and reporting the Board's work at the general meetings of the Company, determining the business and investment plans of the Group, preparing the Group's annual financial budgets and final reports, formulating proposals for profit distributions and exercising other powers, functions and duties as conferred by the Company's articles of association (the "**Articles of Association**"). The Board is also responsible for supervising the management of the Group and has delegated the responsibility for daily management and operation of the Group's businesses to the management.

There is no relationship (including financial, business, family or other material relevant relationship) among the Board members.

During the Year, the Company has met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications, accounting or related financial management expertise. At all times during the Year, the independent non-executive Directors represented at least one-third of the Board.

During the Year, the management has provided all members of the Board with monthly updates in accordance with code provision D.1.2 of the CG Code.

董事會

董事會的權力及職責包括召開本公司股東大會及在本公司股東大會上匯報董事會的工作、確定本集團的業務及投資計劃、編製本集團的年度財務預算及決算報告、制定溢利分配方案，以及行使本公司組織章程細則（「**組織章程細則**」）賦予的其他權力、職能及職責。董事會亦負責監督本集團管理層並將本集團業務之日常管理及營運責任下放予管理層。

董事會成員之間概無關係（包括財務、業務、家庭或其他重大相關關係）。

本公司於本年度一直符合上市規則的規定，委任最少三名獨立非執行董事，而其中最少一名獨立非執行董事具備適當專業資格、會計或相關財務管理的專業知識。於本年度任何時間，獨立非執行董事均佔董事會至少三分之一。

於本年度，管理層已根據企業管治守則之守則條文第D.1.2條向所有董事會成員提供每月更新資料。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMPOSITION

During the Year and up to the date of this report, the members of the Board have been and are:

Executive Directors:

Dr. Tang Donglei (*Chairman and Chief Executive Officer*)
Dr. Li Zequn

Non-executive Directors:

Mr. Takao Nishijima
Ms. Mami Matsushita
Mr. Motoi Yamada (*appointed on 29 April 2022 and resigned on 28 June 2023*)
Mr. Kenji Yoneyama (*resigned on 29 April 2022 and re-appointed on 28 June 2023*)

Independent Non-executive Directors:

Dr. Satoshi Iwabuchi
(*appointed on 28 June 2023*)
Dr. Eiichi Koda
(*resigned on 28 June 2023*)
Dr. Huang Ping
Mr. Tam Kin Bor

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company from time to time pursuant to the Listing Rules. The independent non-executive Directors are expressly identified in all corporate communications of the Company pursuant to the Listing Rules. The biographical details of the Directors are set out under the section headed “Directors and Senior Management” in this report.

董事會組成

於本年度及直至本報告日期，董事會成員為：

執行董事：

唐東雷博士 (*主席及行政總裁*)
李澤群博士

非執行董事：

西嶋尚生先生
松下真実女士
山田基先生 (*於二零二二年四月二十九日獲委任並於二零二三年六月二十八日辭任*)
米山賢司先生 (*於二零二二年四月二十九日辭任並於二零二三年六月二十八日重新獲委任*)

獨立非執行董事：

岩淵聰博士
(*於二零二三年六月二十八日獲委任*)
甲田英一博士
(*於二零二三年六月二十八日辭任*)
黃平博士
譚建波先生

董事列表 (按類別劃分) 亦根據上市規則披露於本公司不時刊發的所有公司通訊內。獨立非執行董事均根據上市規則在本公司所有公司通訊中列明。董事的履歷詳情載於本報告「董事及高級管理層」一節。

RESPONSIBILITIES OF THE BOARD

The Board should assume responsibility for leadership and control of the Company, and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, or indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may seek independent professional advice in appropriate circumstances for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

The Board reserves its decision on all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board and directing and coordinating the daily operation and management of the Company are delegated to the management.

董事會責任

董事會應承擔領導和管理公司的責任，並全面負責指導和監督公司的事務。

董事會直接或間接地通過其委員會領導和指導管理層，制定戰略並監督其實施，監督集團的運營和財務表現，並確保建立健全的內部監控和風險管理系統。

所有董事，包括非執行董事和獨立非執行董事，都為董事會帶來了廣泛的寶貴的商業經驗、知識和專業精神，使其能夠高效和有效地運作。獨立非執行董事負責確保公司有高標準的監管報告，並在董事會中提供平衡，以便對企業行動和運營作出有效的獨立判斷。

所有董事都可以充分和及時地獲取公司的所有資訊，並可在適當的情況下尋求獨立的專業意見以履行其對公司的職責。

董事應向公司披露他們所擔任的其他職務的細節。

董事會保留所有與政策事項、戰略和預算、內部監控和風險管理、重大交易（特別是可能涉及利益衝突的交易）、財務資訊、董事任命和公司其他重大運營事項有關的重大事項的決定。董事會可授權管理層有關執行董事會的決定、指導和協調公司的日常運作和管理的責任。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to code provision C.2.1 of the CG Code, the roles of Chairman and chief executive officer should be separate and should not be performed by the same individual. Dr. Tang Donglei is the Chairman and chief executive officer of the Group, which deviates from the relevant code provision of the CG Code. However, the Board believes that it is in the interests of the Company to vest the roles of both the Chairman and the chief executive officer in the same person, so as to provide consistent leadership within the Group and facilitate the prompt execution of the Group's business strategies and boost operation effectiveness. The Board also believes that the balance of power and authority under this arrangement will not be impaired, as all major decisions must be made in consultation with the Board as a whole and its relevant committees, which comprise experienced individuals, together with the three independent non-executive Directors who are in the position to provide independent insights and monitor the management and operation of the Company. The Board will periodically review and consider the effectiveness of this arrangement by taking into account the circumstances of the Group as a whole.

NON-EXECUTIVE DIRECTORS (INCLUDING INDEPENDENT NON-EXECUTIVE DIRECTORS)

The non-executive Directors (including the independent non-executive Directors), who have diversified industry expertise but are not involved in the day-to-day management of the Group, serve the important function of advising the Board on strategic development of the Group, and ensure that the Board maintains high standards of financial and other mandatory reporting as well as provides adequate checks and balances for safeguarding the interests of the Company and the Shareholders as a whole. The Company has received confirmations of independence from all existing independent non-executive Directors and considers them independent, in accordance with Rule 3.13 of the Listing Rules. Each of the non-executive Directors (including the independent non-executive Directors) has entered into a service contract or an appointment letter (as the case may be) with the Company for a fixed term of three years, subject to retirement by rotation in accordance with the Articles of Association.

主席及行政總裁

根據企業管治守則的守則條文第C.2.1條規定，主席及行政總裁的角色應有區分，並不應由一人同時兼任。唐東雷博士為本集團主席及行政總裁，偏離企業管治守則的有關守則條文。然而，董事會相信，由同一人士擔任董事會主席及行政總裁符合本公司的利益，有助於在本集團內提供一致的領導及促進本集團業務策略的迅速執行並提高運營效率。董事會亦相信，由於所有重大決定都必須在與整個董事會及其相關委員會磋商後作出，這些委員會由經驗豐富的人士組成，連同三名獨立非執行董事提供獨立見解並監察本公司的管理及營運，因此此安排下的權力和授權平衡不會受到損害。董事會將根據本集團的整體情況，定期檢討及考慮此安排的有效性。

非執行董事（包括獨立非執行董事）

具備不同行業專才的非執行董事（包括獨立非執行董事）並無參與本集團的日常管理，彼等擔任就本集團策略制定向董事會提供建議的重要職責，及確保董事會維持高標準的財務及其他強制性報告，以及就維護本公司與股東的整體利益作出適當檢查及平衡。本公司已接獲所有現任獨立非執行董事的獨立性確認函，故認為彼等按上市規則第3.13條均屬獨立。各非執行董事（包括獨立非執行董事）已與本公司訂立服務合約或委任函（視情況而定），固定任期為三年，惟須根據組織章程細則輪席退任。

BOARD INDEPENDENCE EVALUATION

The Company has established a Board Independence Evaluation Mechanism during the Year which sets out the processes and procedures to ensure a strong independent element on the Board, which allows the Board to effectively exercises independent judgment to better safeguard Shareholders' interests.

The objectives of the evaluation are to improve Board effectiveness, maximise strengths, and identify the areas that need improvement or further development. The regular evaluation process also clarifies what actions of the Company need to be taken to maintain and improve the Board performance, for instance, addressing individual training and development needs of each Director.

Pursuant to the Board Independence Evaluation Mechanism, the Board will conduct annual review on its independence. The Board Independence Evaluation Report will be presented to the Board which will collectively discuss the results and the action plan for improvement, if appropriate.

The Board believes that the independent non-executive Directors constituting more than one-third of the Board provides adequate checks and balances that safeguard the interests of the Shareholders and the Group. All our independent non-executive Directors possess different backgrounds with a diverse range of business, financial services and professional experience, and possess diversified expertise, skills and experience. Their views and participation in Board meetings and committees' meetings bring independent judgment and advice on issues relating to the Group's strategies, prospects, internal control and conflicts of interest, and ensure that the interests of the Shareholders are well taken into account.

During the year ended 31 March 2024, the independence assessment for all the Directors has been completed individually. The Board Independence Evaluation Report was presented to the Board and the evaluation results were satisfactory.

During the year ended 31 March 2024, the Board reviewed the implementation and effectiveness of the Board Independence Evaluation Mechanism and the results were satisfactory.

董事會獨立性評估

本公司於年內建立了董事會獨立性評估機制，制定了確保董事會具有強大獨立性的流程和程序，使董事會能夠有效地行使獨立判斷，以保障股東利益。

評估的目標是提高董事會的效率以最大限度地發揮優勢，並確定需要改進或進一步發展的領域。評估過程還明確了公司需要採取哪些行動來維持和提高董事會績效，例如，解決每位董事的個人培訓和發展需求。

根據董事會獨立性評估機制，董事會每年對其獨立性進行審查。董事會獨立性評估報告將提交給董事會，董事會將集體討論結果和改進行動計劃（如需要）。

董事會相信，獨立非執行董事佔董事會三分之一以上能充分發揮平衡作用，以保障股東及本集團的利益。本公司所有獨立非執行董事都來自不同的背景，並在商業、金融服務和專業經驗方面，擁有多元化的專業知識、技能和經驗。彼等提出的意見及透過參與董事會會議及委員會會議，對有關本集團策略、前景、內部監控及利益衝突的問題帶來獨立判斷及意見，並確保股東之利益得到充分考慮。

截至二零二四年三月三十一日止年度，所有董事均已單獨完成獨立性評估，並向董事會提交了董事會獨立性評估報告，評估結果令人滿意。

截至二零二四年三月三十一日止年度，董事會審核了董事會獨立性評估機制的實施情況和有效性，結果令人滿意。

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Each Director has received induction upon his/her appointment by the listed company to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Pursuant to code provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to refresh their knowledge and skills. The existing Directors are continually updated on changes and developments of the Company's business and on the latest developments in the laws, regulations and rules relating to Directors' duties and responsibilities. Directors' training is an ongoing process. All Directors of the Company are encouraged to attend relevant training courses at the Company's expense.

All Directors have participated in appropriate continuous professional development and provided the Company with their records of training they received during the Year.

董事的持續專業發展

每位董事均於其獲上市公司委任時接受入職介紹，以確保其適當瞭解本公司的業務及營運以及完全知悉上市規則及相關法定規定項下的董事責任及義務。

根據企業管治守則之守則條文第C.1.4條，全體董事均須參與持續專業發展和更新其知識和技能。現任董事會不斷獲知有關本公司業務變動和發展及有關董事職責及責任的法律、法規及規例的最新發展資料。董事培訓是一個持續過程，本公司鼓勵全體董事出席相關培訓課程，有關費用由本公司負擔。

全體董事均已參與適當持續專業發展並向本公司提供其於本年度參加的培訓記錄。

A summary of the training received by the Directors for the Year and up to the date of this annual report is set out below:

董事於本年度及直至本年報日期所接受培訓的概要載列如下：

Name of Director	董事姓名	Type of Training	培訓類型
Executive Directors:			
Dr. Tang Donglei (<i>Chairman and Chief Executive Officer</i>)	唐東雷博士 (<i>主席及行政總裁</i>)	A and B	A及B
Dr. Li Zequn	李澤群博士	A and B	A及B
Non-executive Directors:			
Mr. Takao Nishijima	西嶋尚生先生	A and B	A及B
Ms. Mami Matsushita	松下真実女士	A and B	A及B
Mr. Motoi Yamada (<i>Note 1</i>)	山田基先生 (<i>附註1</i>)	A and B	A及B
Mr. Kenji Yoneyama (<i>Note 2</i>)	米山賢司先生 (<i>附註2</i>)	A and B	A及B
Independent non-executive Directors:			
Dr. Satoshi Iwabuchi (<i>Note 3</i>)	岩淵聰博士 (<i>附註3</i>)	A and B	A及B
Dr. Eiichi Koda (<i>Note 4</i>)	甲田英一博士 (<i>附註4</i>)	A and B	A及B
Dr. Huang Ping	黃平博士	A and B	A及B
Mr. Tam Kin Bor	譚建波先生	A and B	A及B

Notes:

1. Appointed on 29 April 2022 and resigned on 28 June 2023
 2. Resigned on 29 April 2022 and re-appointed on 28 June 2023
 3. Appointed on 28 June 2023
 4. Resigned on 28 June 2023
- A: Attending in-house training/external seminars/briefings/conference/forums and workshops
- B: Reading newspapers, journals and updates relating to economy, general business, corporate governance and directors' duties and responsibilities

附註：

1. 於二零二二年四月二十九日獲委任並於二零二三年六月二十八日辭任
 2. 於二零二二年四月二十九日辭任並於二零二三年六月二十八日重新獲委任
 3. 於二零二三年六月二十八日獲委任
 4. 於二零二三年六月二十八日辭任
- A: 出席內部培訓／外部研討會／簡介會／會議／論壇及工作坊
- B: 閱讀報章、期刊及有關經濟、一般商業、企業管治以及董事職責及責任之最新資訊

BOARD MEETINGS

The Company considers that the Board should meet regularly so that all Directors are updated with the business development of the Group. Special meetings will be convened by the Board if the situation requires so. During the Year, the Board convened a total of four Board meetings.

Directors have received the meeting agenda for decision and relevant meeting documents prior to each Board meeting. All Directors received adequate information, which are accurate, clear, complete and reliable, in a timely manner and are properly briefed on issues arising at Board meetings. A notice of at least 14 days is given before regular Board meetings and reasonable notice is given for other Board meetings, so that all Directors have an opportunity to include matters in the agenda for regular Board meetings. Board minutes are kept by the secretary of the Board and are available for inspection by the Directors. Every Board member is entitled to have access to Board papers which are sent to Directors at least 3 days prior to the meeting and related materials and has access to the advice and services of the company secretary at any time, and has the liberty to seek external professional advice if so required at the Company's expense.

Apart from the Board meetings, the Chairman also held a meeting with all independent non-executive Directors without the presence of other Directors.

董事會會議

本公司認為董事會須定期召開會議，致使董事獲悉本集團的業務發展。如有需要，董事會將召開特別會議。於本年度，董事會共召開四次董事會會議。

董事已於每次董事會會議前收到會議的決策議程及相關會議文件。全體董事均及時收到準確、清晰、完整及可靠的充足資料，並適當知悉董事會會議上提出的事項。定期董事會會議的通告於會議召開前至少14天發出，而董事會其他會議的通告於合理時間內發出，因此全體董事均有機會於定期董事會會議之議程內列入商討事項。董事會會議記錄由董事會秘書保存，並可供董事查閱。每位董事會成員均有權查閱會議召開前至少3天寄發予董事的董事會文件及相關資料，並可隨時獲公司秘書提供意見及服務，以及於有需要時尋求外部專業意見，費用由本公司負擔。

除董事會會議外，主席亦主持一次全體獨立非執行董事出席且其他董事未出席之會議。

BOARD COMMITTEES

Audit Committee

The Company has established an audit committee of the Company (the “**Audit Committee**”) on 4 September 2017 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph D.3 of the CG Code as set out in Appendix C1 of the Listing Rules, which are available on the websites of the Stock Exchange and the Company.

During the Year and up to the date of this report, the members of the Audit Committee have been and are:

Mr. Tam Kin Bor (*Chairman*)

Dr. Huang Ping

Mr. Motoi Yamada (*appointed as a member of the Audit Committee on 29 April 2022 and resigned on 28 June 2023*)

Mr. Kenji Yoneyama (*resigned as a member of the Audit Committee on 29 April 2022 and re-appointed on 28 June 2023*)

The primary duties of the Audit Committee include, among others, reviewing the financial statements, annual reports and accounts and interim reports of the Group, making recommendations in respect of the appointment, re-appointment and removal of external auditor, reviewing and supervising the financial reporting process, risk management and internal control system of the Group, supervising ESG matters, and reviewing the accounting policies and practices adopted by the Group.

During the Year, the Audit Committee held two meetings to review, assess and comment on the audited consolidated financial statements for the year ended 31 March 2023 and the unaudited consolidated financial statements for the six months ended 30 September 2023, respectively. It has also reviewed the effectiveness of the risk management and internal control systems and internal audit functions of the Group. Meanwhile, the Audit Committee also performed the following duties:

- (1) making recommendations to the Board on the re-appointment of external auditor and approving their remuneration and terms of engagement;

董事委員會

審核委員會

本公司於二零一七年九月四日遵照上市規則第3.21條及上市規則附錄C1所載企業管治守則D.3段成立本公司的審核委員會（「**審核委員會**」），並訂明書面職權範圍（可於聯交所及本公司網站查閱）。

於本年度及直至本報告日期，審核委員會的成員為：

譚建波先生（*主席*）

黃平博士

山田基先生（*於二零二二年四月二十九日獲委任為審核委員會成員並於二零二三年六月二十八日辭任*）

米山賢司先生（*於二零二二年四月二十九日辭任審核委員會成員並於二零二三年六月二十八日重新獲委任*）

審核委員會的主要職責為（其中包括）審閱本集團的財務報表、年度報告及賬目，以及中期報告，就外聘核數師的委任，重新委任及罷免提供建議、檢討及監督本集團的財務申報程序、風險管理及內部監控系統，監督ESG事宜，以及就本集團採納之會計政策及實務進行檢討。

於本年度，審核委員會舉行了二次會議，分別以審閱、評估及對截至二零二三年三月三十一日止年度的經審核綜合財務報表和截至二零二三年九月三十日止六個月的未經審核綜合財務報表作出評價。其亦審閱了本集團風險管理及內部監控系統的有效性及內部審核功能。同時，審核委員會還履行其職責如下：

- (1) 就外聘核數師的重新委任向董事會提供建議，以及批准外聘核數師的薪酬及聘用條件；

- (2) reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; discussing with the external auditor the nature and scope of the audit and reporting obligations; and
- (3) implementing the policy of the Company on engaging external auditor to provide non-audit services.

The Group's audited consolidated annual results for the Year have also been reviewed by the Audit Committee, which is of the opinion that the preparation of such results is in compliance with the applicable accounting standards and requirements and that adequate disclosure has been made.

Remuneration Committee

The Company has established a remuneration committee of the Company (the "Remuneration Committee") on 4 September 2017 with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph E.1 of the CG Code as set out in Appendix C1 of the Listing Rules, which are available on the websites of the Stock Exchange and the Company.

During the Year and up to the date of this report, the members of the Remuneration Committee have been and are Dr. Huang Ping, Mr. Tam Kin Bor and Dr. Tang Donglei, of whom Dr. Huang Ping and Mr. Tam Kin Bor are independent non-executive Directors and Dr. Tang Donglei is the Chairman and chief executive officer and an executive Director. The chairman of the Remuneration Committee is Dr. Huang Ping. The primary duties of the Remuneration Committee include, among others, making recommendations to the Board regarding the policy and structure for the remuneration of all Directors and senior management of the Group and on the establishment of formal and transparent procedures for developing remuneration policies, making recommendations to the Board on the remuneration packages of Directors and senior management of the Group and reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives, assessing performance of all Directors and senior management and reviewing and approving matters relating to share schemes. The remuneration policy for the Directors and senior management members of the Group is based on their experience, level of responsibility and general market conditions. Any discretionary bonus and other merit payments are linked to the profit performance of the Group and the individual performance of the Directors and senior management members of the Group.

- (2) 按適用標準監察外聘核數師是否獨立客觀及核數程序是否有效；與外聘核數師討論核數性質，範疇及有關申報責任；及
- (3) 執行本公司委聘外聘核數師提供非核數服務的政策。

本集團於本年度的經審核綜合年度業績亦已由審核委員會審閱，審核委員會認為編製該等業績符合適用的會計準則及要求，且已作出詳細的披露。

薪酬委員會

本公司於二零一七年九月四日遵照上市規則第3.25條及上市規則附錄C1所載企業管治守則E.1段成立本公司的薪酬委員會（「薪酬委員會」），並訂明書面職權範圍（可於聯交所及本公司網站查閱）。

於本年度及直至本報告日期，薪酬委員會的成員為黃平博士、譚建波先生及唐東雷博士，其中黃平博士及譚建波先生為獨立非執行董事，而唐東雷博士為主席及行政總裁兼執行董事。薪酬委員會主席為黃平博士。薪酬委員會的主要職責為（其中包括）就全體董事及本集團的高級管理層的薪酬政策及架構，以及就建立有關制訂薪酬政策的正式透明程序，向董事會提出建議，就董事及本集團高級管理層的薪酬待遇向董事會提出建議，及參考董事會的公司目標及宗旨，審閱及批准管理層的薪酬建議，評估全體董事及高級管理層表現及審閱及批准股份計劃有關事項。董事及本集團高級管理層成員的薪酬政策乃按彼等的經驗、責任程度及整體市況制訂。任何酌情花紅及其他獎勵報酬乃與本集團的溢利表現以及董事及本集團高級管理層成員的個別表現掛鉤。

During the Year, five meetings were held by the Remuneration Committee to:

- 1) determine the remuneration of two newly appointed Directors, namely Mr. Kenji Yoneyama (our non-executive Director) and Dr. Satoshi Iwabuchi (our independent non-executive Director);
- 2) determine the remuneration of operation personnel of Precision Tsugami, a subsidiary of the Group;
- 3) determine the remuneration of newly appointed directors of Precision Tsugami, a subsidiary of the Group;
- 4) adopt a share award scheme, and grant awarded shares to the Directors of the Company and the executive directors (including employees who are equivalent to the executive directors) of Precision Tsugami, a subsidiary of the Group; and
- 5) review the remuneration packages of Directors and senior management of the Group. Such remuneration packages are considered to be in line with the market standards in the industry in which the Group operates.

In respect of the awarded shares granted during the Year, the Remuneration Committee considers that the scheme is intended to reward eligible participants who have contributed to the business development of the Group and to encourage eligible participants to work towards enhancing the value of the Company for the benefit of the Company and the Shareholders as a whole. In addition, the Remuneration Committee also considers that:

- (i) the grantees in relation to the grant of awarded shares on 11 March 2024 (the “**Grantees**”) are eligible participants under the scheme who have contributed directly to the overall business performance and sustainable development of the Group;
- (ii) the grant of awarded shares to the Grantees is a recognition for their past contributions to the Group; and
- (iii) the awarded shares are subject to the terms of the scheme, which provides for circumstances under which the awarded shares may lapse.

Therefore, the Remuneration Committee is of the view that the grant of awarded shares without any performance target and clawback mechanism aligns with the purpose of the scheme.

於本年度，薪酬委員會曾舉行五次會議，內容有關：

- 1) 兩位新任董事米山賢司先生（非執行董事）及岩瀨聰博士（獨立非執行董事）的薪酬確定；
- 2) 就本集團附屬公司津上精密機床經營人員的薪酬確定；
- 3) 就本集團附屬公司津上精密機床新任董事的薪酬確定；
- 4) 採納股份獎勵計劃及向本公司董事及集團附屬公司津上精密機床執行役員（包含相當於執行役員的員工）授出獎勵股份；及
- 5) 審閱董事及本集團高級管理層之薪酬方案，結果認為該薪酬方案與本集團所屬行業之公司市場標準一致。

就本年度授予的獎勵而言，薪酬委員會認為，本計劃旨在獎勵對本集團的業務發展作出貢獻的合資格參與者，並鼓勵合資格參與者為本公司及股東的整體利益而努力提升本公司的價值。此外，薪酬委員會亦認為：

- (i) 二零二四年三月十一日授予獎勵股份涉及的承授人（「承授人」）是為本集團的整體業務表現及可持續發展作出直接貢獻的本計劃下合資格參與者；
- (ii) 向承授人授予獎勵股份乃為認可彼等過去對本集團的貢獻；及
- (iii) 獎勵股份受本計劃的條款所規限，當中訂明購獎勵股份在何種情況下可能失效。

因此，薪酬委員會認為在並無業績目標及退扣機制情況下授予獎勵股份符合本計劃的目的。

CORPORATE GOVERNANCE REPORT

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Remuneration of Senior Management

During the Year, senior management's remuneration falls within the following band:

Remuneration band	薪酬等級	Number of individuals 人數
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至 2,500,000 港元	2
HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至 3,000,000 港元	1

Nomination Committee

The Company has established a nomination committee of the Company (the "Nomination Committee") on 4 September 2017 with written terms of reference in compliance with paragraph B.3 of the CG Code as set out in Appendix C1 of the Listing Rules and the Corporate Governance Report, which are available on the websites of the Stock Exchange and the Company.

During the Year and up to the date of this report, the members of the Nomination Committee have been and are Mr. Tam Kin Bor, Mr. Takao Nishijima and Dr. Huang Ping, of whom Dr. Huang Ping and Mr. Tam Kin Bor are independent non-executive Directors and Mr. Takao Nishijima is a non-executive Director. The Chairman of Nomination Committee was Mr. Tam Kin Bor. The primary duties of the Nomination Committee include, among others, considering and recommending to the Board suitably qualified persons to act as Directors, reviewing the structure, size and composition of the Board on a regular basis and as required, evaluating the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for Directors, in particular the chairman and the chief executive officer.

During the Year, three meetings were held by the Nomination Committee. Recommendations have been made by the Nomination Committee to the Board for matters such as change of members of the Board committee, namely the appointment of Mr. Kenji Yoneyama and Dr. Satoshi Iwabuchi and the re-election of all the Directors who retired at the annual general meeting of the Company for the year ended 31 March 2023, review of the personnel changes of Precision Tsugami, a subsidiary of the Group, and change of directors of Precision Tsugami, a subsidiary of the Group. The Nomination Committee has also reviewed the structure, size, composition and diversity of the Board and the suitability of latest background information of Directors, and assessed the independence of independent non-executive Directors.

高級管理層薪酬

於本年度內，高級管理層薪酬範圍如下：

提名委員會

本公司於二零一七年九月四日遵照上市規則附錄 C1 所載企業管治守則 B.3 段及企業管治報告成立本公司的提名委員會（「提名委員會」），並訂明書面職權範圍（可於聯交所及本公司網站查閱）。

於本年度及直至本報告日期，提名委員會的成員為譚建波先生、西嶋尚生先生及黃平博士，其中黃平博士及譚建波先生為獨立非執行董事，而西嶋尚生先生為非執行董事。提名委員會主席為譚建波先生。提名委員會的主要職責為（其中包括）考慮及向董事會推薦合適資格可擔任董事的人士，負責定期及於需要時檢討董事會架構、人數及組成，評估獨立非執行董事的獨立性，以及就委任或重新委任董事及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議。

於本年度，提名委員會曾舉行三次會議。提名委員會已就董事委員會人員變更（即委任米山賢司先生、岩瀨聰博士以及重選於本公司截至二零二三年三月三十一日止年度股東週年大會上退任的所有董事）、檢討本集團附屬公司津上精密機床及本集團的人事變動，並就本集團附屬公司津上精密機床的董事變更等事宜向董事會提出意見。提名委員會也審閱了董事會之架構、規模、組成及董事會成員多元化，及董事最新背景資料的適切性，並評估獨立非執行董事之獨立性。

Diversity Policy

The Company has adopted a diversity policy for members of the Board (the “**Diversity Policy**”), a summary of which is set out as follows:

- (1) **Vision**
The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. The Company sees an increasing level of diversity, including gender diversity, at the Board level as an essential element contributing to the sustainable development of the Company, maintaining its competitive advantage and enhancing its ability to attract, retain and motivate employees from the widest possible pool of available talent.
- (2) **Policy Statement**
The Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company’s corporate strategy and to ensure that the Board maintains a balanced and diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to professional and industry experience, skills and knowledge, gender, age, cultural and educational background, etc.
- (3) **Measurable Objectives**
The Company aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company’s business growth and is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered.

The Nomination Committee will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board, how and when gender diversity will be achieved in respect of the Board, the numerical targets and timelines set for achieving gender diversity on the Board and the measures adopted to develop a pipeline of potential successors to the Board to achieve gender diversity. The Nomination Committee will make recommendations in relation to the aforesaid to the Board for adoption and consideration. In particular, the Nomination Committee will identify and make recommendations to the Board on implementation of programs that will assist in the development of a broader and more diverse pool of skilled and experienced employees that, in time, their skills will prepare them for Board positions.

多元化政策

本公司已採納董事會成員多元化政策（「**多元化政策**」），摘要載列如下：

- (1) **構想**
本公司明白並深信董事會成員多元化對提升公司的表現素質增益良多。本公司認為，在董事會層面增加多元化，包括性別多元化，是其支持可持續發展、保持競爭優勢和增強從盡可能廣泛的可用人才中吸引、留住和激勵員工的能力的重要因素。
- (2) **政策聲明**
提名委員會將每年檢討董事會的架構、規模及組成，並在適當情況下就董事會的變動提出建議，以配合本公司的企業策略，並確保董事會保持多元化的平衡。在檢討及評估董事會的組成時，提名委員會致力在各層面保持多元化，並會考慮多個方面，包括但不限於專業及行業經驗、技能及知識、性別、年齡、文化及教育背景。
- (3) **可量測的目標**
本公司的目標是保持與本公司業務增長相關的多元化觀點的適當平衡，並致力於確保各級（從董事會向下）的招聘和甄選實踐具有適當的結構，以便考慮多樣化的候選人。

提名委員會將定期討論，並在必要時就實現董事會多元化（包括性別多元化）的可衡量目標、如何以及何時實現董事會的性別多元化、為實現董事會性別多元化設定的數字目標和時間表，以及為培養董事會潛在繼任者以實現性別多元化而採取的措施達成一致。提名委員會將就上述事宜向董事會提出建議，供董事會採納及考慮。特別是，提名委員會將確定並向董事會提出實施計劃的建議，這些計劃將有助於發展更廣泛和更多樣化的熟練和有經驗的員工，使他們的技能可為他們擔任董事會職位及時做好準備。

(4) Monitoring and Reporting

The Nomination Committee will monitor the implementation of the Diversity Policy. The Nomination Committee will report annually a summary of the Diversity Policy, the measurable objectives and relevant programs that the Board has adopted for the implementation of the Diversity Policy, the progress made towards achieving these objectives, how and when gender diversity will be achieved in respect of the Board, the numerical targets and timelines set for achieving gender diversity on the Board and the measures adopted to develop a pipeline of potential successors to the Board to achieve gender diversity in the corporate governance report contained in the Company's annual report.

(5) Review of the Diversity Policy

The Nomination Committee will review the Diversity Policy on a time to time basis and at least annually to ensure the effectiveness of the Diversity Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

The Board currently has one female member and the Board is of the view that gender diversity has been achieved at the Board level. The Company aims to maintain at least one female Director in strict compliance with the gender diversity requirements of the Listing Rules.

The Nomination Committee has reviewed the structure, size, and diversity of the Board, to ensure that its composition complies with the Listing Rules and reflects an appropriate mix of skills, experience, and diversity that are relevant to the Company's strategy, governance, and business and contribute to the Board's effectiveness and efficiency. The Nomination Committee considered that an appropriate balance of diversity perspectives of the Board is maintained and accordingly, the Company has effectively implemented the Diversity Policy.

As at 31 March 2024, according to the section headed "B1. Employment" in the Environmental, Social and Governance Report as contained in this annual report, among the 2,131 employees (including senior management) of the Group, the percentages of male employees and female employees are 68.47% and 31.53%, respectively. The Board believes that the Group's workforce (including senior management) is diverse in terms of gender, and will endeavour to further improve gender diversity across the Group's workforce (including senior management).

(4) 監控與報告

提名委員會將監察多元化政策的落實情況。提名委員會將每年在公司年度報告所載的企業管治報告中，報告一份關於多元化政策的摘要、董事會為實施多元化政策而通過的可衡量目標和相關計劃、實現這些目標的進展情況、如何以及何時在董事會實現性別多元化、為實現董事會性別多元化而設定的數字目標和時間表，以及為培養董事會潛在繼任者以實現性別多元化而採取的措施。

(5) 審查多元化政策

提名委員會將不時且至少每年審查多元化政策，以確保多元化政策的有效性。提名委員會將討論任何可能需要的修訂，並將任何修訂建議提交董事會審議和批准。

董事會目前有一名女性成員，董事會認為已在董事會層面實現了性別多元化。本公司旨在維持至少一名女性董事，嚴格遵守上市規則的性別多元化要求。

提名委員會檢討了董事會的結構、規模及多樣性，以確保其組成符合上市規則，並適當組合了與公司戰略、管治及業務有關的技能、經驗及多樣性，並有助於董事會的效能及效率。提名委員會認為董事會的多元化觀點保持適當平衡，本公司已有效實施董事會多元化政策。

截至二零二四年三月三十一日，根據本年報所載的環境、社會及管治報告中「B1. 僱傭」部分，在本集團2,131名員工（包括高級管理人員）中，男性員工佔68.47%，女性員工佔31.53%。董事會認為，本集團的員工隊伍（包括高級管理人員）在性別上已屬多元化，並將努力進一步增加本集團的員工隊伍（包括高級管理層）在性別方面的多元化。

Nomination Policy

On 28 December 2018, the Board adopted a nomination policy (the “**Nomination Policy**”) setting out the criteria and procedures for nomination and appointment of Directors.

- (1) In assessing and selecting candidates for directorship, the Nomination Committee and/or the Board should consider the following criteria:
- Character and integrity;
 - Qualifications (including professional qualifications, skills, knowledge and experience related to business and strategies of the Company) as well as diversity factors as referred to in the Board diversity policy of the Company;
 - Any measurable objectives adopted to achieve diversity of the Board;
 - The Listing Rules, requirements put forward to the Board to include independent non-executive Directors and the guidelines as set out in the Listing Rules, stating whether candidates are considered to be independent as reference;
 - Any potential contribution to the Board in terms of professional qualifications, skills, experience, independence and gender diversity of the candidates;
 - Whether being willing and able to devote sufficient time to discharge their duties as members of the Board and/or its committees of the Company; and
 - Applicable to the Company’s business and its succession plans, and where applicable, such other factors as the Board and/or the Nomination Committee may from time to time adopt and/or modify for the nomination of Directors and succession plans.

提名政策

於二零一八年十二月二十八日，董事會採納提名政策（「**提名政策**」），其中載列提名及委任董事的準則及程序。

- (1) 於評估及挑選候選人擔任董事時，提名委員會及／或董事會應考慮下列準則：
- 品格及誠實；
 - 資格，包括專業資格、技巧、知識及與本公司業務及策略相關的經驗，以及本公司董事會成員多元化政策所提述的多元化因素；
 - 為達致董事會成員多元化而採納的任何可計量目標；
 - 根據《上市規則》，董事會需包括獨立非執行董事的規定，以及參考《上市規則》內列明候選人是否被視為獨立的指引；
 - 候選人的專業資格、技巧、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻；
 - 是否願意及是否能夠投入足夠時間履行身為本公司董事會及／或董事會轄下委員會成員的職責；及
 - 適用於本公司業務及其繼任計劃及（如適用）董事會及／或提名委員會可不時就提名董事及繼任計劃採納及／或修訂的其他各項因素。

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(2) Procedures for appointment of new Directors

- (i) The Nomination Committee and/or the Board may recruit director candidates from a variety of sources, including but not limited to internal promotion, re-designation, and recommendation from other members of the management and external recruitment agencies.
- (ii) Upon receipt of the proposal for the appointment of a new Director and the candidate's biographical information (or relevant details) by the Nomination Committee and/or the Board, the candidate will be assessed based on the above criteria to determine whether the candidate is qualified to be a Director.
- (iii) If the process involves one or more suitable candidates, the Nomination Committee and/or the Board shall prioritize the candidates based on the Company's needs and the reference check of each candidate, as appropriate.
- (iv) The Nomination Committee shall then make recommendations to the Board on the appointment of a suitable candidate as Director, as appropriate.
- (v) For any person nominated by the Shareholders for election as a Director at a general meeting of the Company, the Nomination Committee and/or the Board shall assess the candidate based on the above criteria to determine whether the candidate is qualified to be a Director.

The Nomination Committee and/or the Board shall make recommendations to the Shareholders (if applicable) on the proposals for the appointment of Directors at the general meeting.

(3) Re-election of Director at general meeting

- (i) The Nomination Committee and/or the Board shall review the overall contribution and service of the retiring Directors to the Company, as well as their participation and performance in the Board.
- (ii) The Nomination Committee and/or the Board shall also review and determine whether the retiring Directors still conform with the above criteria.

(2) 委任新董事的程序

- (i) 提名委員會及／或董事會可從各種途徑招攬董事人選，包括但不限於內部晉升、調任、由管理層其他成員及外部招聘代理人推薦。
- (ii) 提名委員會及／或董事會於收到委任新董事的建議及候選人的履歷資料（或相關詳情）後，依據上述準則評估該候選人，以決定該候選人是否合資格擔任董事。
- (iii) 如過程涉及一個或多個合意的候選人，提名委員會及／或董事會應根據本公司的需要及每位候選人的證明審查（如適用）排列他們的優先次序。
- (iv) 提名委員會隨後應就委任合適人選擔任董事一事向董事會提出建議（如適用）。
- (v) 對於任何經由股東提名於本公司股東大會上選舉為董事的人士，提名委員會及／或董事會應依據上述標準評估該候選人，以決定該候選人是否合資格擔任董事。

提名委員會及／或董事會應就於股東大會上委任董事的提案向股東提出建議（如適用）。

(3) 於股東大會上重選董事

- (i) 提名委員會及／或董事會應檢討退任董事對本公司的整體貢獻及服務，以及在董事會的參與程度及表現。
- (ii) 提名委員會及／或董事會亦應檢討及確定退任董事是否仍然符合上述準則。

- (iii) The Nomination Committee and/or the Board shall make recommendations to the Shareholders on the proposals for the re-election of Directors at the general meeting.

If the Board proposes a resolution to appoint or re-elect a person as a Director at the general meeting, the information of the candidate will be set out in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or relevant applicable laws and regulations.

The above committee is provided with sufficient resources to perform its duties.

Competition Executive Committee

The Company has established an executive committee (the “**Competition Executive Committee**”) comprising two disinterested Directors on 4 September 2017. During the Year and up to the date of this report, the members of the Competition Executive Committee have been and are:

Dr. Tang Donglei (*Chairman and Chief Executive Officer*)
Dr. Li Zequn

Major responsibilities of the Competition Executive Committee are to monitor the business of the Company’s Controlling Shareholder and its close associates.

Competition Supervisory Committee

A supervisory committee (the “**Competition Supervisory Committee**”), comprising three independent non-executive Directors, namely Dr. Huang Ping, Mr. Tam Kin Bor, Dr. Eiichi Koda (resigned on 28 June 2023) and Dr. Satoshi Iwabuchi (appointed on 28 June 2023), during the Year and up to the date of this report, was established by the Company on 4 September 2017 with the following major responsibilities:

- (i) to meet quarterly and review the quarterly inspection records and any communication records of the Competition Executive Committee; and
- (ii) to report findings during its review of the records provided by the Competition Executive Committee to the Board which will be published in the Company’s annual reports.

For details of the Competition Supervisory Committee’s findings, please refer to the section headed “Directors’ Report – Deed of Non-Competition” of this annual report.

- (iii) 提名委員會及／或董事會應就於股東大會上重選董事的提案向股東提出建議。

若董事會擬於股東大會上提呈決議案委任或重選某位人士為董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，將會按照《上市規則》及／或相關適用法律及規則要求載列候選人的有關資料。

上述委員會獲提供充足資源以履行其職責。

競爭執行委員會

本公司於二零一七年九月四日成立由兩名無利害關係董事組成的執行委員會（「**競爭執行委員會**」），於本年度及直至本報告日期，競爭執行委員會成員為：

唐東雷博士（*主席及行政總裁*）
李澤群博士

競爭執行委員會的主要職責為監督我們的控股股東及其緊密聯繫人的業務。

競爭監察委員會

本公司於二零一七年九月四日成立由三名獨立非執行董事（即於本年度及直至本報告日期為黃平博士、譚建波先生、甲田英一博士（於二零二三年六月二十八日辭任）及岩淵聰博士（於二零二三年六月二十八日獲委任））組成的監察委員會（「**競爭監察委員會**」），其主要職責如下：

- (i) 每季度開會並審閱競爭執行委員會的季度檢查記錄及任何溝通記錄；及
- (ii) 向董事會報告其審閱競爭執行委員會所提供記錄的結果，有關結果將於本公司的年報內刊發。

有關競爭監察委員會發現的詳情，請參閱本年報「董事會報告書 – 不競爭契據」一節。

CORPORATE GOVERNANCE REPORT

企業管治報告

Attendance of Meetings

The attendance records of the Directors at the Board meetings, committee meetings and general meetings of the Company during the Year are as follows:

會議出席情況

董事於本年度出席本公司董事會會議、委員會會議及股東大會的記錄如下：

		Number of meetings attended/held 出席／舉行會議次數				
		Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	Annual General Meeting
		董事會會議	審核委員會會議	薪酬委員會會議	提名委員會會議	股東週年大會
Executive Directors:	執行董事：					
Dr. Tang Donglei (<i>Chairman and Chief Executive Officer</i>)	唐東雷博士 (主席及行政總裁)	4/4	N/A 不適用	5/5	N/A 不適用	1/1
Dr. Li Zequn	李澤群博士	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Non-executive Directors:	非執行董事：					
Mr. Takao Nishijima	西嶋尚生先生	4/4	N/A 不適用	N/A 不適用	3/3	1/1
Ms. Mami Matsushita	松下真実女士	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Motoi Yamada (<i>Note 1</i>)	山田基先生(附註1)	0/1	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Kenji Yoneyama (<i>Note 2</i>)	米山賢司先生(附註2)	3/3	1/1	N/A 不適用	N/A 不適用	1/1
Independent non-executive Directors:	獨立非執行董事：					
Dr. Eiichi Koda (<i>Note 3</i>)	甲田英一博士(附註3)	1/1	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Dr. Satoshi Iwabuchi (<i>Note 4</i>)	岩淵聰博士(附註4)	3/3	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Dr. Huang Ping	黃平博士	4/4	2/2	5/5	3/3	1/1
Mr. Tam Kin Bor	譚建波先生	4/4	2/2	5/5	3/3	1/1

Notes:

1. Mr. Motoi Yamada ceased to be a member of the Board and the Audit Committee from 28 June 2023.
2. Mr. Kenji Yoneyama was appointed as a member of the Board and the Audit Committee on 28 June 2023.
3. Dr. Eiichi Koda ceased to be a member of the Board from 28 June 2023.
4. Dr. Satoshi Iwabuchi was appointed as a member of the Board on 28 June 2023.

附註：

1. 山田基先生自二零二三年六月二十八日起不再擔任董事會及審核委員會成員。
2. 米山賢司先生於二零二三年六月二十八日獲委任為董事會及審核委員會成員。
3. 甲田英一博士自二零二三年六月二十八日起不再擔任董事會成員。
4. 岩淵聰博士於二零二三年六月二十八日獲委任為董事會成員。

CORPORATE GOVERNANCE FUNCTIONS

According to code provision A.2 of the CG Code, the Board is responsible for performing the corporate governance duties of the Company. The Board has the following duties and responsibilities in performing the corporate governance duties of the Company:

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 continuing professional development of the Directors and senior management;
3. to review and monitor the Group's policies and practices on compliance with 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 as set out in the Listing Rules and disclosure in the corporate governance report in the annual report of the Company.

企業管治職能

根據企業管治守則守則條文第A.2條，董事會負責履行本公司企業管治職責。董事會肩負以下職責及責任，履行本公司企業管治職責：

1. 制定及檢討本集團企業管治政策及常規並向董事會作出建議；
2. 檢討及監察董事及高級管理層之培訓及持續專業發展；
3. 檢討及監察本集團在遵守法律及監管規定方面之政策及常規；
4. 制定、檢討及監察僱員及董事之操守準則及合規手冊(如有)；及
5. 檢討本集團是否遵守上市規則所載企業管治守則及本公司年報內企業管治報告之披露。

EXTERNAL AUDITOR AND AUDITOR'S REMUNERATION

During the Year, the fees paid or payable to the independent auditor, Ernst & Young and its affiliate companies, for services rendered in respect of audit and non-audit natures are as follows:

外聘核數師及核數師酬金

於本年度，向獨立核數師安永會計師事務所及其聯屬公司就其所提供的核數及非核數性質的服務已付及應付的費用如下：

Type of services	服務類型	RMB'000 人民幣千元
Audit services – audit fees for the year ended 31 March 2024	核數服務 – 截至二零二四年三月三十一日止年度的核數費用	870
Non-audit services – interim review fees for the six months ended 30 September 2023	非核數服務 – 截至二零二三年九月三十日止六個月的中期審閱費用	500
Non-audit services – others (Note)	非核數服務 – 其他 (附註)	172
Total	總計	1,542

Note: Other non-audit services represented review services, which include:

- review service for risk management and internal control;
- tax consultation service; and
- transfer pricing report producing service.

附註：其他非核數服務指審閱服務，包括：

- 風險管理及內控審閱服務；
- 稅務諮詢服務；及
- 轉讓定價報告製作服務。

CORPORATE GOVERNANCE REPORT

企業管治報告

The independence of the external auditor is monitored by the Audit Committee which is also responsible for making recommendations to the Board on the appointment of the external auditor as well as the approval of their terms of engagement and remuneration.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the financial statements for each financial year, which give a true and fair view of the financial position of the Group and of the results and cash flows of the Group for that year in compliance with the relevant laws and disclosure requirements of the Listing Rules.

In preparing the financial statements for the Year, the Directors have selected appropriate accounting policies and applied them consistently, made judgements and estimations that are prudent and reasonable, and prepared disclosure of the financial position of the Group with reasonable accuracy at any time.

Apart from uncertainties of the international geopolitics, which may materially and negatively impact China's manufacturing industry and the economy as a whole and resulted in a decline in the demand for high-end CNC machine tools, 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.

COMPANY SECRETARY

The company secretary of the Company is Ms. Wong Wai Yee Ella as delegated by an external service provider. The external service provider's primary contact person in the Company is Dr. Li Zequn, the executive Director and vice president of the Group. Ms. Wong Wai Yee Ella fulfils the qualification requirements contained in the Listing Rules and her biographical details are set out under the section headed "Directors and Senior Management" in this annual report. Ms. Wong Wai Yee Ella has received no less than 15 hours of related professional trainings during the Year pursuant to the relevant training requirements under Rule 3.29 of the Listing Rules.

外聘核數師的獨立性受審核委員會所監督，審核委員會亦負責就委任外聘核數師以及批准其聘用條件及薪酬，向董事會作出建議。

董事對財務報表須承擔的責任

董事知悉他們編製每個財政年度真實而公平地反映該年度本集團財務狀況及本集團業績及現金流量的財務報表，以及遵守相關法例及上市規則披露規定的責任。

於編製本年度的財務報表時，董事已經選取適當的會計政策並加以貫徹應用，作出審慎及合理的判斷及估計以及隨時編製具有合理準確度的本集團財務狀況的披露資料。

除國際地緣政治的不確定性可能對中國的製造業及整體經濟產生相對較大的負面影響從而導致高端數控機床的需求變化外，董事並不知悉其他有關任何可能導致本公司的持續經營能力存在重大疑問的事件或狀況的重大不明朗因素。

公司秘書

本公司之公司秘書為黃慧兒女士，由外聘服務供應商委派。外聘服務供應商於本公司之主要聯絡人為本集團執行董事兼副總裁李澤群博士。黃慧兒女士符合上市規則所載之資歷規定，彼之履歷詳情載於本年報「董事及高級管理層」一節。根據上市規則第3.29條項下的相關培訓規定，黃慧兒女士於本年度內已接受不少於15小時的相關專業培訓。

DIVIDEND POLICY

The Company intends to generate long-term value for the Shareholders by maintaining a balance between dividend distributions and sufficient liquidity and reserves in order to meet its working capital requirements, realize future business growth and its equity value. The Company does not have any predetermined dividend payout ratio and the Board may at its absolute discretion declare and pay dividends to the Shareholders subject to the Articles of Association and all applicable laws and regulations.

Pursuant to the dividend policy of the Company (the “**Dividend Policy**”), the Board shall consider the declaration of dividend by taking into account the following factors pertaining to the Group:

- Financial results;
- Cash flow status;
- Business conditions and strategies;
- Future operations and revenue;
- Capital requirements and expenditure plans;
- Shareholders’ interests;
- Any restriction on the payment of dividends; and
- Any other factors which the Board may deem relevant.

The Board will review the Dividend Policy from time to time and may renew, amend and/or modify the Dividend Policy at its sole and absolute discretion at any time as it thinks fit and necessary. The Dividend Policy does not constitute any legally binding commitment of the Company that any dividend will be paid in any particular amount and/or will not require the Company to declare dividend at any time or from time to time.

股息政策

本公司擬通過維持股息分配與充足流動資金及儲備之間的平衡滿足其營運資金需求、未來業務增長及其股權價值，從而為股東創造長期價值。本公司並無任何預設的派息比率，董事會可全權酌情向股東宣派及派付股息，惟須遵守組織章程細則及所有適用的法律及法規。

根據本公司的股息政策（「**股息政策**」），董事會在考慮宣派股息時，應同時考慮下列有關本集團的因素：

- 財務業績；
- 現金流狀況；
- 業務狀況及策略；
- 未來營運及收入；
- 資本需求及支出計劃；
- 股東的利益；
- 任何派付股息的限制；及
- 董事會可能視為相關的任何其他因素。

董事會將不時檢討股息政策，並可在其認為合適及必要時隨時全權酌情決定更新、修訂及／或修改股息政策。股息政策並不構成本公司任何具法律約束力的承諾，即任何股息將以任何特定金額支付及／或並不會要求本公司於任何時間或不時宣派股息。

SHAREHOLDER RIGHTS

Procedures for Shareholders to Convene an Extraordinary General Meeting

According to article 12.3 of the Articles of Association, general meetings shall be convened on the written requisition of any two or more members deposited at the principal office of the Company in Hong Kong. In the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognized clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitioner, provided that such requisitioner held as at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Procedures for Shareholders to Put Forward Proposals at General Meeting

If a Shareholder wishes to put forward proposals at a general meeting, the Shareholder, who has satisfied the shareholding requirements set out in the above paragraph headed "Procedures for Shareholders to Convene an Extraordinary General Meeting", may follow the same procedures by sending a written requisition to the Board or the company secretary of the Company at the principal place of business of the Company in Hong Kong. The Shareholder should state his/her proposals in the written requisition and submit the written requisition as early as practicable to enable the company secretary of the Company to make necessary arrangement.

股東權利

由股東召開股東特別大會的程序

根據組織章程細則第12.3條，按存放於本公司在香港之主要辦事處名冊上其中兩位或以上的股東的書面要求召開股東大會。倘本公司不再擁有上述主要辦事處，則由註冊辦事處指明本次會議的對象，並由請求人簽署，條件是該等請求人於存放請求書之日須持有本公司不少於十分之一的繳足股本，賦予他們於本公司股東大會的投票權。本公司也可按其中一位股東的書面要求召開股東大會，該股東應為認可結算所（或其代名人），其名冊存放於本公司在香港的主要辦事處內，倘本公司不再擁有上述主要辦事處，則由註冊辦事處指明本次會議的對象，並由請求人簽署，條件是該請求人於存放請求書之日須持有本公司不少於十分之一的繳足股本，賦予他於本公司股東大會的投票權。如果董事會並未於存放請求書之日起21日內正式召開一個將於額外的21天內舉行的會議，請求人本身或他們當中任何超過一半總投票權的人士，可以同樣的方式（盡可能接近董事會可召開會議的方式）召開股東大會，條件是如此召開的任何會議不得在存放請求書之日起三個月期滿後舉行，以及所有因董事會不履行而對請求人造成的合理費用應當由本公司向請求人作出賠償。

股東於股東大會上提出議案的程序

倘股東擬於股東大會上提出議案，在滿足上段「由股東召開股東特別大會的程序」所載持股份條件的情況下，該股東可以依照相同程序向董事會或公司秘書於本公司香港主要營業地點的地址發出書面要求。該股東須在書面要求中列明其議案及盡早呈交該書面要求以便公司秘書作出必要安排。

Procedures for Shareholders to Propose a Person for Election as a Director

According to article 16.4 of the Articles of Association, if a Shareholder wishes to propose a person (the “Candidate”) for election as a Director at a general meeting, he/she shall deposit a written notice (the “Notice”) at the Company’s principal place of business in Hong Kong at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong upon the issuance of the notice of general meeting by the Company, of which addressee is the company secretary of the Company. The Notice: (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the Shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information. The period for lodgement of the Notice shall commence on the day after the despatch of the notice of general meeting and end no later than 7 days prior to the date of such general meeting. In order to allow the Shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director, Shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

Procedures for Putting Enquiries to the Board

Shareholders may, at any time, directly put enquiries to the Board. All enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong or by email to ir@tsugami.com.cn for the follow-up action of the investor relations team.

CONSTITUTIONAL DOCUMENTS

During the Year, there was no significant change in the Company’s Memorandum and Articles of Association.

INVESTOR RELATIONS

The Company continues to pursue a proactive policy of promoting investor relations and communications by conducting analysts’ briefings and road shows, participating in investors’ conferences and making corporate presentations during the conferences, arranging visits to the Company and maintaining regular meetings with institutional shareholders and analysts.

The Group’s website (www.tsugami.com.cn) contains an “Investor Relations” section which offers timely access to the Company’s press releases, financial reports and announcements. The Company will continue to maintain an open-door and effective policy for investor communication and to update investors with relevant information of the Group in due course.

股東提名董事候選人士的程序

若股東擬提名個別人士(「候選人」)於股東大會上參選本公司董事，依據組織章程細則第16.4條，本公司在刊發股東大會通告後，彼須於本公司香港主要營業地點(地址為香港九龍觀塘道348號宏利廣場5樓)存置一份書面通知(「通知」)，收件人為本公司的公司秘書。該通知須：(i)包括上市規則第13.51(2)條所規定的候選人個人資料；及(ii)由有關股東簽署並由候選人簽署，以表示其願意參選和同意公佈個人資料。遞交通知期間由寄發有關該推選的大會通告翌日開始，但不得遲於該大會舉行日期前七日結束。為使股東有充足時間考慮有關選舉候選人為本公司董事的建議，本公司促請擬提建議的股東盡早於有關股東大會日期前遞交通知。

向董事會作出查詢的程序

股東可隨時直接向董事會作出查詢。所有查詢須以書面郵遞至本公司於香港的主要營業地點或電郵至ir@tsugami.com.cn，以便投資者關係團隊跟進。

憲章文件

於本年度，本公司的組織章程大綱和細則並無重大變動。

投資者關係

本公司透過舉行分析師簡報會和路演、參與投資者會議和在會議上作公司簡報、安排參觀本公司，及定期與機構股東和分析師會面，保持積極促進投資者關係及溝通的政策。

本集團官網(www.tsugami.com.cn)包括「投資者關係」一節，可供適時取得本公司的新聞稿、財務報告以及公告。本公司將繼續維持開放及有效的投資者溝通政策，並適時向投資者提供本集團最新的相關資料。

SHAREHOLDERS' COMMUNICATION POLICY

The Company has in place a Shareholders' Communication Policy. The policy aims at promoting effective communication with Shareholders and other stakeholders, encouraging Shareholders to engage actively with the Company and enabling Shareholders to exercise their rights as Shareholders effectively. The Board reviewed the implementation and effectiveness of the Shareholders' Communication Policy and having considered the steps taken at the general meeting, the handling of queries received (if any) and the multiple channels of communication as set out below, the results were satisfactory.

The Company has established a number of channels for maintaining an on-going dialogue with its Shareholders as follows:

(a) Corporate Communication

"Corporate Communication" as defined under the Listing Rules refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to the following documents of the Company: (A) the Directors' report, annual accounts together with a copy of the auditor's report and, where applicable, its summary financial report; (B) the interim report; (C) a notice of meeting; (D) a listing document; (E) a circular; and (F) a proxy form. The Corporate Communication of the Company will be published on the Stock Exchange's website (www.hkex.com.hk) in a timely manner as required by the Listing Rules. Corporate Communication will be provided to Shareholders and non-registered holders of the Company's securities in both English and Chinese versions or where permitted, in a single language, in a timely manner as required by the Listing Rules. Shareholders and non-registered holders of the Company's securities shall have the right to choose the language (either English or Chinese) or means of receipt (in printed form or through electronic means) of the Corporate Communication.

(b) Announcements and Other Documents pursuant to the Listing Rules

The Company shall publish announcements (on inside information, corporate actions and transactions etc.) and other documents (e.g. the Memorandum and Articles of Association) on the Stock Exchange's website in a timely manner in accordance with the Listing Rules.

股東溝通政策

本公司已制定了股東溝通政策。該政策旨在促進與股東和其他利益相關者的有效溝通，鼓勵股東與公司積極互動，並使股東能夠有效行使其作為股東的權利。董事會審查了股東溝通政策的實施和效果，且經考慮股東大會上採取的措施、所收到的查詢（如有）的處理情況及下文所載的多種溝通渠道，結果令人滿意。

本公司已經建立了多種渠道，與股東保持持續的對話，具體如下：

(a) 公司通訊

根據上市規則的定義，「公司通訊」是指本公司為其任何證券的持有人提供資訊或採取行動而發出或將要發出的任何文件，包括但不限於本公司的下列文件：(A)董事報告、年度帳目連同審計員報告的副本及（如適用）其財務摘要報告；(B)中期報告；(C)會議通知；(D)上市文件；(E)通函；及(F)代表委任表格。本公司的公司通訊將按照上市規則的要求，及時在聯交所網站(www.hkex.com.hk)上發佈。公司通訊將按照上市規則的要求，及時向股東和本公司證券的非登記持有人提供中英文版本或在允許的情況下提供單一語言版本。本公司證券的股東和非註冊持有人有權選擇公司通訊的語言（英文或中文）或接收方式（印刷品或通過電子方式）。

(b) 根據上市規則的公告和其他文件

本公司應根據上市規則及時在聯交所網站上發佈公告（關於內部資訊、企業行動和交易等）和其他文件（如組織章程大綱和章程細則）。

(c) Corporate Website

Any information or documents of the Company posted on the Stock Exchange's website will also be published on the Company's website (www.tsugami.com.cn).

(d) Shareholders' Meetings

The annual general meeting and other general meetings of the Company are primary forum for communication between the Company and its Shareholders. The Company shall provide Shareholders with relevant information on the resolutions(s) proposed at a general meeting in a timely manner in accordance with the Listing Rules. The information provided shall be reasonably necessary to enable Shareholders to make an informed decision on the proposed resolution(s). Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at the meetings for and on their behalf if they are unable to attend the meetings. Where appropriate or required, the Chairman of the Board and other Board members, the chairmen of board committees or their delegates, and the external auditors should attend general meetings of the Company to answer Shareholders' questions (if any). The chairman of the independent board committee (if any) should also be available to answer questions at any general meeting to approve a connected transaction or any other transaction that is subject to independent Shareholders' approval.

(e) Shareholders' Enquiries

Enquiries about Shareholdings

Shareholders should direct their enquiries about their shareholdings to the Company's branch share registrar, Tricor Investor Services Limited, or call its hotline at (852) 2980 1333, or go in person to its public counter at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Enquiries about Corporate Governance or Other Matters to be Put to the Board and the Company

The Company will not normally deal with verbal or anonymous enquiries. Shareholders may send any enquiries to the Board by email: ir@tsugami.com.cn or by post to 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong (with attention to Ms. WONG Wai Yee Ella, Company Secretary).

(c) 公司網站

本公司在聯交所網站上發佈的任何資訊或文件也將在本公司的網站(www.tsugami.com.cn)上公佈。

(d) 股東會議

本公司的股東週年大會和其他股東大會是本公司與股東之間溝通的主要論壇。本公司應根據上市規則及時向股東提供在股東大會上提出的決議案的相關資訊。所提供的資訊應是合理必要的，以使股東能夠就擬議的決議案作出知情決定。我們鼓勵股東參加股東大會，如果他們不能出席會議，也可以委託代理人代表他們出席會議並投票。在適當或需要的情況下，董事會主席和其他董事會成員、董事會委員會主席或其代表以及外部審計師應出席公司的股東大會，回答股東的問題(如有)。獨立董事委員會的主席(如有)也應在任何批准關聯交易或任何其他須經獨立股東批准的交易的股東大會上回答問題。

(e) 股東的問詢

關於持股的查詢

股東應向本公司的股份登記分處卓佳證券登記有限公司查詢其持股情況，或撥打其熱線電話(852) 2980 1333，或親自前往位於香港夏慤道16號遠東金融中心17樓的公眾櫃檯。

向董事會和公司提出有關企業管治或其他事項的查詢

本公司一般不會處理口頭或匿名的查詢。股東可以通過電子郵件向董事會提出任何問詢：ir@tsugami.com.cn或郵寄至香港九龍觀塘道348號宏利廣場5樓(收件人：公司秘書黃慧兒女士)。

(f) Other Investor Relations Communication Platforms

Investor/analysts briefings, roadshows (both domestic and international), media interviews, marketing activities for investors and specialist industry forums etc. will be launched on a required basis.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board has acknowledged its responsibility for the risk management and internal control systems of the Group, and has established such systems and continuously supervised and reviewed the effectiveness of the system operation on an ongoing basis as required in paragraph D.2 of the CG Code as set out in Appendix C1 of the Listing Rules, with the purpose of managing the risk of failure to achieve the business objectives (including the ESG risks), as well as enhancing the effective and efficient operation of the Group. However, such systems are designed to manage rather than eliminate the risk of failure to achieve the business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Group's Risk Management Process and Internal Control Framework

The Group has also commissioned an independent professional risk advisor to help build risk management framework, develop the "Risk Assessment Manual", and conduct risk assessments to determine the nature and extent of the Group's risks. In the risk assessment process, the management and the internal audit department of the Group have identified the major risks (including the ESG risks) faced by the Group and ranked these risks according to the likelihood and the severity of the impact of such risks on the business of the Group, as well as further developed risk management measures to maintain the risks at an acceptable level. Appropriate internal control measures are developed to mitigate the risks and changes of risks are reported to management on an ongoing basis.

(f) 其他投資者關係溝通平台

投資者／分析師簡報會、路演（國內和國際）、媒體採訪、針對投資者的行銷活動和專業行業論壇等將在需要的基礎上推出。

風險管理及內部監控

董事會確認其就本集團風險管理及內部監控系統應承擔的責任，並已按照上市規則附錄C1之企業管治守則第D.2段的要求建立了風險管理及內部監控系統，並持續監督和檢討其運行的有效性。該系統旨在管理未能達成業務目標的風險（包括ESG風險），以及促進有效及高效運營。然而該系統乃旨在控制而非消除未能達成業務目標之風險，並僅可為重大錯誤陳述或虧損提供合理而非絕對的保證。

本集團的風險管理程序及內部監控架構

本集團亦已聘請獨立專業風險顧問協助搭建風險管理架構，制定《風險評估報告》，並進行風險評估以確定本集團所面對風險的性質及程度。在風險評估過程中，本集團的管理層及監查室鑑定了本集團面對的主要風險（包括ESG風險），並根據這些風險出現的機會及其對本集團業務的影響的嚴重性進行排序，進而制定風險管理措施以維持風險在可接受的程度內。公司會訂立合適的內部監控措施以減輕風險，亦會與管理層持續溝通風險的變化。

The internal audit department of the Group is responsible for performing independent review of the adequacy and effectiveness of the risk management and internal control systems.

The key features of our risk management and internal control systems include the following:

- Establish clear internal control policies and procedures, define the responsibilities, authorities and accountabilities of each key position;
- Establish code of conduct, explain the Group's requirements on integrity and ethical value to all staff;
- A comprehensive financial accounting system to provide for various performance measurement indicators and to ensure compliance with relevant rules;
- Establish appropriate policy to ensure the effective use of resources, the qualifications and experiences possessed by our staff members who are responsible for the Group's accounting and financial reporting functions, and sufficient training provided to our staff members;
- Management to conduct review and evaluation on the internal control procedures and monitoring of risk factors on a regular basis and reports to the Audit Committee about the findings;
- Establish anti-corruption policy and whistleblowing mechanism to prevent incidents of bribery, extortion, fraud, and money laundering and comply with the laws of the place where the business of the Group carries on, to report the issues to the relevant government authorities; and
- Establish appropriate level of information technology access rights, avoid leakage of sensitive information, such as price.

本集團的監查室，負責獨立檢討風險管理及內部監控系統的充分性及有效性。

我們的風險管理及內部監控系統的主要特性：

- 制定清晰的內部監控政策及程序，清楚界定各主要職位的責任、權限及問責性；
- 制定操守守則，向所有員工解釋本集團對誠信及道德價值的要求；
- 全面財務會計系統，以提供各種績效計量指標並確保有關規則得以遵守；
- 訂立適當的政策以確保善用資源，負責本集團會計及財務申報職能的員工所具備的資格及經驗，以及向員工提供充足培訓；
- 管理層定期就內部監控程序及監控風險因素進行的檢討及評估及向審核委員會報告有關的調查結果；
- 建立反貪污政策及制定告密機制，以防賄賂、勒索、欺詐及洗黑錢活動，並遵守本集團營運所在地方的法律，以及向政府機關匯報有關事宜；及
- 制定適當級別的資訊科技存取權限，避免洩露價格等敏感資料。

The management and the internal audit department would report to the Audit Committee and the Board on all findings and the effectiveness of the risk management and internal control systems. The Audit Committee assists the Board in leading the management to oversee the design, implementation and monitoring of the risk management and internal control systems, and makes recommendations. The Audit Committee also ensures that an overall review of the effectiveness of such systems is conducted at least annually and put forward to the Board for consideration. The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness.

Review of Risk Management and Internal Control Systems

The Board and its Audit Committee reviewed the effectiveness of the Company's risk management and internal control systems which include financial, operational and compliance controls during the Year, as well as took into account the adequacy of resources, staff qualifications and experience and trainings for the staff of the Company's accounting and financial reporting and internal audit functions, as well as the Company's ESG performance and reporting. Procedures have been set up for, inter alia, safeguarding assets against unauthorised use or disposition, controlling capital expenditure, maintaining proper accounting records and ensuring the reliability of financial information used for business and publications. Management throughout the Group maintains and monitors the risk management and internal control systems on an ongoing basis.

The Board conducted an annual review of the financial, operational and compliance monitoring systems during the Year and assessed the effectiveness of such systems after considering the work performed by the Audit Committee, the management of the Group, external and internal auditors and ESG working group. The Board considered that, based on the reports submitted by the internal audit department, ESG working group and the management, the Company's risk management and internal control systems are effective and adequate.

管理層和監查室會向審核委員會和董事會報告所有發現及風險管理和內部監控系統的有效性。審核委員會協助董事會領導管理層監督風險管理及內部監控系統的設計、實施及監控，並提出建議。審核委員會亦確保至少每年對該等系統的有效性進行全面檢討，予董事會考慮。董事會對評估和確定其在實現公司的戰略目標所承擔的風險的性質和程度負有總體責任，且確認負責風險管理和內部監控系統及檢討其有效性。

風險管理及內部監控系統的檢討

董事會連同審核委員會檢討了本年度內本公司風險管理及內部監控系統（包括財務、營運及合規監控）的有效性，以及考慮本公司在會計及財務匯報與內部審計職能方面以及與本公司ESG表現和匯報相關的資源、員工資歷及經驗是否足夠，以及員工接受的培訓是否充足。本公司已訂立程序，藉以（其中包括）保障資產不會在未經許可下被使用或處置、控制資本支出、妥當存置會計記錄及確保用於營商及刊載的財務數據準確可靠。本集團各級管理層持續維持及監察風險管理及內部監控系統。

董事會於本年度內進行了一次年度審核，檢討了涵蓋財務、營運與合規監控系統，並經考慮由審核委員會、集團管理層、外聘及內部核數師、ESG工作小組所進行的工作後評估該等系統的有效性。根據監查室、ESG小組及管理層提交的報告，董事會認為本公司的風險管理及內部監控系統是有效及充足的。

Procedures and Internal Controls for the Handling and Dissemination of Inside Information

The Board has established the Inside Information Policy for the handling and dissemination of inside information. The Inside Information Policy stipulates the obligations of the Group, restriction on sharing non-public information, handling of rumors, unintentional selective disclosure, exemptions and waiver to the disclosure of inside information, external communication guidelines and compliance and reporting procedures. Management of the Group must take all reasonable measures from time to time to ensure that proper safeguards are in place to prevent a breach of a disclosure requirement in relation to the Group. They must promptly bring any possible leakage or divulgence of inside information to the attention of the financial manager who will notify the Board as soon as reasonably practicable accordingly for taking the appropriate prompt action. In the event that there is evidence of any material violation of the Inside Information Policy, the Board will decide, or designate appropriate persons to decide, the appropriate course of actions for rectifying the problem and avoiding the likelihood of its recurrence.

處理及發佈內幕消息的程序和內部監控措施

董事會已制定有關處理及發佈內幕消息的內幕消息政策。內幕消息政策訂明本集團之責任、共享非公開數據之限制、謠言處理、非故意之選擇性披露、豁免及免除內幕消息之披露、對外通訊與溝通指引以及遵守及報告程序。本集團管理層須不時採取一切合理措施，確保已有恰當程序預防本集團違反有關披露規定。彼等必須實時知會財務經理任何可能涉及透露或洩露內幕消息的事宜，而財務經理將於合理切實可行情況下盡快通知董事會，從而迅速採取適當行動。如有證據顯示嚴重違反有關內幕消息政策，董事會將決定或指派適當人士決定有關糾正問題之適當行動及避免重蹈覆轍。

ABOUT THE GROUP

Precision Tsugami (China) Corporation Limited (the “**Company**”) together with its subsidiaries (the “**Group**” or “**we**”) is a leading professional manufacturer of CNC high precision machine tools, and its main business includes professional customisation, development, production, and sales of various CNC high-precision machine tools such as precision lathes, precision machining centres and precision grinding machines. The products of the Group are mainly used in the industries which include automobile parts and components, IT electronic parts such as mobile phones and communication facilities, automation, medical instruments and construction machinery. They are mainly sold in the mainland of the People’s Republic of China (the “**PRC**”) and Taiwan markets and are also exported to Japan, Europe, America and Southeast Asia through the Group’s parent company Tsugami Corporation 株式會社ツガミ (“**Tsugami Japan**”). The Group also provides CNC high precision machine tools to the supply chains of renowned auto manufacturers, home appliance manufacturers and smartphone manufacturers of the world.

The Group is a subsidiary established by Tsugami Japan, a renowned Japanese CNC high precision machine tool manufacturer, for its Chinese undertakings, and has grown into the largest foreign-branded CNC machine tool manufacturer in the Chinese machines’ tools market through more than 20 years of rapid development since its commencement of business in 2003.

關於本集團

津上精密機床(中國)有限公司(以下簡稱「**本公司**」)及其附屬公司(統稱「**本集團**」或「**我們**」)是領先的數控高精密機床專業製造商，主業務為專業訂製、開發、生產、銷售精密車床、精密加工中心及精密磨床等各類數控高精密機床。本集團產品主要應用在汽車零部件、移動電話和通訊設施等IT電子零部件、自動化、醫療器械和工程機械等行業。其產品主要在中國大陸(「**中國**」)和台灣市場銷售，以及通過母公司株式會社ツガミ(「**日本津上**」)出口日本、歐美及東南亞等地區。本集團亦向世界著名的汽車廠家、家電廠家及智慧手機廠家的供應鏈提供數控高精密機床。

本集團是日本著名數控高精密機床廠家日本津上設立的中國事業的附屬公司，二零零三年開業以來，經過二十多年的快速發展，已成長為中國機床市場著名的外資品牌的數控機床製造商。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group firmly believes that sustainable development is the key to its continued success. We recognise the importance of integrating environmental, social and governance (“ESG”) concepts into its risk management system, and adopting corresponding measures in running its daily operations and establishing its governance structure. The Group’s mission is to perpetuate human creativity, innovation and inspiration through the provision of CNC high precision machine tools. With this mission, the Group believes that the following five core values are vital:

A Will to Succeed	The Group is dedicated to creating long-term and sustainable value for its investors. As such, the Group continuously pursues excellence in its performance, not only financially, but also in non-financial aspects.
Integrity and Honesty in All Areas of Business	The Group stresses on business ethics. The Group leads by example and demands honesty and integrity from its business partners.
Respect for People	The Group treats its investors, employees, customers, business partners and suppliers with mutual respect and care, values their contributions and keeps pace with them.
Protection of the Environment	The Group is committed to minimising its potential adverse impact on the environment and preserving natural resources.
Pride in the Group’s Services and Product Quality	The Group treasures its customers and strives to satisfy them with quality products and services.

In December 2023, the Group received the “Most Valuable Industrial Manufacturing Company” award at the 8th Golden Hong Kong Stocks Awards, presented by Zhitong Finance and Royalfush Finance. We will continue to carry out our mission and continue to pursue the concept of sustainable development.

本集團堅信可持續發展乃其持續實現成功的關鍵，我們認同將環境、社會及管治（「ESG」）理念融入其風險管理系統的重要性，且已於其日常運營及管治方面採取相應的措施。本集團的使命是通過提供計算機數字控制機床，延續人類的創造力、創新及靈感。為達成上述使命，本集團相信以下五個核心價值引領其邁向成功：

成功的決心	本集團全力以赴，為投資者創造長期及可持續的價值。因此，本集團不斷精益求精，在財務及非財務方面力臻卓越表現。
在各個業務範疇上的誠信	本集團重視商業道德。本集團以身作則，並要求業務夥伴以誠實及正直的態度處事。
尊重他人	本集團與投資者、員工、客戶、業務夥伴及供應商之間互相尊重及關懷，珍重彼等作出的貢獻，與彼等並肩同行。
保護環境	本集團致力於將其對環境造成的潛在不利影響減至最低，並保護天然資源。
以本集團的服務及產品質量為傲	本集團重視客戶，致力於以優質產品及服務滿足客戶需要。

本集團於二零二三年十二月獲得由智通財經和同花順財經頒發的第八屆金港股「最具價值工業製造公司」大獎。我們將繼續貫徹執行我們的使命，踐行可持續發展之理念。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THE ESG REPORT

The purpose of this ESG Report (the “**Report**”) is to enable stakeholders to fully understand the Group’s corporate mission and its social responsibilities, and to demonstrate the Group’s ESG performance in areas such as corporate governance, environmental protection, employment practices, operational practices and community investment.

ESG GOVERNANCE STRUCTURE

The Group has established an ESG governance structure to integrate ESG governance into its business operations and decision-making processes. The board (the “**Board**”) of directors (the “**Directors**”) and its Audit Committee (the “**Audit Committee**”) assume overall responsibility for ESG matters related to the Group, and their members possess the appropriate skills, experience, knowledge, and perspectives necessary to oversee the Group’s ESG matters. The Board must hold at least one meeting each year to establish and plan the overall ESG approach, ensuring that it aligns with the Group’s business strategy. The Audit Committee must develop and review ESG-related management approach, strategies, principles, policies, targets, and priorities of issues. To better monitor the Group’s performance, issues, and potential risks in ESG-related areas, the Audit Committee must regularly assess and identify the Group’s ESG risks and opportunities, as well as evaluate and review the ESG-related targets set and the effectiveness of policies. The Audit Committee also needs to review the disclosure information in this Report and recommend it to the Board for approval, while proposing specific actions or decisions for the Board to consider, in order to maintain the integrity of this Report.

To enhance the effectiveness of the Group’s ESG governance, the Group has established an ESG working group (“**working group**”) to assist the Audit Committee in overseeing ESG-related matters. The working group is composed of core members from different departments who possess relevant qualifications and professional knowledge in all aspects of ESG, and is responsible for the specific implementation of ESG management. The working group collaborates with an independent third party to collect and analyse ESG data, monitor and evaluate the Group’s ESG-related performance, track and review the progress of ESG-related targets, ensure compliance with relevant laws and regulations, assist in conducting materiality assessments, and prepare this Report. The working group must also hold at least one meeting each year to discuss the Group’s performance in ESG-related areas and develop appropriate solutions to improve the overall performance of ESG policies. The working group must also assist in evaluating and identifying the Group’s ESG risks and opportunities, and ensure the implementation and effectiveness of risk management and internal control systems. The Audit Committee and the working group must report their investigation results, decisions, and recommendations to the Board at least once a year.

關於ESG報告

本ESG報告(「**本報告**」)主要目的是為了讓持份者充分了解本集團的企業使命及履行的社會責任，並展示本集團在企業管治、環境保護、僱傭慣例、營運常規及社區投資等方面的ESG表現。

ESG管治架構

本集團已制定ESG管治架構，以將ESG管治融入至其業務營運及決策過程當中。本公司董事(「**董事**」)會(「**董事會**」)及其下屬審核委員會(「**審核委員會**」)對本集團ESG相關事宜承擔整體責任，其成員均具備監督本集團ESG事宜所需的適當技能、經驗、知識及觀點。董事會需每年至少召開一次會議，以確立及規劃ESG整體方針，從而確保其與本集團的業務策略方向達成一致。審核委員會則需制定和審查ESG相關的管理方針、策略、原則、政策、目標及議題的優次。為了能更完善地監督本集團於ESG相關方面的表現、問題和潛在風險，審核委員會需定期評估及釐定本集團的ESG風險和機遇，以及就已制定ESG相關目標及政策的有效性進行評核及檢討。審核委員會亦需審閱本報告內的披露資料並建議董事會通過，同時建議具體行動或決策以供董事會考慮，以維持本報告的完整性。

為提高本集團ESG管治方面的有效性，本集團成立了ESG工作小組(「**工作小組**」)以協助審核委員會監督ESG相關事宜。工作小組由不同部門的核心成員組成，其在ESG各方面的具備相關資歷及專業知識，以負責ESG管理的具體執行。工作小組與獨立第三方合作負責收集和分析ESG數據、監測和評估本集團ESG相關表現、跟進及檢討ESG相關目標的進度、確保遵守相關法律和法規、協助開展重要性評估，以及編製本報告。工作小組亦需每年舉行至少一次會議，討論本集團於ESG相關方面的表現，並制定適當的解決方案，以提高ESG政策的整體績效。工作小組亦需協助評估及識別本集團ESG風險及機遇，並確保風險管理及內部控制系統的實施及有效性。審核委員會連同工作小組需至少每年一次向董事會匯報其調查結果、決定及建議。

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REPORTING PERIOD

The Report details the ESG activities, challenges and measures taken by the Group as at the financial year ended 31 March 2024 (“**FY2024**” or the “**Year**”).

REPORTING SCOPE

This reporting scope is mainly determined based on the importance of ESG-related impacts of the Group’s operating locations. This Report covers the Group’s major operating locations in the PRC, including Precision Tsugami (China) Corporation (“**PTC**”), Shinagawa Precision Machinery (Zhejiang) Co., Ltd. (“**Shinagawa Precision**”) and Precision Tsugami (Anhui) Corporation (“**Precision Tsugami Anhui**”). Except as specifically stated, we obtained key performance indicators (“**KPIs**”) data through the Group’s operating control mechanism. As the Group’s data collection system becomes more mature and sustainable development work deepens, we will continue to expand the reporting scope in the future.

REPORTING FRAMEWORK

This Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “**ESG Reporting Guide**”) as set out in Appendix C2 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (“**HKEX**”). For information relating to the Group’s corporate governance practices, please refer to the section headed “Corporate Governance Report” in the annual report.

During the preparation for this Report, the Group has applied the following reporting principles mentioned in the above ESG Reporting Guide:

Materiality: The Group has conducted a materiality assessment to identify material issues, and has included the confirmed material issues as the focus of this Report. The materiality of each of the issues was reviewed and confirmed by the Board, the Audit Committee and the working group. For further details, please refer to the sections headed “STAKEHOLDER ENGAGEMENT” and “MATERIALITY ASSESSMENT”.

Balance: The source of information and cases of this Report were mainly derived from the Group’s statistical reports, internal communication documents and other relevant documents. This Report does not contain any false information or misleading statements. The Group accepts responsibility for the contents of this Report as to its authenticity, accuracy, and completeness and ensures that the information disclosed truly reflect the overall ESG performance of the Group.

報告期間

本報告詳述本集團於截至二零二四年三月三十一日止財政年度（「二零二四財年」或「本年度」）在ESG方面的活動、挑戰和採取的措施。

報告範圍

報告範圍主要根據營運點ESG相關方面影響的重要性而釐定。本報告涵蓋本集團位於中國的主要營運點，包括津上精密機床（浙江）有限公司（「津上精密機床」）、浙江品川精密機械有限公司（「品川精密」）及安徽津上精密機床有限公司（「安徽津上」）。除了特別列明以外，我們通過本集團的營運控制機制取得ESG關鍵績效指標（「關鍵績效指標」）資料。待本集團之資料收集系統更趨成熟，以及可持續發展工作深化之後，我們將於未來繼續擴大報告範圍。

報告框架

本報告依照香港聯合交易所有限公司（「聯交所」）證券上市規則附錄C2《環境、社會及管治報告指引》（「ESG報告指引」）所編制。有關本集團的企業管治常規，請參閱年報中的「企業管治報告」一節。

在編寫本報告時，本集團採用了上述ESG報告指引中匯報原則，如下所示：

重要性：本集團已進行重要性評估以識別重大議題，並將已確認的重大議題作為本報告的編製重點。每個議題的重要性已由董事會、審核委員會和工作小組審閱及確認。有關進一步詳情，請參閱「持份者參與」及「重要性評估」兩節。

平衡：本報告的資料和案例主要來源於本集團統計報告、內部溝通文件及其他相關文件。本報告不存在任何虛假記載及誤導性陳述。本集團對本報告內容的真實性、準確性和完整性負責，並確保所披露信息真實反映本集團整體ESG表現。

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Quantitative: The standards, methodologies and applicable assumptions used in the calculation of KPIs data were supplemented in the explanatory notes. The Group has established specific environmental targets to mitigate and address particular impacts.

Consistency: Unless otherwise stated, the preparation approach of this Report is consistent with the ESG report for the financial year ended 31 March 2023 (“FY2023”) for comparison purposes. If there are any changes in the reporting scope or calculation methods that may affect comparisons with previous reports, the Group will explain the corresponding changes in the appropriate locations.

STAKEHOLDER ENGAGEMENT

The Group and its stakeholders communicate and support each other through two-way communication mode to achieve mutual growth. The Group values opinions from different stakeholders on its operation and ESG matters, and is committed to working with its stakeholders to improve the Group’s ESG performance and to continue to create greater value for the country and society. To fully understand, respond to and address core concerns of different stakeholders, we have been maintaining close communication with various stakeholders. We will continue to strengthen stakeholder engagement through constructive dialogue to draw a blueprint for long-term prosperity.

Through the engagement of different stakeholders and various communication channels, we integrated their expectations into our operation and ESG strategies. The Group’s communication channels with its key stakeholders and their corresponding expectations are outlined below:

Stakeholders 持份者	Communication channels 溝通管道	Expectations 期望
Investors and shareholders 投資者及股東	<ul style="list-style-type: none">Annual general meeting and other shareholders’ meeting 股東週年大會及其他股東會議Financial reports 財務報告Announcements and circulars 公告及通函The Group’s website 本集團網站Investors meeting 投資者會議	<ul style="list-style-type: none">Compliance with relevant laws and regulations 遵守相關法律法規Timely release of the latest corporate information 及時公佈企業最新資訊Corporate sustainable development 企業可持續發展Financial performance 業績Industry development trend 行業發展趨勢

Quantitative: 計算關鍵績效指標數據所使用的標準和方法以及適用的假設均已於註釋補充。本集團已訂立具體環境目標以減輕及解決特定影響。

Consistency: 除非另有說明，本報告的編製方法與截至二零二三年三月三十一日止年度（「二零二三財年」）ESG報告一致，以便進行比較。如報告範圍及計算方法有任何變化，並可能影響與過往報告的比較，本集團將會於適當位置解釋相應變動。

持份者參與

本集團與持份者以雙軌溝通模式互相交流及支援，以達致共同成長。本集團重視不同持份者對其經營及ESG事宜上的意見，並致力於與其持份者合作以改善本集團在ESG方面的表現，為國家和社會持續創造更大的價值。為全面了解、回應及處理不同持份者的核心關注點，我們一直與不同持份者緊密溝通。我們將繼續通過建設性對話加強持份者的參與度，以繪製長期繁榮發展的藍圖。

通過不同的持份者參與及溝通管道，我們將他們的期望帶入我們的營運及ESG策略當中。本集團與主要持份者的溝通管道及其相應的期望概述如下：

Stakeholders 持份者	Communication channels 溝通管道	Expectations 期望
Customers 客戶	<ul style="list-style-type: none"> • Business meetings • 業務會議 • Customer service hotline • 客服熱線 • Email • 電郵 • Exhibitions • 展會 	<ul style="list-style-type: none"> • Fulfilling product and service responsibilities • 履行產品及服務責任 • Customer information security • 客戶資訊安全 • Business ethics • 商業道德 • Introduction of new products • 最新產品介紹 • Handling customer feedback • 客戶意見處理
Suppliers and partners 供應商與合作夥伴	<ul style="list-style-type: none"> • Supplier management meetings and events • 供應商管理會議及活動 • Business meetings • 業務會議 • Continuous direct communication • 持續直接溝通 	<ul style="list-style-type: none"> • Fair competition • 公平競爭 • Win-win cooperation • 合作共贏 • Business ethics • 商業道德
Employees 僱員	<ul style="list-style-type: none"> • Staff opinion survey • 員工意見調查 • Regular qualification assessment evaluation • 定期資格考核評定 • Staff training courses • 員工培訓課程 • Social media • 社交媒體 • Internal notices • 內部公告 • Direct communication • 直接溝通 	<ul style="list-style-type: none"> • Remuneration and benefits • 薪酬與福利 • Career development • 職業發展 • Working environment • 工作環境 • Work performance • 工作表現 • Occupational health and safety • 職業健康與安全

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Stakeholders 持份者	Communication channels 溝通管道	Expectations 期望
Government and regulatory authorities 政府和監管機構	<ul style="list-style-type: none"> • Regulatory or voluntary disclosure • 監管或自願披露 • News reporting • 新聞報道 	<ul style="list-style-type: none"> • Foster employment • 促進就業 • Pay tax in accordance with law • 依法納稅
Community, non-government organisations and media 社群、非政府機構及媒體	<ul style="list-style-type: none"> • Community investment scheme • 社區投資計劃 • The Group's website • 本集團網站 • ESG reports • ESG報告 • News release • 新聞稿 	<ul style="list-style-type: none"> • Giving back to society • 回饋社會 • Environmental protection • 環境保護 • Corporate social responsibility • 企業社會責任 • Compliant operation • 合規經營 • Fair employment opportunities • 公平僱傭機會

MATERIALITY ASSESSMENT

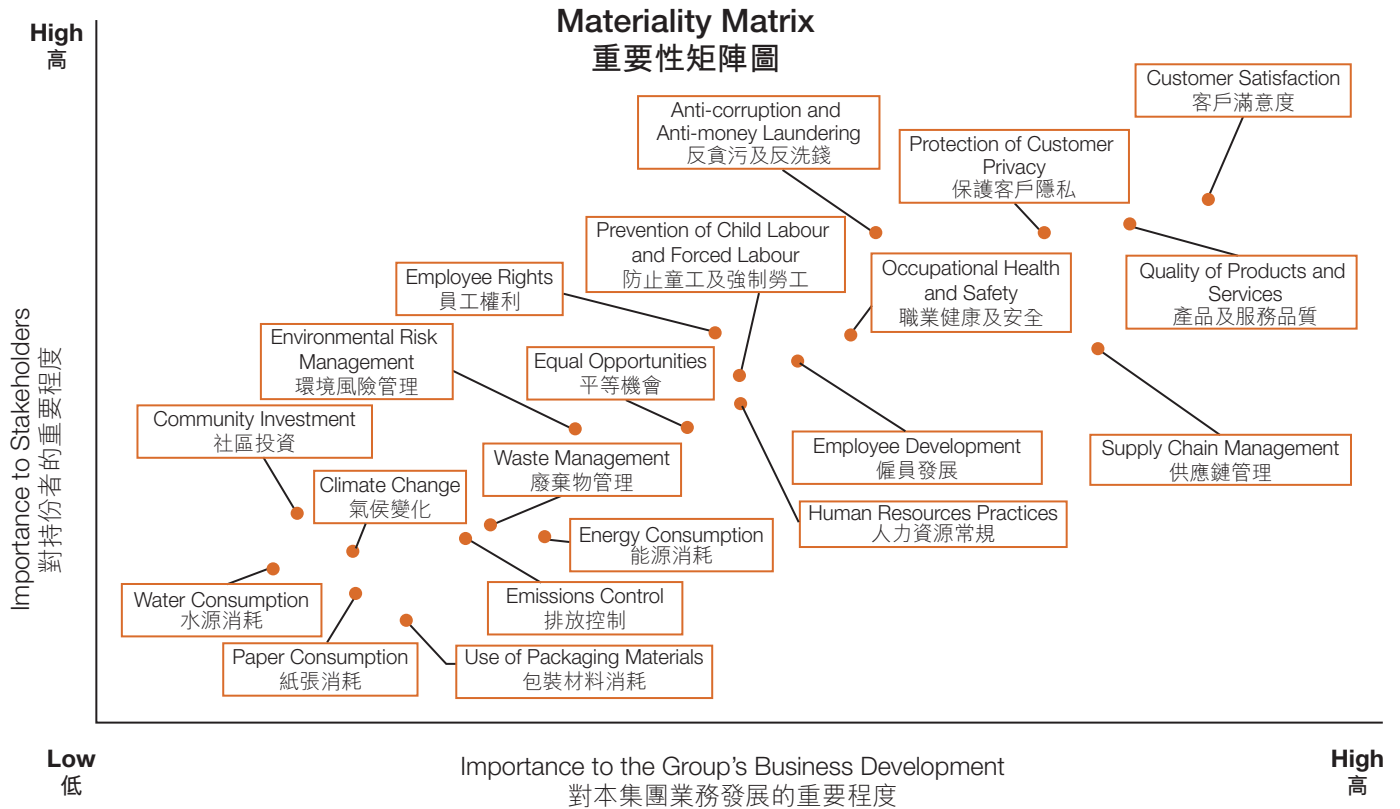
The Group collects feedback from its stakeholders through questionnaires to assist in reviewing its operations, identifying relevant ESG issues, and preparing this Report as well as evaluating the materiality of these issues to its business and stakeholders.

Below is the Group's FY2024 materiality matrix:

重要性評估

本集團通過問卷形式向各持份者搜集意見，旨在協助本集團檢討其運作情況及鑑別相關ESG事宜，以編製本報告，並評估相關事宜對本集團的業務以及各持份者的重要性。

以下為本集團二零二四財年重要性矩陣圖：



CONTACT US

The Group welcomes comments and suggestions from stakeholders. If you have any opinions on this Report or the Group's performance in sustainable development, please feel free to contact us via the following mediums:

Tel: 0573-8529 8093
E-mail: ir@tsugami.com.cn

與我們聯絡

本集團歡迎持份者提供意見及建議。閣下可就本報告或本集團在可持續發展方面的表現提供寶貴意見，並通過以下方式與本集團聯絡：

電話：0573-8529 8093
電郵：ir@tsugami.com.cn

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A. ENVIRONMENTAL

Environmental Targets

As the negative impacts of climate change on the environment and society become increasingly apparent, various stakeholders are becoming aware of the importance of environmental protection. The Group values the concept of sustainable development and is committed to reducing its impact on the environment.

In FY2023, the Group established a series of environmental targets to respond to the national vision of environmental protection and carbon neutrality, and to enhance its corporate reputation and sustainability performance. The Group has strengthened its management of relevant material issues and sustainable development performance, optimised its business practices, and continuously monitored and reviewed the progress of its targets, taking corresponding measures to achieve them. The progress of targets, relevant data and year-on-year comparisons are listed in the table below and subsequent sections. The table below summarises the environmental targets established by the Group in FY2023 and the progresses made towards those targets during FY2024.

Aspects 層面	Environmental targets set in FY2023 二零二三財年環境目標	Progresses made in FY2024 二零二四財年取得的進展
Exhaust Gas Emissions 廢氣排放	The Group will continue to reduce exhaust gas emissions by rationalising the travel of the Group's vehicles. 本集團將持續通過合理安排本集團車輛出行，降低廢氣排放。	In progress 進行中
Greenhouse Gas ("GHG") Emissions 溫室氣體(「溫室氣體」)排放	Using the financial year ended 31 March 2020 ("FY2020") as the base year ¹ , the Group aims to reduce the intensity of total GHG emissions by 5% by the financial year ending 31 March 2026. 以截至二零二零年三月三十一日止年度(「二零二零財年」)作基準年 ¹ ，本集團目標在截至二零二六年三月三十一日止年度前降低溫室氣體排放總量密度5%。	In progress 進行中
Hazardous Wastes 有害廢棄物	The Group will continue to reduce hazardous waste generated through avoidance, reduction, recycling and reuse. 本集團將持續通過避免、減少、回收及再利用，減少有害廢棄物排放量。	The total hazardous waste generated has decreased year-on-year. 有害廢棄物產生總量同比有所下降。

A. 環境

環境目標

隨著氣候變化對環境與社會的負面影響逐漸浮現，各持份者逐漸知悉環境保護的重要性。本集團重視可持續發展的理念，致力減少對環境的影響。

本集團已於二零二三財年訂立了一系列的環境目標，以響應國家環保及碳中和之願景，提升企業聲譽及可持續發展表現。本集團已為此強化對相關重大議題及可持續發展績效的管理，優化其業務實踐，並持續監控及審查其目標的進展情況，積極採取相應措施以實現目標。目標進展、相關數據和同比比較已於下表及後續章節列出。下表概述了本集團於二零二三財年訂立的環境目標以及二零二四財年間的目標進展：

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Aspects 層面	Environmental targets set in FY2023 二零二三財年環境目標	Progresses made in FY2024 二零二四財年取得的進展
Non-hazardous Wastes 無害廢棄物	The Group will continue to foster awareness of paper conservation among staff and reduce non-hazardous waste generated through avoidance, reduction, recycling and reuse. 本集團將持續培養員工節約用紙意識，並通過避免、減少、回收及再利用，減少無害廢棄物排放量。	The total non-hazardous waste generated has decreased year-on-year. 無害廢棄物產生總量同比有所下降。
Energy Consumption 能源消耗	The Group will continue to improve its processes and control the production process to increase energy efficiency. 本集團將繼續改善其工藝和控制生產過程，提高能源效率。	The total energy consumption has decreased year-on-year due to the optimisation of production equipment. 由於本集團優化了生產設備，能源消耗總量同比有所下降。
Water Consumption 水源消耗	The Group will organise water conservation promotion activities through posters, intranet announcements, interactive activities and internal emails, to continuously raise staff awareness of water conservation, with the aim of implementing the practice of “turn off water taps when not in use” and guiding staff to use water wisely so as to improve water efficiency. 本集團將舉辦推廣節約用水活動，其推廣方式包括張貼海報、內網公告、互動活動及內部電郵，持續提高員工節約用水意識，務求做到「人走水關」，引導員工合理用水，以提高用水效率。	Despite the year-on-year increase in total water consumption, the Group has been promoting water conservation in our daily operations to raise staff awareness of water conservation. 雖然水源消耗總量同比有所上升，但本集團已於日常工作中進行節水宣導，以提高員工節約用水意識。

In FY2024, the Group followed the targets set in FY2023 to continuously implement the sustainable development strategies in the financial year ending 31 March 2025.

Note(s):

- The intensity of total GHG emissions for FY2020 was approximately 1.58 tCO₂e/production unit.

於二零二四財年，本集團將持續遵循於二零二三財年設定的環境目標，於截至二零二五年三月三十一日止年度繼續實施可持續發展策略。

備註：

- 二零二零財年的溫室氣體排放密度為約1.58噸二氧化碳當量／生產單位。

A1. Emissions

The Group attaches great importance to good environmental management, and strives to protect the environment to fulfil social responsibilities of the Group. The Group has formulated environmental management systems and procedures for its daily operation to regulate the exhaust gas emissions, GHG emissions, sewage, hazardous and non-hazardous wastes generated during operation, so as to pursue the goal of sustainable development and to contribute to environmental protection.

The Group has received the ISO14001:2015 Environmental Management System certificate, striving to minimise the Group's potential adverse impact on the environment and to protect natural resources. The Group strictly abides by the Law of the People's Republic of China on the Prevention and Control of Environment Pollution by Solid Wastes, the Environmental Protection Law of the People's Republic of China, the Atmospheric Pollution Prevention and Control Law of the People's Republic of China, the Water Pollution Prevention and Control Law of the People's Republic of China, the Law of the People's Republic of China on Environmental Impact Assessment and other laws and regulations concerning environmental protection. During the Year, the Group did not have any violations of local environmental-related laws and regulations concerning exhaust gas emissions and GHG emissions, discharges into water and land as well as the generation of hazardous and non-hazardous wastes.

Emissions Control

Exhaust Gas Emissions

The Group has conducted assessment on whether the air monitoring results meet the requirement of the Ambient Air Quality Standards in the PRC, and commissioned a third-party to conduct an annual checking. The main components tested are particulate matter, non-methane hydrocarbons, acetic acid esters and benzene from exhaust gas emissions points. In addition, the Group's emissions are monitored on a real-time basis monitoring platform by the Ministry of Ecology and Environment of the PRC to ensure that the emissions are in line with the domestic standard levels. The Group's production

A1. 排放物

本集團重視良好的環境管理，努力保護環境，以落實本集團應承擔的社會責任。本集團針對日常營運制定了有關環保管理制度和規程，規管營運中產生的廢氣排放、溫室氣體排放、污水、有害及無害廢棄物排放等，追求可持續發展的目標，以為保護環境作出貢獻。

本集團已獲得ISO14001:2015環境管理體系認證，力求將本集團對環境的潛在不利影響減至最低，以及保護天然資源。本集團嚴格遵守《中華人民共和國固體廢物污染環境防治法》、《中華人民共和國環境保護法》、《中華人民共和國大氣污染防治法》、《中華人民共和國水污染防治法》、《中華人民共和國環境影響評價法》及其他有關環境保護的法律法規。於本年度，本集團並無就廢氣及溫室氣體、向水及土地排污以及有害及無害廢棄物排放而有任何違反當地環境相關法律法規的事宜。

排放控制

廢氣排放

本集團已經對空氣監測結果是否符合中國《環境空氣質量標準》的規定進行評估，每年委託第三方檢測一次，主要對於廢氣排放口的顆粒物、非甲烷總烴、乙酸酯類和苯系物進行檢測。另外，本集團亦由中國生態環保部監測平台實時監管其廢氣排放，確保其排放符合國內之標準水平。本集團生產廠房使用由電力供能的機器，其對環境並無產生重大負面

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machines are powered by electricity, which do not have a significant adverse impact on the environment. During the Year, the Group's emissions were mainly from petrol and diesel consumed by vehicles.

To limit emissions generated by transportation activities, we have put in place various emission reduction measures to reduce the environmental impact, including but not limited to:

- Encourage staff to use public transport for commuting and to use more environmentally-friendly vehicles rather than highly polluting ones;
 - Encourage staff to maximise car sharing on business trips and optimise routes and journeys to reduce vehicle usage and energy consumption;
 - Utilise electronic means of communication such as video conferencing to reduce the number of trips;
 - Purchase standard fuel for vehicles and regularly inspect and maintain the vehicles and other mobile machinery to ensure compliance with the relevant emission standards and to avoid inefficient energy consumption;
 - Require operators and drivers to switch off the machineries and vehicles when they are in standby mode;
 - Gradually replace diesel forklifts with electric forklifts; and
 - Actively adopt emission reduction measures described in the section headed "GHG Emissions" in this aspect.
- 影響。於本年度，本集團廢氣排放主要源於車輛所消耗的汽油及柴油。
- 為限制運輸活動產生的排放，我們制定了以下減排措施以降低對環境的影響，包括但不限於：
- 鼓勵員工使用公共交通通勤及使用更環保的車輛而非高污染車輛；
 - 鼓勵員工出差時盡量車輛共乘，優化路線和行程，以減少車輛使用量及能源消耗；
 - 利用視頻會議等電子通訊手段減少出差次數；
 - 購買標準車輛燃油，並定期檢查和保養車輛及其他移動機器，以確保符合相關的排放標準及避免低效能源消耗；
 - 規定操作員和駕駛員在待機狀態下關閉機器和車輛；
 - 逐步使用電動叉車代替柴油叉車；及
 - 積極採取於本層面「溫室氣體排放」一節中所說明的減排措施。

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As a result of the increase in business travel demands during the Year, the Group's overall exhaust gas emissions have increased compared to FY2023. The performance was as follows:

由於本年度出差需求增加，本集團的整體廢氣排放較二零二三財年有所增加。其表現概述如下：

Types of exhaust gas ² 廢氣種類 ²	Unit 單位	FY2024 二零二四財年	FY2023 二零二三財年
Nitrogen oxides (NO _x) 氮氧化物(NO _x)	kg 千克	225.14	199.78
Sulphur oxides (SO _x) 硫氧化物(SO _x)	kg 千克	1.48	1.52
Particulate matter (PM) 顆粒物(PM)	kg 千克	20.74	18.29

Note(s) :

- The calculation method of exhaust gas emissions is based on How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs issued by HKEX.

備註：

- 廢氣排放數據計算乃參照聯交所頒佈的《如何準備環境、社會及管治報告 – 附錄二：環境關鍵績效指標匯報指引》。

GHG Emissions

The main sources of the Group's GHG emissions are petrol and diesel consumed by vehicles (Scope 1), purchased electricity (Scope 2) and business travel (Scope 3).

溫室氣體排放

本集團的溫室氣體排放主要來自車輛所消耗的汽油及柴油（範圍一）、外購電力（範圍二）及差旅（範圍三）。

The Group actively adopts electricity and energy conservation measures to reduce GHG emissions, including strict control of office appliance usage and optimising the processing technology of production equipment to shorten processing time and reduce electricity usage. Specific measures are described in the section above headed "Exhaust Gas Emissions" in this aspect and "Energy Consumption" in aspect A2. The Group also reduces carbon emissions from business travel by replacing long-distance face-to-face meetings with electronic communication means such as telephone or video conferencing. In addition, the Group disseminates environmental protection messages to employees by posting green information notices and posters in office areas, as well as holding tree planting and greening activities regularly to enhance their awareness and promote best environmental management practices.

本集團積極採取節電和節能措施，以減少溫室氣體排放，當中包括嚴格控制辦公電器使用情況，以及通過優化生產用設備的加工工藝，縮短加工時間，減少電量的使用。具體措施已在本層面上節的「廢氣排放」及A2層面中「能源消耗」一節中說明。本集團亦會以電話或視頻會議等電子溝通方式取代長途的見面會議，減少商業差旅產生的碳排放。此外，本集團亦會通過在辦公區域張貼綠色資訊告示及海報，並定期舉辦植樹綠化活動，向僱員傳達環保訊息，以提高彼等的意識並推廣最佳的環境管理常規。

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During the Year, the Group has optimised its production equipment to increase work efficiency and shorten process time, resulting in a decrease in the Group's total GHG emissions compared to FY2023. However, due to a significant decline in production volume during the Year, the intensity of the Group's total GHG emissions has still increased by approximately 22.06% compared to FY2023. The Group's GHG emissions performance was as follows:

於本年度，由於本集團已優化其生產設備以提高工作效率及縮短加工時間，本集團的溫室氣體排放總量較二零二三財年有所減少，但由於本年度產量下降幅度較大，本集團的溫室氣體排放總量密度仍較二零二三財年增加約22.06%。本集團的溫室氣體排放表現概述如下：

Indicators ³ 指標 ³	Unit 單位	FY2024 二零二四財年	FY2023 二零二三財年
Direct GHG emissions (Scope 1) 直接溫室氣體排放 (範圍一)	tCO ₂ e 噸二氧化碳當量	254.56	258.88
Energy indirect GHG emissions (Scope 2) 能源間接溫室氣體排放 (範圍二)	tCO ₂ e 噸二氧化碳當量	13,994.48	16,858.47
Other indirect GHG emissions (Scope 3) 其他間接溫室氣體排放 (範圍三)	tCO ₂ e 噸二氧化碳當量	79.80	45.97
Reduction of GHG emissions 溫室氣體排放減排量	tCO ₂ e 噸二氧化碳當量	–	0.12
Total GHG emissions (Scope 1, 2 and 3) 溫室氣體排放總量 (範圍一、二及三)	tCO ₂ e 噸二氧化碳當量	14,328.84	17,163.20
Intensity 密度	tCO ₂ e/production unit ⁴ 噸二氧化碳當量 / 生產單位 ⁴	1.66	1.36

Note(s):

- GHG emissions data are presented in terms of carbon dioxide equivalent, and referenced to, including but not limited to, the GHG Protocol: A Corporate Accounting and Reporting Standard issued by the World Resources Institute and the World Business Council for Sustainable Development, How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs issued by HKEX, the global warming potential values from the Fifth Assessment Report and the Sixth Assessment Report published by the Intergovernmental Panel on Climate Change, the Notice on the Management of Enterprise GHG Emissions Reporting of Power Generation Industry for 2023-2025 issued by the Ministry of Ecology and Environment of the PRC, and the ICAO carbon emissions calculator.
- As at 31 March 2024, the Group's total production unit was approximately 8,613 units (FY2023: approximately 12,596 units). This data will also be used for the calculation of other intensity data.

備註：

- 溫室氣體排放資料乃按二氧化碳當量呈列，並參照包括但不限於世界資源研究所及世界可持續發展工商理事會刊發的《溫室氣體盤查議定書：企業會計與報告標準》、聯交所發佈的《如何準備環境、社會及管治報告 – 附錄二：環境關鍵績效指標匯報指引》、政府間氣候變化專門委員會發佈的《第五次評估報告》及《第六次評估報告》的全球升溫潛能值、中國生態環境部刊發的《關於做好2023-2025年發電行業企業溫室氣體排放報告管理有關工作的通知》，以及國際民航組織碳排放量計算器。
- 截至二零二四年三月三十一日止，本集團總生產單位為約8,613台（二零二三財年：約12,596台）。此資料亦會用作計算其他密度資料。

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Sewage Discharge

The domestic wastewater emitted by the Group is sent to the local sewage treatment plant through the municipal sewage network for treatment, so the Group's total water consumption is equal to the amount of wastewater discharged. The data on the Group's total water consumption will be explained in the section headed "Water Consumption" under aspect A2.

Waste Management

The Group adheres to the principles of waste management and is committed to the proper treatment and disposal of all waste generated from its business activities. The Group has established clear and specific waste management guidelines to identify, classify, centralise and dispose of waste in a uniform manner. The Group has designated responsible persons to manage the disposal of waste in a timely manner and to maintain environmental hygiene around the collection bins. All our waste management practices comply with relevant environmental laws and regulations.

Hazardous Wastes

The Group has established the Hazardous Waste Management Regulations, according to which all hazardous wastes should be collected and disposed of by authorised qualified agents. The amount of wastes disposed of is recorded and reconciled with the contractor's reports to ensure that it is handled in the most appropriate and comprehensive manner. The Group requires all departments to collect and store wastes in accordance with regulations and to transport the hazardous wastes to the designated warehouse within a specified time. Employees are not allowed to store hazardous wastes outside the warehouse. Only designated hazardous waste management staff are responsible for the storage of hazardous wastes and no other staff are allowed to enter the storage area without permission. The hazardous wastes management staff shall regularly inspect the storage tanks to prevent any leakages. If leakage is found, prompt action shall be taken to replace the storage tanks. In addition, all containers shall be labelled with the name and identification of the waste, and reactive hazardous liquids shall be stored in separate containers. Hazardous wastes generated by each department must be registered when it is sent to the hazardous wastes storage facility and records must be kept accordingly.

污水排放

本集團排放的生活污水會經市政污水管網送至地方污水廠處理，因此本集團水源消耗總量即為污水排放量。本集團的水源消耗總量數據將於A2層面中「水源消耗」一節中說明。

廢棄物管理

本集團堅守廢棄物管理原則，致力於適當處理及棄置其業務活動產生的所有廢棄物。本集團已制定明確及具體的廢棄物管理指引，對廢棄物進行識別分類、集中存放及統一棄置。本集團已指定管理責任人適時處理廢物，並保持收集箱周圍的環境衛生。我們所有廢棄物管理慣例均符合相關環保法律及規例。

有害廢棄物

本集團已制定《危廢管理規定》，根據規定其所有有害廢棄物均需由具備處理有害廢棄物資質之授權代理收集及處理。處置的廢棄物數量會予以記錄並與承包商的報告核對，以確保以最恰當的方式進行全面處理。本集團規定所有部門須根據規定收集及儲存廢棄物，並在規定時間內將有害廢棄物送至專門倉庫。僱員不得在倉庫以外區域存放有害廢棄物。僅獲指派的有害廢棄物管理員工負責儲存有害廢棄物，其他員工不得在未經許可的情況下進入儲存區域。有害廢棄物管理員工須定期檢查儲存罐以防洩漏。倘發現洩漏，其須及時採取措施以更換儲存罐。此外，所有容器須張貼表明廢棄物名稱及標識的標籤，而反應性有害液體須存儲於單獨的容器中。各部門產生的有害廢棄物於送至有害廢棄物存儲設施時均須登記，並須相應保存記錄。

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To further reduce its damage to the environment, the Group has implemented the energy-saving and environmentally-friendly waste liquid reduction treatment solution. The solution allows the water-soluble waste liquid to evaporate into cooling water (recycled water) at low temperature after passing through the degreasing and slag removal equipment, and then deeply purified through the purification equipment, so that the recycled water can be used as water for washing or production process in the factory. The introduction of the above solution can reduce the generation of hazardous waste by more than 80%, realise the reduction in waste liquid and lower the cost of hazardous waste treatment. In addition, the Group replaced disposable batteries used by equipment with rechargeable batteries in order to reduce the generation of waste batteries.

Due to the decline in production volume, the Group's total hazardous waste generated during the Year has decreased compared to FY2023. However, the intensity of the Group's total hazardous waste generated has remained at the same level compared to FY2023. The hazardous wastes that the Group generated are as follows:

為進一步降低本集團對環境帶來的傷害，本集團已制定的節能環保的廢液處理減量化解決方案。該方案可使水溶性廢液先通過除油除渣設備，然後經過低溫蒸發成為冷卻水（再生水），再透過淨化設備將再生水深度淨化，使再生水可達到工廠內作為洗滌用水或生產工藝用水作用。上述方案導入可減少80%以上的有害廢棄物產出，實現廢液減量化並且降低有害廢棄物處理成本。此外，本集團已將設備使用的一次性電池轉換為可充電電池，以減少廢棄電池的產生。

由於產量下降，本年度本集團的有害廢棄物產生總量較二零二三財年有所減少。然而，本集團的有害廢棄物產生總量密度與二零二三財年保持一致水平。本集團所產生的有害廢棄物概述如下：

Types of hazardous wastes 有害廢棄物種類	Unit 單位	FY2024 二零二四財年	FY2023 二零二三財年
Electronic wastes 電子廢棄物	tonnes 噸	0.09	0.04
Mineral oil waste 廢礦物油	tonnes 噸	122.54	97.37
Emulsion waste 廢乳化液	tonnes 噸	13.72	40.80
Grinder mud waste 廢磨床泥	tonnes 噸	25.95	42.52
Paint bucket waste 廢油漆桶	tonnes 噸	9.35	13.66
Waste filter material 廢過濾材料	tonnes 噸	4.50	0.47
Filter media waste 廢過濾介質	tonnes 噸	1.40	2.32
Resin waste 廢樹脂	tonnes 噸	0.63	-
Total hazardous wastes generated 有害廢棄物產生總量	tonnes 噸	178.18	197.18
Intensity 密度	tonnes/production unit 噸／生產單位	0.02	0.02

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Non-hazardous Wastes

The Group has formulated the PTC Regulations on the Disposal of Recyclables to clarify the rules on the disposal of non-hazardous waste. During the Year, non-hazardous wastes generated from the Group's operations consists mainly of general wastes, paper, plastics, food wastes and waste ash. All paper disposed of was recycled.

In order to minimise the environmental impact of the non-hazardous wastes generated by our business operations, we have implemented measures to handle non-hazardous wastes and introduced various waste reduction measures, which include but are not limited to:

- Organise and maintain waste separation systems and recycling bins to collect waste paper, metal, food waste, etc.;
- Place posters on walls and label the type of waste or recyclables on the rubbish bins;
- Sort recycled waste into appropriate receptacles;
- Educate employees on waste sorting methods; and
- Assign an administrative staff to manage and transport the wastes and recyclables for both garbage and recycled waste pick-ups.

Furthermore, the Group has advised employees on how to reduce waste at the dining hall to raise awareness of the waste issues. Surveillance cameras are also set up at the dining hall to prevent and minimise the amount of food to be composted every day. Any employee who has been found throwing food away will be given a verbal warning on the first offence, and will be disciplined on the second offence. We hope to build up an environmental philosophy among our employees and share the responsibility of non-hazardous wastes disposal with them.

無害廢棄物

本集團已制定《津上精密機床可回收物品處理規定》，明確無害廢棄物相關之處理規條。於本年度，本集團的業務活動產生的無害廢棄物主要包括一般垃圾、紙張、塑料、食物垃圾及廢灰。其棄置的紙張全部均有回收。

為了盡量減少我們的業務營運所產生的無害廢棄物對環境的影響，我們已實施措施處理有關無害廢棄物及推出各種減少廢棄物的措施，相關措施包括但不限於：

- 組織和維護廢棄物分類系統和回收箱，收集廢紙、金屬和食物垃圾等；
- 張貼海報，並在垃圾箱上註明廢棄物或可回收利用的種類；
- 將回收廢棄物分類到適當的容器中；
- 對員工進行廢棄物分類方法教育；及
- 指派行政人員管理運輸廢棄物和可回收物，以進行垃圾和回收廢棄物的收集。

此外，本集團已就如何減少食堂的浪費向員工提供建議，以提高他們對浪費問題的認識。食堂還安裝了監控攝像頭，以防止和減少每天用於堆肥的食物量。任何被發現丟掉食物的員工都將在第一次違例中受到口頭警告，並在第二次違例中受到紀律處分。我們希望在僱員之間樹立環保理念，並與僱員共同承擔無害廢棄物處理的責任。

For office paper, the Group has implemented environmental protection measures with the aim of minimising the negative impact of its business operations on the environment. To ensure the most efficient use of paper and provide convenience for both employees and customers, the Group has provided customers with paperless billing options and promotes the prioritised use of recycled paper printing to its employees. The Group also encourages its employees to minimise the use of paper and to use electronic communications for directories, forms, reports and storage when possible. The Group recycles used paper, carton boxes and envelopes, including all non-confidential documents of the Group.

Although the Group's total non-hazardous waste generated during the Year has decreased compared to FY2023, the intensity of the Group's total non-hazardous waste generated has still increased by approximately 8.70% compared to FY2023 due to a significant decline in production volume. The non-hazardous wastes that the Group generated are as follows:

針對辦公用紙，本集團已本著盡可能降低其業務營運對環境所造成負面影響的宗旨實施環保措施。為確保以最具效益的方式善用紙張及為員工和客戶提供便利，本集團已為客戶提供無紙化帳單選擇，並向其員工推行優先使用再生紙打印。本集團亦鼓勵員工盡可能減少紙張的使用，就名錄、表格、報告及儲存採用電子化通訊方式。本集團會循環再用曾用過的紙張、紙箱及信封，包括本集團的所有非機密文件。

由於產量下降幅度較大，使本年度本集團的無害廢棄物產生總量雖較二零二三財年有所減少，但其無害廢棄物產生總量密度仍較二零二三財年增加約8.70%。本集團所產生的無害廢棄物概述如下：

Types of non-hazardous wastes 無害廢棄物種類	Unit 單位	FY2024 二零二四財年	FY2023 二零二三財年
General wastes 一般垃圾	tonnes 噸	27.00	24.00
Paper 紙張	tonnes 噸	15.42	17.51
Plastic 塑料	tonnes 噸	53.63	67.84
Waste ash 廢灰	tonnes 噸	2,045.59	2,762.92
Total non-hazardous wastes generated 無害廢棄物產生總量	tonnes 噸	2,141.64	2,872.27
Intensity 密度	tonnes/production unit 噸／生產單位	0.25	0.23

A2. Use of Resources

The Group's objective is to actively promote the efficient use of resources. We monitor the potential environmental impact of our operations in a timely manner and promote green office and operating environments to minimise the environmental impact of our operations. The Group's employees are committed to its environmental philosophy, voluntarily and consciously conserving electricity, petrol, diesel and water resources. In addition, we have put in place relevant policies and systems to effectively manage the use of resources in our operations.

Energy Consumption

The Group actively adopts the concept of energy conservation and emission reduction, and has specifically formulated the Administration of Energy and Resources to govern the reduction of unnecessary energy and to ensure the effective use of resources.

Conserving the Use of Metal Castings

By applying the precision analysis software, the Group conducts professional analysis on various parts of the machine tool, establishes a design balance among factors such as weight, strength, rigidity and heat transfer, to achieve the optimisation effect of reducing consumables, improving rigidity and making manufacturing easier. As compared with the traditional design, the current standard design method of high precision machine tools not only reduce the consumption of casting materials by 10-25%, but also the energy consumption during casting and processing.

A2. 資源使用

本集團以積極推動有效使用資源為宗旨。我們即時監察我們的業務營運對環境帶來的潛在影響，並推廣綠色辦公及營運環境，將我們營運對環境的影響減至最低。本集團員工秉持其環保理念，自覺珍惜電、汽油、柴油及水資源。此外，我們設有相關政策和制度，以更有效地管理營運時的資源使用。

能源消耗

本集團積極實踐節能減排理念，並已制定明確的《能源資源管理規定》以控制減少非必要的能耗以確保有效利用資源。

節約金屬鑄件使用

本集團通過使用精密解析軟件，對機床各零部件進行專業分析，在重量、強度、剛性和傳熱程度等因素之間建立設計平衡，實現降低耗材、提升剛性及製造容易的優化效果。現行高精密機床的標準設計方式，相比傳統設計，減少鑄材消耗10-25%，同時可以減少鑄材澆注及加工時的能耗。

Power Saving

The Group continued to utilise the innovative power-saving function on its major models of machine tools to implement the Group's philosophy of sustainable development. Such function enables the oil cooler, chip conveyor, oil pump and various motors of Fanuc to automatically suspend as long as the production machine switches to standby state for 3 minutes after the end of processing. In addition, after 10 minutes of idle operation during the automatic operation of the machine, the interior lighting and NC screen display will be automatically turned off to further strengthen the power-saving function.

節約電能

本集團在全機型設備上使用創新節電功能，以貫徹本集團可持續發展的理念。該功能能使生產機器於加工結束進入待機狀態3分鐘後，油冷機、排屑機、油泵、發那科各電機自動停止運行。另外，機器自動運行過程中無人操作10分鐘後，亦將會自動關閉機內照明和NC畫面顯示，以進一步加強節電功能。

津上走心機、刀塔機標配節電功能

- 機器加工結束，進入待機狀態3分鐘後，油冷機、排屑機、油泵、發那科各電機自動停止運行。
- 機器自動運行過程中，無人操作10分鐘後，自動關閉機內照明和NC畫面顯示。

節電模式的选择
1. 進入二次开发界面，选择节电模式。
2. 设置节电模式开启。

机型	待机状态 (待机时)	节电状态 (待机时)	节电率 (%)
BD200-#	0.51	0.41	19%
BD320-#	0.51	0.40	18%
MDR-L-#	1.22	0.44	64%
MD80Y-#	2.09	0.71	66%

Overview of the innovative power-saving features standard on the Group's centering machines and turret machines
本集團之「津上走心機、刀塔機標配」創新節電功能概述

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In addition to the vehicle and equipment energy management measures mentioned in the section headed “Exhaust Gas Emissions” under aspect A1, the Group has also developed well-defined management measures for office appliances. These measures include, but are not limited to:

- Switch off all electrical equipment at the end of the day;
- Make the best possible use of natural light;
- All factory machines and computers are set to power saving mode; all machines and monitors will be switched off if they are not in use and no operation is detected by the computer for 20 minutes;
- Set the temperature of air conditioner to the energy efficient level of 24 to 26°C;
- Continue to upgrade its factory machineries and computer equipment, servers and monitors to more energy efficient models;
- Replace the lighting in all operational locations with LED lights;
- Optimise the processing technology of production equipment to shorten the processing time and reduce electricity usage; and
- Upgrade the electrical equipment in the foundry, transformers and motors to reduce their energy consumption.

To achieve sustainable development, the Group periodically provides environmental education and training for employees, as well as promotes practical advice on eco-friendly lifestyles to increase employee awareness of energy conservation and carbon reduction.

除了於A1層面「廢氣排放」一節中提及的車輛及設備能源管理措施外，本集團亦針對辦公電器制定了清晰的管理措施。其中包括但不限於：

- 下班時關停所有電器設備；
- 盡可能善用自然光；
- 所有廠房內的機器及電腦均設為省電模式：倘機器不使用及電腦於20分鐘內未檢測到任何操作，則所有機器及顯示器將關閉；
- 空調的溫度設為24至26°C的節能程度；
- 持續更新廠房機器及電腦設備、服務器及顯示器至更加節能的模式；
- 將各營運地點的照明更換為LED燈；
- 通過優化生產用設備的加工工藝，縮短加工時間，減少電量的使用；及
- 對鑄造車間的電力設備、變壓器及電機等設備進行了節能升級，以降低它們的能源消耗。

為實現可持續發展，本集團亦會不定期為員工提供環保教育培訓及宣揚有關環保生活方式的實用建議，提高員工的節能減碳意識。

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During the Year, the Group has optimised its production equipment to increase work efficiency and shorten process time, resulting in a decrease in the Group's total energy consumption compared to FY2023. However, due to a significant decline in production volume during the Year, the intensity of the Group's total energy consumption has still increased by approximately 21.81% compared to FY2023. The Group's energy consumption performance was as follows:

於本年度，由於本集團已優化其生產設備以提高工作效率及縮短加工時間，本集團的能源消耗總量較二零二三財年有所減少，但由於本年度產量下降幅度較大，本集團的能源消耗總量密度仍較二零二三財年增加約21.81%。本集團的能源消耗表現概述如下：

Types of energy ⁵ 能源種類 ⁵	Unit 單位	FY2024 二零二四財年	FY2023 二零二三財年
Direct energy consumption 直接能源消耗量	MWh 兆瓦時	978.70	1,003.93
• Petrol • 汽油	MWh 兆瓦時	462.27	419.61
• Diesel • 柴油	MWh 兆瓦時	516.43	584.32
Indirect energy consumption 間接能源消耗量	MWh 兆瓦時	24,538.80	29,560.70
• Purchased electricity • 外購電力	MWh 兆瓦時	24,538.80	29,560.70
Total energy consumption 能源消耗總量	MWh 兆瓦時	25,517.50	30,564.63
Intensity 密度	MWh/production unit 兆瓦時／生產單位	2.96	2.43

Note(s):

5. The calculation of unit conversion refers to the Energy Statistics Manual issued by the International Energy Agency.

備註：

5. 單位換算是參考國際能源署發佈的《能源統計手冊》。

Water Consumption

The Group's main source of water consumption comes from the production process, toilet flushing, washing and dining hall usage. Due to the geographic locations of the Group's operational sites, the main source of water consumption is tap water supplied through the municipal pipeline network. Therefore, there are no issues in sourcing water that is fit for purpose.

水源消耗

本集團的主要用水來源為生產程序、洗手間沖洗、洗滌及食堂使用。基於本集團各營運地點的地理位置，其用水主要來自市政管道網絡供應的自來水，因此其在求取適用水源並無任何問題。

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We are committed to raising awareness among all employees and customers about water conservation, and encouraging them to develop a habit of conserving water in their daily lives. The Group has implemented the following measures:

- Always turn taps off tightly to avoid dripping;
- Make use of dual-flush toilets to save water;
- Adopt effective water-saving production methods and instruments;
- Use multiple digital printing machines to avoid chemically tainted wastewater produced during the offset printing process;
- Regular inspect toilet and pantry drainage systems to identify and repair leaks in a timely manner;
- Inspect the hoses and pipes for leaks, cracks, and other damages regularly and repair them in a timely manner; and
- Give priority to effective water-saving products when making purchase decisions.

As a result of water leakage incidents and occasional utilisation of water sources for activities such as plant watering and ground cleaning, the intensity of the Group's total water consumption has increased by approximately 78.57% compared to FY2023. The Group's water consumption performance was as follows:

我們致力提高所有員工和客戶節約用水的意識，鼓勵其養成自覺節約用水的習慣。本集團已實施下列措施：

- 時刻關緊水龍頭，以免滴漏；
- 採用雙制式沖廁以節約用水；
- 採用有效的節水生產方法及工具；
- 採用多台數碼印刷機，避免柯式印刷過程中的化學污染廢水；
- 定期巡查衛生間和茶水間的排水系統，及時排查和修復滲漏點；
- 定期檢查並及時維修滲漏、破裂及存在其他損毀情況的軟管及管道；及
- 作出購買決定時優先考慮有效節約用水的產品。

由於本年度發生了漏水事故，加上偶爾使用水源進行澆花和地面清洗等活動，本集團的水源消耗總量密度較二零二三財年增加約78.57%。本集團的水源消耗表現概述如下：

	Unit 單位	FY2024 二零二四財年	FY2023 二零二三財年
Total water consumption 水源消耗總量	m ³ 立方米	47,388.00	38,779.00
Intensity 密度	m ³ /production unit 立方米／生產單位	5.50	3.08

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Use of Packaging Materials

The Group is committed to protecting the environment, and communicates with its customers regularly to minimise the use of packaging materials. In order to reduce the use of product packaging materials, the Group has implemented the measure of the use of customised steel racks for packaging and transporting products, and actively promotes the reuse of packaging cardboard boxes and other packaging materials. Due to the nature of the Group's business segments, the packaging materials used are mainly plastics and paper.

As a result of the decrease in production volume, the intensity of the Group's total packaging material used has decreased by approximately 14.29% compared to FY2023. The packaging materials used in the Group's finished products was as follows:

Types of packaging materials 包裝材料種類	Unit 單位	FY2024 二零二四財年	FY2023 ⁶ 二零二三財年 ⁶
Plastics 塑料	tonnes 噸	35.44	50.83
Paper 紙類	tonnes 噸	15.03	39.64
Total packaging materials used 包裝材料消耗總量	tonnes 噸	50.47	90.47
Intensity 密度	tonnes/production unit 噸／生產單位	0.006	0.007

Note(s):

6. Due to the improvement of the data collection system, the data of packaging material used for FY2023 has been updated.

包裝材料消耗

本集團致力於保護環境，並定期與其客戶溝通，以盡量減少包裝材料。為減少產品包裝材料的使用，本集團實施使用定製鐵架作包裝及運輸產品的措施，並且積極推行包裝紙箱和其他包裝材料的重複使用。鑑於本集團業務分部之性質，所用包裝材料主要為塑料及紙類。

由於本年度產量下降，本集團的包裝材料消耗總量密度較二零二三財年減少約14.29%。本集團製成品所用的包裝材料概述如下：

備註：

6. 由於數據收集系統的完善，二零二三財年的包裝材料消耗數據已更新。

A3. Environment and Natural Resources

The Group has been pursuing best practices relating to the environment, and attaches great importance to the impact of the Group's business on the environment and natural resources. Apart from the environmental impact disclosed in the above sections, the Group's operations have no other significant impact on the environment. In addition to protecting the natural environment by complying with environmental laws and international standards, the Group has also taken a number of measures and policies to reduce its environmental impact. On the other hand, the Group also provides environmental education for all employees to enhance their awareness of environmental protection.

Environmental Risk Management

The policies and measures taken by the Group to manage its environmental performance have been included in the aspects A1 and A2, and further measures taken for environment and natural resources are as follows:

- Identify the key elements and objectives of projects;
- Establish an environmental management team to oversee the consumption of resources;
- Assess whether the consumption of resources meets the relevant required standards;
- Develop an environmental plan and estimate the amount and percentage towards the target; and
- Summarise the environmental impacts and implement measures to control and improve total emissions.

A3. 環境及天然資源

本集團追求與環境的最佳實踐，注重本集團業務對環境及天然資源的影響。除了於上述章節披露之環境影響外，本集團業務對環境並無其他重大影響。除了遵循環境相關法規及國際準則，適切地保護自然環境外，本集團亦採取多項措施及相關政策，以減少對環境的影響。另一方面，本集團亦為所有員工提供環保教育，藉此提高他們的環保意識。

環境風險管理

本集團為管理其環境表現而採取的政策及措施已包含於A1及A2層面，更多為環境及天然資源採取的措施如下：

- 識別項目的主要內容及目標；
- 設立環境管理團隊以監督資源消耗；
- 評估資源消耗是否符合相關要求標準；
- 制定環保計劃，估計導向目標的數額及百分比；及
- 總結環境影響，採取措施以控制排放總量並加以改進。

A4. Climate Change

The escalating risks and challenges posed by climate change to the global economy may also have a negative impact on the Group's businesses. As a result, the Group deeply recognises the importance of identifying and mitigating any significant impacts caused by climate change. In accordance with the recommendations of the Task Force on Climate-related Financial Disclosures ("TCFD") established by the Financial Stability Board, the management of the Group has assessed and realised the climate-related risks and corresponding opportunities that affect the Group's business. Based on the assessment results, the Group has incorporated climate risk into its internal corporate comprehensive risk management system to manage and review climate-related risks and seize relevant opportunities. With reference to the risk classification of TCFD, the identified climate-related risks and corresponding policies and management measures of the Group are as follows:

Physical Risks

Climate change has resulted in more frequent and severe extreme weather events such as storms, rainstorms and typhoons, hindering the work of the Group's employees and imposing threat on their personal safety. Extreme weather may also increase the risk of power shortages and disrupt supply chains as well as cause damages to the Group's assets, resulting in suspension of the Group's operations and reduced revenue, and increased cost of repairing or restoring damaged sites.

In response to the above risks, the Group has taken out insurance policies for its staffs and business assets, and has also formulated relevant policies and countermeasures to reduce or avoid losses when the Group's operation sites suffer extreme weather, such as regularly checking the effectiveness of drainage facilities and closely monitoring emergency notifications issued by local authorities to prevent casualties or property damage caused by extreme weather events at the workplace. In addition, the Group also conducts regular training on emergency evacuation and medical assistance to better prevent sudden extreme weather events.

A4. 氣候變化

氣候變化為全球經濟帶來的風險和挑戰不斷升級，亦可能對本集團的業務帶來負面影響。因此，本集團深明識別和減輕氣候變化帶來的任何重大影響的重要性。根據金融穩定委員會成立的氣候相關財務信息披露工作組（「TCFD」）的建議，本集團管理層已評估並認識到對本集團業務有所影響的氣候相關風險及相應的機遇。本集團已根據評估結果，將氣候風險納入內部企業全面風險管理制度，以管理和審查氣候相關風險並把握相關機遇。參照TCFD的風險分類，本集團已識別的氣候相關風險及相應的政策及管理措施如下：

實體風險

氣候變化導致了越趨頻繁及嚴重的風暴、暴雨和颱風等極端天氣事件，阻礙本集團的員工工作及為他們的人身安全帶來威脅。極端天氣亦可能會增加電力短缺的風險和中斷供應鏈以及損害本集團資產，使本集團營運中斷並導致收入減少，也會使修復或恢復受損地點的成本增加。

為應對以上風險，本集團已為其員工及業務資產購置保險，亦制定了相關的政策及應對措施，以在極端天氣影響本集團營運點時減少或避免損失，例如定期檢查排水設施的有效性及密切關注當地政府發佈的應急通知，以避免工作場所發生由極端天氣事件引起的傷亡事故或造成財產損失。除此之外，本集團更定期進行緊急疏散及醫療救助培訓，更好地預防突發極端天氣事件。

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The Group will identify and prioritise risks with serious impacts, so that it is able to take preventive measures immediately. At the same time, the Group will study the possibility of changing the business model in order to reduce or avoid these serious impacts on business operations.

Transition Risks

In order to achieve sustainable development, local governments of various regions have enacted climate-related legislation or tightened regulations in succession to support the vision of global decarbonisation. In response to climate change, PRC government has established an ambitious goal of “peaking carbon emissions by 2030 and achieving carbon neutrality by 2060”, clearly outlining the blueprint and direction of the PRC towards a low-carbon lifestyle. The Group will actively cooperate with these policy decisions and follow the path of green and low-carbon development. The Group will aim for technological innovation, actively explore energy-saving practices, mechanical technology improvements and other aspects, and carrying out research on using environmentally-friendly and low-carbon energy as substitutes for traditional fuels and raw materials, thereby contributing to the low-carbon development in the PRC.

In addition, HKEX will require listed companies to strengthen the climate-related disclosures in their ESG reports. The Group monitors existing and emerging trends, policies and regulations related to climate change regularly, and established targets for reducing GHG emissions and energy consumption, to avoid reputational risk and additional compliance costs due to slow response. The Group will continue to evaluate the effectiveness of the actions in response to climate change and enhance its ability to address climate-related issues.

本集團將識別優先考慮具有嚴重影響的風險，以便於第一時間採取預防措施。同時，本集團將研究改變業務模式的可能性，以減少或避免這些對業務營運的嚴重影響。

轉型風險

為實現可持續發展，各地政府相繼制訂氣候相關立法或收緊法規，以支持全球脫碳願景。我國為應對氣候變化作出了「2030年碳達峰、2060年碳中和」強而有力的目標，鮮明地繪畫了中國邁向低碳生活的藍圖和方向。本集團將積極配合其決策部署，依循綠色低碳發展路徑，以技術創新為目標，在節能實踐及機械技術改進等方面積極探索，並研究以環保低碳能源取代傳統燃料和原料，為我國低碳發展作出貢獻。

另外，聯交所將要求上市公司於ESG報告中加強與氣候相關的披露。本集團會定期監測與氣候變化有關的現有及新興趨勢、政策及法規，並已制定減少溫室氣體排放和能源消耗的目標，以避免因反應遲緩而導致的聲譽風險及額外合規成本。本集團將繼續評估應對氣候變化行動的有效性，並增強其應對氣候相關問題的能力。

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Opportunities

In recent years, major economies around the world have been paying more attention to the issue of climate change, and have been implementing and launching relevant strategies, policies and measures one after another. In this context, sustainable and green finance markets have flourished. The Group is fully aware of this opportunity and actively invests in green and energy-saving environmental projects to promote the practice of sustainable finance. During FY2024, the Group participated in the Green Deposit Scheme launched by the bank to invest funds in green industry projects in order to reduce the negative impact on the environment. The Group has not only demonstrated its commitment to sustainable development, but has also been able to achieve more stable investment returns. We will continue to seek opportunities that align with sustainable development goals and promote the development of green finance.

機遇

近年來，全球各主要經濟體對氣候變遷問題的重視程度不斷提高，相繼建立及推出相關策略與政策措施。在這樣的背景下，可持續和綠色金融市場蓬勃發展。本集團充分意識到這個機遇，積極投資綠色及節能環保等項目，推動可持續金融的實踐。於二零二四財年，本集團參與了銀行推出的綠色存款計劃，將資金投放至綠色產業項目，以減少對環境的負面影響。本集團不僅展現了對可持續發展的承諾，同時亦能獲得較穩健的投資回報。我們也將繼續尋求與可持續發展目標一致的機會，推動綠色金融的發展。



B. SOCIAL

B1. Employment

The Group firmly believes that talents are the important resources for sustainable development strategy. We respect and protect the legitimate rights and interests of every employee without discriminating against any person's personal characteristics, gender or age. The Group has established the Staff Handbook, which sets out the terms and conditions of employment, work rules, as well as the rights and benefits of employees, in order to safeguard the interests of employees, fully respect and value the motivation, initiative and creativity of employees, and strive to build a harmonious labour relationship.

The Group has complied with all laws and regulations relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunities, diversity, anti-discrimination and other benefits and welfare, including but not limited to the Labour Law of the People's Republic of China, the Labour Contract Law of the People's Republic of China, etc. During the Year, the Group did not have any violations of local employment-related laws and regulations.

As at 31 March 2024, the Group had 2,131 full-time employees within the reporting scope (As at 31 March 2023: 2,238 employees), with no part-time employees, and all employees are working in the PRC. An overview of the number of employees by gender and age group is as follows:

Number of employees	僱員人數	As at 31 March 2024 截至 二零二四年 三月三十一日	As at 31 March 2023 截至 二零二三年 三月三十一日
By gender	按性別		
Male	男	1,459	1,532
Female	女	672	706
By age group	按年齡組別		
20-30 years old	20至30歲	816	901
31-40 years old	31至40歲	942	1,022
41-50 years old	41至50歲	343	289
51-60 years old	51至60歲	26	24
Above 60 years old	60歲以上	4	2

B. 社會

B1. 僱傭

本集團堅信人才是可持續發展戰略的重要資源，我們尊重和保障每一位員工的合法權益，並不歧視任何人的個人特徵、性別或年齡。本集團已制定了《就業規則》，列明僱傭條款、工作規則以及僱員的權利及福利，以維護僱員的利益，充分尊重和重視激發僱員積極性、能動性和創造力，致力於構建和諧的勞動關係。

本集團已遵守所有與薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的法律法規，包括但不限於《中華人民共和國勞動法》及《中華人民共和國勞動合同法》等。於本年度，本集團並無任何違反當地相關僱傭相關法律法規的事宜。

截至二零二四年三月三十一日，本集團報告範圍內共有2,131名全職僱員（截至二零二三年三月三十一日：2,238名），並沒有兼職僱員，其工作地點全部位於中國。按性別及年齡組別劃分的僱員人數概述如下：

Human Resources Practices

The Group actively implements a talents-driven strategy and continuously establishes and improves its talent recruitment principles. During the open recruitment process, we do not consider gender, religion, race or other discriminatory factors to ensure fair competition. The Group strictly evaluates applicants based on their work experience, professional skills, ability, personality traits, and career goals to ensure that they align with the Group's development strategy and business plans.

The Group requires its employees to participate in annual appraisals, and has established the Regulations on Qualification Assessment and Evaluation to regulate the qualification assessment and evaluation system, which is combined with the salary adjustment process. The policy aims to improve the Group's performance management level, promote the continuous development of the enterprise and employees, and ensure that all employee behaviour aligns with the Group's strategic direction. Additionally, the Group has implemented a comprehensive personnel change management system that strictly assesses employee skills and potential to make job transfers.

In order to clarify and simplify the resignation process and enhance the efficiency of office staff, the Group has clearly stipulated the resignation application and approval process in the Resignation Management chapter of the Staff Handbook. When an employee decides to resign, they must submit a Resignation Letter and an affidavit of Resignation to the corresponding department 30 days in advance. The Resignation Letter will be effective upon approval by the chairman, and the employee must complete the handover of their work and resignation procedures according to internal regulations.

人力資源常規

本集團積極實施人才強企戰略，不斷建立和完善人才招聘原則。在公開招聘過程中，我們不考慮性別、宗教、種族或其他歧視因素，以確保平等競爭。本集團將根據申請者的工作經驗、專業技能、能力水準、性格特徵及職業目標等方面進行嚴格考核，以確保該申請者符合本集團的發展戰略和經營計劃。

本集團要求員工參加每年的考核，並設有《資格考核評定管理規定》以規範和薪資調整程序相結合的資格考核評定制度。此規定用以提升本集團績效管理水準，推動企業和員工的持續發展，及使所有員工行為與本集團戰略方向一致。同時，本集團亦落實了一套完善的人事異動管理制度，嚴格根據員工的工作技能進行調動，以發掘其工作潛能。

本集團為明確簡化離職流程，提升辦公室人員效率，在《就業規則》政策中「離職管理」一節明確規定離職申請手續和審批流程。當員工決定離職時，其須於提前30天向所在部門提交《辭職書》及《離職誓約書》。《辭職書》經董事長批准後生效，員工需按內部規定完成工作交接，辦理離職手續。

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環境、社會及管治報告

During the Year, the Group's overall employee turnover rate⁷ was approximately 13.98% (FY2023: approximately 22.30%). An overview of the employee turnover rate by gender and age group is as follows:

於本年度，本集團的總僱員流失率⁷約為13.98%（二零二三財年：約22.30%）。按性別及年齡組別劃分的僱員流失率概述如下：

Employee turnover rate	僱員流失率	FY2024 二零二四財年	FY2023 二零二三財年
By gender ⁸	按性別 ⁸		
Male	男	16.72%	23.96%
Female	女	8.04%	18.70%
By age group ⁸	按年齡組別 ⁸		
20-30 years old	20至30歲	20.22%	33.96%
31-40 years old	31至40歲	11.04%	16.34%
41-50 years old	41至50歲	6.41%	7.27%
51-60 years old	51至60歲	23.08%	20.83%
Above 60 years old	60歲以上	25.00%	—

Note(s):

- Overall employee turnover rate = total number of employees leaving employment during the financial year ÷ total number of employees at the end of the financial year × 100%; the employee turnover rate by geographical region is the same as the Group's overall employee turnover rate, as all employees work in the PRC.
- Employee turnover rate by category = number of employees leaving employment in the category during the financial year ÷ number of employees in the category at the end of the financial year × 100%.

備註：

- 總僱員流失率=該財年的總離職僱員人數÷該財年末的總僱員人數×100%；由於本集團所有僱員均於中國工作，因此，按地區劃分的僱員流失率與本集團的總僱員流失率一致。
- 該類別的僱員流失率=該類別該財年的離職僱員人數÷該類別該財年末的僱員人數×100%。

Employee Rights

The Group has established a fair, reasonable and competitive remuneration system for salary payments to employees based on the principles of competitiveness, incentives, fairness, economy as well as the value of employee's positions, personal competence and individual performance. The remuneration of the Group's employees consists of basic salaries, performance-based salaries and related subsidies and various special bonuses. The Group has also set up a salary adjustment mechanism and offers salary adjustment opportunity at least once annually based on business development and individual performance. The Group will review the promotion and remuneration of its employees on a regular basis. The Group's Wage Regulation, Regulations on the Management of Travel Expenses for Employees and Regulations on Overseas Allowance state that employees are entitled to transport subsidies, housing subsidies, travel and accommodation subsidies, etc.

員工權利

本集團制定了一套公平、合理且有競爭力的薪酬體系，並基於競爭性、激勵性、公平性及經濟性原則，以及根據員工崗位價值、個人能力及個人業績為員工發放薪酬。本集團員工薪酬由基本薪酬、績效獎金及相關補貼和各類專項獎金等組成。本集團還設有薪酬調整機制，並根據業務發展狀況及個人的績效，一年內提供至少一次調薪機會。本集團會定期檢討僱員的晉升及薪酬。本集團的《工資規定》、《員工境內外出差費用管理規定》及《駐外補助規定》列明僱員有權享有交通補貼、住房補貼、出行及食宿補貼等。

The Group signs and fulfils labour contracts with employees in accordance with the Labour Contract Law of the People's Republic of China. The Group pays "five social insurance and one housing fund" for its employees in accordance with the laws, namely, endowment insurance, medical insurance, unemployment insurance, employment injury insurance, maternity insurance and housing provident fund, to ensure employees are covered by social insurance. In addition, the Group purchases group accident insurance for all employees and supplementary medical insurance for eligible employees.

The Group also earnestly safeguards the legitimate interests of labour in accordance with the requirements in the Labour Law of the People's Republic of China and related national and local laws and regulations, respects the rights of employees to rest and leave and regulates their working hours. The Group's holidays include paid annual leave, sick leave, marriage leave, children's marriage leave, maternity leave, paternity leave, parental leave, only child paternity leave and compassionate leave. Regarding the special needs of female employees during pregnancy, childbirth and lactation, we comply with the relevant guidelines outlined in the Special Rules on the Labour Protection of Female Employees to provide corresponding treatment. Details of the relevant leave application and arrangements are set out in the Staff Handbook.

Equal Opportunities

The Group strictly complies with national and local government regulations, adopts the recruitment process of "open recruitment", "equal competition", "rigorous assessment" and "selection on merit", and has established relevant employment procedures and promotion policies to prevent discrimination against employees on the ground of race, gender, skin colour, age, family background, national tradition, religion, physical fitness, nationality and other factors in the recruitment process, so that employees can receive fair treatment throughout all stages of recruitment, remuneration, training and promotion, thus attracting professionals with different backgrounds to join the Group, and ensuring equal opportunities and diversity.

本集團按照《中華人民共和國勞動合同法》依法與員工簽訂並履行勞動合同。本集團亦依法為員工繳納「五險一金」，即養老保險、醫療保險、失業保險、工傷保險、生育保險以及住房公積金，保障員工享受社會保險待遇。除此之外，本集團還為所有員工購買了團體意外傷害保險，並為符合條件的人員購買了補充型醫療保險。

本集團亦按照《中華人民共和國勞動法》等國家和地方法律法規的要求切實保障勞動者合法權益，尊重其享有的各類休息時間和假期的權利及規範員工的工作時間。本集團的假期包括員工帶薪年休假、病假、婚假、子女婚假、產假、護理假、育兒假、獨生子女陪護假及恩恤假等。有關女性員工在妊娠期、產期及哺乳期的特殊需求，我們遵循《女職工勞動保護特殊規定》的相關指引提供相應的待遇。相關假期申請及安排細節已詳細載列於《就業規則》。

平等機會

本集團嚴格遵守國家及地方政府各項法規，採取「公開招聘」、「平等競爭」、「嚴格考核」及「擇優錄取」等的招聘流程，制定了相關錄取程序及晉升制度以杜絕招聘過程中的歧視現象，不因種族、性別、膚色、年齡、家庭背景、民族傳統、宗教、身體素質和國籍等因素歧視任何一位員工，讓員工在招聘、薪酬、培訓和晉升等各個階段享受公平待遇，以盡力羅致不同背景的專才加入本集團，以確保平等機會和多樣性。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

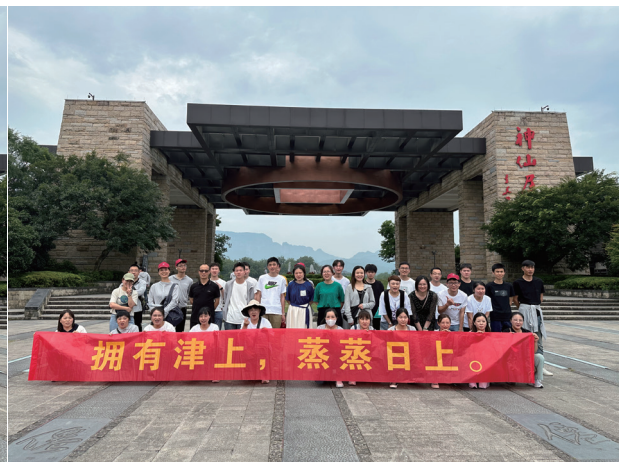
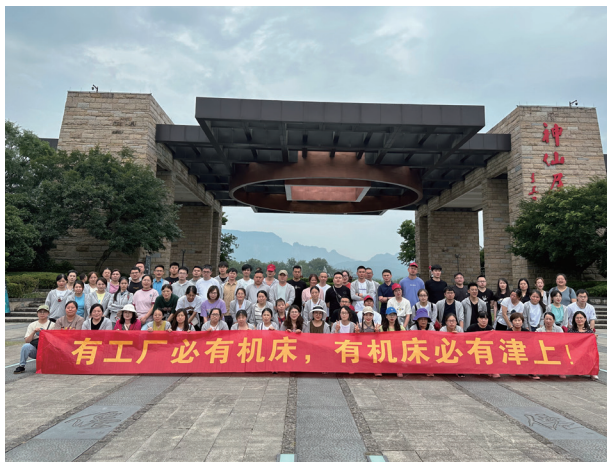
環境、社會及管治報告

Employee Communication

Employees are valuable assets of the Group and effective communication with employees can foster a strong relationship between the Group and its employees, thereby enhancing the internal harmony and work efficiency of the enterprise. During FY2024, the Group organised corporate travel to enhance teamwork and communication. In order to diversify the cultural and recreational activities offered to its employees, the Group also organised choral and fishing competitions, allowing employees to further explore and showcase their interests and talents.

員工溝通

員工是本集團寶貴的資產，有效的溝通能促進本集團與其員工的關係，從而提升企業內部和諧文化及工作效率。於二零二四財年，本集團組織了員工旅行，以促進團隊協作和溝通。為了豐富其員工的文化娛樂活動，本集團還舉辦了合唱和釣魚比賽，讓員工們的興趣愛好及特長得到更好的發揮。



Employee Travel
員工旅行



Choral Competition
合唱比賽



Fishing Competition
釣魚比賽

B2. Health and Safety

We strictly comply with all laws and regulations relating to providing a safe working environment and protecting employees from occupational hazards, including but not limited to the Labour Law of the People's Republic of China, the Work Safety Law of the People's Republic of China, the Law of the People's Republic of China on the Prevention and Control of Occupational Diseases and the Fire Protection Law of the People's Republic of China. During the Year, the Group did not have any violations of local laws and regulations in relation to occupational health and safety. During the Year, the Group recorded a total of 818 lost working days (FY2023: 590 working days) due to work-related injuries. The Group has not recorded any work-related accidents resulting in fatality over the past three years (including the Year), nor did it pay any claim or compensation to its employees due to such accidents.

Occupational Health and Safety

The Group highly values the health and safety of its employees and provides them with a healthy, safe and comfortable working environment. The Group has established the production safety committee (the “**Safety Committee**”), with the main responsibilities of ensuring adherence to international laws, regulations and the policy of “safety first, prevention first, and comprehensive management”, and reporting to the management of the Group regarding information on important production safety issues and advice on handling potential accident hazards. The Safety Committee will also supervise and inspect the policies and decisions of various departments of the Group on safety production, as well as the implementation of laws and standards, and strictly control the working environment within the Group. In view of its high level of importance and commitment to safety production, the Group has obtained the certificate of Work Safety Standardisation Level 3 Enterprise (Machinery). In terms of fire safety, the Group also has relevant emergency measures in place to reduce the losses caused by accidents to the Group. In case of any fire accidents, the Group will immediately contact the suppliers to provide support in emergency replenishment, thus mitigating the potential risk of shortage in raw materials of the Group.

B2. 健康與安全

我們嚴格執行《中華人民共和國勞動法》、《中華人民共和國安全生產法》、《中華人民共和國職業病防治法》和《中華人民共和國消防法》等有關提供安全工作環境及保障僱員避免職業性危害的法律法規。於本年度，本集團並無任何違反當地職業健康及安全相關法律法規之事宜。於本年度，本集團因工傷損失共818個工作日（二零二三財年：590個工作日）。本集團於過去三年內（包括本年度）並無錄得任何因工亡故的意外事件，亦無因該等事件而向其僱員支付索償或補償。

職業健康及安全

本集團高度重視員工的健康與安全，為員工提供健康、安全和舒適的工作環境。本集團已成立了安全生產委員會（「安委會」），其主要職責為確保貫徹國際法律、法規和「安全第一、預防為主、綜合管理」的方針，並向本集團管理層反映重要安全生產問題的信息和對事故隱患的處理意見。安委會亦會督促檢查本集團各部門對安全生產的決策和決定，以及法律和標準的執行情況，嚴謹管控本集團內部的工作環境。鑑於我們對安全生產的高度重視和承諾，我們已獲得安全生產標準化三級企業（機械）認證證書。在消防安全方面，本集團亦有相關緊急處理措施減低意外對本集團帶來的損失。如有發生任何火警，本集團將立即聯絡供應商提供緊急補貨支援，從而減輕本集團在原材料不足的潛在風險。

The Group has established the PTC Code of Conduct for Employees which clearly sets out the safety requirements that employees must strictly comply with the Work Regulation and Safety and Health chapters in the Staff Handbook. Employees are also required to receive safety knowledge education in accordance with relevant regulations such as the Special Equipment and Personnel Safety Management System and the Safety Operation Regulations for Grinders, to ensure their own safety.

In addition, the Occupational Health Management System established by the Group and the Safety and Health chapter in the Staff Handbook clearly state that the Group will regularly arrange health checks for employees every year, and conduct health checks or re-checks on all or part of the employees if necessary. If an employee is in poor health condition, he or she must be suspended from work for treatment or assigned other work as appropriate. In order to monitor the effectiveness of the above occupational health and safety measures, the Group has commissioned a third-party qualified organisation to conduct workplace occupational disease hazards testing in the second half of 2023 to identify and ameliorate all potential health and safety hazards in the workplace so as to safeguard the personal safety and health of its employees during the working period.

B3. Development and Training

The Group attaches great importance to the professional development of its employees, proactively provides appropriate training and professional development programmes for employees at all levels. The management procedures for training are regulated in the Training and Education chapter of the Staff Handbook. In response to business needs, the Group arranges work knowledge and business-related training for employees, and provides opportunities for employees to participate in qualification examinations and training, in order to improve their working ability and self-confidence through training, and continue to develop and realise their potential, thus giving impetus to the Group's development.

本集團已制定《津上精密機床員工行為準則》，並已於《就業規則》中之「工作規則」及「安全及健康」章節清晰列明員工必須嚴格遵守之安全規定。員工亦必須依據《特種設備及人員安全管理制度》及《打磨機安全操作規程》等相關規條接受安全知識教育，確保其自身安全。

除此之外，本集團制定的《職業健康管理制度》及《就業規則》中之「安全及健康」章節內亦明確列明本集團將每年定期為員工安排健康檢查，必要時對全部或部份員工進行健康檢查或複查。如有員工的健康狀況欠佳，必須按情況停止工作、停職治療或安排其他工作。為監察上述職業健康與安全措施的有效性，本集團已委託第三方合資格機構於二零二三年下半年進行工作場所職業病危害因素檢測，識別並改善工作場所中所有潛在的健康及安全危害，以保障員工在工作期間的人身安全及健康。

B3. 發展及培訓

本集團高度重視員工的專業發展，主動為各階層的員工提供合適的培訓及專業發展計劃，於《就業規則》中的「培訓教育」章節中規範培訓管理程序。本集團會因應業務需要，為員工安排工作知識及業務有關的培訓，並為員工安排參與資格考試和研修的機會，令到員工能夠通過接受培訓，提高自己的工作能力和自信心，不斷開發與發揮潛能，為本集團的發展注入動力。

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環境、社會及管治報告

Employee Development

During the Year, the Group provided a total of approximately 85,240.00 hours of career development training to all employees. The topics include but are not limited to orientation for new employees, safety education, professional knowledge and skills, corporate management, law and regulation, etc. The average training hours per employee were approximately 40.00 hours⁹ (FY2023: a total of approximately 89,520.00 hours of training were provided to all employees, with an average of approximately 40.00 hours⁹ of training per employee). An overview of the breakdown of employees trained and the average training hours by gender and employee category is as follows:

		FY2024 二零二四財年		FY2023 二零二三財年	
		Breakdown of employees trained ¹⁰	Average training hours ¹¹	Breakdown of employees trained ¹⁰	Average training hours ¹¹
		受訓僱員細分 ¹⁰	平均受訓時數 ¹¹	受訓僱員細分 ¹⁰	平均受訓時數 ¹¹
By gender	按性別				
Male	男	68.47%	40.00	68.45%	40.00
Female	女	31.53%	40.00	31.55%	40.00
By employee category	按僱員類別				
Director	董事	0.52%	40.00	0.40%	40.00
Manager	經理	20.41%	40.00	17.69%	40.00
General staff	普通員工	79.07%	40.00	81.91%	40.00

Note(s):

- Average training hours completed per employee = total number of training hours during the financial year ÷ total number of employees at the end of the financial year.
- Breakdown of employees trained by category = number of employees trained in the category during the financial year ÷ total number of employees trained during the financial year × 100%.
- Average training hours by category = number of training hours in the category during the financial year ÷ number of employees in the category at the end of the financial year.

In addition to regular training, the Group holds periodic skills competitions from time to time to stimulate employees' work enthusiasm, improve their theoretical knowledge and operational skills, and promote mutual learning and personal development. These competitions include awards, and outstanding employees are rewarded with corresponding bonuses.

僱員發展

於本年度，本集團向全部僱員提供了合共約為85,240.00小時的職業發展相關的專門培訓，主題包括但不限於：新進員工入職準備、安全教育、專業知識技能、企業管理、法律法規等。每位僱員受訓的平均時數⁹約為40.00小時（二零二三財年：為所有僱員提供合共約為89,520.00小時，平均受訓時數⁹約為40.00小時）。本集團受訓僱員細分及平均受訓時數按性別及僱員類別劃分數據概述如下：

備註：

- 每位僱員受訓的平均時數=該財年的受訓總時數÷該財年末的總僱員人數。
- 該類別的受訓僱員細分=該類別該財年的受訓僱員人數÷該財年的總受訓僱員人數×100%。
- 該類別的平均受訓時數=該類別該財年的受訓時數÷該類別該財年末的僱員人數。

除了一般培訓外，為激發員工工作積極性，提高自身理論水平和操作技能，本集團不定期舉辦技能比武大賽促使員工相互學習及促進其個人發展。比賽設置獎項，對成績優秀的員工進行相應獎金獎勵。



Skills Competitions
技術比武大賽

The Group also places emphasis on the promotion of young talents, and encourages them to spend their spare time on professional development to equip them to become the Group's management cadre in the future. In view of this, the Group has developed the PTC Reserve Management Cadre Training System which focuses on identifying high potential young talents. The participants will attend training for 2 years with the Group's senior management assigned to be their mentors. By participating in this training programme, employees will gain a basic understanding of the Group's corporation management knowledge. At the same time, by reading the assigned business-related books, the staff will be able to understand the culture of business management and establish the right set of values to prepare them for a future career in management.

In addition, the Group organises orientation and preparation meetings for new Directors upon their appointment to ensure that they understand the Group's business and their relevant legal obligations as directors. Directors are also regularly updated on the listing rules and other applicable laws to ensure their ability to practice good corporate governance.

本集團亦重視提拔年輕人才，鼓勵他們利用工餘時間進行專門發展學習，以在未來成為本集團的管理幹部。為此，本集團制定了《津上精密機床後備管理幹部培養制度》，重點發掘高潛力的年輕人才，對參與培訓人員進行為期2年的學習培訓，並安排本集團高級管理層作為指導教師。通過參與此培訓計劃，可以使員工學習基本的企業管理知識。同時，通過閱讀企業相關指定的書籍，使員工領悟企業經營文化，樹立正確的價值觀，為未來投身管理階層做好準備。

另外，本集團亦會在新董事獲委任時，為其舉辦指導及籌備會議，以確保其明白本集團業務及其作為董事的相關法律責任。董事亦會定期獲得有關上市規則及其他適用法律的最新資訊，從而確保其實行良好企業管治的能力。

B4. Labour Standards

The Group strictly prohibits the employment of any child labour and forced labour and has complied with all laws and regulations relating to the prevention of child labour or forced labour, including but not limited to the Labour Law of the People's Republic of China, the Regulations on the Special Protection of Minor Workers and the Provisions on the Prohibition of Using Child Labour of the People's Republic of China. During the Year, the Group did not have any violations of laws and regulations relating to the prevention of child labour or forced labour.

Prevention of Child Labour and Forced Labour

In order to standardise the recruitment system and process, and clarify the responsibilities and rights of each department in the recruitment work, the Group has formulated the Staff Handbook in accordance with the relevant labour laws to regulate recruitment, holidays, working hours, etc. The Group requires new employees to provide true and accurate personal information when they join the Group. The Group's recruiters will scrutinise applicants' entry information, including medical certificates, academic certificates, identity cards and household registration, in order to prevent the use of any child labour or forced labour in its operations. If any employee is found to have used false information or violated the Group's rules, the Group will stop or terminate the employment contract immediately in accordance with the internal rules and take appropriate action according to the actual situation.

In addition, the Group also specifies its working hours and matters relating to overtime work in the Staff Handbook and Wage Regulations to prevent any forced labour situation, avoid violation of labour standards and effectively protect the rights and interests of employees. If any non-compliance is found, the Group will take appropriate actions in accordance with the actual situation and internal regulations. The Group also prohibits harassment, abuse and sexual harassment of employees for any reasons (including inappropriate language, posture and physical contact) etc., to ensure that employees are treated equally and reasonably.

B4. 勞工準則

本集團嚴格禁止僱用任何童工及強制勞工並已遵守所有與防止童工或強制勞工有關的法律法規，包括但不限於《中華人民共和國勞動法》、《未成年工特殊保護規定》以及《中華人民共和國禁止使用童工規定》。於本年度，本集團並無任何違反防止童工或強制勞工相關法律法規的事宜。

防止童工及強制勞工

為使招聘制度和流程標準化及明確在人員招聘工作中各部門權責，本集團按照相關勞動法律制定了《就業規則》，對招聘、假期、工作時間等進行規範。本集團要求新員工入職時提供真實準確的個人資料，由本集團的招聘人員將對申請人的入職資料包括體檢合格證明、學歷證明、身份證和戶口等資料進行嚴格審查，以防止在其營運中使用任何童工或強制勞工。如有發現任何員工使用虛假資料或違背本集團規定者，本集團將會按照內部規則，立即終止或解除勞動合同，並按實際情況作出相應的處理行動。

此外，本集團亦於《就業規則》及《工資規定》明確其工作時間及有關加班事宜，防止任何強制勞工情況出現，避免違反勞工準則，切實維護員工權益。如有發現任何違例者，本集團將按實際情況及內部之規定作出相應的處理。本集團亦禁止以任何理由對員工進行騷擾、虐待及性騷擾（包括不恰當語言、姿勢和身體的接觸）等行為，確保員工得到平等合理的待遇。

B5. Supply Chain Management

As a socially responsible enterprise, the Group highly values the management of potential environmental and social risks arising from the supply chain. The Group strives to establish and maintain a close business relationship with its suppliers and business partners. The Group considers raw material suppliers, outsourced manufacturers, data collection and content providers, and other service providers as its business partners. In addition, we also have procurement demand for office supplies during our business operation. The selection of business partners and suppliers in this category also has a significant influence on our business operation.

Procurement Mechanism

The Group has established a comprehensive supply chain management system, and strictly selects suppliers and business partners according to the Supplier Management Policy. During the Year, the Group has implemented the relevant practices to 95 new suppliers. The Group selects its suppliers and partners based on a number of factors, including quality, price, product function, capability of product customisation, response time, flexibility in customer preference changes and customer satisfaction at the later stage.

The Group has formulated four basic procurement principles: “long-term cooperation, joint development”, “reasonable profits for suppliers”, “top brands and exclusive procurement”, “fairness and openness, and survival of the fittest”, to ensure that our suppliers meet the standards we set and optimise our procurement process to achieve the best possible results. In addition, the Group does not discriminate or treat any supplier differently. The above policy also includes measures to prevent all commercial bribery activities and conflicts of interest, such as avoiding the appointment of suppliers owned directly or indirectly by employees, or the provision of personal benefits directly or indirectly by suppliers. The Group is concerned about the integrity of its suppliers and partners and will only select suppliers and partners with a good business record without any serious irregularities or breaches of business ethics in the past. In addition, we have taken environmental considerations into account in our procurement process, in order to integrate

B5. 供應鏈管理

作為對社會負責的企業，本集團高度重視管理供應鏈的潛在環境及社會風險。本集團致力與其供應商及業務夥伴建立並維持緊密的業務關係。本集團視原材料供應商、外協廠家、數據收集及內容提供商及其他服務供應商為其業務合作夥伴。此外，我們於業務營運中亦會涉及到辦公物資等類型的採購需求。此類業務合作夥伴及供應商的選擇同樣深刻影響著我們業務的運營。

採購機制

本集團建立了一套完整的供應鏈管理體系，並規定採購部依據《供應商管理制度》嚴格甄選候選供應商及合作夥伴。於本年度，本集團已對95家新供應商執行相關管理制度。本集團根據多種因素選擇供應商及合作夥伴，當中包括：質量、價格、產品功能、產品訂製能力、回應時間、應對客戶偏好變化的靈活性以及後期客戶滿意度。

本集團設立四項採購基本原則：「長期合作，共同發展」、「供應商有合理利潤」、「頂級品牌，獨家採購」及「公平開放，優勝劣汰」，確保供應商能夠符合我們設定的標準，同時優化我們的採購流程以達到最佳效果。另外，本集團不得對某供應商實行差別待遇或歧視，其上述制度亦包括防止所有商業賄賂活動及利益衝突的措施，如避免委任僱員直接或間接擁有的供應商，或由供應商直接或間接提供個人利益。本集團關注其供應商及合作夥伴的誠信，只會挑選過去營商紀錄良好，沒有任何嚴重違規或違反商業道德行為的供應商及合作夥伴。此外，我們在採購過程中已加入考慮環保因素，為將環保理念融入

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環境、社會及管治報告

environmental protection into our product and material sourcing. We avoid purchasing disposable products and give preference to suppliers who use less packaging materials, provide durable products and environmentally friendly materials and office supplies, thereby enhancing our suppliers' awareness of sustainable development. The Group regularly reviews and monitors the procurement mechanism in its enterprise risk management process to identify any non-compliance and ensure the effectiveness.

Supplier Management

In order to identify and manage potential environmental and social risks in the supply chain, the Group carries out quality and environmental and social risk assessments on all suppliers and partners on a regular basis in accordance with its Supplier Questionnaire which sets out the assessment of the pricing, safety, technical competence, and quality, etc. of the suppliers. The Group gives performance-based rewards or penalties to the suppliers and partners, and ceases working with those who fail. The Group maintains an ongoing review and monitoring process for supplier management practices, which includes regular communication with suppliers. In February 2024, the Group held a main supplier conference to enhance communication and cooperation with its suppliers.

During the Year, the Group has a total of 567 suppliers (FY2023: 521 suppliers). An overview of the number of the suppliers by geographical region is as follows:

產品物資採購中。我們避免購買一次性產品，並優先選擇使用較少包裝材料、能提供耐用產品和環保材料及辦公用品，從而提高供應商的可持續發展意識。本集團在企業風險管理過程中定期審查和監控採購機制，以識別任何不合規行為，並確保其有效性。

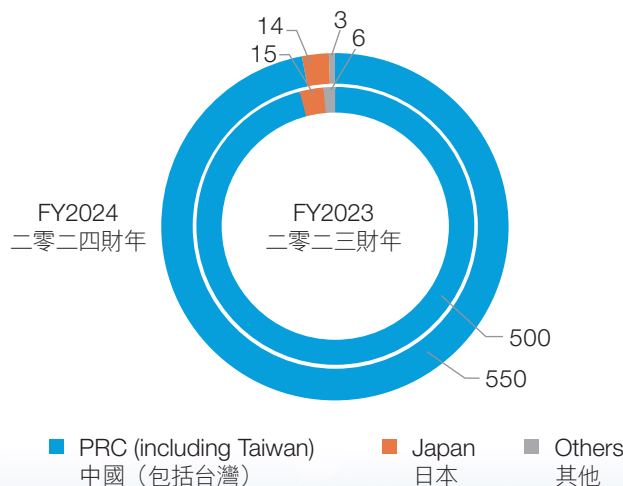
供應商管理

為識別及管理供應鏈中潛在的環境和社會風險，本集團採購部依據《供方調查表》定期對所有的供應商及合作夥伴進行質量和環境及社會風險評估，當中規定了供應商的價格、安全、技術能力及品質等。我們會對供應商及合作夥伴作出基於表現的獎勵或處罰，並凍結不合格者。本集團對供應商管理實踐進行持續審查和監控，如定期與供應商溝通。於二零二四年二月，本集團舉行主要供應協作商大會，加強與供應商的溝通及合作。

於本年度，本集團共有567家供應商（二零二三財年：521家）。按地區劃分的供應商數目概述如下：

Number of Suppliers by Geographical Region

按地區劃分的供應商



B6. Product Responsibility

The Group strictly complies with the requirements of the relevant laws and regulations, such as the Advertising Law of the People's Republic of China, the Law of the People's Republic of China on the Protection of Consumer Rights and Interests, the Law of the People's Republic of China on Product Quality, the Trademark Law of the People's Republic of China, the Patent Law of the People's Republic of China and the Copyright Law of the People's Republic of China, etc. During the Year, the Group did not have any violations of local laws and regulations relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. The Group has its policies in place, including the Product Monitoring and Measurement Control Procedures, the Customer Satisfaction Survey Regulations, the Customer Satisfaction Measurement Procedures and the After-sales Service Management System.

Quality of Products and Services

The Group produces quality products in strict accordance with the requirements of the ISO9001 quality management system and has defined standard procedures for the production and supply of CNC precision automatic lathe equipment and accessories. The Group has also established the Quality and Environmental Management System Manual, Management Procedure Documents and Product Monitoring and Measurement Control Procedures to ensure the systematisation and standardisation of various procedures of the products, including manufacturing, quality, health and safety and recycling procedures as its quality assurance process. In case any products that need to be recalled for safety and health reasons, the Group will investigate, identify and review the relevant products at once in accordance with the Rectification Measures and Preventive Measures Control Procedures. After the investigation, corresponding rectification measures and recycling procedures are carried out based on degree of impact of non-conformity to confirm the cause of non-conformity and prevent the reoccurrence of related matters. The Group has formulated the Non-conformity Control Procedures for the systematic management of non-conforming products. The Quality Assurance Department will classify raw materials, semi-finished products and finished products imported into the factory that have been identified as non-conforming

B6. 產品責任

本集團嚴格遵守《中華人民共和國廣告法》、《中華人民共和國消費者權益保護法》、《中華人民共和國產品質量法》、《中華人民共和國商標法》、《中華人民共和國專利法》及《中華人民共和國著作權法》等相關法律法規的規定。於本年度，本集團並無任何違反當地有關與所提供產品及服務相關的健康與安全廣告、標籤及私隱事宜以及補救方法的法律法規的事宜。本集團已設定相關政策，包括：《產品的監視和測量控制程序》、《客戶滿意度調查規定》、《顧客滿意度測量程序》及《售後服務管理制度》。

產品及服務品質

本集團嚴格按照ISO9001質量管理體系的要求生產優質產品，明確了生產及提供數控精密自動車床設備及配件的標準程式。本集團亦已制定《質量、環境管理體系管理手冊》、《管理程序文件》及《產品的監視和測量控制程序》作為其質量檢定過程，從而確保產品的製造、質量、健康與安全及回收等程序的系統化及規範化。如有任何因安全與健康理由而需回收的產品，本集團將立刻按照《糾正措施和預防措施控制程序》展開調查並對相關產品進行識別及評審。在調查後根據不合格的影響程度採取相應的糾正措施和展開回收程序，確認其不合格的原因，並防止相關事宜再次發生。本集團已制定《不合格控制程序》，對不合格產品進行系統化管理。品證部會對已識別為不合格的進廠的原材料、半成品以及成品分類，依照程序交由不同部門進行處理，包括讓步接收、返修、報廢或辦理退貨等。對於已交付或使用後才發現不合格的產

and assign them to different departments for handling in accordance with the procedures, including concessions, repair, scrapping or return, etc. For products that have been delivered or found to be unqualified after use, the Customer Service Support Department will communicate with customers in a timely manner to negotiate a solution in order to satisfy customers. During the Year, the Group did not have any products sold or delivered had to be recalled for safety and health reasons (FY2023: nil).

Customer Satisfaction

The Group defines complaint as a customer's complaint regarding the products provided by the Group or the attitude of the service personnel, and a customer's complaint regarding a serious error in the use of the product or a large loss (including economic and reputation) caused by the product to the customer. In order to handle complaints effectively, the Group has established the After-sales Service Management System and related crisis event handling procedures. After the Group receives a complaint case, in addition to requesting the customer service to report the incident to the superior staff in a timely manner, it will also organise relevant personnel to handle it. The Customer Service Support Department will understand the actual situation of the case based on the PTC Standards for Handling Complaints, and formulate and confirm the solution for the complaint. The Group also continues to provide regular training on service skills, standard service procedures and terminology to customer service specialists, to ensure that all customer feedback are properly serviced and handled. During the Year, the Group did not receive any significant written complaints related to the product quality and service (FY2023: nil).

Protection of Intellectual Property Rights

The Group is dedicated to the research and development of the advanced contemporary machine tools. The Group has established the Operational Regulations for Service Inventions and provided a patent proposal application form to encourage employees of the Group to actively participate in inventions and creations, and contribute to the development of new products, the enhancement of technology and the improvement of quality. The Group has also established the Invention Review Committee to ensure the effectiveness of the Group's innovations. The responsibilities of the committee include deciding on the

品，客服保障部會及時與客戶溝通，協商處理方案，務求令客戶滿意。於本年度，本集團並沒有任何因安全與健康理由而需回收已售或已運送的產品（二零二三財年：無）。

客戶滿意度

本集團定義投訴為客戶就本集團提供的產品或服務人員態度作出的投訴、客戶因產品使用存在嚴重錯誤或由於產品造成客戶較大損失（包括經濟和聲譽等方面）而作出的投訴。為有效處理投訴，本集團制定了《售後服務管理制度》及相關危機事件處理流程。本集團在接收投訴個案後，除了要求客服及時匯報上級外，亦會組織相關人員處理。客服保障部將會依據《津上精密機床苦情對應基準書》了解個案實際狀況，並就該投訴制定及確認解決方案。本集團亦持續向客戶服務專員提供有關服務技巧、標準服務程序及術語之定期培訓，以確保所有客戶反饋得到妥善的服務及處理。於本年度，本集團並沒有就產品質量服務接獲任何重大書面投訴（二零二三財年：無）。

保護知識產權

本集團致力研發當代先進技術的機床，並已制定《職務發明操作規程》及提供專利方案申請表，鼓勵本集團員工積極參與發明創造，為新產品的開發、技術的提高和品質的改善作出貢獻。本集團亦成立發明審核委員會，確保本集團創新的有效性，其職責包括決定職務發明方案申報專利、評定職務發明的獎勵金及特別獎勵金和解釋及修訂規程之相關事宜；

patent application of the service invention plan, assessing the incentives and special incentives for service inventions, and interpreting and revising related issues of regulations. The inventor, the relevant employees of the Chief Engineer's Office and the Invention Review Committee must keep the confidentiality of the service invention before obtaining the patent certificate from the National Intellectual Property Administration of the PRC, and shall not disclose it to other personnel inside and outside the Group who are irrelevant to the service invention, so as to protect the inventor, the patents and the Group.

Moreover, given that trademarks are important intangible assets of the Group, in order to safeguard the safety and interests of the Group, the Group has established the Company Trademark Operation Procedures to clarify the Group's new trademark applications, trademark licensing and other matters, and to ensure the smooth progress of various businesses.

Protection of Customer Privacy

The Group is committed to protecting the privacy and confidentiality of customers' personal data and therefore established the Client Master File Management Policy, which clearly states that only designated employees are authorised to access customer data for business purposes. The relevant documents will be maintained by designated personnel in the filing team, and the responsible personnel in the Sales Management Department will conduct regular reviews of the documents each month to ensure the accuracy of the information and to handle customer data with due care. Meanwhile, employees are required to sign a confidentiality agreement with the Group upon employment, which specifies that employees cannot disclose any customer information to unauthorised third parties. The Group regularly reviews the systems and procedures to ensure their effectiveness.

In addition, the Group seeks to protect customer information and accounts through the use of data security measures such as firewalls and anti-virus software, encryption and passwords, and the access to data is removed upon termination of employment or contract. Employees are not permitted to use customers' personal data for purposes unrelated to the business situation unless prior consent is obtained from the customer.

發明人、總工程師室及發明審核委員會的相關員工，在職務發明取得國家知識產權局的專利證書前必須保守機密，不得洩露給本集團內外與該職務發明無關的其他人員，以保障發明人、專利及本集團。

除此之外，鑑於商標是本集團重要的無形資產，為維護本集團的安全和利益，本集團已制定《公司商標操作流程》，明確本集團商標新申請和商標授權許可等事宜，保障各項事業的順利進行。

保護客戶隱私

本集團致力保護客戶個人數據的隱私及機密性，並已制定《客戶主文檔管理制度》，明確規定只有指定的僱員可為業務用途評估客戶資料。相關文檔將由報備小組的指定人員負責維護，營業管理課負責人每月將定期對相關文檔進行審核以確保信息的準確性，並以謹慎之態度處理客戶資料。與此同時，僱員在受僱時亦需與本集團簽署保密協議，規範僱員不可向未經授權的第三方披露任何客戶資料。本集團定期檢討該等制度及程序，以確保其成效。

另外，本集團力求通過採用防火牆及防毒軟件、加密及密碼等數據安全措施來保護客戶的資料及賬戶，而資料存取權會在終止僱傭或合約時移除。除非事先獲得客戶的同意，僱員不得將客戶的個人資料用於與業務情況無關的目的。

Advertising and Instruction Manual

The Group attaches great importance to the risks associated with product instruction manual. Therefore, the Group has developed the Product Specification Procedures, which regulates all products and requires staff to strictly check in order to ensure that the description and information on the product instruction manual correspond to the actual conditions of the products. The Group's instruction manuals are checked and verified to ensure that they do not contain false trade descriptions, misleading or incomplete information, false markings and misrepresentations to protect the interests of customers from being harmed by the instruction manual descriptions. Due to the nature of its business, the Group only conducts limited advertising activities and therefore does not involve significant advertising-related risks.

B7. Anti-corruption

The Group has complied with all laws and regulations relating to the prevention of bribery, extortion, fraud and money laundering, including but not limited to the Criminal Law of the People's Republic of China, the Company Law of the People's Republic of China, the Bid Invitation and Bidding Law of the People's Republic of China, the Anti-Unfair Competition Law of the People's Republic of China and the Interim Provisions on Banning Commercial Bribery. The Group has established the Tsugami Code of Conduct and the Anti-fraud and Reporting System to establish an honest, transparent and accountable corporate environment. During the Year, the Group did not have any violations of laws and regulations relating to the prevention of bribery, extortion, fraud and money laundering, nor did it have any concluded corruption cases against the Group or its employees (FY2023: nil).

廣告及說明書

本集團十分重視產品說明書上所存在的風險。因此，本集團已制定《產品說明書流程》，規範所有產品的說明書且要求員工進行嚴格檢查，以確保產品說明書上的說明及資料與產品的實際情況相符。本集團的說明書在經檢查及驗證後確實不會有任何虛假商品說明、具誤導性或不完整的資料、作虛假標記和錯誤陳述，以保障客戶的利益不會因說明書說明受到損害。基於業務性質，本集團僅進行有限的廣告宣傳活動，因此並不涉及重大的廣告相關風險。

B7. 反貪污

本集團已遵守所有與防止賄賂、勒索、欺詐及洗黑錢相關的法律法規，包括但不限於《中華人民共和國刑法》、《中華人民共和國公司法》、《中華人民共和國招標投標法》、《中華人民共和國反不正當競爭法》和《關於禁止商業賄賂行為的暫行規定》。本集團已制定《津上集團行為規範》及《反舞弊及舉報制度》，以建立一個誠信、透明和負責任的企業環境。於本年度，本集團並未無任何違反有關防止賄賂、勒索、欺詐及洗黑錢的法律法規的事宜，亦沒有對本集團或其僱員提出並已審結的貪污訴訟案件(二零二三財年：無)。

Anti-corruption and Anti-money Laundering

The Group believes that a clean corporate culture is a key to its continued success. Therefore, the Group firmly resists the unhealthy practices within the Group, attaches great importance to anti-corruption work and relevant system construction, and is committed to building a clean, open and transparent corporate culture. The Group requires all employees to abide by the Tsugami Code of Conduct and undertakes that they will not be involved in any corruption or bribery acts, nor will they engage in any fraud, extortion or money laundering activities. During the Year, the Group has arranged approximately 16.00 hours and approximately 874.00 hours of anti-corruption training seminar for 8 Directors and 437 employees, respectively (FY2023: approximately 16.00 hours and approximately 984.00 hours of anti-corruption training were provided to 8 Directors and 492 employees, respectively). The training introduced the anti-corruption laws and regulations relevant to listed companies in Hong Kong. The Group arranges this type of training at least once a year to promote a healthy and clean internal corporate culture.

The Group has also established the Anti-fraud and Reporting System, which clearly explains the definitions of fraud, acceptance and offer of benefits, hospitality and conflict of interest and sets out the scope of its policy, including the basic standards of conduct for the respective employees. The Group also defines its reporting and investigation procedures, which allow whistle-blowers to report through compliance reporting hotline. For serious violations, the Group will impose appropriate disciplinary measures and take appropriate disciplinary action or referrals to law enforcement agencies accordingly. The Group regularly reviews its policy to ensure its effectiveness and consider whether any changes to its policy are necessary.

反貪污及反洗錢

本集團相信廉潔的企業文化是其持續成功的關鍵。因此本集團堅決抵制其內部的不良風氣，高度重視反腐倡廉的工作及制度建設，致力於建設廉潔、公開及透明的企業文化。本集團要求所有員工遵守《津上集團行為規範》，並承諾不會有任何貪污及賄賂行為，亦不會從事任何詐騙、勒索及洗黑錢活動。於本年度，本集團為8名董事及437名員工分別安排了約16.00小時及約874.00小時的反貪污培訓講座（二零二三年：向8名董事及492名員工分別提供了約16.00小時及約984.00小時反貪污培訓）。該培訓介紹了與香港上市公司相關的反貪污法律法規。本集團每年至少安排一次此類培訓，以持續推動內部健康廉潔的企業文化。

本集團亦設有《反舞弊與舉報制度》，當中清楚解釋欺詐行為、接受和提供利益、款待及利益衝突的定義並列明其政策之適用範圍，包括相應員工的基本行為標準。本集團亦明確其舉報和調查程序，舉報者可透過遵紀守法舉報熱線通報，對於嚴重違反者本集團將實施相應的紀律措施，並採取適當的紀律處分或轉介至執法機構。本集團定期檢討政策以確保其有效性，並考慮是否需要對其政策進行任何更改。

In addition, the Anti-fraud and Reporting System clearly sets out its reporting procedures and channels, investigation procedures, whistle-blower protection measures and guidelines for false allegations and false reports. The Group will keep the personal information of the whistle-blower strictly confidential and will not disclose the identity of the whistle-blower without the consent of the whistle-blower. In addition, the Group will make every effort to protect whistle-blowers from unfair dismissal, victimisation or unjustified disciplinary action and reserves the right to take action against the whistle-blower to recover any costs, losses or damages arising from such reports if they are found to be fraudulent or malicious. The Group will regularly review the policy to improve its effectiveness and employee confidence in the process and to encourage an overall internal “speak up” culture.

B8. Community Investment

The Group believes that the best way to demonstrate its corporate citizenship is through participation in social activities and contribution to the community. Therefore, the Group has established the Provisions for Socially Beneficial Activities, and is committed to fulfilling its social responsibility and has been supporting various charity and community activities in order to contribute to social welfare. We hope to foster a sense of social responsibility among our employees and therefore have encouraged them to participate in social welfare activities during work and spare time to enhance their participation in community building, and make greater contributions to society.

The Group focuses on environmental protection. Apart from investing in green and energy-saving environmental projects, the Group also arranged tree planting activities for employees to join in order to cultivate their sense of social responsibility and engagement. In the future, the Group will continue to contribute to the community through activities related to the environment, culture and education. The Group aims to instil the correct values in its employees and enhance their sense of citizenship, while also making meaningful contributions to the community.

此外，《反舞弊與舉報制度》亦清晰列明其舉報程序和渠道、調查程序、舉報人的保護措施及對於不實指控及虛假報告的指引。本集團將嚴格保密舉報人的個人資訊，在未得到該舉報人的同意前，本集團並不會披露作出舉報人身份。另外，本集團亦將盡一切努力保護舉報者免受不公平解僱、傷害或無理的紀律處分，如發現舉報具有欺詐性或惡意，本集團保留對該舉報者採取行動以追回因此類舉報而導致的任何成本、損失或損害的權利。本集團將定期檢討政策以提高其有效性及僱員對該流程的信心，並鼓勵整體內部「暢所欲言」的文化。

B8. 社區投資

本集團認為通過參與社會活動及貢獻社會是展現企業公民身份的最佳方式。因此，本集團已制定《社會公益性活動規定》，積極履行社會責任，致力支援各項公益及社區活動，務求為社會公益出一分力。我們希望培養員工的社會責任感，因此一直鼓勵他們工作期間及私人時間參與社會公益活動，增強員工對社區建設的參與度，並同時為社會作更大貢獻。

本集團專注於環境保護。除了投資綠色及節能環保項目之外，本集團亦安排員工參與植樹活動，培養員工的社會責任感和參與感。在未來，本集團會繼續通過環境事宜、文化及教育方面貢獻社區的活動，並在本集團內樹立正確的價值觀，令員工的公民意識得以提升，同時為社區作出貢獻。

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

During the Year, the employees of the Group devoted a total of approximately 2 hours to participate in tree planting activity.

於本年度，本集團員工共投入約2小時參與植樹活動。



Tree planting activity
植樹活動

The Board would like to present the annual report and the Consolidated Financial Statements for the Year.

PRINCIPAL BUSINESS

The Company is an investment holding company and the principal business of its major subsidiaries is set out in note 1 to the Consolidated Financial Statements.

BUSINESS REVIEW

A fair review of the Group's business as required under Schedule 5 to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), including the Group's performance analysis for the Year, particulars of important events affecting the Group that have occurred since the end of the Year, as well as the possible future business development of the Group, are set out in the "Chairman's Statement" on pages 5 to 8, in the "Management Discussion and Analysis" on pages 9 to 20 and "Directors' Report – Events After the End of the Year Under Review" on page 108.

Description of the Group's principal risk and uncertainties is set out in the paragraphs headed "Directors' Responsibilities for Financial Statements" on page 50 under the "Corporate Governance Report". Discussions on the environmental policies and performance, compliance by the Group with the relevant laws and regulations that have a significant impact on the Group and the account of the key relationships of the Group with its stakeholders are set out in the paragraphs headed "Compliance with Relevant Laws and Regulations" and "Key Relationships with Employees, Customers and Suppliers" of this Director's Report and the "Environmental, Social and Governance Report" on pages 60 to 106 of this annual report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group complies with the requirements under the Companies Ordinance, the Listing Rules and the Securities and Futures Ordinance (the "SFO") for the disclosure of information and corporate governance and other laws and regulations which are relevant to the Group's business operation.

董事會謹提呈本年度之年報及綜合財務報表。

主要業務

本公司是投資控股公司，其主要附屬公司的主要業務已記載於綜合財務報表附註1。

業務回顧

按公司條例（香港法例第622章）附表5規定之對本集團業務之中肯審視，其中包括本集團於本年度之表現分析、自本年度結束後發生並對本集團有影響之重要事項詳情，以及本集團日後可能出現之業務發展，載於第5至8頁之「主席報告」、第9至20頁之「管理層討論及分析」及第108頁之「董事會報告書－回顧年度結束後事項」內。

本集團所面對主要風險及不明朗因素之描述載於「企業管治報告」內第50頁之「董事對財務報表須承擔的責任」各段內。有關環境政策及表現之討論、本集團遵守對其有重大影響之相關法律及規例，以及本集團與其利益相關人士之主要關係論述，載於本董事會報告書「遵守相關法例及規例」及「與僱員、客戶及供應商的主要關係」兩段以及本年報第60至106頁之「環境、社會及管治報告」內。

遵守相關法例及規例

本集團遵守公司條例、上市規則及證券及期貨條例（「證券及期貨條例」）下有關資料披露及企業管治以及其他與本集團業務運營有關的法律法規的規定。

DIRECTORS' REPORT

董事會報告書

RESULTS AND DIVIDENDS

The Group's results and consolidated statement of financial position for the Year are set out in the Consolidated Financial Statements on pages 141 to 146 of this annual report.

The Board recommended the payment of a final dividend of HK\$0.4 per share for the Year to the Shareholders whose names appear on the register of members of the Company as at Wednesday, 28 August 2024.

The payment of the proposed final dividend is subject to approval by Shareholders at the annual general meeting for FY2024. The final dividend is expected to be paid to the Shareholders on Monday, 2 September 2024.

EVENTS AFTER THE END OF THE YEAR UNDER REVIEW

Save as disclosed in this annual report, the Directors are not aware of any material events relating to the business or financial performance of the Group after the Year under Review and up to the date of this report.

PROPERTY, PLANT AND EQUIPMENT

The changes in property, plant and equipment of the Group during the Year are set out in note 13 to the Consolidated Financial Statements.

DISTRIBUTABLE RESERVES

The distributable reserves of the Company as at 31 March 2024, calculated in accordance with the Companies Act of the Cayman Islands, amounted to approximately RMB543,740,000 (31 March 2023: approximately RMB460,742,000), including retained profits and share premium.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands which would require the Company to offer new shares on a pro rata basis to existing Shareholders.

業績及股息

本集團於本年度的業績及綜合財務狀況表，載於本年報第141至146頁之綜合財務報表。

董事會建議向於二零二四年八月二十八日(星期三)名列本公司股東名冊的股東就本年度派發末期股息每股股份0.4港元。

建議末期股息須於二零二四財年股東週年大會上獲股東批准後方可派付。末期股息預期於二零二四年九月二日(星期一)派付予股東。

回顧年度結束後事項

除本年報所披露者外，於回顧年度後及直至本報告日期，董事並不知悉任何與本集團業務或財務表現相關的重大事項。

物業、廠房及設備

本集團物業、廠房及設備於本年度內之變動，記載於綜合財務報表附註13。

可供分派儲備

按開曼群島公司法計算，本公司於二零二四年三月三十一日的可分派儲備約為人民幣543,740千元(二零二三年三月三十一日：約人民幣460,742千元)，包括保留溢利和股份溢價。

優先購買權

根據組織章程細則或開曼群島法例，並無優先購買權條文要求本公司向現有股東按比例提呈發售新股份。

SHARE CAPITAL

The details of changes in the share capital of the Company are set out in note 26 to the Consolidated Financial Statements.

DIRECTORS AND SERVICE AGREEMENTS

Executive Directors

Dr. Tang Donglei (*Chairman and Chief Executive Officer*)
Dr. Li Zequn

Non-executive Directors

Mr. Takao Nishijima
Ms. Mami Matsushita
Mr. Kenji Yoneyama
(*appointed on 28 June 2023*)

Independent Non-executive Directors

Dr. Satoshi Iwabuchi
(*appointed on 28 June 2023*)
Dr. Huang Ping
Mr. Tam Kin Bor

Mr. Kenji Yoneyama and Dr. Satoshi Iwabuchi, who were appointed as a non-executive Director and an independent non-executive Director, respectively during the Year, obtained legal advice as referred to in Rule 3.09D of the Listing Rules on 28 June 2023 and understood all the requirements under the Listing Rules that are applicable to them as directors of a listed issuer and the possible consequences of making a false declaration or giving false information to the Exchange, and have confirmed they understood their obligations as directors of a listed issuer.

股本

本公司股本之變動詳情記載於綜合財務報表附註26。

董事及服務協議

執行董事

唐東雷博士 (*主席及行政總裁*)
李澤群博士

非執行董事

西嶋尚生先生
松下真実女士
米山賢司先生
(*於二零二三年六月二十八日獲委任*)

獨立非執行董事

岩淵聰博士
(*於二零二三年六月二十八日獲委任*)
黃平博士
譚建波先生

米山賢司先生和岩淵聰博士於本年度分別獲委任為非執行董事及獨立非執行董事，於二零二三年六月二十八日取得上市規則第3.09D條所述的法律意見，明白《上市規則》中所有適用於其作為上市發行人董事的規定，以及向本交易所作出虛假聲明或提供虛假信息所可能引致的後果，並已確認其了解其作為上市發行人董事的責任。

DIRECTORS' REPORT

董事會報告書

Details of Directors are set out under the section headed “Directors and Senior Management” in this annual report.

The Company has entered into a service contract with each of the executive Directors and non-executive Directors. The Company has also entered into a letter of appointment with each of the independent non-executive Directors. The terms of office of Dr. Tang Donglei, Mr. Takao Nishijima, Ms. Mami Matsushita, Dr. Huang Ping and Mr. Tam Kin Bor are three years from 25 September 2017, while the term of office of Dr. Li Zequn is three years from 20 August 2018 and the term of office of Mr. Kenji Yoneyama and Dr. Satoshi Iwabuchi are three years from 28 June 2023. Such appointments may only be terminated in accordance with the provisions of the service contract or letter of appointment (as the case may be), or by (i) the Company giving any Director not less than three months' prior written notice or (ii) a Director giving the Company not less than one month's prior written notice.

None of the Directors have entered into a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than normal statutory compensation.

Due to Mr. Motoi Yamada's desire to devote more time to his other business commitments, Mr. Motoi Yamada has resigned from his position as a non-executive Director with effect from 28 June 2023. Mr. Motoi Yamada has confirmed that he has no disagreement with the Board and there is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange in relation to his resignation. Mr. Kenji Yoneyama has been appointed as a non-executive Director with effect from 28 June 2023.

董事的詳情載於本年報「董事及高級管理層」一節。

本公司已與各執行董事及非執行董事訂立服務合約。本公司亦已與各獨立非執行董事訂立委任函。唐東雷博士、西嶋尚生先生、松下真実女士、黃平博士和譚建波先生的任期為二零一七年九月二十五日起為期三年，李澤群博士的任期為二零一八年八月二十日起為期三年及米山賢司先生和岩淵聰博士的任期為二零二三年六月二十八日起為期三年。該等委任僅可根據服務合約或委任函（視乎情況而定）的條文終止，或透過(i)本公司向任何董事發出不少於三個月事先書面通知或(ii)董事向本公司發出不少於一個月事先書面通知終止。

董事中無人與本公司簽訂本公司於一年之內在無賠償（正常的法定賠償除外）的情況下不可終止的服務合約。

由於山田基先生欲投入更多時間予其他業務承擔，其已辭任非執行董事職務，於二零二三年六月二十八日起生效。山田基先生已確認其與董事會並無分歧，亦無有關其辭任之其他事宜需提請股東或聯交所關注。米山賢司先生已獲委任為非執行董事，於二零二三年六月二十八日起生效。

Due to Dr. Eiichi Koda's desire to devote more time to his other business commitments, Dr. Eiichi Koda has resigned from his position as an independent non-executive Director with effect from 28 June 2023. Dr. Eiichi Koda has confirmed that he has no disagreement with the Board and there is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange in relation to his resignation. Dr. Satoshi Iwabuchi has been appointed as an independent non-executive Director with effect from 28 June 2023.

Pursuant to article 16.18 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at an annual general meeting at least once every three years. Dr. Tang Donglei, Ms. Mami Matsushita and Mr. Tam Kin Bor will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

The Company has received from all independent non-executive Directors an annual confirmation in respect of their respective independence pursuant to Rule 3.13 of the Listing Rules. Pursuant to these confirmations, the Company considers all independent non-executive Directors are independent.

由於甲田英一博士欲投入更多時間予其他業務承擔，其已辭任獨立非執行董事職務，於二零二三年六月二十八日起生效。甲田英一博士已確認其與董事會並無分歧，亦無有關其辭任之其他事宜需提請股東或聯交所關注。岩瀨聰博士已獲委任為獨立非執行董事，於二零二三年六月二十八日起生效。

根據組織章程細則第16.18條，於各屆股東週年大會上，屆時三分之一的董事（若董事人數並非三(3)的倍數，則須為最接近但不少於三分之一的董事人數）須輪流退任，前提是每一位董事（包括有特定任期的董事）須至少每三年輪流退任一次。唐東雷博士、松下真実女士和譚建波先生將於下屆本公司股東週年大會上退任，並合資格且有意於下屆股東週年大會上重選連任。

本公司已接獲所有獨立非執行董事各自根據上市規則第3.13條就獨立性發出的年度確認函。根據該等確認，本公司認為全體獨立非執行董事均屬獨立。

DIRECTORS' REPORT

董事會報告書

INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 March 2024, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be recorded in the register maintained by the Company referred to therein, or which will be required, pursuant to the Model Code (the "Model Code") for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

(I) The Company

Name of Director 董事姓名	Position 職位	Long/short positions 好倉／淡倉	Capacity 身份	Number of shares held 所持股份數目	Note 附註	Percentage of issued shares 佔已發行股份之百分比
Tang Donglei 唐東雷	Chairman, chief executive officer and executive Director 主席及行政總裁兼執行董事	Long position 好倉	Beneficial owner 實益擁有人	350,000	1	0.09191%
Tang Donglei 唐東雷	Chairman, chief executive officer and executive Director 主席及行政總裁兼執行董事	Long position 好倉	Interest of spouse 配偶的權益	75,000	2	0.01970%
Li Zequn 李澤群	Executive Director 執行董事	Long position 好倉	Beneficial owner 實益擁有人	100,000	3	0.02626%
Mami Matsushita 松下真実	Non-executive Director 非執行董事	Long position 好倉	Beneficial owner 實益擁有人	75,000	4	0.01970%
Kenji Yoneyama 米山賢司	Non-executive Director 非執行董事	Long position 好倉	Beneficial owner 實益擁有人	75,000	5	0.01970%

董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證中擁有的權益及淡倉

於二零二四年三月三十一日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的有關規定計作或被視為擁有的權益及淡倉），或根據證券及期貨條例第352條須記錄於本公司根據該條例所存置的登記冊的權益及淡倉，或根據上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

(I) 本公司

Notes:

1. Including 150,000 shares and 200,000 unvested awarded shares directly held by Dr. Tang Donglei in his personal capacity. Details of the awarded shares are set out under the section headed "Share Award Scheme" in this annual report.
2. Dr. Tang Donglei is deemed to be interested in 75,000 shares by virtue of his spouse's interests. The 75,000 shares represent the interests in unvested shares granted under the Share Award Scheme of the Company. Details of the awarded shares are set out in the section headed "Share Award Scheme" in this annual report.
3. This represents the 100,000 unvested awarded shares directly held by Dr. Li Zequn in his personal capacity. Details of the awarded shares are set out under the section headed "Share Award Scheme" in this annual report.
4. This represents the 75,000 unvested awarded shares directly held by Ms. Mami Matsushita in her personal capacity. Details of the awarded shares are set out under the section headed "Share Award Scheme" in this annual report.
5. This represents the 75,000 unvested awarded shares held by Mr. Kenji Yoneyama in his personal capacity. Details of the awarded shares are set out under the section headed "Share Award Scheme" in this annual report.

附註：

1. 包含唐東雷博士以其個人身份直接持有的150,000股股份及200,000股未歸屬獎勵股份。獎勵股份之詳情載於本年報「股份獎勵計劃」章節。
2. 唐東雷博士由於其配偶權益，故被視為擁有75,000股股份之權益。75,000股股份乃指根據本公司股份獎勵計劃所授出之未歸屬股份之權益。獎勵股份之詳情載於本年報「股份獎勵計劃」章節。
3. 指李澤群博士以其個人身份直接持有的100,000股未歸屬獎勵股份。獎勵股份之詳情載於本年報「股份獎勵計劃」章節。
4. 指松下真実女士以其個人身份直接持有的75,000股未歸屬獎勵股份。獎勵股份之詳情載於本年報「股份獎勵計劃」章節。
5. 指米山賢司先生以其個人身份持有的75,000股未歸屬獎勵股份。獎勵股份之詳情載於本年報「股份獎勵計劃」章節。

DIRECTORS' REPORT

董事會報告書

(II) Associated corporation (within the meaning of Part XV of the SFO) – Tsugami Japan

(II) 相聯法團（定義見證券及期貨條例第XV部）－日本津上

Name of Director 姓名	Position 職位	Long/short positions 好倉／淡倉	Capacity 身份	Number of shares held in the associated corporation 於相聯法團的 股份數目	Note 附註	Percentage of shareholding in the associated corporation 佔相聯法團的 股權百分比
Tang Donglei 唐東雷	Chairman, chief executive officer and executive Director 主席及行政總裁兼執行董事	Long position 好倉	Beneficial owner 實益擁有人	13,000	1	0.026%
Takao Nishijima 西嶋尚生	Non-executive Director 非執行董事	Long position 好倉	Beneficial owner 實益擁有人	414,000	2	0.828%
Mami Matsushita 松下真実	Non-executive Director 非執行董事	Long position 好倉	Beneficial owner 實益擁有人	18,200	3	0.036%
Kenji Yoneyama 米山賢司	Non-executive Director 非執行董事	Long position 好倉	Beneficial owner 實益擁有人	14,700	4	0.029%

Notes:

- This represents the shares beneficially held by Dr. Tang Donglei in his personal capacity.
- This represents the shares beneficially held by Mr. Takao Nishijima in his personal capacity.
- This represents the shares beneficially held by Ms. Mami Matsushita in her personal capacity.
- This represents the shares beneficially held by Mr. Kenji Yoneyama in his personal capacity.

附註：

- 指唐東雷博士以其個人身份實益持有的股份。
- 指西嶋尚生先生以其個人身份實益持有的股份。
- 指松下真実女士以其個人身份實益持有的股份。
- 指米山賢司先生以其個人身份實益持有的股份。

Except as disclosed above, as at 31 March 2024, none of the Directors or chief executive of the Company was interested or deemed to be interested in the long and short positions in the shares, underlying shares and/or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which will be required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (ii) recorded in the register maintained by the Company as required pursuant to Section 352 of the SFO as aforesaid; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零二四年三月三十一日，概無本公司董事或最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及／或債權證的好倉及淡倉中擁有或被視為擁有須(i)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所；或(ii)如上所述根據證券及期貨條例第352條的規定記錄於本公司存置的登記冊；或(iii)根據標準守則知會本公司及聯交所的權益。

SUBSTANTIAL SHAREHOLDERS' INTERESTS

Substantial shareholders' interests or short positions in the shares and underlying shares of the Company

As at 31 March 2024, so far as any of the Directors or chief executive of the Company were aware, the following persons/entities had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company, which will have to be notified to the Company and the Stock Exchange pursuant to provisions of Divisions 2 and 3 of Part XV of the SFO or which ought to be recorded in the register of the Company required to be kept under Section 336 of the SFO:

Name of substantial shareholder 主要股東名稱	Long/short positions 好倉／淡倉	Capacity 身份	Number of shares 股份數目	Note 附註	Percentage of issued shares 佔已發行股份之百分比
Tsugami Japan 日本津上	Long position 好倉	Beneficial owner 實益擁有人	270,000,000	1	70.90%
FIL Limited	Long position	Interest held by controlled corporation(s)	23,399,000	2	6.14%
FIL Limited	好倉	受控法團持有之權益			
Pandanus Associates Inc.	Long position	Interest held by controlled corporation(s)	23,399,000	2	6.14%
Pandanus Associates Inc.	好倉	受控法團持有之權益			
Pandanus Partners L.P.	Long position	Interest held by controlled corporation(s)	23,399,000	2	6.14%
Pandanus Partners L.P.	好倉	受控法團持有之權益			
FMR LLC	Long position	Interest held by controlled corporation(s)	19,049,425	3	5.00%
FMR LLC	好倉	受控法團持有之權益			

主要股東權益

主要股東於本公司的股份及相關股份中擁有的權益或淡倉

於二零二四年三月三十一日，就任何本公司董事或最高行政人員所知，下列人士／實體於本公司股份或相關股份中擁有或被視作擁有根據證券及期貨條例第XV部第2及第3分部條文須知會本公司及聯交所或須列入本公司根據證券及期貨條例第336條須予存置的登記冊的權益或淡倉如下：

DIRECTORS' REPORT

董事會報告書

Notes:

1. The 270,000,000 shares were beneficially owned by Tsugami Japan. As disclosed in the announcement of the Company dated 2 July 2024 (the "Announcement"), Tsugami Japan, the Controlling Shareholder, disposed 22,470,000 shares of the Company. Immediately following the disposal, as at the date of the Announcement, Tsugami Japan beneficially owned approximately 65.04% of the issued share capital of the Company. Please refer to the Announcement for further details.
2. Pandanus Associates Inc. held 100% interests in Pandanus Partners L.P., which in turn held 37.01% interests in FIL Limited. FIL Limited held 100% interests in FIL Asia Holdings Pte Limited, which was deemed to be interested in 20,999,000 shares of the Company in long position. Furthermore, FIL Limited held 82.00% interests in 483A Bay Street Holdings LP, which was deemed to be interested in 2,400,000 shares of the Company in long position. Therefore, each of Pandanus Associates Inc. and Pandanus Partners L.P. was deemed to be interested in 23,399,000 shares of the Company in long position held by FIL Limited.
3. The 19,049,425 shares of the Company in long position comprised 4,295,972 shares directly held by FIAM LLC and 14,753,453 shares directly held by Fidelity Management & Research Company LLC. FIAM LLC and Fidelity Management & Research Company LLC are wholly-owned subsidiaries of FMR LLC, which was deemed to be interested in 19,049,425 shares of the Company in long position.

Except as disclosed above, as at 31 March 2024, the Directors and chief executive of the Company were not aware of any person/entity (other than the Directors or chief executive of the Company) who had, or deemed to have, an interest or short position in the shares or underlying shares of the Company which will have to be notified to the Company and the Stock Exchange pursuant to provisions of Divisions 2 and 3 of Part XV of the SFO or which ought to be recorded in the register of the Company required to be kept under Section 336 of the SFO.

SHARE OPTION SCHEME

During the period from 1 April 2023 to the date of this report, the Company did not have any subsisting share option scheme.

附註：

1. 該270,000,000股股份為日本津上實益持有。根據本公司日期二零二四年七月二日之公告(「該公告」)所披露，控股股東日本津上出售本公司22,470,000股股份。緊隨出售事項後，於該公告日期，日本津上實益擁有本公司股本中已發行股份約65.04%。有關進一步詳情，請參閱該公告。
2. Pandanus Associates Inc.持有Pandanus Partners L.P.之100%權益，而Pandanus Partners L.P.持有FIL Limited之37.01%權益。FIL Limited持有FIL Asia Holdings Pte Limited之100%權益，而FIL Asia Holdings Pte Limited被視為於本公司20,999,000股好倉股份中擁有權益。此外，FIL Limited持有483A Bay Street Holdings LP之82.00%權益，而483A Bay Street Holdings LP被視為於本公司2,400,000股好倉股份中擁有權益。因此，Pandanus Associates Inc.及Pandanus Partners L.P.各自被視為於FIL Limited持有之本公司23,399,000股好倉股份中擁有權益。
3. 本公司之19,049,425股好倉股份包括由FIAM LLC直接持有之4,295,972股股份及由Fidelity Management & Research Company LLC直接持有之14,753,453股股份。FIAM LLC及Fidelity Management & Research Company LLC均為FMR LLC之全資附屬公司，FMR LLC被視為於本公司19,049,425股好倉股份中擁有權益。

除上文所披露者外，於二零二四年三月三十一日，本公司董事及最高行政人員概不知悉任何人士／實體(本公司董事或最高行政人員除外)於本公司股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須知會本公司及聯交所或須列入本公司根據證券及期貨條例第336條須予存置的登記冊的權益或淡倉。

購股權計劃

於二零二三年四月一日至本報告日期期間，本公司並無任何存續的購股權計劃。

SHARE AWARD SCHEME

The Company has adopted the Share Award Scheme (the “Scheme”) on 10 November 2023 and the following is a summary of the principal terms of the Scheme:

(i) Purposes and Objectives

The purpose of the Scheme is to (i) recognise contributions made by certain Eligible Participants and to provide the Eligible Participants with incentives to, through their opportunity in ownership of the equity interests in the Company and sharing of the results of the Group's strategic development, contribute to the Group and increase the value of the Company and the Shares, thereby benefiting the Company and the Shareholders as a whole; and (ii) retain talents and attract suitable personnel for further development of the Group. For the avoidance of doubt, this Scheme does not preclude the Group from providing incentives to any Eligible Participants by way of other benefits.

The Scheme does not involve granting awards that are to be satisfied by issue of new shares.

(ii) Eligible Participants

Eligible Participants under the Scheme includes any Employee Participant, Related Entity Participant or Service Provider, provided that the Board Committee shall have absolute discretion to determine whether or not one falls within the above categories.

(iii) Scheme Limit

The Board Committee shall not make any further Award which will result in the total number of the Awarded Shares awarded and approved by the Board Committee, without taking into account the Awarded Shares that are rejected by a Selected Participant or which have lapsed pursuant to the Scheme, under the Scheme, to be in excess of 6% of the issued share capital of the Company as at the Adoption Date (i.e. not exceeding 22,848,240 shares) and representing 6% of the issued shares of the Company as at the date of this annual report.

The maximum number of Awarded Shares that may be awarded to any Selected Participant under the Scheme shall not exceed 1% of the issued share capital of the Company as at the Adoption Date.

股份獎勵計劃

本公司已於二零二三年十一月十日採納股份獎勵計劃（「本計劃」），以下為本計劃主要條款的概要：

(i) 目的及目標

本計劃的目的是(i)認可若干合資格參與者的貢獻，並通過他們擁有本公司股權及共享本集團戰略發展成果的機會為合資格參與者提供激勵，為本集團作出貢獻並提高本公司及股份的價值，從而使本公司及股東整體受益；及(ii)為本集團的進一步發展挽留人才及吸引合適人才。為免生疑問，本計劃並不妨礙本集團以其他福利的方式向任何合資格參與者提供激勵。

本計劃並不涉及授出將通過發行新股份實現的獎勵。

(ii) 合資格參與者

本計劃的合資格參與者包括任何僱員參與者、關聯實體參與者或服務供應商，但董事會委員會可全權酌情釐定任何人士是否屬於上述類別。

(iii) 計劃上限

倘獎勵會導致本計劃項下董事會委員會獎勵及批准的獎勵股份總數（不計及選定參與者拒絕或根據本計劃已失效的獎勵股份）佔本公司於採納日期的已發行股本超過6%（即不超過22,848,240股股份），以及相當於本公司於本年報日期已發行股份的6%，則董事會委員會不得再作出獎勵。

可根據本計劃獎勵予任何選定參與者的獎勵股份數目上限不得超過本公司於採納日期的已發行股本1%。

(iv) Duration and Termination

Unless terminated earlier by the Board Committee pursuant to the Scheme Rules, the Scheme shall be valid and effective for a term of ten (10) years commencing from the Adoption Date, after which period, no further Awards shall be granted or accepted.

Upon termination, (i) all Awarded Shares and Related Income shall become vested in the relevant Selected Participants on such date of termination save in respect of lapse as referred in the Scheme Rules; and (ii) net sale proceeds (after making appropriate deductions) of the Returned Shares and such non-cash income together with the Residual Cash and such other funds remaining in the Trust shall be remitted to the Company forthwith.

The remaining duration of the Scheme is approximately 9.5 years.

(v) Vesting of Awarded Shares

Subject to the terms and conditions of the Scheme and the fulfillment of all vesting conditions to the vesting of the Awarded Shares on such Selected Participant as specified in the Scheme and the relevant grant instrument, the respective Awarded Shares held by the Trustee on behalf of the Selected Participant shall vest in such Selected Participant in accordance with the applicable vesting schedule, and the Trustee shall cause the Awarded Shares to be transferred to such Selected Participant in accordance with the terms of the Scheme.

(vi) Vesting Conditions

The Awarded Shares will vest in the grantees in accordance with the terms of the Scheme. The vesting of the Awarded Shares is conditional on the relevant grantee being a director or employee of the Group or, where applicable, any related entity up to each date of vesting and executing the relevant document to give effect to the transfer of the Trustee.

There is no vesting period under the Scheme.

For further details, please refer to the Company's announcements dated 10 November 2023 and 11 March 2024.

(iv) 年期及終止

除非董事會委員會根據計劃規則提前終止，否則本計劃的有效期為採納日期起計十(10)年，該期間之後，不得再授出或接受任何獎勵。

終止後，(i)除計劃規則所述的失效外，所有獎勵股份及相關收入應於終止日期歸屬予相關選定參與者；及(ii)退回股份的出售所得款項淨額(在作出適當扣除後)及非現金收入連同剩餘現金及信託中剩餘的其他資金應立即匯給本公司。

股份獎勵計劃之餘下年期約為9.5年。

(v) 歸屬獎勵股份

在遵守本計劃的條款及條件以及達成本計劃及相關授出文書中指明對該選定參與者施加的歸屬獎勵股份的所有歸屬條件的情況下，受託人代表選定參與者持有的相應獎勵股份應根據適用的歸屬時間表歸屬予該選定參與者，受託人應根據本計劃的條款安排將獎勵股份轉讓予該選定參與者。

(vi) 歸屬條件

獎勵股份將根據本計劃的條款歸屬予承授人。獎勵股份的歸屬條件為相關承授人直至各歸屬日期當日一直為本集團或(倘適用)任何關聯實體的董事或僱員及其簽立相關文件使受託人的轉讓生效。

本計劃未規定歸屬期。

有關進一步詳情，請參閱本公司日期為二零二三年十一月十日及二零二四年三月十一日的公告。

Further information of the awarded shares granted pursuant to the Scheme is set out in Note 27 to the Financial Statements and the details of the movements of the awarded shares during the Year are set out in the table as follows.

根據本計劃授出的獎勵股份的進一步資料載列於財務報表附註27及獎勵股份於本年度的變動詳情載於下表內。

Details of movements during the reporting period
於報告期間變動詳情

Name or category of grantee 承授人的姓名或類別	Position/Relationship 職位/關係	Date of grant 授出日期	Date of vesting 歸屬日期	Unvested as at the beginning of the reporting period 於報告期間開始尚未歸屬	Granted during the reporting period 於報告期間授出	Vested during the reporting period 於報告期間歸屬	Lapsed during the reporting period 於報告期間失效	Cancelled during the reporting period 於報告期間註銷	Unvested as at the end of the reporting period 於報告期間結束尚未歸屬	Closing price of the shares immediately prior to the date of grant 緊接授出日期前股份的收市價(港元)	Fair value of restricted share units as at the date of grant and accounting standards and policies adopted (Note 1)	Weighted average closing price of the shares immediately prior the date of vesting 股份於緊接歸屬日期前的加權平均收市價
											(HK\$)	
Tang Donglei 唐東雷	Director 董事	11 March 2024 二零二四年三月十一日	11 March 2027 二零二七年三月十一日	-	200,000	-	-	-	200,000	9.29	9.29	N/A
Wang Xiaojun 王曉琨	Director's spouse 董事配偶	11 March 2024 二零二四年三月十一日	11 March 2027 二零二七年三月十一日	-	75,000	-	-	-	75,000	9.29	9.29	N/A
Li Zequn 李澤群	Director 董事	11 March 2024 二零二四年三月十一日	11 March 2027 二零二七年三月十一日	-	100,000	-	-	-	100,000	9.29	9.29	N/A
Mami Matsushita 松下真実	Director 董事	11 March 2024 二零二四年三月十一日	11 March 2027 二零二七年三月十一日	-	75,000	-	-	-	75,000	9.29	9.29	N/A
Kenji Yoneyama 米山賢司	Director 董事	11 March 2024 二零二四年三月十一日	11 March 2027 二零二七年三月十一日	-	75,000	-	-	-	75,000	9.29	9.29	N/A
Three grantees 3名承授人	Three other highest paid individuals during the Year (note 2) 年內總薪酬最高其他三名個人 (附註2)	11 March 2024 二零二四年三月十一日	11 March 2027 二零二七年三月十一日	-	375,000	-	-	-	375,000	9.29	9.29	N/A
21 grantees 21名承授人	Other employees of the Group 本集團其他僱員	11 March 2024 二零二四年三月十一日	11 March 2027 二零二七年三月十一日	-	1,175,000	-	-	-	1,175,000	9.29	9.29	N/A
Two grantees 2名承授人	Related entity participants 關聯實體參與者	11 March 2024 二零二四年三月十一日	11 March 2027 二零二七年三月十一日	-	150,000	-	-	-	150,000	9.29	9.29	N/A
Total 總計				-	2,225,000				2,225,000			2,225,000

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Notes:

- (1) The fair value of the awarded shares is measured based on the observable market price on the date of grant. See note 27 to "Notes to the Consolidated Financial Statements".
- (2) During the reporting year, the five highest paid individuals included Dr. Tang Donglei and Dr. Li Zequn, and details of the awarded shares granted to them are set out in the table above.
- (3) As at 1 April 2023 and 31 March 2024, 22,848,240 and 20,623,240 awarded shares will be available for grant under the Scheme, respectively.
- (4) The purchase price of such awarded shares is nil.
- (5) The awarded shares granted is without any performance targets.

附註：

- (1) 獎勵股份的公允價值是根據授予日的可觀察市場價格計量的。請參閱「合併財務報表附註」附註27。
- (2) 於報告年度內，總薪酬最高的五名個人包括唐東雷博士和李澤群博士，其獲授獎勵股份詳情如上表。
- (3) 截止二零二三年四月一日及二零二四年三月三十一日，可根據計劃授出的獎勵股份數目分別為22,848,240及20,623,240。
- (4) 該等獎勵股份的購買價為零。
- (5) 所授予的獎勵股份無任何業績目標。

EQUITY-LINKED AGREEMENTS

No equity-linked agreements that will or may result in the Company issuing Shares or that require the Company to enter into any agreement that will or may result in the Company issuing Shares were entered into by the Company during the Year and subsisted at the end of the Year.

DIRECTORS' AND CONTROLLING SHAREHOLDER'S INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save for the disclosures under note 32 to the Consolidated Financial Statements and the section headed "Directors' Report – Continuing Connected Transactions", no transactions, arrangements or contracts of significance to which the Company, its holding company, or any of its subsidiaries was a party and in which a Director or the Controlling Shareholder or an entity connected with them had a material interest, whether directly or indirectly, subsisted during or at the end of the Year.

PERMITTED INDEMNITY PROVISION

Pursuant to the requirements of the Articles of Association and subject to applicable laws, every Director is entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of duties of his/her office or otherwise in relation thereto provided that such indemnity shall not extend to any matter in respect of fraud or dishonesty which may attach to the Director. Such permitted indemnity provision is currently in force and has become effective during the Year.

股本掛鈎協議

本公司於本年度並無訂立且於本年度結束時並無存在任何股本掛鈎協議將或可能導致本公司發行股份，或需要本公司訂立任何將會或可能導致本公司發行股份的協議。

董事及控股股東於重大交易、安排或合約中的權益

除綜合財務報表附註32及「董事會報告書－持續關連交易」一節所披露者外，本公司、其控股公司或其任何附屬公司概無訂立董事或本公司控股股東或與彼等有關連的實體於其中直接或間接擁有重大權益、且於本年度內或本年度結束時仍然存續的重大交易、安排或合約。

獲准許之彌償條文

根據組織章程細則規定及受限於適用法律，各董事有權就履行其職務或在履行其職務方面或在其他有關方面可能蒙受或招致之所有損失或責任從本公司之資產中獲取彌償，惟有關彌償不得為與所述董事本身的任何欺詐或不誠實事宜有關。該獲准許之彌補條文目前生效及已於本年度內生效。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the Year was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors or chief executives of the Company or their respective spouses or children under 18 years of age or their associates to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other corporate.

CONTINUING CONNECTED TRANSACTIONS

Tsugami Japan is the Controlling Shareholder and beneficially owns approximately 70.90%* of the issued share capital of the Company. Therefore, as at the date of this report, Tsugami Japan and its subsidiaries (other than the Group) ("**Tsugami Japan Group**") are connected persons of the Company under Chapter 14A of the Listing Rules.

During the Year, the following transactions between the Company and Tsugami Japan Group constitute non-exempt continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

(1) Technology Licence Agreement

The Company entered into the Technology Licence Agreement on 4 September 2017 with Tsugami Japan, pursuant to which, Tsugami Japan agreed to irrevocably grant to the Company (i) an exclusive licence to use the technology necessary for the manufacture of the Company's CNC high precision machine tools and to provide after-sales services in connection with these products and (ii) as the sole licensee, the right to use the trademarks in the PRC, Hong Kong and Taiwan, and a non-exclusive licence to use the trademarks in any regions (excluding the PRC, Hong Kong and Taiwan).

* As disclosed in the announcement of the Company dated 2 July 2024 (the "**Announcement**"), Tsugami Japan, the Controlling Shareholder, disposed 22,470,000 shares of the Company. Immediately following the disposal, as at the date of the Announcement, Tsugami Japan beneficially owned approximately 65.04% of the issued share capital of the Company. Please refer to the Announcement for further details.

董事收購股份或債券的權利

除上文所披露者外，本公司、其控股公司或其任何附屬公司或同系附屬公司均無於本年度內任何時間作出安排，致使本公司董事或主要行政人員或彼等各自之配偶或未滿18歲之子女或彼等之聯繫人可藉購入本公司或任何其他法人團體之股份或債權證而得益。

持續關連交易

日本津上為本公司之控股股東，實益擁有本公司股本中已發行股份約70.90%*。因此，根據上市規則第十四A章，日本津上及其附屬公司（本集團除外）（「**日本津上集團**」）於本報告日期為本公司之關連人士。

於本年度內，根據上市規則第十四A章的規定，本公司與日本津上集團所進行的下列交易構成本公司的不獲豁免的持續關連交易。

(1) 技術許可協議

本公司與日本津上於二零一七年九月四日訂立了技術許可協議，據此，日本津上同意不可撤銷地授予本公司(i)使用製造本公司的數控高精密機床所需技術及提供與該等產品有關的售後服務的獨家許可及(ii)於中國、香港及台灣使用該等商標的權利（作為唯一獲許可方）以及在任何地區（不包括中國、香港和台灣）使用該等商標的非獨家許可。

* 根據本公司日期二零二四年七月二日之公告（「**該公告**」）所披露，控股股東日本津上出售本公司22,470,000股股份。緊隨出售事項後，於該公告日期，日本津上實益擁有本公司股本中已發行股份約65.04%。有關進一步詳情，請參閱該公告。

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The term of the Technology Licence Agreement commenced from 25 September 2017 to 31 March 2020, which was subsequently renewed for a successive period of three years upon the expiry of the initial term of the Technology Licence Agreement on 31 March 2020, i.e. renewed up to (and including) 31 March 2023, and was further renewed for three years upon the expiry of the term on 31 March 2023, i.e. up to 31 March 2026. There were no changes to the terms of the Technology Licence Agreement with effect from 4 September 2017. Details of the renewal of the Technology Licence Agreement and relevant annual caps were set out in the Company's announcement dated 27 June 2022 and circular dated 18 July 2022.

Depending on the models of the CNC high precision machine tools of the Company, the trademarks and technology licence fees payable to Tsugami Japan shall be calculated based on a royalty rate of 1.0% or 5.0% multiplied by the total sales of such models of CNC high precision machine tools (excluding tax and other miscellaneous costs and charges).

The aftersales services fees to be charged by Tsugami Japan will be determined based on the daily rate of approximately JPY46,000 multiplied by the total number of working days of the staff of Tsugami Japan.

(2) Master Sales Agreement

The Company entered into the Master Sales Agreement on 4 September 2017 with Tsugami Japan, pursuant to which, the Company sells CNC high precision machine tools to the Tsugami Japan Group.

技術許可協議期限自二零一七年九月二十五日起至二零二零年三月三十一日止，隨後於二零二零年三月三十一日初始期限屆滿時再續三年，即續至並包括二零二三年三月三十一日，並於二零二三年三月三十一日期限屆滿時進一步重續三年，即直至二零二六年三月三十一日止。技術許可協議之條款自二零一七年九月四日訂立起並無任何變動。技術許可協議的續期及有關年度上限詳情載於本公司日期為二零二二年六月二十七日之公告及二零二二年七月十八日之通函。

視乎本公司數控高精密機床的型號而定，應付日本津上的該等商標及該技術許可費應根據1.0%或5.0%的特許權使用費率乘以該等型號數控高精密機床的銷售總額(不包括稅項及其他雜項成本及開支)計算。

日本津上將收取的售後服務費將按每日費率約46,000日圓乘以日本津上員工工作日的總數計算。

(2) 總銷售協議

本公司與日本津上於二零一七年九月四日訂立了總銷售協議，據此，本公司向日本津上集團銷售數控高精密機床。

The term of the Master Sales Agreement commenced from 25 September 2017 to 31 March 2020, which was subsequently renewed for a successive period of three years upon the expiry of the initial term of the Master Sales Agreement on 31 March 2020, i.e. renewed up to (and including) 31 March 2023, and was further renewed for three years upon the expiry of the term on 31 March 2023, i.e. up to 31 March 2026. There were no changes to the terms of the Master Sales Agreement with effect from 4 September 2017. Details of the renewal of the Master Sales Agreement and relevant annual caps were set out in the Company's announcement dated 27 June 2022 and circular dated 18 July 2022.

The transactions contemplated under the Master Sales Agreement will be conducted in the ordinary and usual course of business of the Group and that of the Tsugami Japan Group on normal commercial terms or better and on terms which are fair and reasonable and in the interests of the Group and its Shareholders as a whole. The consideration in respect of each definitive agreement under the Master Sales Agreement will be determined in line with similar products provided to the independent third parties.

The Company sold its CNC high precision machine tools, with or without customisations, to the Tsugami Japan Group. In determining the selling prices of the CNC high precision machine tools sold to the Tsugami Japan Group, the Company will consider factors including the level of customisations, time and effort required for making various specifications and/or customisations to the CNC high precision machine tools, purchase quantity, the delivery schedule, whether sales and marketing, aftersales services and technical support services are needed, etc. No special discount will be offered to the Tsugami Japan Group by virtue of the fact that the Tsugami Japan Group is a connected person of the Company. After taking into account the above factors, the Company will provide a quotation which is comparable to at least two transactions with independent third party customers for the same period.

總銷售協議期限自二零一七年九月二十五日起至二零二零年三月三十一日止，隨後於二零二零年三月三十一日初始期限屆滿時再續三年，即續至並包括二零二三年三月三十一日，並於二零二三年三月三十一日期限屆滿時進一步重續三年，即直至二零二六年三月三十一日止。總銷售協議之條款自二零一七年九月四日訂立起並無任何變動。總銷售協議的續期及有關年度上限詳情載於本公司日期為二零二二年六月二十七日之公告及二零二二年七月十八日之通函。

總銷售協議項下擬進行的交易將在本集團及日本津上集團的日常及一般業務過程中，按照屬公平合理且符合本集團及股東整體利益的一般商業條款或更佳的條款進行。總銷售協議項下各最終協議的代價將根據向獨立第三方提供的類似產品釐定。

本公司銷售其數控高精密機床（不論會否進一步訂製）予日本津上集團。於釐定銷售予日本津上集團的數控高精密機床之售價時，本公司將考慮數控高精密機床作出各種規格及／或訂製的水平、時間、所需能力、購買量、交付時程，以及是否需要銷售及市場推廣、售後服務及技術支持服務等因素。概無因日本津上集團為本公司之關連人士而將向日本津上集團提供任何特別折讓。經計及上述因素，本公司將提供一份報價，其將可與至少兩項獨立第三方客戶於同期進行的交易相比較。

(3) Master Purchase Agreement

The Company entered into the Master Purchase Agreement on 4 September 2017 with Tsugami Japan, pursuant to which, the Company may procure parts and components (including the relevant warranty costs in relation to the CNC system panels procured through Tsugami Japan), production machinery and equipment, and CNC high precision machine tools manufactured by the Tsugami Japan Group.

The term of the Master Purchase Agreement commenced from 25 September 2017 to 31 March 2020, which was subsequently renewed for a successive period of three years upon the expiry of the initial term of the Master Purchase Agreement on 31 March 2020, i.e. renewed up to (and including) 31 March 2023, and was further renewed for three years upon the expiry of the term on 31 March 2023, i.e. up to 31 March 2026. There were no changes to the terms of the Master Purchase Agreement with effect from 4 September 2017. Details of the renewal of the Master Purchase Agreement and relevant annual caps were set out in the Company's announcement dated 27 June 2022 and circular dated 18 July 2022.

The transactions contemplated under the Master Purchase Agreement will be conducted in the ordinary and usual course of business of the Group and that of the Tsugami Japan Group, on normal commercial terms or better and on terms which are fair and reasonable and in the interests of the Group and its Shareholders as a whole.

In respect of the parts and components which are manufactured by the independent third party suppliers but procured from the Tsugami Japan Group (including the third-party components and CNC system panels for the CNC high precision machine tools sold or to be sold overseas (including in Taiwan)), such products are sold to the Company at cost incurred by the Tsugami Japan Group in purchasing such products from the independent third party suppliers plus certain handling and administrative charges.

(3) 總採購協議

本公司與日本津上於二零一七年九月四日訂立了總採購協議，據此，本公司可採購日本津上集團製造的零部件（包括透過日本津上採購的有關數控系統面板的相關保修成本）、生產機器及設備以及數控高精度機床。

總採購協議期限自二零一七年九月二十五日起至二零二零年三月三十一日止，隨後於二零二零年三月三十一日初始期限屆滿時再續三年，即續至並包括二零二三年三月三十一日止，並於二零二三年三月三十一日期限屆滿時進一步重續三年，即直至二零二六年三月三十一日止。總採購協議之條款自二零一七年九月四日訂立起並無任何變動。總採購協議的續期及有關年度上限詳情載於本公司日期為二零二二年六月二十七日之公告及二零二二年七月十八日之通函。

總採購協議項下擬進行的交易將在本集團及日本津上集團的日常及一般業務過程中，按照屬公平合理且符合本集團及股東整體利益的一般商業條款或更佳的條款進行。

就由獨立第三方供應商製造但向日本津上集團採購的零部件（包括第三方部件及已售或將售往海外（包括台灣）的數控高精度機床的數控系統面板）而言，該等產品按日本津上集團自獨立第三方供應商採購該等產品產生的成本（另加若干手續費及行政費用）出售予本公司。

In respect of the parts and components, production machinery and equipment and CNC high precision machine tools which are manufactured and uniquely designed for the Company's needs by the Tsugami Japan Group, such products are sold to the Company at cost incurred by the Tsugami Japan Group in developing and manufacturing such products plus certain handling and administrative charges.

就日本津上集團應本公司需要所製造及特別設計的零部件、生產機器及設備以及數控高精度機床而言，該等產品按日本津上集團開發及製造該等產品產生的成本（另加若干手續費及行政費用）出售予本公司。

The following table sets out the annual caps and approximate total actual transaction amounts during the Year in respect of these continuing connected transactions.

下表記載該等持續關連交易於本年度的年度上限和實際概約總交易金額。

No. 序號	Continuing connected transactions 持續關連交易	Annual caps	Approximate total actual transaction amounts
		年度上限 (RMB'000) (人民幣千元)	實際概約 總交易金額 (RMB'000) (人民幣千元)
1	Technology Licence Agreement 技術許可協議	332,000	142,506
2	Master Sales Agreement 總銷售協議	1,980,000	472,684
3	Master Purchase Agreement 總採購協議	898,000	135,545

For details of these continuing connected transactions, please refer to the announcement of the Company dated 27 June 2022, and the circular of the Company dated 18 July 2022.

有關該等持續關連交易之詳情，請參閱本公司日期為二零二二年六月二十七日之公告及二零二二年七月十八日之通函。

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors of the Company have reviewed the above continuing connection transactions and confirmed that the above continuing connected transactions are (i) entered into in the ordinary and usual course of business of the Group; (ii) conducted on normal commercial terms; and (iii) conducted pursuant to the agreements governing the relevant transactions on terms which are fair and reasonable and in the interests of the Company and its Shareholders as a whole. In determining the prices and terms of the above transactions conducted during the Year, the Company has complied with the pricing guidelines and adopted internal control measures (please refer to the circular in relation to the respective transactions for details).

根據上市規則第14A.55條，本公司獨立非執行董事已審核上述持續關連交易並確認上述持續關連交易是(i)在本集團的一般及日常業務中訂立；(ii)按照一般商務條款進行；及(iii)根據有關交易的協議進行，條款公平合理，並且符合本公司及股東的整體利益。於釐定上文本年度進行之交易的價格及條款時，本公司已遵守定價指引及已採納內部控制措施（詳情請參閱有關各項交易之通函）。

DIRECTORS' REPORT

董事會報告書

The Company's auditor was engaged by the Group to report on the Company's continuing connected transactions in accordance with the Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. Pursuant to Rule 14A.71(6)(b) of the Listing Rules, the Board confirms that the Company's auditor, Ernst & Young, has issued a letter to the Board, among other things, giving its confirmation in respect of the continuing connected transactions disclosed by the Company above in accordance with Rule 14A.56 of the Listing Rules, that:

- a. nothing has come to their attention that causes them to believe that the continuing connected transactions have not been approved by the Board;
- b. for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes them to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group;
- c. nothing has come to their attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- d. with respect to the aggregate amount of each of the continuing connected transactions, nothing has come to their attention that causes them to believe that the continuing connected transactions have exceeded the annual cap as set by the Company.

RELATED PARTY TRANSACTIONS

The details of the related party transactions of the Group for the Year are set out in note 31 to the Consolidated Financial Statements.

The related party transactions disclosed in note 31(b) to the Consolidated Financial Statements constitute continuing connected transactions as defined under Chapter 14A of the Listing Rules and are therefore subject to the disclosure requirements under Chapter 14A of the Listing Rules.

本公司核數師已獲本集團委聘按照香港會計師公會頒佈之香港核證工作準則第3000號(修訂本)「審計或審閱歷史財務資料以外的核證工作」之規定，並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，就本公司之持續關連交易提交報告。根據上市規則第14A.71(6)(b)條，董事會確認本公司核數師安永會計師事務所已發出致董事會函件，其中包括，根據上市規則第14A.56條就本公司於上文披露的持續關連交易發出確認函。即：

- a. 彼等沒有注意到任何事項使彼等相信持續關聯交易未經董事會批准；
- b. 對於涉及本集團提供商品或服務的交易，彼等沒有注意到任何事項使彼等相信這些交易在任何重大方面不符合本集團的定價政策；
- c. 彼等沒有注意到任何事項，使彼等相信交易在任何重大方面沒有按照管理此類交易的相關協議進行；及
- d. 關於每項持續關連交易的發生額，彼等沒有注意到任何事項使彼等相信持續關連交易已超過本公司設定的年度上限。

關聯方交易

本集團本年度的關聯方交易詳情載於綜合財務報表附註31。

綜合財務報表附註31(b)所披露的關聯方交易構成上市規則第十四A章界定的持續關連交易，故須遵守上市規則第十四A章的披露規定。

Pursuant to Chapter 14A of the Listing Rules, the related party transactions disclosed in note 31(c) and (d) to the Consolidated Financial Statements are not deemed as connected transactions or continuing connected transactions.

During the Year, the Company has complied with the relevant disclosure requirements under Chapter 14A of the Listing Rules in the event that the related party transactions of the Group constitute the connected transactions or continuing connected transactions as defined under the Listing Rules.

PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

During the Year, the Company repurchased a total of 250,000 shares on the Stock Exchange (the “**Share Repurchase**”). All shares repurchased were cancelled on 18 June 2024. Details of the Share Repurchase are as follows:

Month of repurchase 購回月份	Number of shares repurchased 購回股份數目	Price paid per share 支付的每股價格		Aggregate price 總價格 (excluding commission fee) (扣除佣金) HK\$ 港元
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
December 2023 二零二三年十二月	195,000	8.99	7.91	1,684,720
January 2024 二零二四年一月	55,000	9.00	8.84	491,930
Total 總計	250,000			2,176,650

根據上市規則第十四A章，綜合財務報表附註31(c)及(d)所披露的關聯方交易並不視為關連交易或持續關連交易。

於本年度內，在本集團之關聯方交易構成上市規則所界定之關連交易或持續關連交易之情況下，本公司已遵守上市規則第十四A章之相關披露規定。

購買、出售或贖回本公司上市證券

於本年度，本公司於聯交所購回共250,000股股份（「**股份購回**」）。所有購回之股份已於二零二四年六月十八日註銷。股份購回詳情如下：

DIRECTORS' REPORT

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The Board believes that the Share Repurchase may, depending on market conditions and funding arrangements at that time, lead to an enhancement of its earning per share, and will benefit the Company and the Shareholders.

Save as disclosed above, there was no purchase, sale and repurchase of the listed securities of the Company by the Company or any of its subsidiaries, nor were there any on-market sales of treasury shares of the Company during the Year.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the details of the transactions between the Group and its major suppliers and customers are as follows:

During the Year, the revenue from the top five customers of the Group accounted for approximately 26.49% of the total revenue of the Group (2023: 33.89%), while the revenue from the largest customer during the Year accounted for approximately 15.15% of the total revenue of the Group (2023: 22.70%).

During the Year, the purchases from the top five suppliers of the Group accounted for approximately 40.07% of the total purchases of the Group (2023: 44.38%), while the purchases from the largest supplier during the Year accounted for approximately 12.82% of the total purchases of the Group (2023: 17.79%).

During the Year, the largest customer of the Group was Tsugami Japan Group and its largest supplier is Beijing FANUC Co., Ltd.

To the best knowledge of the Directors of the Company, except for Tsugami Japan Group, which is a connected person of the Company, none of the Directors of the Company and/or their respective close associates, or any existing Shareholders who owned more than 5% of the number of issued shares (excluding treasury shares) of the Company, had any interest in any of the top five customers or suppliers during the Year.

董事會相信，視乎當時市況及資金安排，股份購回可提升每股股份盈利，對本公司及股東有利。

除上文披露外，於本年度，本公司或其任何附屬公司概無購買、銷售或購回本公司任何上市證券，亦無在場內出售本公司庫存股。

主要客戶及供應商

本年度，本集團與主要供應商及客戶的交易詳情如下：

本年度，本集團五大客戶佔本集團總收入約26.49%（二零二三年：33.89%），而本年度最大客戶佔本集團總收入約15.15%（二零二三年：22.70%）。

本年度，本集團五大供應商佔本集團總採購額約40.07%（二零二三年：44.38%），而本年度最大供應商佔本集團總採購額約12.82%（二零二三年：17.79%）。

本年度，本集團的最大客戶是日本津上集團，最大供應商是北京發那科機電有限公司。

據本公司董事所知，除日本津上集團（其為公司的關連人士）外，本公司的董事及／或其各自緊密聯繫人或擁有本公司已發行股份（不包括庫存股）數目5%以上的現有股東於本年度並無於五大客戶或供應商中擁有任何權益。

EMPLOYEES

The Group had a total of 2,131 employees (2023: 2,238) as at 31 March 2024. The following table shows the breakdown of the Group's employees by responsibilities:

		As at
		31 March 2024
		於
		二零二四年
		三月三十一日
Management	管理層	79名
Finance	財務	10名
Procurement	採購	15名
Technology	技術	265名
Customer service	客服	252名
Quality verification	品證	29名
Operation	營業	102名
Manufacture	製造	1,130名
Administration	管理	33名
Shinagawa Precision	品川精密	65名
Precision Tsugami Anhui	安徽津上	151名
Total	總計	<u>2,131名</u>

Total staff costs for the Year amounted to approximately RMB377,995,000 (2023: RMB370,069,000) and the details are set out in note 6 to the Consolidated Financial Statements. Remuneration for employees is based upon their qualification, experience, job nature, performance and market condition.

The Group has established various welfare plans including the provision of pension funds, medical insurance, unemployment insurance, employment injury insurance, maternity insurance, employment liability insurance and group accident commercial insurance for employees who are employed by the Group pursuant to the rules and regulations of the PRC and the existing policy requirements of the local government.

僱員

於二零二四年三月三十一日，本集團共有僱員2,131名（二零二三年：2,238名）。下表為按照職責劃分的本集團僱員明細：

於本年度的總員工成本約為人民幣377,995千元（二零二三年：人民幣370,069千元），詳情載於綜合財務報表附註6。僱員薪酬乃基於彼等的資歷、經驗、工作性質、表現及市況而釐定。

本集團已遵照中國規章及法規以及地方政府現行政策規定，為本集團聘用的僱員設立多項福利計劃，包括提供養老金、醫療保險、失業保險、工傷保險、生育保險及僱業責任險和團體意外商業保險。

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The subsidiaries of the Company which are incorporated in the PRC shall participate in the retirement scheme operated by the relevant local governmental institutions. The PRC government shall be responsible for the pension of the retired employees. The relevant subsidiaries have to make contribution at a certain percentage of the employees' salary for those employees who hold permanent residency in the PRC (according to the retirement pension policies in Zhejiang Province and Anhui Province, the contribution ratio of the Company's subsidiaries was 15% and 16% from April 2023 to March 2024, respectively). Once contributions are made by the subsidiaries to the retirement scheme, the relevant employer's contribution is fully owned by the employees. For the Year, the pension contribution of the Group was approximately RMB28,719,000.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group recognises the accomplishment of the employees by providing comprehensive benefit package, career development opportunities and internal training appropriate to individual needs. The Group provides a healthy and safe workplace for all employees. No strikes or cases of fatality due to workplace accidents were found during the Year.

The Group values the cooperation relationships with suppliers to meet our customers' needs in an effective and efficient manner. The departments work closely to make sure the procurement process is conducted in an open, fair and just manner. The Group's requirements and standards are also well-communicated to suppliers before the commencement of procurement.

The Group values the views and opinions of all customers through various means and channels, including the usage of market research, to understand customer trends and needs and regularly analyses customer feedback. The Group also conducts comprehensive tests and checks to ensure that quality products and services are offered to the customers.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Year, none of the Directors of the Company and their close associates (within the meaning of the Listing Rules) are deemed to have any interests in any business which competes or is likely to compete, directly or indirectly, with the business of our Group that need to be disclosed under Rule 8.10 of the Listing Rules.

本公司在中國註冊成立的子公司須參與由當地政府機構管理的養老保險計劃。中國政府須承擔該等退休僱員的退休金責任。該等子公司須為擁有中國永久居民資格的僱員提供其薪金一定比例的供款(根據浙江省及安徽省的養老保險金政策,二零二三年四月至二零二四年三月本公司子公司的供款比例分別為15%及16%)。子公司一經向養老保險金計劃供款,有關僱主供款即全數歸僱員所有。本集團於本年度的退休金供款約為人民幣28,719千元。

與僱員、客戶及供應商的主要關係

本集團為僱員提供全面優厚福利、事業發展機會及就個別需要提供適當的內部培訓,以表揚僱員的貢獻。本集團為所有僱員提供一個健康而安全的工作環境。於本年度,概無出現罷工或職場意外而導致傷亡的個案。

本集團與供應商建立合作關係,有效及高效地滿足我們客戶的需要。雙方部門緊密合作,確保採購過程公開、公平及公正。本集團於開始採購前已向供應商清楚說明本集團的規定及標準。

本集團重視所有客戶的觀點及意見,並通過不同方法及渠道(包括運用市場調研)瞭解客戶趨勢及需要,並定期分析客戶反饋。本集團亦進行全面測試及檢驗,以確保向客戶提供優質產品及服務。

董事於競爭業務之權益

於本年度內,本公司董事或其緊密聯繫人(定義見上市規則)均無被視為與本集團業務直接或間接構成或可能構成競爭之業務中擁有任何根據上市規則第8.10條須予披露的權益。

MANAGEMENT CONTRACTS

No material contracts in relation to the management and administration of all or any principal part of the business of the Company were entered into by the Group or were subsisting during the Year.

TAXATION OF HOLDERS OF SHARES

Hong Kong

The dealings in sale and transfer of shares registered in the Company's branch register of members in Hong Kong will be subject to Hong Kong stamp duty. The current rate charged currently on each of the purchaser and the seller (or the transferee and the transferor) is 0.1% of the consideration or, if greater, the fair value of the shares purchased/sold or transferred (rounded up to HK\$'000). In addition, a fixed duty of HK\$5.00 is currently payable on an instrument of transfer of shares.

Profits from dealings in shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

Cayman Islands

Under the present Cayman Islands laws, transfers and/or otherwise dispositions of shares are exempt from Cayman Islands stamp duty.

Consultation with Professional Advisers

Potential holders and investors of the Company's shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications (including tax relief) of subscribing for, purchasing, holding, disposing of or dealing in shares. It is emphasized that none of the Company or its Directors or officers will accept any responsibility for any tax effect on, or liabilities of, holders of shares in the Company resulting from their subscription for, purchase, holding, disposal of or dealing in such shares.

Tax Relief

The Company is not aware of any tax relief for any holder of the Company's securities due to its unique securities.

PUBLIC FLOAT

Based on information publicly available to the Company and to the best knowledge of the Board, as at the latest practicable date prior to the issuance of this annual report, the Company has always maintained the prescribed public float under the Listing Rules of not less than 25% during the Year under Review.

管理合約

於本年度內，本集團概無訂立或存續任何有關本公司全部或任何主要部分業務的管理及行政的重要合約。

股份持有人的稅項

香港

買賣、出售及轉讓在本公司香港股東名冊登記之股份須繳納香港印花稅。現時買方及賣方（或承讓人及轉讓人）各自繳納之現行稅率為代價或被購買／出售或轉讓股份之公平值（不足之數當作千港元計算）（以較大者為準）之0.1%。此外，每份股份轉讓文件現時須繳納固定稅額5.00港元。

產生自或源自於香港之買賣股份溢利可能亦須繳納香港利得稅。

開曼群島

根據開曼群島現行法例，轉讓及／或以其他方式處置股份無須繳納開曼群島印花稅。

諮詢專業顧問

倘有意持有本公司股份之人士及投資者對認購、購買、持有、出售或買賣股份之稅務影響（包括稅務減免）有任何疑問，本公司建議諮詢彼等之專業顧問。謹此強調，本公司或其董事或高級行政人員概不對本公司股份持有人因認購、購買、持有、出售或買賣該等股份所產生之任何稅務影響或責任承擔任何責任。

稅務減免

本公司並不知悉本公司證券之任何持有人因其持有有關證券而享有任何稅務減免。

公眾持股量

於本年報發佈前的最後實際可行日期，根據公開予本公司查閱的資料並就董事會所知，本公司於回顧年內一直維持上市規則所訂明不少於25%的公眾持股量。

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DEED OF NON-COMPETITION

The Company entered into a deed of non-competition (the “**Deed of Non-competition**”) with the Controlling Shareholder on 4 September 2017 so as to better safeguard the Group from any potential competition and to formalise the principles for the management of potential conflicts between them and to enhance the Group’s corporate governance in connection with the listing of the shares of the Company on the Stock Exchange.

The Company has received a declaration from the Controlling Shareholder confirming that it has complied with the non-competition undertaking during the Year. The Controlling Shareholder and its close associates have confirmed that they have no interest in the business that has or may have direct or indirect competition with the Group’s business during the Year, except for the business of the Group.

During the Year, the Competition Executive Committee comprising two disinterested Directors has inspected the compliance with and performance of the terms of the Deed of Non-competition by the Controlling Shareholder and its close associates.

During the Year, the Competition Supervisory Committee comprising three independent non-executive Directors has reviewed the status of compliance by the Controlling Shareholder with the Deed of Non-competition including the review of the inspection findings of the Competition Executive Committee. The Competition Supervisory Committee reported its review results to the Board, which reveals that the Controlling Shareholder has complied with and performed each term of the Deed of Non-competition.

ANNUAL GENERAL MEETING

The forthcoming AGM of the Company will be held in Hong Kong on Monday, 19 August 2024. Notice of the AGM will be published and despatched to the Shareholders in the manner as required by the Listing Rules in due course.

不競爭契據

本公司已於二零一七年九月四日與控股股東訂立不競爭契據（「**不競爭契據**」），以更好地保障本集團免受任何潛在競爭，並規範針對彼等之間潛在衝突的管理原則，以及就本公司股份於聯交所上市加強本集團的企業管治。

本公司已經收到來自控股股東確認其於本年度遵守不競爭承諾聲明。控股股東及其緊密聯繫人已聲明確認，彼等於本年度沒有與本集團業務存在或可能存在直接或間接競爭的業務中擁有任何利益，惟本集團業務除外。

本年度內，由兩名無利害關係董事組成的競爭執行委員會，已檢查控股股東及其緊密聯繫人的遵守及執行不競爭契據條款的情況。

本年度內，由三名獨立非執行董事組成的競爭監察委員會已審閱控股股東遵守不競爭契據的情況，包括競爭執行委員會的檢查結果。競爭監察委員會向董事會報告其審閱結果，其審核結果顯示控股股東已遵守及執行了不競爭契據各項條款。

股東週年大會

本公司應屆股東週年大會將於二零二四年八月十九日（星期一）在香港舉行。股東週年大會通告將於適當時候按上市規則規定的方式刊發，並寄交股東。

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 14 August 2024 to Monday, 19 August 2024, both days inclusive, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the AGM. In order to be eligible for the right to attend and vote at the forthcoming AGM, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 13 August 2024. In addition, the register of members of the Company will be closed from Monday, 26 August 2024 to Wednesday, 28 August 2024, both days inclusive, for the purpose of ascertaining Shareholders' entitlement to the proposed final dividend. In order to be eligible for the proposed final dividend, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 23 August 2024.

FIVE-YEAR FINANCIAL SUMMARY

The summary of the Group's results, assets and liabilities for the latest five financial years is set out on page 248 of this annual report.

BANK LOANS

As at 31 March 2024, the Group has no outstanding bank loans (31 March 2023: nil).

RESERVES

The changes in the reserves of the Group during the Year are set out in the consolidated statement of changes in equity of the Consolidated Financial Statements.

AUDITOR

There has been no change of auditor in the Company in the past three years.

The resolution on the re-appointment of Ernst & Young as the auditor of the Company will be proposed at the forthcoming AGM.

By Order of the Board

Precision Tsugami (China) Corporation Limited
Dr. Tang Donglei
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 26 June 2024

暫停辦理股份過戶登記手續

本公司將於二零二四年八月十四日(星期三)至二零二四年八月十九日(星期一)(包括首尾兩日)暫停辦理股份過戶登記手續,以確定有權出席股東週年大會並於會上投票的股東資格。為符合資格出席應屆股東週年大會並於會上投票,股東須於二零二四年八月十三日(星期二)下午四時三十分前將所有過戶文件連同有關股票交回本公司的香港股份過戶登記處卓佳證券登記有限公司,地址為香港夏慤道16號遠東金融中心17樓。此外,本公司將於二零二四年八月二十六日(星期一)至二零二四年八月二十八日(星期三)(包括首尾兩日)暫停辦理股份過戶登記手續,以確定享有建議末期股息的股東資格。為符合資格享有建議末期股息,股東須於二零二四年八月二十三日(星期五)下午四時三十分前將所有過戶文件連同有關股票交回本公司的香港股份過戶登記處卓佳證券登記有限公司,地址為香港夏慤道16號遠東金融中心17樓。

五年財務概要

本集團最近五個財政年度的業績、資產以及負債概要載於本年報第248頁。

銀行貸款

於二零二四年三月三十一日,本集團無未償還之銀行貸款(二零二三年三月三十一日:無)。

儲備

本集團於年度內的儲備的變動記載於綜合財務報表之綜合權益變動表。

核數師

在過去三年間,本公司沒有更換核數師。

續聘安永會計師事務所為本公司核數師的決議案將於應屆股東週年大會上提呈。

承董事會命

津上精密機床(中國)有限公司
主席、行政總裁兼執行董事
唐東雷博士

香港,二零二四年六月二十六日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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Independent auditor's report

To the shareholders of Precision Tsugami (China) Corporation Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Precision Tsugami (China) Corporation Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 141 to 247, which comprise the consolidated statement of financial position as at 31 March 2024, 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 material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board (“**IASB**”) 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 (“**HKSAs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**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.

獨立核數師報告

致津上精密機床(中國)有限公司全體股東：

(於開曼群島註冊成立的有限公司)

意見

我們已審計列載於第141至247頁的津上精密機床(中國)有限公司(以下統稱「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)的合併財務報表，此合併財務報表包括於二零二四年三月三十一日的合併財務狀況表與截至該日止年度的合併損益表、其他全面收益表、合併權益變動表和合併現金流量表，以及合併財務報表附註，包括主要會計政策概要。

我們認為，該等合併財務報表已根據國際會計準則理事會(「**IASB**」)頒布的國際財務報告準則(「**IFRS**」)，真實、公允地反映了 貴集團於二零二四年三月三十一日的合併財務狀況及截至該日止年度的合併財務報表及合併現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

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

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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期合併財務報表的審計最為重要的事項。這些事項是在對合併財務報表整體進行審計並形成意見的背景下來進行處理的，我們不對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

我們已經履行了本報告「核數師就審計合併財務報表承擔的責任」部分闡述的責任，包括與這些關鍵審計事項相關的責任。相應地，我們的審計工作包括執行為應對評估的合併財務報表重大錯報風險而設計的審計程序。我們執行審計程序的結果，包括應對下述關鍵審計事項所執行的程序，為合併財務報表整體發表審計意見提供了基礎。

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 該事項在審計中是如何應對的
<p>Provision for impairment of inventories 存貨減值準備</p> <p>The gross balance of inventories as at 31 March 2024 was RMB861,195,000, against which provision for inventories amounting to RMB4,120,000 was made. The inventory balance comprises raw materials, work in progress and finished goods. At the end of the year, inventories were measured at the lower of cost and net realisable value. 於二零二四年三月三十一日，存貨餘額為人民幣861,195千元，計提存貨準備金人民幣4,120千元。存貨餘額包括原材料、在產品和產成品。年末存貨按成本與可變現淨值孰低計量。</p> <p>The Group's management reviews the inventory ageing list to identify slow-moving and obsolete inventories and then estimates the amount of provision for slow-moving and obsolete inventories. The determination of provision for slow-moving and obsolete inventories requires management to exercise judgement in identifying slow-moving and obsolete inventories and make estimates of the appropriate level of provision required. 本集團管理層審閱存貨賬齡清單以識別滯銷和陳舊存貨，然後估計滯銷和陳舊存貨的撥備金額。釐定滯銷及陳舊存貨撥備需要管理層在識別滯銷及陳舊存貨時作出判斷，並估計所需撥備的適當水平。</p>	<p>Our audit procedures included: 我們通過如下程序檢查管理層做出的估計：</p> <p>We discussed with management to obtain an understanding of management's assessment in estimating the provision for impairment of inventories. 我們與管理層進行了討論，以了解管理層對滯銷和過時存貨的評估。</p> <p>We examined management's assessment by observing the physical condition of the inventories, and performed the inventory count on a sampling basis. 我們在年末觀察了存貨盤點和存貨的物理狀況以驗證管理層的評估。</p> <p>We compared the net realisable value of estimated selling price, after deducting the estimated costs of completion and the estimated costs necessary to make the sale, with the carrying amount, and traced to the source documents. 我們將賬面價值與預計銷售價格扣除預計完成成本、預計銷售費用後得到的可變現淨值進行比較，並查看了原始單據。</p>

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 該事項在審計中是如何應對的
Provision for impairment of inventories 存貨減值準備	
<p>The above process also involves management's estimation of the quantity of those inventories in excess of projected usage, consideration of the production plan and expected future market demand as a result of changes in current market conditions and technology.</p> <p>此過程還涉及管理層對這些庫存的預計過量數量的估計，考慮到當前市場條件和技術變化導致的生產計劃和預期的未來市場需求。</p> <p>The Group's management also assesses the net realisable value of inventories based on the latest invoice prices, the estimated cost to be incurred to completion, the estimated selling expenses and taxes.</p> <p>本集團管理層還根據最新發票價格、預計完工成本、預計銷售費用和稅金評估存貨的可變現淨值。</p> <p>We focused on this area because it required a high level of management judgement and estimation and the amounts involved were significant.</p> <p>我們關注這一領域，因為它需要高水平的管理層判斷，而且涉及的金額很大。</p> <p>Related disclosures are included in note 2.4, note 3 and note 17 to the consolidated financial statements.</p> <p>相關披露載於綜合財務報表附註2.4、附註3及附註17。</p>	<p>We checked the accuracy of the inventory ageing list, analysed the inventory turnover rate, and compared the planned consumption to the historical consumption and production plan on a sampling basis to verify the reasonableness of the provision for slow moving inventories.</p> <p>我們抽樣檢查了存貨賬齡的準確性，分析了存貨周轉情況，並通過對比歷史的消耗量，抽樣檢查存貨計劃消耗量的合理性。</p> <p>We also assessed the adequacy of the Group's disclosures of the provision for inventories in the consolidated financial statements.</p> <p>我們亦評估了本集團在綜合財務報表中披露存貨撥備的充分性。</p>

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

刊載於年度報告內其他資訊

董事需對其他資訊負責。其他資訊包括刊載於年度報告內的資訊，但不包括合併財務報表及我們的核數師報告。

我們對合併財務報表的意見並不涵蓋其他資訊，我們亦不對該等其他資訊發表任何形式的鑒證結論。

結合我們對合併財務報表的審計，我們的責任是閱讀其他資訊，在此過程中，考慮其他資訊是否與合併財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯報的情況。基於我們已執行的工作，如果我們認為其他資訊存在重大錯報，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就合併財務報表須承擔的責任

董事須負責根據國際會計準則理事會（「IASB」）頒布的國際財務報告準則（「IFRS」）及香港《公司條例》的披露規定擬備真實而公允的合併財務報表，並對其認為為使合併財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯報所需的內部控制負責。

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

審計委員會協助董事履行職責，監督 貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

核數師就審計合併財務報表承擔的責任

我們的目標是對合併財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯報取得合理保證，並出具包括我們意見的核數師報告。我們僅對全體股東作出報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水準的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯報存在時總能發現。錯報可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響合併財務報表使用者依賴合併財務報表所作出的經濟決定，則有關的錯報可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致合併財務報表存在重大錯報的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯報的風險高於未能發現因錯誤而導致的重大錯報的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

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

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

核數師就審計合併財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意合併財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價合併財務報表的整體列報方式、結構和內容，包括披露，以及合併財務報表是否公允反映交易和事項。
- 就貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以便對合併財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

我們還向審計委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

The engagement partner on the audit resulting in this independent auditor's report is Hsu Lung Wu.

Ernst & Young
Certified Public Accountants
Hong Kong

26 June 2024

核數師就審計合併財務報表承擔的責任(續)

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

出具本獨立核數師報告的審計項目合夥人是吳旭龍。

安永會計師事務所
執業會計師
香港

2024.6.26

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

		Year ended 31 March	
		截至三月三十一日止年度	
		2024	2023
		二零二四年	二零二三年
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
	Notes		
	附註		
REVENUE	收入	5	
Cost of sales	銷售成本	3,119,674	4,046,902
		(2,224,135)	(3,010,781)
Gross profit	毛利		1,036,121
Other income and gains	其他收入及收益	5	85,268
Selling and distribution expenses	銷售及分銷成本		(155,851)
Administrative expenses	管理費用		(113,856)
Impairment loss on financial assets, net	金融資產減值損失淨額		2,340
Other expenses	其他支出		(9,713)
Finance costs	財務成本	7	(993)
PROFIT BEFORE TAX	除稅前溢利	6	702,734
Income tax expense	所得稅開支	10	(222,764)
PROFIT FOR THE YEAR	本年度溢利		479,970
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	全年綜合收入總額		479,970
Attributable to:	應佔：		
Owners of the parent	母公司擁有人		479,970

		Year ended 31 March	
		截至三月三十一日止年度	
		2024	2023
		二零二四年	二零二三年
		<i>RMB</i>	<i>RMB</i>
		人民幣	人民幣
EARNINGS PER SHARE	母公司普通股權益持有人		
ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	應佔每股盈利		
Basic and diluted	— 基本及攤薄		
– For profit for the year	— 本年度溢利	12	1.26
			1.52

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

		As at 31 March	
		於三月三十一日	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Notes 附註		
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	13	567,773
Right-of-use assets	使用權資產	14(a)	71,262
Intangible assets	無形資產	15	5,475
Equity investments designated at fair value through other comprehensive income	指定為以公允價值計量且其變動計入其他綜合收益的股權投資	16	3,775
Deferred tax assets	遞延稅項資產	24	20,932
Total non-current assets	非流動資產合計		669,217
CURRENT ASSETS	流動資產		
Inventories	存貨	17	857,075
Trade and notes receivables	應收貿易款項及票據	18	981,537
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	19	13,343
Cash and bank balances	現金及銀行結餘	20	1,111,063
Total current assets	流動資產合計		2,963,018
CURRENT LIABILITIES	流動負債		
Trade and notes payables	應付貿易款項及票據	21	533,783
Other payables and accruals	其他應付款項及應計費用	22	189,754
Lease liabilities	租賃負債	14(b)	2,184
Tax payable	應付所得稅		73,492
Provision	撥備	23	6,995
Total current liabilities	流動負債合計		806,208
NET CURRENT ASSETS	流動資產淨額		2,156,810
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		2,826,027
NON-CURRENT LIABILITIES	非流動負債		
Lease liabilities	租賃負債	14(b)	1,902
Deferred tax liabilities	遞延稅項負債	24	91,280
Deferred income	遞延收入	25	18,099
Other liabilities	其他長期負債		13,157
Total non-current liabilities	非流動負債合計		124,438
Net assets	淨資產		2,701,589

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

		As at 31 March		
		於三月三十一日		
			2024	2023
			二零二四年	二零二三年
			RMB'000	RMB'000
		Notes	人民幣千元	人民幣千元
		附註		
EQUITY	權益			
Equity attributable to owners of the parent	歸屬於母公司擁有人之權益			
Issued capital	已發行股本	26	319,836	319,836
Treasury shares	庫存股	26	(27,431)	–
Reserves	儲備	28	2,409,184	2,209,057
Total equity	權益合計		2,701,589	2,528,893

Tang Donglei
唐東雷
Director
董事

Li Zequn
李澤群
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

		Attributable to owners of the parent 歸屬於母公司擁有人之權益							
		Issued capital 已發行股本 RMB'000 人民幣千元	Treasury shares 庫存股 RMB'000 人民幣千元	Merger reserve* 合併儲備* RMB'000 人民幣千元	Share premium reserve* 股份溢價儲備* RMB'000 人民幣千元	Share-based payment reserve* 股份支付準備金* RMB'000 人民幣千元	Statutory reserve fund* 法定儲備基金* RMB'000 人民幣千元	Retained profits* 保留溢利* RMB'000 人民幣千元	Total equity 所有者權益 RMB'000 人民幣千元
At 1 April 2022	於二零二二年 四月一日	319,836	-	(39,964)	327,267	-	251,809	1,362,394	2,221,342
Total comprehensive income for the year	本年度溢利合計	-	-	-	-	-	-	579,188	579,188
Dividend distribution	股息分派	-	-	-	-	-	-	(271,637)	(271,637)
Transfer from retained profits	轉撥自保留溢利	-	-	-	-	-	63,290	(63,290)	-
At 31 March 2023	於二零二三年 三月三十一日	319,836	-	(39,964)	327,267	-	315,099	1,606,655	2,528,893

		Attributable to owners of the parent 歸屬於母公司擁有人之權益							
		Issued capital 已發行股本 RMB'000 人民幣千元	Treasury shares 庫存股 RMB'000 人民幣千元	Merger reserve* 合併儲備* RMB'000 人民幣千元	Share premium reserve* 股份溢價儲備* RMB'000 人民幣千元	Share-based payment reserve* 股份支付準備金* RMB'000 人民幣千元	Statutory reserve fund* 法定儲備基金* RMB'000 人民幣千元	Retained profits* 保留溢利* RMB'000 人民幣千元	Total Equity 所有者權益 RMB'000 人民幣千元
At 1 April 2023	於二零二三年 四月一日	319,836	-	(39,964)	327,267	-	315,099	1,606,655	2,528,893
Total comprehensive income for the year	本年度溢利合計	-	-	-	-	-	-	479,970	479,970
Dividend distribution	股息分派	-	-	-	-	-	-	(280,148)	(280,148)
Shares repurchased	回購股份	-	(27,431)	-	-	-	-	-	(27,431)
Equity-settled share based payment	權益結算為基礎的股份支付	-	-	-	-	305	-	-	305
Transfer from retained profits	轉撥自保留溢利	-	-	-	-	-	648	(648)	-
At 31 March 2024	於二零二四年 三月三十一日	319,836	(27,431)	(39,964)	327,267	305	315,747	1,805,829	2,701,589

* These reserve accounts comprise the consolidated reserves of RMB2,409,184,000 (2023: RMB2,209,057,000) in the consolidated statement of financial position.

* 該等儲備賬戶構成於綜合財務狀況表中的綜合儲備人民幣2,409,184,000元(二零二三年: 人民幣2,209,057,000元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
	Notes 附註		
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務現金流量		
Profit before tax	除稅前溢利	702,734	841,019
Adjustments for:	調整項目：		
Finance costs	財務成本	7 993	674
Bank interest income	銀行利息收入	6 (27,664)	(10,023)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目損失	6 962	7,502
Depreciation of property, plant and equipment	物業、廠房及設備折舊	6 52,952	56,869
Depreciation of right-of-use assets	使用權資產折舊	6 4,392	4,591
Amortisation of intangible assets	無形資產攤銷	6 1,393	1,373
Equity-settled share-based payment expense	以權益結算的股份支付費用	6 305	-
Impairment loss reversed of trade receivables	應收貿易款項減值損失撥回	6 (20)	(939)
Impairment loss reversed of financial assets at fair value through other comprehensive income	按公允價值計量且其變動計入其他綜合收益之金融資產減值損失撥回	6 (2,317)	(1,646)
Impairment loss recognized of inventories	存貨減值損失計提	6 1,351	6
Impairment loss reversed of financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產之金融資產減值損失撥回	6 (3)	(2)
		735,078	899,424
Decrease in pledged deposits	質押存款減少	-	15,497
Decrease/(increase) in inventories	存貨減少/(增加)	196,765	(21,654)
(Increase)/decrease in trade and notes receivables	應收貿易款項及票據(增加)/減少	(161,308)	397,564
Decrease in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產減少	6,415	30,991
Decrease in trade and notes payables	應付貿易款項及票據減少	(92,890)	(193,499)
Increase/(decrease) in other payables and accruals	其他應付款項及應計費用增加/(減少)	9,970	(30,672)
Increase in other liabilities	其他負債的增加	1,057	2,400
Increase/(decrease) in contract liabilities	合同負債增加/(減少)	13,312	(101,988)
Decrease in provision	撥備減少	(2,679)	(1,813)
Increase/(decrease) in deferred income	遞延收入增加/(減少)	1,681	(849)
Cash generated from operations	經營活動產生的現金	707,401	995,401
Income taxes paid	已付所得稅	(201,587)	(231,998)
Net cash flows from operating activities	經營活動現金流量流入淨額	505,814	763,403

Continued/...
續/...

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

		Year ended 31 March	
		截至三月三十一日止年度	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Note		
	附註		
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量		
Interest received	已收利息	27,664	10,023
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(86,260)	(54,125)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	562	3,606
Purchase of equity investments designated at fair value through other comprehensive income	購買以公允價值計量且其變動計入其他綜合收益的股權投資	(975)	(2,800)
Additions to intangible assets	無形資產增加	(1,724)	(984)
Maturity in time deposits with original maturity of more than three months	原始到期日超過三個月的定期存款到期	562,000	70,000
Placement in time deposits with original maturity of more than three months	存入原始到期日超過三個月的定期存款	(656,056)	(409,000)
Net cash flows used in investing activities	投資活動現金流出淨額	(154,789)	(383,280)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量		
Repurchase of shares	回購股份	(27,431)	–
Repayment of bank loans	償還銀行及其他借貸	–	(22,094)
Principal portion of lease payments	租賃支付的本金部分	(3,018)	(2,579)
Dividends paid	已付股息	(280,148)	(271,637)
Interest paid	已付利息	(993)	(674)
Net cash flows used in financing activities	融資活動現金流出淨額	(311,590)	(296,984)
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額	39,435	83,139
Cash and cash equivalents at beginning of year	年初的現金及現金等價物	638,572	555,433
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末的現金及現金等價物	678,007	638,572
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物的結餘分析：		
Cash and cash equivalents	現金及現金等價物	20 678,007	638,572

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

1. CORPORATE AND GROUP INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands on 2 July 2013, and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 25 September 2017. The registered office address of the Company is Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman KY 1-1103, Cayman Islands.

The Company is an investment holding company. During the year, the Group was primarily involved in the manufacture and sale of high precision computer numerical control (“**CNC**”) machine tools.

In the opinion of the directors of the Company, the holding company and the ultimate holding company of the Company is Tsugami Corporation (the “**Controlling Shareholder**”), a company incorporated in Japan whose shares are listed on the Tokyo Stock Exchange.

Information about subsidiaries

Particulars of the Company’s subsidiaries are as follows:

Name of company 公司名稱	Date of incorporation/ registration and place of operations 註冊成立／註冊日期 及經營地點	Issued ordinary/ registered share capital 已發行普通股／ 註冊股本	Percentage of equity attributable to the Company 歸屬於本公司的 權益比例		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Precision Tsugami (Hong Kong) Limited (note(a)) (“ Precision Tsugami Hongkong ”) 津上精密機床(香港)有限公司(附註(a)) (「津上香港」)	24 September 2013 Hong Kong, China 中國香港， 二零一三年九月二十四日	HK\$767,718,112 港元767,718,112	100	-	Investment holding 投資控股
津上精密機床(浙江)有限公司(note(b)) Precision Tsugami (China) Corporation* (“ Precision Tsugami Zhejiang ”) 津上精密機床(浙江)有限公司(附註(b)) (「津上浙江」)	11 September 2003 Zhejiang, China 中國浙江， 二零零三年九月十一日	US\$78,700,000 美元78,700,000	-	100	Manufacture and sale of high precision CNC machine tools 製造及銷售高精密數 控機床

1. 公司資訊

本公司於二零一三年七月二日在開曼群島註冊成立為有限責任公司，其股份自二零一七年九月二十五日起在香港聯合交易所有限公司(「聯交所」)主板上市。本公司註冊地址位於Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman KY 1-1103, Cayman Islands。

本公司為投資控股公司。於本年度內，本集團主要從事高精度計算機數字控制(「**CNC**」)機床的製造和銷售。

本公司的控股公司及最終控股公司為津上株式會社(「**控股股東**」)，該公司於日本註冊成立並於東京證券交易所上市。

有關附屬公司的資料

本公司的附屬公司詳情如下：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

1. CORPORATE AND GROUP INFORMATION (Continued)

1. 公司資訊(續)

Information about subsidiaries (Continued)

有關附屬公司的資料(續)

Name of company 公司名稱	Date of incorporation/ registration and place of operations 註冊成立／註冊日期 及經營地點	Issued ordinary/ registered share capital 已發行普通股／ 註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct	Indirect	
			直接	間接	
			%	%	
浙江品川精密機械有限公司(note(b)) Shinagawa Precision Machinery (Zhejiang) Co., Limited* ("Shinagawa Precision") 浙江品川精密機械有限公司(附註(b)) (「品川精密」)	24 November 2010 Zhejiang, China 中國浙江， 二零一零年十一月 二十四日	RMB 35,000,000 人民幣35,000,000元	-	100	Manufacture and sale of precision machine tool castings 製造及銷售精密 機床鑄件
安徽津上精密機床有限公司(note(b)) Precision Tsugami (Anhui) Corporation* ("Precision Tsugami Anhui") 安徽津上精密機床有限公司(附註(b)) (「安徽津上」)	18 April 2018 Anhui, China 中國安徽， 二零一八年四月十八日	RMB 150,000,000 人民幣150,000,000元	-	100	Manufacture and sale of high precision CNC machine tools and precision machine tool castings 製造及銷售高精密 數控機床及精密 機床鑄件
中津精密機床(浙江)有限公司(note(b)) Precision Nakatsu (China) Corporation* ("Precision Nakatsu China") 中津精密機床(浙江)有限公司(附註(b)) (「中津精密」)	28 October 2021 Zhejiang, China 中國浙江， 二零二一年十月二十八日	US\$35,000,000 美元35,000,000	-	100	Manufacture and sale of CNC machine tools and metal cutting machine tools 製造及銷售數控機床及 金屬切削機床

* The English names of the subsidiaries registered in the People's Republic of China (the "PRC") represent the best efforts made by the management of the Company to translate their Chinese names as these subsidiaries do not have official English names.

* 在中華人民共和國(「中國」)註冊的附屬公司的英文名稱，代表本公司管理層已盡最大努力翻譯其中文名稱，因為這些附屬公司沒有正式的英文名稱。

Notes:

註：

(a) This entity is a limited liability company incorporated in Hong Kong.

(a) 該實體是一家於香港註冊成立的有限公司。

(b) These entities are registered as limited liability companies under the laws of the PRC.

(b) 該等實體根據中國法律註冊為有限公司。

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) (which include all International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations) issued by the International Accounting Standards Board (“IASB”), and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for notes receivable and equity investments which have been measured at fair value. These financial statements are presented in Renminbi, and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2024. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has the rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

2. 會計政策

2.1 編制基準

本財務報表已根據國際會計準則委員會(「IASB」)頒布的國際財務報告準則(「IFRS」)(包括所有國際財務報告準則、國際會計準則(「IAS」)及詮釋)以及香港公司條例的披露規定編制。該等財務報表乃根據歷史成本法編制，除按公允價值計量的應收票據和權益投資外。除另有說明者外，本財務報表以人民幣呈列，所有數值均調整至最接近的千位。

合併基礎

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零二四年三月三十一日止年度的財務報表。附屬公司指本公司直接或間接控制的實體(包括結構性實體)。當本集團通過參與被投資方的相關活動而承擔可變回報的風險或享有可變回報，並且有能力運用對被投資方的權力(即本集團目前有能力主導被投資方的相關活動的現有權利)影響該等回報時，即取得控制權。

一般來說，有一種假設，即大多數投票權導致控制權。當本公司擁有少於被投資方大多數的表決或類似權利，在評估其是否擁有對被投資方的權力時，本集團會考慮所有相關事實及情況，包括：

- (a) 與被投資方其他表決權持有人的合同安排；
- (b) 其他合同安排產生的權利；及
- (c) 本集團的表決權及潛在表決權。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. ACCOUNTING POLICIES (Continued)

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. 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.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows related to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2. 會計政策 (續)

2.1 編制基準 (續)

合併基礎 (續)

附屬公司的財務報表與本公司的報告期間一致，會計政策一致。附屬公司之經營業績從集團取得控制權之日起綜合計算，並繼續計算至該控制停止。

損益及其他綜合收益的各部分將歸屬於本集團的母公司擁有人和非控制權益人，即使這將導致非控制權益出現赤字餘額。本集團內各公司之間所有往來資產及負債餘額、權益、收入、支出及交易所產生的現金流量均於合併時進行抵銷。

如果事實和情形表明上述所描述的三個控制因素有一個或以上發生改變，本集團需重新評估其是否繼續控制被投資公司。附屬公司中所有權的變動在非失去控制權的情況下，作為股權交易處理。

如果本集團失去一家附屬公司的控制，將終止對相關資產（包括商譽）、負債、任何非控制性權益和匯率波動準備金的確認；並在利潤表中確認任何留存投資的公允價值以及由此產生的盈餘或虧損。本集團在其他綜合收入中先前確認的組成部分的份額，按本集團直接處置相關資產或負債所需的相同基礎，酌情重新分類為利潤、虧損或留存利潤。

2. ACCOUNTING POLICIES (Continued)

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised IFRSs for the first time for the current year's financial statements.

IFRS17	<i>Insurance Contracts</i>
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to IAS 12	<i>International Tax Reform – Pillar Two Model Rules</i>

2. 會計政策（續）

2.2 會計政策的變更及披露

本集團在本年度財務報表中首次採用以下新訂以及經修訂的國際財務報告準則。

國際財務報告準則 17號	保險合約
國際會計準則第1號 (修訂本)及國際 財務報告準則 實務公告第2號	會計政策披露
國際會計準則第8 號(修訂本)	會計估計的定義
國際會計準則第12 號(修訂本)	與單一交易產生之 資產及負債有關 之遞延稅
國際會計準則第12 號(修訂本)	國際稅收改革 – 支 柱二立法範本

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. ACCOUNTING POLICIES (Continued)

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

The nature and the impact of the new and revised IFRSs that are applicable to the group are described below:

- (a) IFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. IFRS 17 replaces IFRS 4 Insurance Contracts. The standard applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply. The overall objective of the standard is to provide an accounting model for insurance contracts that is more useful and consistent for insurers, covering all relevant accounting aspects. The core of the standard is the general model, supplemented by:

- a specific adaptation for contracts with direct participation features (the variable fee approach); and
- a simplified approach (the premium allocation approach) mainly for short-duration contracts.

As the Group did not have contracts within the scope of IFRS 17, the new standard had no impact on the Group's financial statements.

2. 會計政策(續)

2.2 會計政策的變更及披露(續)

本集團所採納的經修訂國際財務報告準則的性質及影響載於下文：

- (a) 國際財務報告準則第17號為一項綜合性的全新的適用於保險合約的會計準則，包含了確認及計量、呈列及披露。國際財務報告準則第17號取代國際財務報告準則第4號保險合約。該準則適用於各類保險合約(如壽險、非壽險、直接保險及再保險)，不論該等合約是由何類實體簽發的，同時亦適用於具有相機分紅特徵的部分擔保合約及金融工具。存在少數適用範圍例外的情形。該準則的總體目標是為保險人提供一個更實用和更一致的保險合約會計模型，涵蓋所有相關會計方面。該準則的核心為一般模型，由以下各項進行補充：

- 具有直接分紅特徵的合約的特定模型(浮動收費法)；及
- 主要適用於短期合約的簡化模型(保費分配法)。

由於本集團並無國際財務報告準則第17號範圍內的合約，故新訂準則對本集團的財務報表並無影響。

2. ACCOUNTING POLICIES (Continued)

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

- (b) Amendments to IAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 *Making Materiality Judgements* provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 2.4 to the financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's financial statements.
- (c) Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's financial statements.

2. 會計政策 (續)

2.2 會計政策的變更及披露 (續)

- (b) 國際會計準則第1號(修訂本)要求實體披露其重大會計政策資料(而非其重大會計政策)。倘會計政策資料與實體財務報表所載其他資料一併考慮時,可能合理預期影響一般用途財務報表的主要使用者基於該等財務報表作出的決定,則該等資料屬重大。國際財務報告準則實務公告第2號(修訂本)作出重要性判斷就如何將重要性概念應用於會計政策披露提供非強制性指引。本集團已於財務報表附註2.4披露重大會計政策資料。該等修訂並無對本集團財務報表中任何專案的計量、確認或呈列產生任何影響。
- (c) 國際會計準則第8號(修訂本)澄清了會計估計變更與會計政策變更之間的區別。會計估計定義為財務報表中受計量不確定性影響的貨幣金額。該等修訂亦澄清實體如何使用計量技術及輸入資料作出會計估計。由於本集團的方法及政策與該等修訂一致,該等修訂並無對本集團的財務報表產生任何影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. ACCOUNTING POLICIES (Continued)

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

- (d) Amendments to IAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in IAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions.

Prior to the initial application of these amendments, the Group applied the initial recognition exception and did not recognise a deferred tax asset and a deferred tax liability for temporary differences for transactions related to leases. The Group has applied the amendments on temporary differences related to leases as at 1 April 2022. Upon initial application of these amendments, the Group recognised a deferred tax asset for all deductible temporary differences associated with lease liabilities (provided that sufficient taxable profit is available) of RMB1,021,000 (31 March 2023: RMB790,000; 1 April 2022: RMB685,000), and a deferred tax liability for all taxable temporary differences associated with right-of-use assets of RMB1,109,000 (31 March 2023: RMB749,000; 1 April 2022: RMB638,000). The deferred tax asset and the deferred tax liability arising from lease contracts of the same subsidiary have been offset in the statement of financial position for presentation purposes.

2. 會計政策 (續)

2.2 會計政策的變更及披露 (續)

- (d) 國際會計準則第12號(修訂本)與單一交易產生之資產及負債有關之遞延稅項縮小了國際會計準則第12號下初始確認例外的範圍，使其不再適用於產生同等應課稅及可扣減暫時性差異的交易，如租賃及棄置義務。因此，實體須就該等交易產生的暫時性差異確認遞延稅項資產(前提是有足夠的應課稅利潤)及遞延稅項負債。

在首次採用這些修訂之前，本集團採用了初始確認例外情況，未就租賃相關交易的暫時性差異確認遞延所得稅資產和遞延所得稅負債。於2022年4月1日，本集團對與租賃相關的暫時性差異採用了修訂。在首次應用這些修訂後，本集團確認了與租賃負債相關的所有可抵扣暫時性差異人民幣1,021,000元(前提是有足夠的應納稅所得額)的遞延所得稅資產(2023年3月31日：人民幣790,000元；2022年4月1日：人民幣685,000元)，與使用權資產相關的所有應納稅暫時性差異的遞延所得稅負債人民幣1,109,000元(2023年3月31日：人民幣749,000元；2022年4月1日：人民幣638,000元)。同一子公司的租賃合同產生的遞延所得稅資產和遞延所得稅負債已在財務狀況表中抵銷，以便於列報。

2. ACCOUNTING POLICIES (Continued)

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

The adoption of amendments to IAS 12 did not have any material impact on the basic and diluted earnings per share attributable to ordinary equity holders of the parent, other comprehensive income and the consolidated statements of cash flows for the years ended 31 March 2024 and 2023.

- (e) Amendments to IAS 12 *International Tax Reform – Pillar Two Model Rules* introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for the affected entities to help users of the financial statements better understand the entities' exposure to Pillar Two income taxes, including the disclosure of current tax related to Pillar Two income taxes separately in the periods when Pillar Two legislation is effective and the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet in effect. The Group has applied the amendments retrospectively. Since the Group did not fall within the scope of the Pillar Two model rules, the amendments did not have any impact to the Group.

2. 會計政策 (續)

2.2 會計政策的變更及披露 (續)

對《國際會計準則第12號》的修訂對截至2024年和2023年3月31日止年度歸屬於母公司普通股持有人的基本每股收益和稀釋每股收益、其他綜合收益以及合併現金流量表沒有任何重大影響。

- (e) 國際會計準則第12號(修訂本)《國際稅收改革 – 支柱二立法範本》, 即對應用由經濟合作與發展組織發佈的支柱二立法的遞延稅項的確認及披露引入強制性臨時例外。該等修訂亦引入對受影響實體的披露要求, 說明財務報表的使用者更好地理解實體面臨的支柱二所得稅風險, 包括支柱二立法生效期間單獨披露與支柱二所得稅相關的即期稅項, 以及立法頒佈或實質頒佈但尚未生效期間披露有關所繳納支柱二所得稅的已知或合理估計資訊。本集團已追溯應用修訂本。由於本集團的主要實體於支柱二稅法尚未頒佈的司法權區經營, 故該等修訂對本集團並無任何重大影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. ACCOUNTING POLICIES (Continued)

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following revised IFRSs, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these revised IFRSs, if applicable, when they become effective.

Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i> ¹
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current (the "2020 Amendments")</i> ¹
Amendments to IAS 1	<i>Non-current Liabilities with Covenants (the "2022 Amendments")</i> ¹
Amendments to IAS 7 and IFRS 7	<i>Supplier Finance Arrangements</i> ¹
Amendments to IAS 21	<i>Lack of Exchangeability</i> ²
Amendments to IFRS 18	<i>Presentation and Disclosure in Financial Statements</i> ⁴
Amendments to IFRS 19	<i>Subsidiaries without Public Accountability: Disclosures</i> ⁴

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

² Effective for annual periods beginning on or after 1 January 2025

³ No mandatory effective date yet determined but available for adoption

⁴ Effective for annual periods beginning on or after 1 January 2027

2. 會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則

本集團並未於此等財務報表中採納以下已經頒佈但尚未生效之新訂立或經修訂國際財務報告準則。

國際財務報告準則第10號及國際會計準則第28號 (修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 ³
國際財務報告準則第16號 (修訂本)	售後租回的租賃負債 ¹
國際會計準則第1號 (修訂本)	負債分類為即期或非即期 (「2020修訂本」) ¹
國際會計準則第1號 (修訂本)	附帶契諾的非流動負債 (「2022修訂本」) ¹
國際會計準則第7號 國際財務報告準則第7號 (修訂本)	供應商融資安排 ¹
國際會計準則第21號 (修訂本)	缺乏可兌換 ²
國際會計準則第18號	財務報表的列報和披露 ⁴
國際會計準則第19號	不承擔公共責任的子公司：披露 ⁴

¹ 於二零二四年一月一日或之後開始之年度期間生效

² 於二零二五年一月一日或之後開始之年度期間生效

³ 仍未決定強制生效日期，但可供採納

⁴ 於二零二七年一月一日或之後開始之年度期間生效

2. ACCOUNTING POLICIES (Continued)

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

Further information about those IFRSs that are expected to be applicable to the Group is described below.

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB. However, the amendments are available for adoption now.

Amendments to IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16 (i.e., January 1, 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2. 會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

有關預計適用於本集團的國際財務報告準則的進一步資料描述如下：

國際財務報告準則第10號及國際會計準則第28號(修訂本)旨在解決國際財務報告準則第10號與國際會計準則第28號之間有關處理投資者與其聯營公司或合營企業之間的資產出售或注資兩者規定的不一致情況。該等修訂本規定，倘投資者與其聯營公司或合營企業之間的資產出售或注資構成一項業務，則須悉數確認下游交易產生之收益或虧損。倘交易涉及不構成一項業務的資產，則該交易產生的收益或虧損於投資者的損益內確認，惟以不相關投資者於該聯營公司或合營企業的權益為限。該等修訂本將予以前瞻性應用。國際會計準則委員會於2015年12月剔除國際財務報告準則第10號及香港會計準則第28號修訂本的以往強制生效日期，而新的強制生效日期將於對聯營公司及合營企業的會計處理完成更廣泛的審閱後釐定。然而，該等修訂本目前可供採納。

國際財務報告準則第16號(修訂本)訂明計量售後租回交易產生的租賃負債所用的出售人—承租人之規定，以確保出售人—承租人不曾確認與其所保留使用權有關的任何損益金額。該等修訂本於2024年1月1日或之後開始的年度期間生效，並追溯應用於國際財務報告準則第16號首次應用日期(即2019年1月1日)後訂立的售後租回交易。允許提早應用。該等修訂本預期不會對本集團的財務報表造成任何重大影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. ACCOUNTING POLICIES (Continued)

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments shall be applied retrospectively with earlier application permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 7 and IFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. Earlier application of the amendments is permitted. The amendments provide certain transition reliefs regarding comparative information, quantitative information as at the beginning of the annual reporting period and interim disclosures. The amendments are not expected to have any significant impact on the Group's financial statements.

2. 會計政策(續)

2.3 已頒佈但尚未生效的國際財務報告準則(續)

2020年修訂本澄清了將負債分為流動或非流動的規定，包括於報告期間結束日必須具有清償遞延之權利及遞延權利的含義。負債的分類不受實體行使其遞延清償權利的可能性的影響。該等修訂亦澄清，負債可以其本身的權益工具清償，且僅當可轉換負債的轉換權本身作為權益工具入賬時，負債的條款才不會影響其分類。2022年修訂進一步澄清，在貸款安排所產生的債務契諾中，只有實體必須於報告日期或之前遵守的契諾會影響該負債的流動或非流動分類。實體須就非流動負債作出額外披露，此乃取決於實體能否於報告期後12個月內遵守未來契諾。該等修訂將追溯應用，並允許提早應用。實體提前應用2020年修訂本要求同時應用2022年修訂本，反之亦然。該等修訂預期不會對本集團財務報表造成任何重大影響。

國際會計準則第7號及國際財務報告準則第7號(修訂本)澄清了供應商融資安排的特徵，並要求對該等安排作出額外披露。該等修訂本的披露規定旨在協助財務報表使用者瞭解供應商融資安排對實體負債、現金流量及流動資金風險敞口的影響。允許提早應用該等修訂。該等修訂就於年度報告期初的比較資料、定量資料及中期披露提供若干過渡寬免。該等修訂預期不會對本集團的財務報表產生任何重大影響。

2. ACCOUNTING POLICIES (Continued)

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

Amendments to IAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IFRS 18 replaces IAS 1 *Presentation of Financial Statements* and responds to investors' demand for better information about companies' financial performance. The amendments introduce requirements on presentation within the statement of profit or loss, including specified totals and subtotals. It also requires disclosure of management-defined performance measures and includes new requirements for aggregation and disaggregation of financial information based on the identified "roles" of the primary financial statements (PFS) and the notes. Earlier application is permitted and must be disclosed. An entity that prepares condensed interim financial statements in accordance with IAS 34 in the first year of adoption of IFRS 18, must present the headings and mandatory subtotals it expects to use in its annual financial statements. Comparative periods in both the interim and annual financial statements will need to be restated and a reconciliation of the statement of profit or loss previously published will be required for the immediately preceding comparative period. The management is evaluating the impact of the amendments to the Group's financial statements.

2. 會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

國際會計準則第21號(修訂本)規定了當缺乏可兌換性時，實體應如何評估一種貨幣是否可兌換為另一種貨幣，以及如何估計量日的即期匯率。該等修訂要求進行資料披露，以使財務報表使用者瞭解不可兌換貨幣的影響。允許提早應用。應用該等修訂時，實體不得重述比較資料。首次應用該等修訂的任何累計影響應於首次應用日期確認為對保留溢利的期初結餘調整或對權益獨立部分累計匯兌差額的累計金額的調整(如適用)。該等修訂預期不會對本集團的財務報表產生任何重大影響。

對國際財務報告準則第18號的修訂取代了國際會計準則第1號—財務報表列報，並回應了投資者對更好地瞭解公司財務業績的要求。該修訂引入了損益表列報的要求，包括指定的總額和小計。該準則還要求披露管理層定義的績效指標，並包括基於已識別的主要財務報表(PFS)「角色」匯總和分解財務資訊的新要求以及註釋。允許提早應用，並且必須披露。在採用《國際財務報告準則第18號》的第一年，按照《國際會計準則第34號》編製簡明中期財務報表的主體必須列報其預計在年度財務報表中使用的標題和強制性小計。中期和年度財務報表中的比較期間都需要重新列報，並且需要對上一個比較期間之前公佈的損益表進行核對。管理層正在該修訂對集團財務報表的影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. ACCOUNTING POLICIES (Continued)

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

Amendments to IFRS 19 *Subsidiaries without Public Accountability: Disclosures* enables eligible entities to provide reduced disclosures compared to the requirements in other IFRS accounting standards. Subsidiaries without public accountability of a parent that prepares consolidated financial statements available for public use are eligible to apply IFRS 19. Earlier application is permitted. An entity is required, during the first period (annual and interim) in which it applies the standard, to disclose comparative information for current year amounts as required by IFRS 19, unless IFRS 19 or another IFRS accounting standard permits or requires otherwise. Similarly, an entity that revokes its election to apply IFRS 19 will need to provide comparatives for all amounts disclosed under the requirements in other IFRS accounting standards. The amendments are not expected to have any significant impact on the Group's financial statements.

2.4 MATERIAL ACCOUNTING POLICIES

Fair value measurement

The Group measures its notes receivable and equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

2. 會計政策 (續)

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

對國際財務報告準則第19號的修訂使符合條件的主體能夠提供與其他國際財務報告準則會計準則要求相比減少的披露。編製可供公眾使用的合併財務報表的母公司中不承擔公共責任的子公司有資格採用《國際財務報告準則第19號》。允許提前應用。除非國際財務報告準則第19號或其他國際財務報告準則允許或另有要求，否則主體須在應用該準則的第一個期間（年度和中期）按照國際財務報告準則第19號的要求披露本年度金額的比較資訊。同樣，撤銷選擇應用國際財務報告準則第19號的主體將需要為根據其他國際財務報告準則的要求披露的所有金額提供可比性。該等修訂預期不會對本集團的財務報表產生任何重大影響。

2.4 主要會計政策

公允價值計量

本集團在每期報告日，以公允價值計量其應收票據和初始確認時指定為以公允價值計量且其變動計入其他綜合收益的股權投資。公允價值是指在計量日，市場參與者在正常交易活動中銷售資產收到或者清償債務所支付的金額。公允價值計量基於假設銷售資產或清償債務的交易發生於該資產或債務的主要市場，或者在缺失主要市場的情況下，發生在最有利的該資產或負債的市場。主要市場或者最優市場必須是本集團可以參與的市場。一項資產或負債的公允價值計量基於一項假設，即當市場參與者進行定價時會考慮使他們的經濟利益最大化。

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2. 會計政策 (續)

2.4 主要會計政策 (續)

公允價值計量 (續)

非金融資產公允價值的計量需考慮市場參與者在最優化使用該資產或者將其銷售給另一個能夠最優化使用該資產的市場參與者的情況下產生經濟利益的能力。

本集團使用在不同的情形下使用適當的估值技術，為準確計量公允價值需獲取充足的數據，最大化使用相關可觀測因素，最小化使用不可觀察因素。

所有在財務報表以公允價值計量和披露的資產和負債，可基於最低級別確定公允價值的相關重要因素，對公允價值的層級分類，分類如下：

- 第一層級 – 採用活躍市場中未更正的報價確定特定資產或負債公允價值（未經調整）。
- 第二層級 – 採用估值技術確定公允價值的，所有對計量的公允價值具有重大影響的數據均為可觀察且可直接或間接地取自公開市場。
- 第三層級 – 採用估值技術確定公允價值的，所有對計量的公允價值具有重大影響的數據並非基於可觀察公開市場數據。

在資產負債表持續存在的資產和負債，本集團需考慮公允價值的層級分類在每期報告日是否發生轉變（基於確定公允價值最低限度因素的考慮）。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets and non-current assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

2. 會計政策(續)

2.4 主要會計政策(續)

非金融資產減值

當有資產減值跡象，或需要每年進行年度減值測試時(除存貨、遞延稅項資產、金融資產和非流動資產外)，則本集團需估計資產或現金產生單位的可收回金額。可收回金額為公允價值減處置成本及其使用價值兩者之中的較高者，並就個別資產釐定，除非該項資產產生的現金流入很大程度上不能與其他資產或組別資產獨立區分。在此情況下，需根據資產所屬的現金產生單位的可收回金額而釐定。

在對現金產出單位進行減值測試時，如果公司資產(例如，總部大樓)賬面價值的一部分能夠在合理和一致的基礎上分配，該部分將分配給單個現金產生單位，否則該部分成為最小的現金產生單位組。

僅當資產的賬面價值超過其可收回金額，該資產視為已經減值。於評估非金融資產的使用價值時，估計未來現金流量採用反映當前市場對貨幣時間價值的估計及資產的特定風險的稅前折現率折現至現值。減值損失乃於產生期間根據減值的資產的相關類別計入綜合損益表內。

於每一報告日評估是否有跡象表明以前確認的減值損失可能已不存在或可能降低。倘若存在上述跡象，則對可收回金額進行估計。對於一項除商譽以外的資產來說，只有在用於確認資產可收回金額的估計發生變動時，以前確認的減值損失方能轉回，但是該等資產的減值損失轉回後的資產賬面金額，不應高於資產以前年度沒有確認減值損失時的賬面金額(減去攤銷和折舊)。該減值損失的轉回計入其發生當期的綜合損益表。

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and 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 parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

2. 會計政策 (續)

2.4 主要會計政策 (續)

關聯方

下列各方視為與本集團有關聯：

- (a) 對方為下述(i)至(iii)中提及的任何人士及其近親屬：
 - (i) 控制本集團，或對本集團擁有共同控制；
 - (ii) 對本集團有重大影響；或
 - (iii) 本集團或本集團之母公司關鍵管理人員的成員之一；

或

- (b) 對方為下述(i)至(viii)中提及的任何實體：
 - (i) 對方與本集團同屬同一集團控制下；
 - (ii) 一實體為另一實體的聯營或合營企業(或母公司、附屬公司或同屬同一集團控制下企業)；
 - (iii) 對方與本集團同屬同一第三方的合營企業；
 - (iv) 一實體為第三方實體之合營企業，另一方為同一第三方實體之聯營企業；

NOTES TO FINANCIAL STATEMENTS

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Year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Related parties (Continued)

- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (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 parent of the entity); and
- (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 parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any 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.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2. 會計政策 (續)

2.4 主要會計政策 (續)

關聯方 (續)

- (v) 對方系為本集團或與本集團有關的實體之僱員設定離職後福利計劃的實體；
- (vi) 對方受上述(a)中提及人士之控制或共同控制；
- (vii) 上述(a)(i)中提及人士對對方具有重大影響，或為對方或其母公司關鍵管理人員的成員之一；和
- (viii) 對方或對方成員向本集團或本集團之母公司提供關鍵管理人員。

物業、廠房及設備及折舊

除在建工程外，物業、廠房及設備以成本減累計折舊及任何減值虧損入賬。物業、廠房和設備的成本包括其購買價及資產運抵指定地點並使其達到能夠按照預定的方式進行運作狀態的直接可歸屬成本。

物業、廠房和設備投入運作後所發生的支出，如維修及保養費等，通常在費用發生當期計入損益。在滿足確認條件的情況下，重大檢查支出應作為重置成本予以資本化計入資產的賬面價值。如果物業、廠房和設備的重要組成部分在使用期間內進行了更換，本集團會確認該等部分為有特定可使用年期的個別資產，並對其作出相應折舊。

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation (Continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	4.5% to 9.0%
Plant and machinery	9.0% to 18.00%
Instruments and tools	18.0% to 30.0%
Furniture, fixtures and office equipment	18.0% to 30.0%
Motor vehicles	22.5%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss and other comprehensive income in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2. 會計政策 (續)

2.4 主要會計政策 (續)

物業、廠房及設備及折舊 (續)

折舊以直線法按各項物業、廠房及設備的估計可使用年期將其成本撇銷至其剩餘價值計算。就此使用的主要年率如下：

建築物	4.5%至9.0%
廠房及機器	9.0%至18.0%
儀器及工具	18.0%至30.0%
傢俱、裝置及辦公室設備	18.0%至30.0%
汽車	22.5%

當物業、廠房及設備的各部分可使用年限不同時，則該項目的成本按合理基準分配至各部分，而各部分將獨立計算折舊。於各報告日對剩餘價值、可使用年期及折舊方法進行覆核，並於需要時做出調整，至少於每年報告日進行覆核或調整。

物業、廠房及設備項目包括任何初始確認的重大部件於處置或預期日後使用或處置不會有任何經濟利益時終止確認。處置或報廢收益或損失指出售所得款項淨額與有關資產賬面價值之差額，於終止確認資產當年的綜合損益表確認。

在建工程按成本減任何減值損失入賬而不計提折舊。在建工程於落成可用時按適當類別重分類至物業、廠房及設備。

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2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Golf membership

Purchased membership is stated at cost less any impairment losses and assessed for impairment at each year end.

Software

A purchased software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of five years.

Licence

Purchased licence is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of five years.

2. 會計政策(續)

2.4 主要會計政策(續)

無形資產

單獨取得之無形資產乃按取得時成本計量。通過企業合併取得之無形資產乃按收購時點之公允價值計量。無形資產的可使用年限列為有限期或無限期。有限期的無形資產按可使用經濟年期攤銷，並於有跡象顯示無形資產可能出現減值時評估減值。有限期的無形資產的攤銷期及攤銷方法至少於每年報告日進行覆核。

具有不確定使用年限的無形資產，每年單獨或以現金產生單元（現金產生單元組）為基礎進行減值測試。這類資產無需攤銷。具有不確定使用年限的無形資產的使用年限，應每年進行審閱，以評定不確定使用年限的判斷是否繼續有效。若該估計不再適用，使用年限的預測由無限期改為有限期，並採用未來適用法。

高爾夫會員

購買的會籍按成本減任何減值虧損列值，並在每年年底進行減值評估。

軟件

購買的軟件按成本減任何減值虧損列值，並在其估計可使用年限五年內按直線法攤銷。

執照

購買的許可證按成本減任何減值虧損列賬，並在其估計可使用年限五年內按直線法攤銷。

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

2. 會計政策 (續)

2.4 主要會計政策 (續)

研發費用

所有研究費用於產生時計入綜合損益表內。

新產品開發項目產生的開支僅於本集團證明在技術上能夠完成無形資產供使用或出售、有意完成及有能力使用或出售該資產、該資產將帶來的未來經濟利益、具有完成項目所需的資源且本集團能夠可靠地計量開發期間的開支時，方會撥充資本並以遞延方式入賬。不滿足上述要求的研發費用和產品開發支出在發生時確認為費用。

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，則該合約分類為租賃或包含租賃。

本集團作為承租人

本集團對所有租賃採取單一確認及計量方法，短期租賃及低價值資產租賃除外。本集團確認租賃負債以作出租賃款項，而使用權資產指使用相關資產的權利。

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2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Group as a lessee (Continued)

(a) *Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	40 to 50 years
Buildings	1 to 5 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2. 會計政策 (續)

2.4 主要會計政策 (續)

本集團作為承租人 (續)

(a) *使用權資產*

本集團於租賃開始日期(即相關資產可供使用當日)確認使用權資產。使用權資產按成本減任何累計折舊及減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債的款額、產生的初始直接成本及於開始日期或之前作出的租賃款項減任何已收租賃獎勵。使用權資產於資產以估計可使用年期或租期(以較短者為準)按直線法折舊，如下：

土地	40至50年
辦公室	1至5年

若租賃資產的所有權在租賃期結束時轉讓給本集團，或成本反映了購買使用權的行使，則折舊按資產的預估使用年限進行計算。

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Group as a lessee (Continued)

(b) *Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group elected to present the lease liabilities separately in the statement of financial position.

2. 會計政策 (續)

2.4 主要會計政策 (續)

本集團作為承租人 (續)

(b) *租賃負債*

本集團於租賃開始日期確認以租賃期內作出的租賃款項現值計量租賃負債。租賃款項包括定額付款(含實質定額款項)減任何應收租賃獎勵款項、取決於指數或利率的可變租賃款項以及預期根據剩餘價值擔保下支付的金額。租賃款項亦包括本集團合理確定行使的購買選擇權的行使價及倘在租賃期內反映本集團正行使終止選擇權時，有關終止租賃支付的罰款。不取決於指數或利率的可變租賃款項在出現觸發付款的事件或條件的期間內確認為支出。

於計算租賃款項的現值時，由於租賃內所含利率不易釐定，故本集團應用租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額的增加反映利息的增加，並因支付租賃款項而減少。此外，倘存在租期的修改以及租期變更、實質定額租賃付款變更(例如指數或比率的變動導致對未來租賃付款變更)或購買相關資產的評估的變更，則重新計量租賃負債的賬面值。

本集團選擇在財務狀況表中單獨列報租賃負債。

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2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Group as a lessee (Continued)

(c) *Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases of building, machinery and equipment that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for leases of low-value assets to leases of office equipment that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

2. 會計政策 (續)

2.4 主要會計政策 (續)

本集團作為承租人 (續)

(c) *短期租賃及低價值資產租賃*

本集團將短期租賃確認豁免應用於其建築物、機器及設備的短期辦公租賃(即自租賃開始日期起計租期為十二個月或以下，並且不包含購買選擇權的租賃)。當本集團就一項低價值資產訂立租賃時，本集團決定是否以個別租賃的方式將租賃資本化。

短期租賃的租賃款項及低價值資產租賃在租期內按直線法確認為支出。

投資及其他金融資產

初始確認及計量

金融資產在初始確認時分類為隨後以攤銷成本計量、按公允價值計入其他綜合損益及按公允價值計入損益。

金融資產於初始確認時的分類取決於金融資產的合同現金流量特徵，以及本集團管理金融資產的業務模式。除不包括重大融資部分的貿易應收款或本集團已應用無須調整重大融資部分影響的可行權宜方法者外，本集團按其公允價值加交易成本(如金融資產並非按公允價值計入損益)初始計量金融資產。不包括重大融資部分的貿易應收款或本集團已就其應用可行權宜方法的資產，則根據下文「收益確認」所載政策按基於國際財務報告準則第15號規定的交易價格計量。

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

2. 會計政策 (續)

2.4 主要會計政策 (續)

投資及其他金融資產 (續)

初始確認及計量 (續)

為使金融資產按攤銷成本或按公允價值計入其他綜合溢利分類及計量，金融資產須產生純粹為支付本金及尚未償還本金的利息（「SPPI」）的現金流量。具有非SPPI現金流的金融資產按公允價值通過損益進行分類和計量，和業務模式無關。

本集團管理金融資產的業務模式指其管理金融資產以產生現金流量的方式。業務模式決定現金流量是否通過收取合同現金流量、銷售金融資產或兩者並行的方式產生。在持有金融資產的目的為收取合同現金流的業務模式下，金融資產分類為以攤餘成本計量；在持有金融資產的目的為收取合同現金流及出售的業務模式下，金融資產分類為以公允價值計量且其變動計入其他綜合收益；在除上述之外的業務模式下持有的金融資產分類為以公允價值計量且其變動計入損益。

購置或出售須於市場規則或慣例所設定的時間範圍內交付資產的金融資產於交易日（交易日即本集團承諾購買或出售資產的日期）確認。

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2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to profit or loss.

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

2. 會計政策(續)

2.4 主要會計政策(續)

投資及其他金融資產(續)

後續計量

金融資產的後續計量，取決於其分類：

按攤銷成本計量的金融資產(債務工具)

按攤銷成本計量的金融資產隨後採用實際利率法計量，可能出現減值。當資產終止確認、經修改或出現減值時，收益及虧損於損益表內確認。

按公允價值列賬計入其他綜合損益的金融資產(債務工具)

對於以公允價值計量且其變動計入其他綜合收益的債權投資，利息收入、匯兌重估及減值損失或轉回均計入當期損益，其計算方法與以攤餘成本計量的金融資產相同。其餘公允價值變動計入其他綜合收益。終止確認後，計入其他綜合收益的累計公允價值變動轉至計入損益。

按公允價值計量且其變動計入其他綜合收益的金融資產(權益工具)

初始確認時，本集團可選擇將符合國際會計準則第32號金融工具：呈列項下權益定義的權益投資不可撤銷地分類為按公允價值計量且其變動計入其他綜合收益的權益工具。該分類乃按各工具逐一釐定。

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Financial assets designated at fair value through other comprehensive income (equity investments) (Continued)

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2. 會計政策 (續)

2.4 主要會計政策 (續)

投資及其他金融資產 (續)

按公允價值計量且其變動計入其他綜合收益的金融資產 (權益工具) (續)

該等金融資產的收益及虧損不會劃轉至損益。股息於當償付權確立時於損益表確認為其他收入，除非本集團將該等款項作為收回部分金融資產成本而從中受益，於此情況下，該等收益錄入其他綜合收益。按公允價值計量且其變動計入其他綜合收益的權益工具毋須進行減值評估。

金融資產終止確認

在下列情況下，一項金融資產（可適用於某項金融資產的一部分，或一組同類金融資產的一部分）須主要終止確認（如：從本集團的綜合財務狀況報表中移除）：

- 從資產收取現金流量的權利已經屆滿；或
- 本集團已轉移從資產收取現金流量的權利，或已根據「轉付」安排有責任在無重大延誤的情況下將有關現金全額付予第三方；以及(a)本集團已轉讓與此項資產相關的絕大部分風險及回報；或(b)本集團並無轉讓或保留資產絕大部分風險及回報，但已轉讓資產的控制權。

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2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Derecognition of financial assets (Continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

2. 會計政策(續)

2.4 主要會計政策(續)

金融資產終止確認(續)

當本集團已將從資產收取現金流量的權利轉移或簽訂了「轉付」安排，其會評估有否保留該資產所有權的風險以及回報以及其程度。當本集團既沒有轉移也沒有保留與資產相關的絕大部分風險和報酬，且未轉讓對該資產之控制，本集團繼續確認該轉移資產並以本集團之繼續涉入為限。在此情況下，集團須確認相關負債。已轉讓之資產及相關負債之計量以本集團保留之權利及義務為基礎。

以對所轉讓資產作出擔保為形式的繼續涉及，以資產原賬面值與本集團可能須償還的最高代價金額中的較低者計量。

金融資產減值

本集團就所有並非按公允價值計入損益持有的債務工具確認預期信貸虧損準備。預期信貸虧損乃以根據合同應付的合同現金流量與本集團預期收取的所有現金流量之間的差額為基準，按與原有實際利率相近的利率貼現。預期現金流量將包括來自銷售所持有抵押品或其他信貸增級的現金流量，此乃合同不可或缺的部分。

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

2. 會計政策 (續)

2.4 主要會計政策 (續)

金融資產減值 (續)

一般方法

預期信貸虧損於兩個階段確認。對於自初始確認後並無顯著增加的信貸風險，預期信貸虧損就可能於12個月內（12個月預期信貸虧損）出現的違約事件導致的信用虧損計提撥備。對於自初始後有顯著增加的信貸風險，須在信貸虧損風險預期的剩餘年限計提虧損撥備，不論違約事件何時發生（存續期預期信貸虧損）。

本集團於各報告日評估金融工具信貸風險自初始確認後有否顯著增加。進行評估時，本集團將於報告日金融工具發生違約的風險與初始確認日期金融工具發生違約的風險比較，並考慮無需付出不必要的額外成本或努力即可獲取的合理且有證據支持的信息，包括歷史及前瞻性信息。

當合同付款逾期180天時，本集團認為金融資產違約。然而，在某些情況下，倘內部或外部資料反映，在沒有計及本集團任何現有信貸提升措施前，本集團不大可能悉數收到未償還合約款項，則本集團亦可認為金融資產將會違約。

金融資產於無合理預期可收回合約現金流時撇銷。

以公允價值計量且其變動計入其他綜合收益的債務投資和以攤餘成本計量的金融資產在一般方法下發生減值，除貿易應收款及合同資產採用下列簡化方法外，按攤銷成本計量的金融資產按一般方法進行減值，並按下列預期信貸虧損計量階段分類。

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2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group 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.

2. 會計政策 (續)

2.4 主要會計政策 (續)

金融資產減值 (續)

一般方法 (續)

階段一：信貸風險自初始確認後並無顯著增加的金融工具，虧損撥備按等同12個月預期信貸虧損的金額計量

階段二：信貸風險自初始確認後顯著增加但未發生信貸減值的金融工具，虧損撥備按等同存續期預期信貸虧損的金額計量

階段三：於報告日為信貸減值的金融資產（但於購買或發起時並無信貸減值），虧損撥備按等同存續期預期信貸虧損的金額計量

簡化方法

對於並無包含重大融資部分的貿易應收款項，或本集團採用無須調整重大融資部分影響的可行權宜方式時，採用簡化方法計量預期信貸虧損。根據簡化方法，本集團不會追蹤信貸風險的變化，而是根據每個報告日期的存續期預期信貸虧損確認虧損撥備。本集團已根據歷史信貸虧損經驗建立虧損矩陣，並根據債務人及經濟環境的前瞻性因素作出調整。

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and notes payables, financial liabilities included in other payables and accruals and lease liabilities.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (trade and note payables, other payables, and lease liability)

After initial recognition, trade and note payables, other payables and lease liabilities are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

2. 會計政策(續)

2.4 主要會計政策(續)

金融負債

初步確認及計量

在初始確認時，金融負債應按適當之形式分類為以公允價值計量且變動計入損益之金融負債、銀行借款及其他借款、應付款項，或指定為套期保值工具的衍生金融工具(視情況而定)。

金融負債進行初始確認時，以其公允價值計量。倘若金融負債為銀行借款及其他借款及應付款項，以公允價值減去直接交易成本計量。

本集團的金融負債包括應付貿易款項及應付票據，其他應付款項，以公允價值計量且其變動計入損益之金融負債及租賃負債。

後續計量

金融負債的後續計量取決於其分類：

以攤餘成本計量的金融負債(應付貿易款項及票據，其他應付款及租賃負債)

初始確認後，應付貿易款項及票據，其他應付款及租賃負債採用實際利率法按攤餘成本計量。倘若折現影響屬非重大，按成本計量。實際利率法的攤銷及金融負債終止確認時的相關損益於綜合損益表中確認。

計算攤餘成本時，應考慮購買時產生的任何折價或溢價，包括費用和交易成本並以實際利率計算攤銷。實際利率攤銷計入綜合損益表之財務成本。

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2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Treasury shares

Own equity instruments which are reacquired and held by the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less estimated costs to be incurred to completion and disposal.

2. 會計政策(續)

2.4 主要會計政策(續)

終止確認金融負債

如果金融負債的責任已被解除、撤銷或屆滿，則對金融負債進行終止確認。

如果現有金融負債被同一債權人以實質上幾乎全部不同條款的另一金融負債取代，或者現有負債的條款幾乎全部被實質性修改，則此類替換或修改作為終止確認原負債和確認新負債處理，並且兩者賬面金額的差異計入損益。

金融工具抵消

當且僅當企業有意圖且有現時法定權利抵消已確認之金融資產與金融負債，或同時變現金融資產及清償金融負債時，金融資產與金融負債以相互抵消後的淨額於綜合財務狀況報表中列示。

庫存股份

由本公司或受託人重新購回並持有的自身權益工具(庫存股份)按成本直接於權益確認。購買、出售、發行或註銷本集團自身的權益工具概無於損益表中確認收益或虧損。

存貨

存貨按成本與可變現淨值的較低者入賬。成本按加權平均基準計算，在製品及製成品的成本包括直接材料、直接人工及按適當比例計算之間接成本。可變現淨值按預計售價減去任何預計完成及銷售所需的成本計算。

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

The Group provides for warranties in relation to the sale of certain industrial products during the warranty period. Provisions for these assurance-type warranties granted by the Group are initially recognised based on sales volume and past experience of the level of returns, discounted to their present values as appropriate. The warranty-related cost is revised annually.

2. 會計政策 (續)

2.4 主要會計政策 (續)

現金及現金等價物

就綜合財務狀況報表而言，現金及現金等價物包括庫存現金和銀行存款，以及流動性強、易轉換成已知金額的現金、價值變動風險很小、且為買足短期現金承諾而持有的購買時到期日通常為三個月內的短期投資。

就綜合現金流量表而言，現金及現金等價物包括庫存現金和活期存款，和滿足上述定義的短期存款，減去作為本集團現金管理一項組成部分的見票即付的銀行票據。

撥備

因過去事項而需要承擔現時義務（法定或推定），而履行該義務很可能導致經濟利益的流出，且該義務的金額能夠可靠地估計，則應確認撥備。

當本集團預計部分或全部準備金將得到償付時，（例如保險合同，其僅當償付經評估確定為既定事項後，方可確認為單獨資產）與準備金相關的費用在扣除任何補償後的損益表中列報。

如果貨幣時間價值的影響重大，準備的金額應是履行義務預期所需支出在財務報表日的現值。隨時間推移增加的現值金額計入綜合損益表的財務成本。

本集團就在質保期內發生的某些產品的銷售和提供一般維修缺陷的施工服務提供質保。本集團授予的這些保證類保證的撥備是根據銷量和過往維修和退貨水平的經驗確認的，並酌情折現至其現值。質保所導致的相關成本每年都會進行修訂。

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Year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

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 for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2. 會計政策 (續)

2.4 主要會計政策 (續)

所得稅

所得稅由即期及遞延稅項組成。所得稅計入損益，或當與損益項目無關時，計入其他綜合溢利或直接計入權益。

現行稅項資產和負債以預期從稅務主管部門返還或支付給其的金額核算。採用之稅率（及稅收法律）為於報告日已頒布已生效或與報告日實際使用之稅率（及稅收法律），且需考慮本集團經營地之解釋條款及實務慣例。

遞延稅項採用負債法，對所有於報告日就資產及負債之賬面價值與計稅基礎不同而引致之暫時性差異做出準備。

除以下事項外，對所有應課稅暫時性差異確認遞延稅項負債：

- 遞延稅項負債產生於交易中對某一資產或負債的初次確認，且此交易非企業合併，交易時對會計列報利潤或應課稅利潤或虧損亦無影響；及
- 投資附屬公司，聯營企業和合營企業產生之應課稅暫時性差異，其轉回之時間點能控制且可能不會在可預見之將來轉回。

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

2. 會計政策 (續)

2.4 主要會計政策 (續)

所得稅 (續)

遞延稅項資產乃按所有可抵扣暫時性差異、未用稅項資產及未用可抵扣稅項虧損之結轉予以確認，除以下事項外，惟以應納稅利潤可供抵消可抵扣暫時性差異，可動用之未用稅項資產及未用可抵扣稅項虧損之結轉為限：

- 與遞延稅項資產有關之可抵扣暫時性差異產生於交易中對某一資產或負債的初次確認，且此交易非企業合併，交易時對會計列報利潤或應課稅利潤或虧損亦無影響；及
- 對於投資附屬公司，聯營企業和合營企業產生之可抵扣暫時性差異，惟僅於很有可能於可預見未來轉回暫時性差異及應課稅利潤會用作抵銷可動用的暫時性差異時確認遞延稅項資產。

遞延稅項資產之賬面價值於每個報告日予以審閱，並撇減至不再可能擁有足夠之應納稅利潤以動用全部或部分遞延稅項資產為限。相反，以前年度未確認之遞延稅項資產於每個報告日予以再次評價，並以可能擁有足夠之應納稅利潤以動用全部或部分遞延稅項資產為限確認。

遞延稅項資產與負債以預期資產被確認或負債被償還時期之稅率計量，附以報告日頒布或被實際適用之稅率（及稅收法律）為基準。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

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 on a systematic basis over the periods in which the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to profit or loss by way of a reduced depreciation charge.

2. 會計政策 (續)

2.4 主要會計政策 (續)

所得稅 (續)

當且僅當下列條件同時滿足時，遞延所得稅資產和遞延所得稅負債以抵銷後的淨額列示：集團擁有以淨額結算當期所得稅資產及當期所得稅負債的法定權利，並且遞延所得稅資產與遞延所得稅負債是與同一稅收徵管部門對同一應納稅主體徵收的所得稅相關或者對不同的納稅主體相關，但在未來每一具有重要性的遞延所得稅資產和遞延所得稅負債轉回的期間內，涉及的納稅主體意圖以淨額結算當期所得稅資產及當期所得稅負債或是同時取得資產、清償債務。

政府補助金

政府補助金在所有條件均已符合且合理保證能收到時以公允價值入賬，當政府補助金與某個費用項目相關聯時，在其預期可獲得補償的情況下，政府補助金的確認需與費用配比。

當政府補助金與某個資產項目相關聯時，公允價值先計入遞延收入科目，並根據相關資產之預期使用年限以直線法計入損益，或者從資產的賬面價值中扣除並通過減少折舊的方式進入綜合損益表。

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception.

When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

2. 會計政策 (續)

2.4 主要會計政策 (續)

收入確認

客戶合約收益

客戶合約收益於貨品或服務的控制權以某一金額轉移予客戶時確認，有關金額反映本集團預期有權以該等貨品或服務換取的代價。

當合同中的對價包括可變金額時，估計本集團將有權收取的對價金額，以換取向客戶轉讓商品或服務。可變對價在合同開始時進行估計並受到限制，直至當與可變對價相關的不確定性因素得到解決時，已確認的累計收入金額很可能不會發生重大收入轉回為止。

當合同包含融資成分，而該融資組成部分為客戶提供超過一年的貨品或服務轉讓融資的重大利益時，收入按應收金額的現值計量，並利用將於本集團與客戶在合約開始時的單獨融資交易中反映的折現率折現。

當合同中包含的融資成分為本集團提供超過一年的重大財務利益時，合同項下確認的收入包括實際利率法下合同負債所產生的利息費用。對於客戶付款與承諾商品或服務的轉讓之間的期間為一年或以下的合同，交易價格不使用國際財務報告準則第15號中的實務變通方法就重大融資成分的影響進行調整。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

(a) Sale of products

Revenue from the sale of industrial products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the industrial products.

Some contracts for the sale of industrial products provide customers with rights of return, giving rise to variable consideration.

(i) Rights of return

For contracts which provide a customer with a right to return the goods within a specified period, the expected value method is used to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in IFRS 15 on constraining estimates of variable consideration are applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, a refund liability is recognised. A right-of-return asset (and the corresponding adjustment to cost of sales) is also recognised for the right to recover products from a customer.

(b) Rendering of services

Revenue from the rendering of services is recognised at the point in time when the services are rendered.

2. 會計政策 (續)

2.4 主要會計政策 (續)

收入確認 (續)

客戶合約收益 (續)

(a) 銷售貨物

來自銷售貨物的收益於資產控制權轉移予客戶時(即一般於貨物交付時)的時間點確認。

所有工業產品銷售合同均賦予客戶退貨權。退貨權產生可變對價。

(i) 退貨權

對於賦予客戶在指定期限內退貨的權利的合同，由於該方法最能預測本集團有權獲得的可變對價金額，因此採用預期價值法估計不予退貨的商品。應用國際財務報告準則第15號關於限制性估計可變對價的要求以確定可包含在交易價格中的可變對價金額。對於預期將被退回的商品，而不是收入，確認退款責任。退貨權資產(以及相應的銷售成本調整)也被確認為從客戶處收回產品的權利。

(b) 提供服務

提供服務的收入於提供服務時點確認。

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Right-of-return assets

A right-of-return asset is recognised for the right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the goods to be returned, less any expected costs to recover the goods and any potential decreases in the value of the returned goods. The Group updates the measurement of the asset for any revisions to the expected level of returns and any additional decreases in the value of the returned goods.

Refund liabilities

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from a customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

2. 會計政策 (續)

2.4 主要會計政策 (續)

收入確認 (續)

其他收益

利息收入採用實際利率法在金融工具的估計年限內或合理的更短的期間內確認，使用的利率為將估計未來的現金收入折現為金融資產的賬面淨值的利率來確認。

合約負債

倘客戶於本集團將貨品或服務轉移予客戶前支付代價，則於作出付款或付款到期時（以較早者為準）確認合約負債。合約負債於本集團履行合約（即將貨品或服務轉移予客戶）時確認為收益。

退貨權資產

收回預期客戶退回的貨物的權利確認為退貨權資產。該資產按待退回貨物的原賬面價值減去收回貨物的任何預期成本及退回貨物價值的任何潛在減值後計量。本集團更新資產的計量以應對預期回報水平的任何修訂以及退貨價值的任何額外下降。

退款負債

退款負債確認為退還部分或全部從客戶收到（或應收）的對價的義務，並按本集團最終預計將必須返還給客戶的金額計量。本集團於各報告期末更新其對退款負債的估計（及交易價格的相應變動）。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Share-based payments

The Company operates a restricted share unit scheme. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments (“equity-settled transactions”). The cost of equity-settled transactions with employees for grants under a restricted share unit scheme is measured by reference to the fair value at the date at which they are granted. The fair value is determined at the closing price of the shares at the grant date, less considerations received from the grantees (if any), further details of which are given in note 27 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group’s best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

2. 會計政策(續)

2.4 主要會計政策(續)

以股份為基礎的付款

本集團設立限制性股份單位計劃。本集團僱員(包括董事)以股份支付的方式收取報酬，而僱員則提供服務換取權益工具(權益結算交易)。與僱員就授股事宜進行權益結算交易的成本參考授出日期的公允價值計量。公允價值乃參照股份交易的最新市場價格釐定，進一步詳情載於財務資料附註27。

股本結算交易的成本會在達成績效及／或服務條件的期間內於僱員福利開支確認，並相應增加權益。於各報告期末直至歸屬日期就股本結算交易確認的累計開支反映歸屬期間已屆滿的部分及本集團對最終將會歸屬的股本工具數目的最佳估計。某一期間在損益表中扣除或計入的款項代表該期間開始及結束時確認的累計開支變動。

服務及非市場績效條件在釐定激勵於授出日期的公允價值時不予考慮，但本集團對最終將歸屬的股本工具數目作出最佳估計時會評估有關條件獲達成的可能性。市場績效條件反映於授出日期的公允價值。激勵的任何其他附帶條件(但不帶有服務要求)視作非歸屬條件。非歸屬條件反映於激勵的公允價值，除非同時具服務及／或績效條件，否則會導致激勵即時支銷。

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification. 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.

Other Employee benefits

Pension scheme

The employees of the Group's subsidiaries which operate in Chinese Mainland are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

2. 會計政策 (續)

2.4 主要會計政策 (續)

以股份為基礎的付款 (續)

因非市場績效及／或服務條件未能達成而最終未歸屬的激勵並不確認為開支。倘激勵包含市場或非歸屬條件，則無論市場條件或非歸屬條件獲達成與否，只要所有其他績效及／或服務條件獲達成，交易仍被視為一項歸屬。

倘股本結算激勵的條款經修訂而激勵的原有條款已達成，則最少須確認猶如條款並無修訂的開支。此外，倘任何修訂導致以股份為基礎的付款於修訂日期計量的總公允價值有所增加或對僱員有利，則就該等修訂確認開支。如股本結算激勵被註銷，應被視為已於註銷日期歸屬，而尚未就有關激勵確認的任何開支均應即時確認。

僱員福利

養老金計劃

本集團在中國大陸經營的附屬公司的僱員必須參加由當地市政府經營的中央養老金計劃。這些附屬公司須按其工資成本的一定百分比向中央退休金計劃供款。供款根據中央退休金計劃的規則於應付時計入損益。

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Year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the note 11 to the financial statements. Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in Renminbi ("RMB"), which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. All differences are taken to profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2. 會計政策 (續)

2.4 主要會計政策 (續)

股息

年終股息在股東大會上獲得股東批准時，確認為負債。擬派末期股息於財務報表附註11披露。中期股息同時提議和宣派，因為公司的組織章程大綱和章程賦予董事宣派中期股息的權力。因此，中期股息在建議和宣派時立即確認為負債。

外幣

本財務報表以人民幣列報，人民幣為本公司的功能性幣及列報貨幣。本集團下屬各公司自行決定其功能性貨幣，並以該功能性貨幣對財務報表中的項目進行計量。外幣交易在初始確認時按交易日的功能性貨幣匯率記賬。以外幣列值的貨幣性資產和負債按財務報表日的功能性貨幣匯率重新折算。所有匯兌差額計入損益。

以歷史成本按外幣計量的非貨幣項目按初步交易日的匯率進行換算。以外幣按公允價值計量的非貨幣項目會使用釐定公允價值當日的匯率換算。換算按公允價值計量的非貨幣項目而產生的收益或虧損，按確認該項目的公允價值變動的收益或虧損一致的方法處理（即公允價值收益或虧損計入其他綜合溢利或損益的項目，其換算差額亦分別於其他綜合溢利或損益確認）。

2. ACCOUNTING POLICIES (Continued)

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

2. 會計政策 (續)

2.4 主要會計政策 (續)

外幣 (續)

相關資產、費用或收入的首次識別以及與預付款有關的非貨幣性資產或非貨幣性負債的終止確認的匯率的決定，最初交易日期系集團首次識別預付款有關的非貨幣性資產或非貨幣性負債產生。如預先有多筆付款或收據，本集團會為每筆付款或收據確定交易日期。

3. 重大會計判斷和估計

編製本集團財務報表要求管理層作出影響收入、費用、資產及負債及其附帶披露之報告金額及或有負債之披露的判斷、估計及假設。此等假設及估計之不確定性可能會導致可能需要對未來受影響之資產或負債之賬面價值進行重大調整的結果。

判斷

在應用本集團會計政策的過程中，除涉及估計的判斷外，管理層做出了對財務報表確認金額影響最大的判斷：

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Withholding tax arising from the distribution of dividends

The Group's determination as to whether to accrue deferred tax liabilities in respect of withholding taxes arising from the distribution of dividends by certain subsidiaries according to the relevant tax rules enacted in the jurisdictions is subject to judgement on the plan of the distribution of dividends, based upon the likely distribution level of such earnings from these subsidiaries in the foreseeable future. The carrying value of deferred tax liabilities arising from the withholding tax associated with the investments in subsidiaries in Chinese Mainland for the year ended 31 March 2024 was RMB91,280,000 (31 March 2023: RMB78,106,000). Further details are contained in note 24 to the financial statements.

Estimation uncertainty

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

(i) Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns according to the sales type, customer type and rating.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

3. 重大會計判斷和估計(續)

股息分配產生的預扣稅

本集團根據司法管轄區製定的相關稅收規則確定是否就某些附屬公司分配股息產生的預扣稅項計提遞延所得稅負債，取決於對股息分配方案的判斷，基於這些附屬公司在可預見的未來可能分配的收益水平。截至2024年3月31日止年度，與投資中國內地附屬公司相關的預扣稅項產生的遞延所得稅負債賬面值為人民幣91,280千元(2023年3月31日：人民幣78,106千元)。更多詳情載於財務報表附註24。

估計之不確定性

下文載述有關未來的主要假設及於報告期末估計不明朗因素的其他主要來源，兩者均涉及導致下個財政年度資產及負債賬面值大幅調整的重大風險。

(i) 貿易應收款項之預期信貸虧損撥備

本集團使用撥備矩陣計算貿易應收款項的預期信貸虧損。撥備率乃基於具有類似虧損模式的多個客戶分部進行分組(即產品類型、客戶類型及評級)之逾期天數釐定。

撥備矩陣初步以本集團的過往觀察所得違約率為基礎。本集團將調整矩陣，以對照前瞻性資料調整過往信貸虧損經驗。舉例而言，倘預測經濟狀況(即國內生產總值)預期會於下一年惡化而可能導致該界別的違約數目增加，則會調整過往違約率。於各報告日期，過往觀察所得違約率會更新及對前瞻性估計的變動會予以分析。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

(i) Provision for expected credit losses on trade receivables (Continued)

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 18 to the financial statements.

(ii) Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

3. 重大會計判斷和估計(續)

估計之不確定性(續)

(i) 貿易應收款項之預期信貸虧損撥備(續)

過往觀察所得違約率、預測經濟狀況及預期信貸虧損之間關聯繫數的評估為一項重大估計。預期信貸虧損的金額對環境及預測經濟狀況的變動敏感。本集團的過往信貸虧損經驗及經濟狀況的預測亦未必反映客戶未來的實際違約情況。有關本集團貿易應收款項的預期信貸虧損資料於財務報表附註18披露。

(ii) 非金融資產減值(商譽除外)

本集團於各報告期末評估所有非金融資產(包括使用權資產)是否存在減值跡象。使用壽命不確定的無形資產每年進行減值測試，並在此類指標的其他時間進行。其他非金融資產在有跡象表明其賬面價值可能無法收回時進行減值測試。當資產或現金產生單位的賬面值超過其可收回金額(即其公允價值減處置成本與其使用價值兩者中的較高者)時，存在減值。公允價值減去處置成本的計算基於類似資產的公平交易中具有約束力的銷售交易的可用數據或可觀察的市場價格減去處置資產的增量成本。在進行使用價值計算時，管理層必須估計資產或現金產生單位的預期未來現金流量並選擇合適的折現率來計算這些現金流量的現值。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

(iii) Useful lives of property, plant and equipment

The Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations, or competitor actions in response to severe industry cycles. Management will increase the depreciation charge where useful lives are shorter than previously estimated lives, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned. Further details are contained in note 13 to the financial statements.

(iv) Impairment of inventories

Net realisable value of an inventory item is the estimated selling price in the ordinary course of business, less estimated costs to be incurred to completion and disposal. These estimates are based on the current market condition and the historical experience of selling products of a similar nature which could change significantly as a result of changes in customer taste or competitor actions in response to severe consumer product industry cycles. Management reassesses these estimates at each reporting date. Further details are contained in note 17 to the financial statements.

(v) Deferred tax assets

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profit together with future tax planning strategies. Further details are contained in note 24 to the financial statements.

3. 重大會計判斷和估計 (續)

估計之不確定性 (續)

(iii) 物業、廠房及設備的使用壽命

本集團為其物業、廠房及設備確定估計可使用年期及相關折舊費用。此估計乃基於性質及功能相似的物業、廠房及設備的實際可使用年期的過往經驗。由於技術創新或競爭對手為應對嚴重的行業周期而採取的行動，它可能會發生重大變化。如果使用年限低於先前估計的年限，管理層將增加折舊費用，或者將註銷或減記已廢棄的技術過時或非戰略性資產。更多詳情載於財務報表附註13。

(iv) 存貨減值

存貨項目的可變現淨值是在日常業務過程中的估計售價減去完成和處置時預計將發生的成本。這些估計是基於當前市場狀況和銷售類似性質產品的歷史經驗，這些產品可能由於客戶品味的變化或競爭對手針對嚴重的消費品行業周期而採取的行動而發生重大變化。管理層在每個報告日重新評估這些估計。更多詳情載於財務報表附註17。

(v) 遞延所得稅資產

遞延所得稅資產確認為所有可抵扣暫時性差異，以及結轉未使用的稅收抵免和未使用的稅收損失，以很可能獲得可抵扣暫時性差異的應納稅所得額，以及結轉未使用的稅收抵免可以利用未使用的稅收損失。根據未來應課稅利潤的可能時間和水平以及未來的稅務籌劃策略，確定可確認的遞延所得稅資產的金額需要重大的管理層判斷。更多詳情載於財務報表附註24。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

(vi) Variable consideration for returns

The Group estimates variable consideration to be included in the transaction price for the sale of products with rights of return.

The Group used the historical return data to come up with expected return percentages. These percentages are applied to determine the expected value of the variable consideration. Any significant changes in experience as compared to the historical return pattern will impact the expected return percentages estimated by the Group.

The Group updates its assessment of expected returns quarterly and the refund liabilities are adjusted accordingly. Estimates of expected returns are sensitive to changes in circumstances and the Group's past experience regarding returns may not be representative of customers' actual returns in the future. As at 31 March 2024, the amount recognised as refund liabilities was RMB4,787,000 for the expected returns.

(vii) Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

3. 重大會計判斷和估計(續)

估計之不確定性(續)

(vi) 退貨可變對價

本集團估計可變對價將包含在銷售具有退貨權的產品的交易價格中。

本集團利用歷史退貨數據得出預期退貨百分比。這些百分比用於確定可變對價的預期值。與過往退貨模式相比，經驗的任何重大變化將影響本集團估計的預期退貨百分比。

本集團每季度更新其對預期退貨的評估，並相應調整退款負債。預期回報的估計易受環境變化的影響，本集團過往的退貨經驗未必能代表客戶未來的實際退貨。於二零二四年三月三十一日，確認為退款負債的金額為人民幣4,787千元，用於預期退貨。

(vii) 租賃 – 估算增量借款利率

本集團無法輕易確定租賃中的內含利率，因此，本集團使用遞增借款利率（「遞增借款利率」）計量租賃負債。遞增借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近的資產，而以類似抵押品與類似期間借入所需資金應支付的利率。因此，遞增借款利率反映了本集團「應支付」的利率，當無可觀察的利率時（如就並無訂立融資交易的附屬公司而言）或當須對利率進行調整以反映租賃的條款及條件時（如當租賃並非以附屬公司的功能貨幣訂立時），則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據（如市場利率）估算遞增借款利率並須作出若干實體特定的估計（如附屬公司的獨立信貸評級）。

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4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is not organised into business units based on their products and only has one reportable operating segment which is the manufacture and sale of high precision CNC machine tools. Management monitors the operating results of the Group's operating segment as a whole for the purpose of making decisions about resource allocation and performance assessment.

Geographical information

(a) Revenue from external customers

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Chinese Mainland	中國內地	2,632,420	3,105,711
Overseas	海外	487,254	941,191
Total revenue	總收入	3,119,674	4,046,902

The revenue information above is based on the locations of customers.

(b) Non-current assets

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Chinese Mainland	中國內地	644,510	612,841

The non-current asset information of continuing operations above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

Information about major customers

Revenue from continuing operations of approximately RMB472,684,000 (2023: RMB918,473,000) was derived from sales by the industrial products segment to a single customer, including sales to a group of entities which are known to be under common control with that customer.

4. 經營分部資料

就管理目的而言，本集團不按產品劃分業務單位，且僅有一個可報告經營分部，即製造及銷售高精度數控機床。管理層監控本集團經營分部的整體經營業績，旨在作出有關資源分配的決策及進行表現評估。

地區資料

(a) 來自外部客戶的收入

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Chinese Mainland	中國內地	2,632,420	3,105,711
Overseas	海外	487,254	941,191
Total revenue	總收入	3,119,674	4,046,902

以上收入數據基於客戶所在地計算。

(b) 非流動資產

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Chinese Mainland	中國內地	644,510	612,841

上述非流動資產資料基於該等資產所處的位置且不包含金融工具及遞延稅項資產。

主要客戶信息

業務收入約為人民幣472,684千元(二零二三年：人民幣918,473千元)，來自工業產品分部向單一客戶的銷售，包括向已知與該客戶共同控制的一組實體的銷售。

5. REVENUE, OTHER INCOME AND GAINS

5. 收入、其他收入及收益

An analysis of revenue is as follows:

收入分析如下：

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Revenue from contracts with customers	來自客戶合約之收入		
Sale of goods	銷售貨品	3,113,567	4,040,837
Rendering of services	提供服務	6,107	6,065
Total	總計	3,119,674	4,046,902

(i) Disaggregated revenue information

(i) 分拆收入資料

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Type of goods or services	貨品或服務類型		
Sale of goods	銷售貨品	3,113,567	4,040,837
Precision lathes	精密車床	2,654,911	3,467,575
Precision machining centres	精密加工中心	154,885	247,817
Precision grinding machines	精密磨床	144,330	162,858
Other components	其他組件	159,441	162,587
Rendering of services	提供服務	6,107	6,065
Total	總計	3,119,674	4,046,902
Geographical markets	地區市場		
Chinese Mainland	中國內地	2,632,420	3,105,711
Overseas	海外	487,254	941,191
Total	總計	3,119,674	4,046,902
Timing of revenue recognition	收入確認時間		
Goods transferred at a point in time	於某一時間點轉讓貨品	3,113,567	4,040,837
Services rendered at a point in time	於某一時間點提供服務	6,107	6,065
Total	總計	3,119,674	4,046,902

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Year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. REVENUE, OTHER INCOME AND GAINS (Continued)

(i) Disaggregated revenue information (Continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	計入報告期初合同負債的已確認收入：		
Sale of goods	銷售貨品	78,795	180,783

There was no revenue recognised from performance obligations satisfied in previous periods.

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of products

The performance obligation is satisfied upon delivery of the products and payment is generally due within 30 to 180 days from delivery. All contracts provide customers with a right of return which give rise to variable consideration subject to constraint.

Rendering of services

The performance obligation is satisfied upon the rendering of the promised services to the customers and payment is generally due within about 30 days.

5. 收入、其他收入及收益(續)

(i) 分拆收入資料(續)

下表顯示了在本報告期間確認的收入金額，這些收入已在報告期初計入合同負債：

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	計入報告期初合同負債的已確認收入：		
Sale of goods	銷售貨品	78,795	180,783

未有從先前期間已履行的履約義務中確認的收入。

(ii) 履約責任

關於本集團履約責任的資料概述如下：

銷售產品

履約責任於交付產品時達成，通常於自交付起計30至180日內付款。若干合約向客戶提供退貨權利，這導致可變對價受到限制。

提供服務

履約責任於向客戶交付承諾服務時達成，通常於自交付起30日內付款。

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Year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. REVENUE, OTHER INCOME AND GAINS (Continued)

5. 收入、其他收入及收益(續)

(ii) Performance obligations (Continued)

(ii) 履約責任(續)

An analysis of other income and gains is as follows:

有關其他收入及收益的分析如下：

		Year ended 31 March	
		截至三月三十一日止年度	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Other income and gains	其他收入及收益		
Bank interest income	銀行利息收入	27,664	10,023
Government grants (note (a))	政府補助(附註(a))	55,944	55,344
Foreign exchange gain, net	外匯收益淨額	-	1,703
Others	其他	1,660	1,287
Total other income and gains	其他收入及收益總計	85,268	68,357

Note (a): The amount represents grants received from the local PRC government related to subsidies. There are no unfulfilled conditions or contingencies relating to these grants. Government grants received for which related expenditure has not yet been undertaken are included in deferred income in the statement of financial position.

附註(a)：該金額指從中國地方政府獲得的補助。概無有關該等補助的為滿足條件或然事件。就尚未進行相關支出獲得的政府補助，在財務狀況表中計入遞延收益。

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Year ended 31 March 2024 截至二零二四年三月三十一日止年度

6. PROFIT BEFORE TAX

The Group's profit before tax from continuing operations is arrived at after charging/(crediting):

6. 除稅前溢利

本集團的除稅前溢利經扣除／(計入)以下各項後達致：

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
	Notes 附註		
Cost of inventories sold*	銷售存貨成本*	2,221,681	3,008,160
Cost of services provided	提供服務成本	2,454	2,621
Impairment loss recognized of inventories**	存貨減值損失計提／(撥回)**	1,351	6
Depreciation of property, plant and equipment	物業、廠房及設備折舊	52,952	56,869
Depreciation of right-of-use assets	使用權資產折舊	4,392	4,591
Amortisation of intangible assets	無形資產攤銷	1,393	1,373
Research and development costs	研發成本	41,858	34,427
Lease payments not included in the measurement of lease liabilities	未計入租賃負債計量的租賃付款	2,709	3,313
Equity-settled share-based payment expense	股份支付費用	305	-
Auditor's remuneration	核數師酬金		
– Annual audit	– 年度審核	1,370	1,370
Employee benefit expense (including directors' remuneration (note 8)):	僱員福利開支 (包括董事薪酬(附註8)):		
Wages and salaries	工資及薪金	304,377	306,796
Pension scheme contributions	退休金計劃供款	28,719	25,829
Social security contributions and accommodation benefits	社保供款及住房福利	44,899	37,444
Total	總計	377,995	370,069
Foreign exchange differences, net	匯兌(收益)／虧損	5,909	(1,703)
Impairment of financial assets, net:	金融資產減值淨額：		
Impairment reversed recognized of trade receivables	應收貿易款項減值損失 (撥回)／計提	(20)	(939)
Impairment reversed recognized of financial assets at fair value through other comprehensive income	按公允價值計量且其變動計入其他綜合收益之金融資產減值損失(撥回)／計提	(2,317)	(1,646)
Impairment reversed recognized of financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產之金融資產減值損失(撥回)／計提	(3)	(2)
Total	總計	(2,340)	(2,587)
Product warranty provision	質保撥備	4,809	7,427
Bank interest income	銀行利息收入	(27,664)	(10,023)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目損失	962	7,502
Government grants	政府補助	(55,944)	(55,344)

* The cost of inventories sold includes depreciation of property, plant and equipment and employee benefit expense, which are also included in the respective total amounts of the items disclosed above.

** Impairment loss of inventories is included in "cost of sales" in the consolidated statement of profit or loss and other comprehensive income.

* 銷售存貨成本款項包括不動產、廠房和設備折舊以及員工福利支出，這兩項費用也包含在上述項目各自的總金額中。

** 年內存貨減值計提計入綜合損益表的銷售成本中。

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Year ended 31 March 2024 截至二零二四年三月三十一日止年度

7. FINANCE COSTS

An analysis of finance costs is as follows:

		Year ended 31 March	
		截至三月三十一日止年度	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest arising from discounted notes receivable	應收貼現票據產生的利息	910	542
Interest on lease liabilities (note 14(c))	租賃負債利息(附註14(c))	83	132
Total	總計	993	674

7. 財務成本

持續經營業務之財務成本分析如下：

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

8. 董事薪酬

於本年度，根據上市規則第383章第(1)條(a)、(b)、(c)及香港公司條例(f)及公司規例第二部分(披露有關董事利益資料)披露的董事及最高行政人員的薪酬如下：

		Year ended 31 March	
		截至三月三十一日止年度	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fees	袍金	1,589	1,659
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	5,568	5,586
Equity-settled share-based payment expense	股份支付費用	61	-
Subtotal	小計	5,629	5,586
Total	總計	7,218	7,245

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Year ended 31 March 2024 截至二零二四年三月三十一日止年度

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Dr. Huang Ping	黃平博士	490	473
Dr. Eiichi Koda ¹	甲田英一博士	163	473
Dr. Satoshi Iwabuchi ²	岩淵聡博士	326	–
Mr. Tam Kin Bor	譚建波先生	490	473
Total	總計	1,469	1,419

¹ Dr. Eiichi Koda was resigned as an independent non-executive director of the Company on 28 June 2023.

² Dr. Satoshi Iwabuchi was appointed as an independent non-executive director of the Company on 28 June 2023.

8. 董事薪酬(續)

(a) 獨立非執行董事

年內支付予獨立非執行董事的袍金如下：

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
		490	473
		163	473
		326	–
		490	473
		1,469	1,419

¹ 甲田英一博士於二零二三年六月二十八日辭去本公司獨立非執行董事職務。

² 岩淵聡博士於二零二三年六月二十八日獲委任為本公司獨立非執行董事。

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

8. 董事薪酬(續)

(b) Executive director, non-executive directors and the chief executive

(b) 執行董事、非執行董事及最高行政人員

		Fees	Salaries, allowances and benefits in kind	Equity-settled share based payment expense	Total
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended 31 March 2024	截至二零二四年三月三十一日止年度				
Executive director:	執行董事：				
- Dr. Li Zequn	- 李澤群博士	-	1,965	14	1,979
Non-executive directors:	非執行董事：				
- Mr. Takao Nishijima	- 西嶋尚生先生	-	-	-	-
- Ms. Mami Matsushita	- 松下真実女士	120	-	10	130
- Mr. Motoi Yamada ¹	- 山田基先生 ¹	-	-	-	-
- Mr. Kenji Yoneyama ²	- 米山賢司先生 ²	-	-	10	10
Chief executive and director:	最高行政人員：				
- Dr. Tang Donglei	- 唐東雷博士	-	3,603	27	3,630
Total	總計	120	5,568	61	5,749
Year ended 31 March 2023	截至二零二三年三月三十一日止年度				
Executive director:	執行董事：				
- Dr. Li Zequn	- 李澤群博士	-	1,983	-	1,983
Non-executive directors:	非執行董事：				
- Mr. Takao Nishijima	- 西嶋尚生先生	-	-	-	-
- Ms. Mami Matsushita	- 松下真実女士	240	-	-	240
- Mr. Motoi Yamada ¹	- 山田基先生 ¹	-	-	-	-
Chief executive and director:	最高行政人員：				
- Dr. Tang Donglei	- 唐東雷博士	-	3,603	-	3,603
Total	總計	240	5,586	-	5,826

¹ Mr. Motoi Yamada was resigned as a non-executive director of the Company on 28 June 2023.

¹ 山田基先生於二零二三年六月二十八日辭任本公司非執行董事。

² Mr. Kenji Yoneyama was appointed as a non-executive director of the Company on 28 June 2023.

² 米山賢司先生於二零二三年六月二十八日獲委任為本公司非執行董事。

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

於本年度內概無董事放棄或同意放棄任何薪酬的安排。

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9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two directors (2023: two), details of whose remuneration are set out in note 8 above. Details of the remuneration during the year of the remaining three (2023: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	6,204	5,950
Equity-settled share-based payment expense	股份支付費用	48	–
Pension scheme contributions	養老金計劃繳款	440	398
Total	總計	6,692	6,348

The number of non-director, highest paid employees whose remuneration fell within the following band is as follows:

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	2	3
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	–
Total	總計	3	3

9. 五名最高薪酬僱員

本年度五名最高薪酬僱員包括兩名董事（二零二三年：兩名），其薪酬詳情載於上文附註8。本年度其餘三名（二零二三年：三名）並非本公司董事或最高行政人員的最高薪酬僱員的薪酬詳情如下：

酬金屬於下列範圍內的最高薪酬非董事僱員的人數如下：

10. INCOME TAX EXPENSE

The Group is subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operated.

Pursuant to the rules and regulations of the Cayman Islands, the Company is not subject to any income tax in that jurisdiction.

Hong Kong profits tax is to be provided at the rate of 16.5% (2023: 16.5%) on the estimated assessable profits arising in Hong Kong.

The provision for Chinese Mainland current income tax is based on the statutory rate of 25% (2023: 25%) of the assessable profits of the PRC subsidiaries of the Group as determined in accordance with the PRC Corporate Income Tax Law which was approved and became effective on 1 January 2008 (the “**New Corporate Income Tax Law**”).

The major components of income tax expense are as follows:

10. 所得稅開支

本集團須就在本集團成員公司所在及經營業務所在司法權區產生或源自有關司法權區的溢利繳納企業所得稅。

根據開曼群島的規則及規例，本公司無須繳納該司法權區的任何所得稅。

香港利得稅乃按於香港產生的估計應課稅溢利以16.5%（二零二三年：16.5%）的稅率計提撥備。

中國內地即期所得稅撥備乃按根據中國企業所得稅法（於二零零八年一月一日獲批准並生效）（「**新企業所得稅法**」）釐定的本集團中國附屬公司的應課稅溢利以25%（二零二三年：25%）的法定稅率計算。

所得稅開支的主要組成部分載列如下：

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Current tax – Chinese Mainland	即期稅項 – 中國大陸	207,208	241,653
Deferred tax (note 24)	遞延稅項（附註24）	15,556	20,178
Total tax charge for the year	所得稅年度開支合計	222,764	261,831

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10. INCOME TAX EXPENSE (Continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory tax rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

10. 所得稅開支(續)

適用於按本公司及其附屬公司所在司法權區法定稅率計算的除稅前溢利的所得稅稅項，與按實際所得稅稅率計算的所得稅開支調節如下：

		Year ended 31 March 截至三月三十一日止年度			
		2024 二零二四年		2023 二零二三年	
		RMB'000 人民幣千元	% %	RMB'000 人民幣千元	% %
Profit before tax	除稅前溢利	702,734		841,019	
Tax at the statutory tax rate	按法定稅率計算的稅項	175,684	25.00	210,255	25.00
Adjustments in respect of current tax of previous periods	對過往期間即期稅項的調整	-	-	663	0.08
Expenses not deductible for tax	不可扣減稅項的開支	2,345	0.33	927	0.11
Tax losses and temporary differences not recognised	未確認稅務虧損及暫時性差額	8	-	253	0.03
Effect of withholding tax at 10% on the distributable profits of the Group's PRC subsidiaries	按10%計算的預扣稅項對本集團中國附屬公司可分派溢利的影響	54,434	7.75	57,686	6.86
Research and development super deduction	研究及開發支出加計抵扣	(9,707)	(1.38)	(7,953)	(0.95)
Total tax charge at the Group's effective rate	按本集團實際稅率計算的稅項總支出	222,764	31.70	261,831	31.13

11. DIVIDENDS

11. 股息

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Final dividends paid for the year ended 31 March 2023 – HK\$0.40 per ordinary share (HK\$0.40 per ordinary share for the year ended 31 March 2022)	就截至二零二三年三月三十一日止年度派付的末期股息 – 每股普通股0.40港元(截至二零二二年三月三十一日止年度每股普通股0.40港元)	140,122	131,633
Interim dividends paid for the six months ended 30 September 2023 – HK\$0.40 per ordinary share (HK\$0.40 per ordinary share for the six months ended 30 September 2022)	就截至二零二三年九月三十日止六個月派付的中期股息 – 每股普通股0.40港元(截至二零二二年九月三十日止六個月每股普通股0.40港元)	140,026	140,004
		280,148	271,637

On 26 June 2024, the board of directors proposed the payment of a final dividend of HK\$0.40 per share for the year ended 31 March 2024. The source of the proposed dividend payment is scheduled to be the retained profits. The proposed final dividend is subject to the approval by shareholders of the Company at the forthcoming annual general meeting.

於二零二四年六月二十六日，董事會宣佈就截至二零二四年三月三十一日止年度派付末期股息每股0.40港元。擬派末期股息的來源預計為保留溢利。擬派末期股息須於應屆股東週年大會上獲本公司股東批准後，方可作實。

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

12. 本公司普通權益持有人應佔每股盈利

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of 380,119,975 (2023: 380,804,000) in issue during the year.

每股基本盈利金額乃按本公司普通權益持有人應佔年內溢利，以及年內已發行普通股加權平均數380,119,975股(二零二三年：380,804,000股)計算獲得。

The calculation of the diluted earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed conversion of all dilutive potential ordinary shares into ordinary shares.

稀釋每股收益數額的計算基於可歸屬於母公司普通股股東的當年利潤。計算時所採用的普通股加權平均數數目，是根據計算每股基本收益時所採用的年內發行的普通股數目，以及假設在當作行使或將所有稀釋的潛在普通股轉換為普通股時沒有付出代價而發行的普通股的加權平均數數目。

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12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (Continued)

12. 本公司普通權益持有人應佔每股盈利(續)

The calculation of basic and diluted earnings per share is based on:

每股基本及攤薄盈利基於以下數據計算：

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Earnings	溢利		
Profit attributable to ordinary equity holders of the Company used in the basic earnings per share calculation	用於計算每股基本盈利的本公司普通股權益持有人應佔溢利	479,970	579,188
		Number of shares 股份數目	
		2024 二零二四年	2023 二零二三年
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	用於計算每股基本盈利的年內已發行普通股加權平均數	380,119,975	380,804,000
* Effect of dilution – weighted average number of ordinary shares:	* 攤薄影響 – 普通股加權平均數：		
Restricted shares	限制股	10,959	–
		380,130,934	380,804,000

* The diluted earnings per share amount is based on the profit for the year ended 31 March 2024 of RMB479,970,000 and the weighted average number of ordinary shares of 380,130,934 in issue during the year.

* 每股攤薄盈利金額乃根據截至二零二四年三月三十一日止年度的利潤人民幣479,970千元及年內已發行普通股加權平均數380,130,934股得出。

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Buildings	Plant and machinery	Instruments and tools	Furniture, fixtures and office equipment	Motor vehicles	Leasehold improvement	Construction in progress	Total
		樓宇	廠房及機器	儀器及工具	傢俬、裝置及辦公室設備	汽車	物業裝修	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
31 March 2024	二零二四年三月三十一日								
At 31 March 2023:	於二零二三年三月三十一日:								
Cost	成本	457,911	418,695	23,474	9,824	10,085	43,392	20,897	984,278
Accumulated depreciation	累計折舊	(126,572)	(264,778)	(16,496)	(7,205)	(6,941)	(26,297)	-	(448,289)
Net carrying amount	賬面淨值	331,339	153,917	6,978	2,619	3,144	17,095	20,897	535,989
At 31 March 2023, net of accumulated depreciation	於二零二三年三月三十一日，已扣除累計折舊	331,339	153,917	6,978	2,619	3,144	17,095	20,897	535,989
Additions	添置	-	4,382	1,002	499	21	4,304	76,052	86,260
Transfers	在建工程轉入	-	16,785	173	-	-	-	(16,958)	-
Disposals	處置	-	(1,364)	(146)	(14)	-	-	-	(1,524)
Depreciation provided during the year	年內計提折舊	(20,701)	(20,560)	(1,845)	(1,079)	(913)	(7,854)	-	(52,952)
At 31 March 2024, net of accumulated depreciation	於二零二四年三月三十一日，已扣除累計折舊	310,638	153,160	6,162	2,025	2,252	13,545	79,991	567,773
At 31 March 2024:	於二零二四年三月三十一日:								
Cost	成本	457,911	428,775	24,095	10,185	10,106	47,696	79,991	1,058,759
Accumulated depreciation	累計折舊	(147,273)	(275,615)	(17,933)	(8,160)	(7,854)	(34,151)	-	(490,986)
Net carrying amount	賬面淨值	310,638	153,160	6,162	2,025	2,252	13,545	79,991	567,773

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13. PROPERTY, PLANT AND EQUIPMENT (continued)

13. 物業、廠房及設備(續)

		Buildings	Plant and machinery	Instruments and tools	Furniture, fixtures and office equipment 傢俬、裝置及辦公室設備	Motor vehicles	Leasehold Improvement	Construction in progress	Total
		樓宇 RMB'000 人民幣千元	廠房及機器 RMB'000 人民幣千元	儀器及工具 RMB'000 人民幣千元	RMB'000 人民幣千元	汽車 RMB'000 人民幣千元	物業裝修 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
31 March 2023	二零二三年三月三十一日								
At 31 March 2022:	於二零二二年三月三十一日:								
Cost	成本	417,204	394,215	22,335	8,820	9,966	37,686	57,623	947,849
Accumulated depreciation	累計折舊	(105,412)	(246,853)	(14,851)	(6,349)	(5,788)	(18,755)	-	(398,008)
Net carrying amount	賬面淨值	311,792	147,362	7,484	2,471	4,178	18,931	57,623	549,841
At 31 March 2022, net	於二零二二年三月三十一日:								
of accumulated depreciation	已扣除累計折舊	311,792	147,362	7,484	2,471	4,178	18,931	57,623	549,841
Additions	添置	-	25,880	1,309	1,193	228	5,706	19,809	54,125
Transfers	在建工程轉入	48,062	7,692	201	37	-	-	(55,992)	-
Disposals	處置	(7,024)	(3,352)	(155)	(23)	(11)	-	(543)	(11,108)
Depreciation provided during the year	年內計提折舊	(21,490)	(23,665)	(1,861)	(1,059)	(1,251)	(7,543)	-	(56,869)
At 31 March 2023, net	於二零二三年三月三十一日:								
of accumulated depreciation	已扣除累計折舊	331,340	153,917	6,978	2,619	3,144	17,094	20,897	535,989
At 31 March 2023:	於二零二三年三月三十一日:								
Cost	成本	457,911	418,695	23,474	9,824	10,085	43,392	20,897	984,278
Accumulated depreciation	累計折舊	(126,571)	(264,778)	(16,496)	(7,205)	(6,941)	(26,298)	-	(448,289)
Net carrying amount	賬面淨值	331,340	153,917	6,978	2,619	3,144	17,094	20,897	535,989

14. LEASES

The Group as a lessee

The Group has lease contracts for buildings and leasehold land used in its operation. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 40 to 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of buildings generally have lease terms between 1 and 5 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Leasehold land 租賃土地 RMB'000 人民幣千元	Buildings 樓宇 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 April 2022	於二零二二年四月一日	70,048	3,255	73,303
Additions	添置	-	2,996	2,996
Depreciation charge	計提折舊	(1,814)	(2,777)	(4,591)
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日 及二零二三年四月一日	68,234	3,474	71,708
Additions	添置	-	3,946	3,946
Depreciation charge	計提折舊	(1,814)	(2,578)	(4,392)
As at 31 March 2024	於二零二四年三月三十一日	66,420	4,842	71,262

14. 租賃

本集團作為承租人

本集團有租賃樓宇及土地的租賃合約。本集團已提前一次性支付款項以獲取租賃土地，租期為40至50年，根據此類土地租賃的條款，將不會繼續支付任何款項。樓宇的租期通常為1至5年。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。

(a) 使用權資產

本集團的使用權資產賬面價值以及年內變動如下：

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14. LEASES (Continued)

The Group as a lessee (Continued)

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Carrying amount at 1 April	於四月一日的賬面價值	3,158	2,741
New leases	新租賃	3,946	2,996
Accretion of interest recognised during the year (note 7)	年內確認利息的增加(附註7)	83	132
Payments	付款	(3,101)	(2,711)
Carrying amount at 31 March	於三月三十一日的賬面價值	4,086	3,158
Analysed into:	按以下項目分析：		
Current portion	即期部分	2,184	1,719
Non-current portion	非即期部分	1,902	1,439

The maturity analysis of lease liabilities is disclosed in note 34 to the financial statements.

14. 租賃(續)

本集團作為承租人(續)

(b) 租賃負債

租賃負債賬面價值以及年內變動如下：

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Carrying amount at 1 April	於四月一日的賬面價值	3,158	2,741
New leases	新租賃	3,946	2,996
Accretion of interest recognised during the year (note 7)	年內確認利息的增加(附註7)	83	132
Payments	付款	(3,101)	(2,711)
Carrying amount at 31 March	於三月三十一日的賬面價值	4,086	3,158
Analysed into:	按以下項目分析：		
Current portion	即期部分	2,184	1,719
Non-current portion	非即期部分	1,902	1,439

租賃負債的期限分析載於財務報表附註34。

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Year ended 31 March 2024 截至二零二四年三月三十一日止年度

14. LEASES (continued)

The Group as a lessee (continued)

(c) The amounts recognised in profit or loss in relation to leases are as follows:

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Interest on lease liabilities	租賃負債利息支出	83	132
Depreciation charge of right-of-use assets	使用權資產折舊開支	4,392	4,591
Expense relating to short-term leases (included in administrative expenses and selling and distribution expenses) (note 6)	有關短期租賃的開支 (計入行政開支、銷售及分銷開支) (附註6)	2,709	3,313
Total amount recognised in profit or loss	於損益內確認款項總額	7,184	8,036

(d) The total cash outflow for leases is disclosed in note 29(c) to the financial statements.

14. 租賃(續)

本集團作為承租人(續)

(c) 有關租賃於損益內確認的金額如下：

		Year ended 31 March 截至三月三十一日止年度	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Interest on lease liabilities	租賃負債利息支出	83	132
Depreciation charge of right-of-use assets	使用權資產折舊開支	4,392	4,591
Expense relating to short-term leases (included in administrative expenses and selling and distribution expenses) (note 6)	有關短期租賃的開支 (計入行政開支、銷售及分銷開支) (附註6)	2,709	3,313
Total amount recognised in profit or loss	於損益內確認款項總額	7,184	8,036

(d) 租賃現金流出總額載於財務報表附註29(c)。

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Year ended 31 March 2024 截至二零二四年三月三十一日止年度

15. INTANGIBLE ASSETS

15 · 無形資產

		Golf membership 高爾夫會籍 RMB'000 人民幣千元	Software 軟件 RMB'000 人民幣千元	Licence 許可 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 March 2024	二零二四年三月三十一日				
Cost at 1 April 2023, net of accumulated amortisation	於二零二三年四月一日的成 本，扣除累計攤銷	1,330	3,814	-	5,144
Additions	添置	-	1,724	-	1,724
Amortisation provided during the year	年內攤銷	-	(1,393)	-	(1,393)
At 31 March 2024	於二零二四年三月三十一日	1,330	4,145	-	5,475
At 31 March 2024:	於二零二四年三月三十一日				
Cost	成本	1,330	11,712	307	13,349
Accumulated amortisation	累計攤銷	-	(7,567)	(307)	(7,874)
Net carrying amount	賬面淨值	1,330	4,145	-	5,475
31 March 2023	二零二三年三月三十一日				
At 1 April 2022:	於二零二二年四月一日				
Cost	成本	1,330	9,004	307	10,641
Accumulated amortisation	攤銷	-	(4,801)	(307)	(5,108)
Net carrying amount	賬面淨值	1,330	4,203	-	5,533
Cost at 1 April 2022, net of accumulated amortisation	於二零二二年四月一日的成 本，扣除累計攤銷	1,330	4,203	-	5,533
Additions	添置	-	984	-	984
Amortisation provided during the year	年內攤銷	-	(1,373)	-	(1,373)
At 31 March 2023	於二零二三年三月三十一日	1,330	3,814	-	5,144
At 31 March 2023 and at 1 April 2023:	於二零二三年三月三十一日 及二零二三年四月一日				
Cost	成本	1,330	9,988	307	11,625
Accumulated amortisation	累計攤銷	-	(6,174)	(307)	(6,481)
Net carrying amount	賬面淨值	1,330	3,814	-	5,144

16. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

16. 指定為以公允價值計量且其變動計入其他綜合收益的股權投資

		Year ended 31 March	
		於三月三十一日	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Equity investments designated at fair value through other comprehensive income	指定為以公允價值計量且其變動計入其他綜合收益的股權投資		
Non-listed equity investment, at fair value	非上市股權投資，以公允價值計量		
Anhui Jinxing Precision Machinery Technology Co., Ltd.	安徽津興精密機械科技股份有限公司	3,775	2,800

The above equity investment was irrevocably designated at fair value through other comprehensive income as the Group considers this investment to be strategic in nature.

Anhui Jinxing Precision Machinery Technology Co., Ltd. (“**Anhui Jinxing**”) was set up in August 2022 with registered capital of RMB50,000,000 and the Group held 19% of total shares. During the year ended 31 March 2024, the Group paid in capital of RMB975,000 (2023:RMB2,800,000) and received no dividends from Anhui Jinxing.

上述股權投資不可撤銷地指定為以公允價值計量且其變動計入其他綜合收益，因為本集團認為該投資具有戰略性質。

安徽津興精密機械科技有限公司(「**安徽津興**」)設立於二零二二年八月，註冊資本為人民幣5,000萬元，集團持有總股份的19%。截至二零二四年三月三十一日止年度，本集團支付了人民幣975千元（二零二三年：人民幣2,800千元）的實收資本，未收到安徽津興的股息。

17. INVENTORIES

17. 存貨

		於三月三十一日	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Raw materials	原材料	274,915	393,880
Work in progress	在製品	194,020	220,152
Finished goods	製成品	392,260	443,928
		861,195	1,057,960
Provision against inventories	存貨跌價準備	(4,120)	(2,769)
Total	總計	857,075	1,055,191

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18. TRADE AND NOTES RECEIVABLES

18. 應收貿易款項及票據

		Year ended 31 March	
		於三月三十一日	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade receivables*	應收貿易款項*	111,688	219,414
Notes receivable	應收票據	871,290	599,939
		982,978	819,353
Impairment	減值	(1,441)	(1,461)
Net carrying amount	賬面淨值	981,537	817,892

* Trade receivables include trade receivables from the Controlling Shareholder and other related parties (note 31(c)).

* 應收貿易款項包括來自控股股東及其他關聯方的應收貿易款項(附註31(c))。

Customers are usually required to make payment in advance before the Group delivers goods to them. However, the Group's trading terms with certain major customers with good repayment history and high reputations are on credit. The credit period is generally one to six months. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly and actively by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are unsecured and non-interest-bearing.

在本集團將貨品交付予客戶前，客戶通常須提前付款。然而，本集團與若干具有良好還款記錄及較高聲譽的主要客戶的貿易條款屬於除賬形式，信貸期一般為一至六個月。本集團致力於嚴格控制其尚未收回的應收款項，且有信貸控制部門將信貸風險降至最低。高級管理層定期審閱逾期結餘。本集團並無就其應收貿易賬款結餘持有任何抵押品或其他信貸增級工具。應收貿易款項為無抵押、不計息。

At 31 March 2024, the Group endorsed certain notes receivable not yet due as of year end accepted by banks in Chinese Mainland (the "Endorsed Notes") to some of its suppliers in order to settle the trade payables due to such suppliers with a carrying amount in aggregate of RMB236,234,000 (2023: RMB285,754,000) the "Endorsement". In addition, the Group discounted certain notes receivable not yet due as of year end accepted by banks in Chinese Mainland (the "Discounted Notes") with a carrying amount in aggregate of RMB2,205,000 (2023: RMB110,514,000) (the "Discount"). In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Endorsed Notes and the Discounted Notes have the right of recourse against the Group if the Chinese Mainland banks default (the "Continuing Involvement").

於二零二四年三月三十一日，本集團向若干供應商背書獲中國若干銀行接受的若干未到期應收票據(「背書票據」)，以結清應付予該等供應商的年末賬面價值合計人民幣236,234千元(二零二三年：人民幣285,754千元)應付貿易款項(「背書」)。此外，本集團對部分中國內地銀行承兌的未到期應收票據(「貼現票據」)進行貼現，年末賬面價值合計為人民幣2,205千元(二零二三年：人民幣110,514千元)(「貼現」)。根據中國票據法，倘銀行違約，背書票據及貼現票據持有人有權向本集團追索(「繼續涉入」)。

18. TRADE AND NOTES RECEIVABLES (Continued)

In the opinion of the directors, the Group has transferred substantially all the risks and rewards relating to certain of the Endorsed Notes and Discounted Notes accepted by large and reputable banks with amounts of RMB94,400,000 (2023: RMB117,251,000) and RMB2,205,000 (2023: RMB110,514,000), respectively (the “**Derecognised Notes**”). Accordingly, the Group has derecognised the full carrying amounts of these Derecognised Notes and the associated trade payables settled by the Endorsed Notes.

The maximum exposure to loss from the Group’s Continuing Involvement in the Derecognised Notes and the undiscounted cash flows to repurchase these Derecognised Notes is equal to their carrying amounts. In the opinion of the directors, the fair values of the Group’s Continuing Involvement in the Derecognised Notes are not significant.

At 31 March 2024, the Group continued to recognise the full carrying amount of the remaining Endorsed Notes and the associated trade payables settled with an amount of RMB141,834,000 (2023: RMB168,503,000) because the directors believe that the Group has retained the substantial risks and rewards, which include default risks relating to such remaining Endorsed Notes.

During the year, the Group has not recognised any gain or loss on the date of transfer of the Derecognised Notes. No gains or losses were recognised from the Continuing Involvement, both during the year or cumulatively.

Notes receivable of RMB276,491,000 were classified as financial assets at fair value through other comprehensive income under IFRS 9, and RMB594,799,000 were classified as financial assets at amortized cost.

18. 應收貿易款項及票據(續)

董事認為，本集團已轉移與若干獲大型及知名銀行承兌的金額為人民幣94,400千元(二零二三年：人民幣117,251千元)的背書票據及金額為人民幣2,205千元(二零二三年：人民幣110,514千元)的貼現票據有關的絕大部分風險及回報(「**終止確認票據**」)。因此，本集團已終止確認該等終止確認票據及以背書票據結清的相關應付貿易款項的全部賬面值。

本集團對終止確認票據的繼續涉入產生的最大損失風險以及購回該等終止確認票據的未折現現金流量等於其賬面價值。董事認為，本集團繼續涉入終止確認票據的公允價值並不重大。

於二零二四年三月三十一日，本集團繼續確認剩餘背書票據及相關應付貿易款項，金額為人民幣141,834千元(二零二三年：人民幣168,503千元)原因為董事相信本集團已保留絕大部分風險及回報，包括有關該等剩餘背書票據的違約風險。

本年度，本集團並無於轉讓終止確認票據日期確認任何損益。於年內或累計過程中概無確認繼續涉入產生的損益。

根據國際財務報告準則第9號，應收票據人民幣276,491千元分類為按公允價值計量且其變動計入其他綜合收益的金融資產，人民幣594,799千元分類為以攤餘成本計量的金融資產。

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18. TRADE AND NOTES RECEIVABLES (Continued)

A receivable is an entity's right to consideration that is unconditional. An entity shall account for a receivable in accordance with IFRS 9. Upon initial recognition of a receivable from a contract with a customer, any difference between the measurement of the receivable in accordance with IFRS 9 and the corresponding amount of revenue recognised shall be presented as an impairment loss. Subsequent changes for fair value through other comprehensive income, impairment reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income.

The Group's notes receivable were all aged within six months and were neither past due.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

		Year ended 31 March	
		於三月三十一日	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 3 months	3個月以內	110,211	214,469
3 months to 6 months	3個月以上至6個月以內	36	3,484
Total	總計	110,247	217,953

18. 應收貿易款項及票據(續)

應收款項為實體無條件收取代價的權利。實體應根據國際財務報告準則第9號確認應收款項。於初步確認來自客戶合約的應收款項時，根據國際財務報告準則第9號計量應收款項與相應已確認收益金額之間的任何差額將呈列為減值虧損。在按公允價值計量且其變動計入其他綜合收益的金融資產的後續計量中，減值轉回計入損益表，計算方法與以攤餘成本計量的金融資產相同。其餘公允價值變動計入其他綜合收益。

本集團的應收票據賬齡均為六個月內，且並無逾期。

於報告期末，按發票日期劃分的應收貿易款項(扣除撥備)的賬齡分析如下：

18. TRADE AND NOTES RECEIVABLES (Continued)

The movements in the loss allowance for impairment of trade receivables are as follows:

		Year ended 31 March	
		於三月三十一日	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At the beginning of the year	於年初	1,461	2,400
Impairment losses, net (note 6)	減值準備(淨值)(附註6)	(20)	(939)
At the end of the year	於年末	1,441	1,461

The decrease (2023: decrease) in the loss allowance was due to the following change in the gross carrying amount:

- (i) A decrease in the loss allowance of RMB20,000 (2023: decrease of RMB939,000) as a result of a net decrease (2023: decrease) in the gross carrying amount after the settlement of trade receivables and origination of new trade receivables.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns according to the sales type, customer type and rating. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

應收貿易款項虧損撥備之變動如下：

虧損撥備減少(二零二三年：減少)乃由於賬面總值的以下變化：

- (i). 虧損撥備減少人民幣20千元(二零二三年：減少人民幣939千元)乃由於清算應收貿易款項及產生新應收貿易款項後賬面總值淨減少(二零二三年：減少)；

於各報告日期均採用撥備矩陣進行減值分析，以計量預期信貸損失。撥備率根據銷售類型、客戶類型和評級，針對損失模式相似的不同客戶細分市場的分組，計提比例基於逾期天數。該計算反映概率加權結果、貨幣時間價值及於報告日期可得的有關過往事項、當前條件及未來經濟條件預測的合理及可靠資料。

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18. TRADE AND NOTES RECEIVABLES (Continued)

Set out below is the information about the credit risk exposure on the Group's trade and notes receivables using a provision matrix:

As at 31 March 2024

		Current 現時	Past due 逾期			Total 總計
			Less than 1 month 1個月以內	1 to 3 months 1至3個月	Over 3 months 超過3個月	
Expected credit loss rate	預期信貸損失率	0.147%	-	-	-	0.147%
Gross carrying amount (RMB'000)	賬面總值(人民幣千元)	982,978	-	-	-	982,978
Expected credit losses (RMB'000)	預期信貸損失(人民幣千元)	1,441	-	-	-	1,441

As at 31 March 2023

		Current 現時	Past due 逾期			Total 總計
			Less than 1 month 1個月以內	1 to 3 months 1至3個月	Over 3 months 超過3個月	
Expected credit loss rate	預期信貸損失率	0.178%	-	-	-	0.178%
Gross carrying amount (RMB'000)	賬面總值(人民幣千元)	819,353	-	-	-	819,353
Expected credit losses (RMB'000)	預期信貸損失(人民幣千元)	1,461	-	-	-	1,461

18. 應收貿易款項及票據(續)

以下為本集團採用撥備矩陣計量的貿易應收款項及應收票據之信用風險敞口資料：

於二零二四年三月三十一日

於二零二三年三月三十一日

19. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

19. 預付款項、其他應收款項及其他資產

		於三月三十一日	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Prepayments	預付款項	5,852	5,069
Deductible VAT	可扣減增值稅進項	2,752	7,273
Other receivables and other assets	其他應收款項及其他資產	4,744	7,421
		13,348	19,763
Impairment allowance	壞賬準備	(5)	(8)
Total	總計	13,343	19,755

An impairment analysis is performed at each reporting date, and expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. The loss rate applied as at 31 March 2024 was 0.1% (2023: 0.1%).

Prepayments, other receivables and other assets are unsecured, non-interest-bearing and have no fixed terms of repayment.

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 March 2024 and 2023, the loss allowance was assessed to be minimal.

本集團於各報告日期進行減值分析，並參考本集團過往虧損記錄使用損失率法估計預期信貸虧損。損失率將於適當時候作出調整以反映現時狀況及未來經濟狀況預測。於二零二四年三月三十一日採用的損失率為0.1%（二零二三年：0.1%）。

預付款項、其他應收款項及其他資產為無抵押、免息及無固定還款期。

計入上述結餘的金融資產與近期並無違約記錄及逾期金額的應收款項有關。於二零二四年及二零二三年三月三十一日，虧損撥備評估為微小。

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20. CASH AND BANK BALANCES

20. 現金及銀行結餘

		Year ended 31 March	
		於三月三十一日	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash and bank balances	現金及銀行結餘	1,111,063	977,572
Less: Time deposits with original maturity of more than three months	減：到期日為三個月以上的定期存款	(433,056)	(339,000)
Cash and cash equivalents	現金及現金等價物	678,007	638,572

The Group's cash and bank balances as at the end of each reporting period are denominated in the following currencies:

本集團於每個報告截止日時的現金及銀行結餘以下列貨幣計算：

		Year ended 31 March	
		於三月三十一日	
		2024	2023
		RMB'000	RMB'000
Denominated in RMB	以人民幣計值	1,093,690	947,937
Denominated in JPY	以日圓計值	14,020	26,063
Denominated in HK\$	以港元計值	3,353	3,572
Total	總計	1,111,063	977,572

The cash and bank balances of the Group denominated in RMB amounted to RMB1,093,690,000 (31 March 2023: RMB947,937,000) at the end of the reporting period. The RMB is not freely convertible into other currencies, however, under Chinese Mainland's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

報告期末，本集團以人民幣計值的現金和銀行餘額為人民幣1,093,690千元（二零二三年：人民幣947,937千元）。人民幣不能自由兌換為其他貨幣，然而根據中國內地《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准通過獲授權經營外匯業務的銀行將人民幣兌換為其他貨幣。

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group and earn interest at the respective short term time deposit rates. Time deposits with original maturity of more than three months earn interest at fixed interest rates for varying periods of between three months and one year. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default and loss allowance to be minimal.

銀行現金按每日銀行存款利率賺取浮動利息。短期定期存款期限由一天至三個月不等，視本集團的即時現金需求而定，並以相應的短期定期存款利率賺取利息。原到期日為三個月以上的定期存款按固定利率計息，期限為三個月到一年不等。銀行結餘及已抵押存款存置於最近無違約記錄且信譽良好的銀行，若有損失也並不重大。

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21. TRADE AND NOTES PAYABLES

21. 應付貿易款項及票據

		Year ended 31 March 於三月三十一日	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Trade payables*	應付貿易款項*	452,107	545,268
Notes payable	應付票據	81,676	81,405
Total	總計	533,783	626,673

* Trade payables include trade payables to the Controlling Shareholder (note 31(c)).

* 應付貿易款項包括應付控股股東的應付貿易款項(附註31(c))。

An ageing analysis of the outstanding trade payables as at the end of the reporting period, based on the invoice date, is as follows:

於報告期末，基於發票日期的未償還應付貿易款項的賬齡分析如下：

		Year ended 31 March 於三月三十一日	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within 3 months	3個月以內	452,099	545,105
Over 3 months	超過3個月	8	163
Total	總計	452,107	545,268

Trade payables are non-interest-bearing, and trade payables to third parties are normally settled on terms within 90 days.

應付貿易款項為免息，應付第三方的貿易款項一般於90天內清償。

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22. OTHER PAYABLES AND ACCRUALS

22. 其他應付款項及應計費用

		Year ended 31 March	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Notes		
	附註		
Contract liabilities	合同負債 (a)	92,107	78,795
Other payables	其他應付款項 (b)	45,982	39,222
Payroll and welfare accruals	應計工資及福利	35,874	28,556
Accruals	應計費用	15,791	19,899
Total	總計	189,754	166,472

Notes:

(a) Details of contract liabilities are as follows:

附註：

(a) 合同負債詳情如下：

		31 March	31 March
		三月三十一日	四月一日
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Short-term advances received from customers	已收客戶短期墊款	92,107	78,795
Sale of goods	銷售貨品		

Contract liabilities include short-term advances received to deliver CNC high precision machine tools. The increase in contract liabilities as at 31 March 2024 was mainly due to the increase in short-term advances received from customers in relation to the sale of CNC high precision machine tools at the end of the year.

合同負債包括為交付數控高精密機床而收取的短期墊款。於二零二四年三月三十一日的合同負債增加主要歸因於就年末數控高精密機床銷售相關已收客戶短期墊款增加。

(b) Other payables are unsecured, non-interest-bearing and repayable within one year.

(b) 其他應付款項為無抵押、免息及一年內還款。

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23. PROVISION

23. 撥備

		Warranties 保修撥備 RMB'000 人民幣千元
At 1 April 2023	於二零二三年四月一日	9,674
Additional provision	本年度計入損益的增加的撥備	4,809
Amounts utilised during the year	於本年度使用的金額	(7,488)
At 31 March 2024	於二零二四年三月三十一日	6,995
Analysis of total provision	撥備總額分析	
Current	即期	6,995

The Group provides one-year warranties to its customers on certain of its precision CNC machines, under which faulty products are repaired or replaced. The amount of the provision for the warranties is estimated based on sales volumes and past experience of the level of repairs and returns. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

本集團就其若干精密數控機床向其客戶提供一年保修，據此，有瑕疵的產品可修理或更換。保修撥備的金額根據銷量及修理和退貨水平的過往經驗估計。該估計基準會作持續複核並在適當時修訂。

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24. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax assets

		Provision/ accruals and accrued bonus	Inventory provision	Provision for receivables	Tax losses	Fair value adjustments of financial assets at fair value through other comprehensive income	Deferred income	Lease liabilities	Others	Total
		撥備應計費用	存貨跌價	應收款項減值	可抵扣虧損	公允價值調整	遞延收益	租賃負債	其他	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 April 2022	於二零二二年四月一日的遞延稅項資產	11,725	691	603	1,003	1,225	-	-	1,012	16,259
Effect of adoption of amendments to IAS 12	採用《國際會計準則第12號》修訂的影響	-	-	-	-	-	-	685	-	685
Deferred tax assets at 1 April 2022 (restated)	於二零二二年四月一日的遞延稅項資產(重述)	11,725	691	603	1,003	1,225	-	685	1,012	16,944
Deferred tax credited to profit or loss during the year	年內於損益表中計入/(扣除)的遞延稅項	43	1	(236)	1,851	(412)	4,105	105	1,662	7,119
Deferred tax assets at 31 March 2023 and 1 April 2023 (restated)	於二零二三年三月三十一日及二零二三年四月一日的遞延稅項資產(重述)	11,768	692	367	2,854	813	4,105	790	2,674	24,063
Deferred tax assets at 31 March 2023 and 1 April 2023 (restated)	於二零二三年三月三十一日及二零二三年四月一日的遞延稅項資產(重述)	11,768	692	367	2,854	813	4,105	790	2,674	24,063
Deferred tax credited to profit or loss during the year	年內於損益表中計入/(扣除)的遞延稅項	(1,235)	338	(6)	(1,383)	(579)	420	231	192	(2,022)
Deferred tax assets at 31 March 2024	於二零二四年三月三十一日的遞延稅項資產	10,533	1,030	361	1,471	234	4,525	1,021	2,866	22,041

24. 遞延稅項

已確認遞延稅項資產及遞延稅項負債年內變動如下：

24. DEFERRED TAX (continued)

Deferred tax liabilities

		Withholding tax 預扣稅 RMB'000 人民幣千元	Right-of-use assets 使用權資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 April 2022	於二零二二年四月一日的遞延稅項負債	50,920	-	50,920
Effect of adoption of amendments to IAS 12	採用《國際會計準則第12號》修訂的影響	-	638	638
Deferred tax liabilities at 1 April 2022 (restated)	於二零二二年四月一日的遞延稅項負債(重述)	50,920	638	51,558
Deferred tax charged to profit or loss during the year	年內於損益表中計入的遞延稅項	27,186	111	27,297
Deferred tax liabilities at 31 March 2023 and 1 April 2023 (restated)	於二零二三年三月三十一日及二零二三年四月一日的遞延稅項負債(重述)	78,106	749	78,855
Deferred tax charged to profit or loss during the year	年內於損益表中計入的遞延稅項	13,174	360	13,534
Deferred tax liabilities at 31 March 2024	於二零二四年三月三十一日的遞延稅項負債	91,280	1,109	92,389

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

出於列報目的，某些遞延所得稅資產和負債已在財務狀況表中抵銷。以下是出於財務報告目的對本集團遞延所得稅餘額的分析：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Deferred tax offset in the consolidated statement of financial position	合併財務狀況表中的遞延所得稅抵銷	1,109	749
Net deferred tax assets recognized in the consolidated statement of financial position	合併財務狀況表中確認的遞延所得稅資產淨額	20,932	23,314
Net deferred tax liability recognized in the consolidated statement of financial position	合併財務狀況表中確認的遞延所得稅負債淨額	91,280	78,106

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24. DEFERRED TAX (continued)

Deferred tax assets have not been recognised in respect of the following item:

		Year ended 31 March	
		於三月三十一日	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Tax losses	稅務虧損	10,134	10,084

The above tax losses are available for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of the above item as it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

The Group is liable for withholding taxes on dividends distributed by those subsidiaries established in Chinese Mainland in respect of earnings generated from 1 January 2008. The applicable rate is 10% for the Group.

As at 31 March 2024, the aggregate amount of temporary differences associated with investments in subsidiaries in Chinese Mainland for which deferred tax liabilities have not been recognised totalled approximately RMB639,944,000 (2023: RMB639,944,000). In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future.

24. 遞延稅項 (續)

以下項目未確認遞延稅項資產：

以上稅務虧損可抵扣產生虧損之公司的未來應課稅溢利。由於不可能有應課稅溢利可用作抵銷以上項目，因此並未就以上項目確認遞延稅項資產。

本集團對在中國大陸設立的子公司根據中國企業所得稅法自二零零八年一月一日起分配的股息承擔預提所得稅的責任。本集團適用稅率為10%。

於二零二四年三月三十一日，與投資於中國內地附屬公司相關的暫時差額總額約為人民幣639,944千元（二零二三年：人民幣639,944千元），尚未就此金額確認遞延稅項負債。董事認為，此等附屬公司不大可能於可預見未來分派該等盈利。

25. DEFERRED INCOME

Deferred income represents unconditional government grants received in respect of activities related to property, plant and equipment. The balances of deferred income as at 31 March 2024 and 2023 are as follows:

		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Government grants	政府補助	18,099	16,418

25. 遞延收入

遞延收入指就物業、廠房及設備活動收取的無條件政府補助。於二零二四年三月三十一日及二零二三年三月三十一日的遞延收入結餘如下：

26. ISSUED CAPITAL AND TREASURY SHARES**Shares**

		As at 31 March	
		於三月三十一日	
		2024	2023
		二零二四年	二零二三年
		HK\$'000	HK\$'000
		千港元	千港元
Authorised: 1,000,000,000 ordinary shares of HK\$1.00 each	法定：1,000,000,000股每股面值1.00港元的普通股	1,000,000	1,000,000

26. 已發行股本**股份**

		As at 31 March	
		於三月三十一日	
		2024	2023
		二零二四年	二零二三年
		HK\$'000	HK\$'000
		千港元	千港元
Issued and fully paid: 380,804,000 (2023: 380,804,000) ordinary shares	已發行及繳足： 380,804,000股(二零二三年： 380,804,000股)普通股	380,804	380,804
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Equivalent to RMB	相當於人民幣元	319,836	319,836

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26. ISSUED CAPITAL AND TREASURY SHARES (Continued)

Shares capital and Treasury share

Movements in the issued share capital and treasury share from April 1, 2023 to March 31, 2024 were as follows:

		Number of shares in issue 已發行股份 數目	Share capital 股本 RMB'000 人民幣千元	Treasury share 庫存股 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 31 March 2023 and 1 April 2024	於二零二三年三月三十一日及 二零二四年四月一日	380,804,000	319,836	-	319,836
Shares repurchased (a)	回購股份(a)	-	-	(27,431)	(27,431)
At 31 March 2024	於二零二四年三月三十一日	380,804,000	319,836	(27,431)	292,405

(a) During the year ended 31 March 2024, the Company and the Trustee appointed repurchased 3,251,000 of its shares on the Hong Kong Stock Exchange at a total consideration of RMB27,431,000.

股本和庫存股

二零二三年四月一日至二零二四年四月一日期間已發行股本及庫存股的變動情況如下：

(a) 截至二零二四年三月三十一日止年度，本公司及獲委任的受託人於香港聯交所回購3,251,000股股份，總代價為人民幣27,431千元。

27. SHARE-BASED PAYMENTS

Share award scheme

The Company adopted the share award scheme (the “Scheme”) pursuant to the resolutions passed on November 11, 2023 (the “Adoption Date”), for the purpose of (i) recognising contributions made by certain eligible participants and providing the eligible participants with incentives to, through their opportunity in ownership of the equity interests in the Company and sharing of the results of the Group’s strategic development, contribute to the Group and increase the value of the Company and the Shares, thereby benefiting the Company and the Shareholders as a whole. (ii) retaining talents and attracting suitable personnel for further development of the Group. Unless terminated earlier by the Board Committee pursuant to the Scheme Rules, the Scheme shall be valid and effective for a term of 10 years commencing from the adoption date, after which period, no further awards shall be granted or accepted.

27. 以股份為基礎的付款

股份獎勵計劃

本公司根據二零二三年十一月十一日（「採納日」）通過的決議案採納股份獎勵計劃（「該計劃」），目的是(i)認可若干合資格參與者的貢獻，並通過他們擁有本公司股權及共享本集團戰略發展成果的機會為合資格參與者提供激勵，為本集團作出貢獻並提高本公司及股份的價值，從而使本公司及股東整體受益。(ii)為本集團的進一步發展挽留人才及吸引合適人才。除非董事會委員會根據計劃規則提前終止，否則本計劃的有效期為採納日起計十年，該期間之後，不得再授出或接受任何獎勵。

27. SHARE-BASED PAYMENTS (Continued)

Share award scheme (Continued)

The maximum of shares awarded in the Scheme shall not exceed 22,848,240, 6% of the issued share capital of the Company as at the Adoption Date. The maximum number of shares awarded to each eligible participant under the Scheme shall not exceed 1% of the issued shares of the Company as at the Adoption Date.

On March 11, 2024, 2,225,000 shares were granted to 31 grantees with the same vesting period of three years. Among the aggregate 2,225,000 awarded shares, 1,300,000 awarded shares are granted to four Directors and ten employees who are connected persons of the Group, and the remaining 925,000 awarded shares are granted to other employees of the Group. There are no award shares forfeited or exercised during the year.

The 2,225,000 awarded shares represent the value of approximately HK\$20,670,250, taking into account of the closing price of HK\$9.29 per share as stated in the daily quotation sheets issued by the Stock Exchange on the date of grant of the awarded shares, of which the Group recognised the equity-settled share-based payment expense of RMB304,932 during the year ended March 31, 2024 under the Scheme.

The fair value of the award share is measured on the basis of an observable market price as at the grant date.

28. RESERVES

The amounts of the Group's reserves and the movements therein for the reporting period are presented in the consolidated statement of changes in equity of the financial statements.

Merger reserve

The merger reserve represents those reserves arising from the reorganisation for the purpose of listing.

Share premium reserve

The share premium reserve represents the excess of the paid-in capital over the nominal value of the Company's shares issued in exchange therefor.

27. 以股份為基礎的付款(續)

股份獎勵計劃(續)

可授予的獎勵股份數量上限為22,848,240股，不超過本公司於採納日已發行股份的6%。計劃內每名合資格參與者獲批出的獎勵股份上限為本公司於採納日已發行股份的1%。

於二零二四年三月十一日，向31名承受人授予2,225,000股獎勵股份。於合共2,225,000股獎勵股份中，1,300,000股獎勵股份授予身為本集團關連人士的四名董事及十名僱員，而餘下925,000股獎勵股份授予本集團其他僱員。年內並無獎勵股份被沒收或行使。

經計及聯交所於授出獎勵股份日期發佈的每日報價表所報收市價每股股份9.29港元，2,225,000股獎勵股份的價值相當於約20,670,250港元，其中本集團於截至二零二四年三月三十一日止年度根據本計劃確認了以股本結算股份支付費用人民幣304,932元。

獎勵股份的公允價值是根據授予日的可觀察市場價格計量的。

28. 儲備

本集團於報告期的儲備金額及其變動乃於財務報表的綜合權益變動表內呈列。

合併儲備

合併儲備指為上市進行重組而產生的儲備。

股份溢價儲備

股份溢價儲備指實繳股本超出本公司作為交換條件而發行之股份的面值。

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28. RESERVES (Continued)

Share-based payment reserve

The share-based payment reserve comprises the fair value of the share award scheme as previously explained in note 27 to the financial statements.

Statutory reserve fund

In accordance with the relevant PRC regulations applicable to wholly-foreign-owned companies, certain entities within the Group are required to allocate a certain portion (not less than 10%), as determined by their boards of directors, of their profit after tax in accordance with PRC GAAP to the statutory reserve fund (the "SRF") until such reserve reaches 50% of the registered capital.

The SRF is non-distributable other than in the event of liquidation and, subject to certain restrictions set out in the relevant PRC regulations, can be used to offset accumulated losses or be capitalised as issued capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of the capital after such usages.

28. 儲備(續)

股份支付儲備金

與公司股份獎勵計劃相關的準備金，更多詳情載於財務報表附註27。

法定儲備金

根據適用於外商獨資公司的相關中國法規，本集團旗下的若干實體須依據中國會計準則將一定比例（不少於10%，該比例由該實體的董事會確定）的除稅後溢利分配至法定儲備金（“法定儲備金”），直至有關儲備達註冊股本的50%為止。

法定儲備金不可分派，惟出現清盤情況及根據相關中國法規所載若干限制可用作抵銷累計虧損或撥充資本為已發行股本除外。然而，於作出上述用途後，該法定盈餘儲備金的結餘須維持於不少於股本的25%。

29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

29. 綜合現金流量表附註

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB3,946,000 and RMB3,946,000, respectively, in respect of lease arrangements for buildings (2023: RMB2,996,000 and RMB2,996,000).

(a) 主要非現金交易

在本年度內，本集團就樓宇租賃安排確認非現金添置的使用權資產及租賃負債分別為人民幣3,946千元及人民幣3,946千元（二零二三年：人民幣2,996千元及人民幣2,996千元）。

(b) Changes in liabilities arising from financing activities

(b) 融資活動產生的負債變動

For the year ended 31 March 2024

截至二零二四年三月三十一日止年度

		Lease liabilities
		租賃負債
		RMB'000
		人民幣千元
At 1 April 2023	於二零二三年四月一日	3,158
Changes from financing cash flows	籌資活動中現金流量的變動	(3,101)
New leases	新租賃	3,946
Interest expense	利息開支	83
At 31 March 2024	於二零二四年三月三十一日	4,086

For the year ended 31 March 2023

截至二零二三年三月三十一日止年度

		Interest-bearing bank and other borrowings	Lease liabilities
		計息銀行及其他借貸	租賃負債
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 April 2022	於二零二二年四月一日	22,094	2,741
Changes from financing cash flows	籌資活動中現金流量的變動	(22,094)	(2,711)
New leases	新租賃	-	2,996
Interest expense	利息開支	-	132
At 31 March 2023	於二零二三年三月三十一日	-	3,158

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29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		As at 31 March	
		於三月三十一日	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within operating activities	經營活動內	3,351	3,192
Within financing activities	籌資活動內	3,101	2,711
Total	總計	6,452	5,903

30. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

		As at 31 March	
		於三月三十一日	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contracted, but not provided for:	已訂約但未撥備：		
Property, plant and equipment	物業、廠房及設備	21,307	105,902
Capital contribution in equity investment designated at fair value through other comprehensive income	指定為以公允價值計量且其變動計入其他綜合收益的股權投資	5,725	6,700
Total	總計	27,032	112,602

29. 綜合現金流量表附註(續)

(c) 租賃的總現金流出

包含於現金流量表之租賃的總現金流出如下：

30. 資本承擔

本集團於報告期末的資本承擔如下：

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Year ended 31 March 2024 截至二零二四年三月三十一日止年度

31. RELATED PARTY TRANSACTIONS

31. 關聯方交易

(a) Name and relationship

(a) 名稱及關係

Name of related party 關聯方名稱	Relationship with the Group 與本集團的關係
Tsugami Corporation 株式會社ツガミ	The Controlling Shareholder 控股股東
Tsugami Korea Co., Ltd. Tsugami Korea Co., Ltd.	Company controlled by the Controlling Shareholder 控股股東控制的公司

(b) Apart from the transactions and balances disclosed elsewhere in the financial statements, the Group had the following material transactions with related parties during the year:

(b) 除財務報表其他部分所披露的交易及結餘外，於本年度，本集團與關聯方進行如下重大交易：

		As at 31 March 截至三月三十一日止年度	
		2024 二零二四年	2023 二零二三年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Note 附註		
Sales of goods to	向下列關聯方銷售貨品		
Tsugami Corporation (note 4)	株式會社ツガミ(附註4) (i)	441,027	899,709
Tsugami Korea Co., Ltd.	Tsugami Korea Co., Ltd. (i)	31,657	18,764
Total		472,684	918,473
Purchases of materials from	向下列關聯方購買材料		
Tsugami Corporation	株式會社ツガミ (i)	130,858	213,704
Purchases of property, plant and equipment from	向下列關聯方購買物業、廠房及設備		
Tsugami Corporation	株式會社ツガミ (i)	-	1,431
Licence fee to	向下列關聯方支付許可費		
Tsugami Corporation	株式會社ツガミ (i)	142,506	185,923
Service fee to	向下列關聯方支付服務費		
Tsugami Corporation	株式會社ツガミ (i)	4,687	6,794

Note:

- (i) The sales to and purchases from related parties were made and the licence fee and service fee were paid to related parties according to the prices mutually agreed after taking into account the prevailing market prices.

附註：

- (i) 向關聯方銷售及採購以及向關聯方支付許可費及服務費乃參考當時市價後按照共同商定的價格進行。

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31. RELATED PARTY TRANSACTIONS (continued)

31. 關聯方交易 (續)

(c) Outstanding balances with related parties

(c) 關聯方的未結清結餘

		As at 31 March	
		於三月三十一日	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		Notes	
		附註	
Amount due from the Controlling Shareholder	應收控股股東款項		
Tsugami Corporation	株式會社ツガミ		
Trade receivables	應收貿易款項	(ii)	143,066
			79,970
Amount due from a company controlled by the Controlling Shareholder	應收控股股東控制的公司款項		
Tsugami Korea Co., Ltd.	Tsugami Korea Co., Ltd.		
Trade receivables	應收貿易款項	(ii)	5,288
			9,057
Amounts due to the Controlling Shareholder	應付控股股東款項		
Tsugami Corporation	株式會社ツガミ		
Trade payables	應付貿易款項	(iii)	39,496
			36,101

Notes:

- (ii) The amounts due from related parties in the trade receivables were trade in nature, unsecured, interest-free and repayable within 90 days.
- (iii) The amounts due to related parties in trade payables were trade in nature, unsecured, interest-free and repayable. The outstanding balances were repayable within 90 days.

附註：

- (ii) 應收貿易款項中的應收關聯方款項屬貿易性質、無抵押、免息及須於90日內償還。
- (iii) 應付貿易款項中的應付關聯方款項屬貿易性質、無抵押、免息及須償還。未償還結餘須於90日內償還。

31. RELATED PARTY TRANSACTIONS (continued) 31. 關聯方交易 (續)

(d) Compensation of key management personnel

(d) 主要管理人員薪酬

		As at 31 March	
		截至三月三十一日止年度	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<i>Other emoluments:</i>	<i>其他酬金：</i>		
Fees	袍金	1,589	1,659
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	11,772	11,536
Equity-settled share-based payment expense	股份支付費用	109	–
Pension scheme contributions	養老金計劃繳款	440	398
Total	總計	13,910	13,593

Further details of directors' emoluments are included in note 8 to the financial statements.

有關董事酬金的進一步詳情載於財務報表附註8。

(e) Connected transactions

(e) 關連交易

The transactions disclosed in note 31(b)(i) above also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

上文附註31(b)(i)條披露之交易亦構成上市規則第14章A所定義之持續關連交易。

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Year ended 31 March 2024 截至二零二四年三月三十一日止年度

32. FINANCIAL INSTRUMENTS BY CATEGORY 32. 按類別劃分的金融工具

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

於報告期末各類別金融工具的賬面價值如下：

2024

2024

Financial assets

金融資產

Financial assets at fair value through other comprehensive income
按公允價值計量且其變動計入其他綜合收益的金融資產

		Debt Instruments	Equity investments	Financial assets at amortised cost	Total
		債務工具	股權投資	按攤餘成本列賬之金融資產	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Equity investments designated at fair value through other comprehensive income	指定為以公允價值計量且其變動計入其他綜合收益的股權投資	-	3,775	-	3,775
Trade and notes receivables	應收貿易款項及票據	276,491	-	705,046	981,537
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	-	-	4,739	4,739
Cash and bank balances	現金及銀行結餘	-	-	1,111,063	1,111,063
Total	總計	276,491	3,775	1,820,848	2,101,114

Financial liabilities

金融負債

		Financial liabilities at amortised cost	Total
		按攤餘成本列賬之金融負債	總計
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade and notes payables	應付貿易款項及票據	-	533,783
Financial liabilities included in other payables and accruals (note 22)	計入其他應付款項及應計費用的金融負債（附註22）	-	45,982
Lease liabilities	租賃負債	-	4,086
Total	總計	-	583,851

32. FINANCIAL INSTRUMENTS BY CATEGORY (continued) 32. 按類別劃分的金融工具(續)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:
(continued)

於報告期末各類別金融工具的賬面價值如下：(續)

2023

2023

Financial assets

金融資產

		Financial assets at fair value through other comprehensive income 按公允價值計量且其變動計入其他綜合收益的金融資產		Financial assets at amortised cost 按攤餘成本列賬之金融資產		Total 總計
		Debt Instruments 債務工具	Equity investments 股權投資			
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Equity investments designated at fair value through other comprehensive income	指定為以公允價值計量且其變動計入其他綜合收益的股權投資	-	2,800	-	2,800	
Trade and notes receivables	應收貿易款項及票據	599,939	-	217,953	817,892	
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	-	-	7,413	7,413	
Cash and bank balances	現金及銀行結餘	-	-	977,572	977,572	
Total	總計	599,939	2,800	1,202,938	1,805,677	

Financial liabilities

金融負債

		Financial liabilities at amortised cost 按攤餘成本列賬之金融負債	
		RMB'000 人民幣千元	
Trade and notes payables	應付貿易款項及票據	626,673	
Financial liabilities included in other payables and accruals (note 22)	計入其他應付款項及應計費用的金融負債(附註22)	39,222	
Lease liabilities	租賃負債	3,158	
Total	總計	669,053	

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Year ended 31 March 2024 截至二零二四年三月三十一日止年度

33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and bank balances, trade and notes receivables, trade and notes payables, financial assets included in prepayments, other receivables and other assets and financial liabilities included in other payables and accruals and lease liabilities approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Notes receivable held both to collect cash flows and to sell in financial assets at fair value through other comprehensive income are measured using the discounted cash flow method.

The fair value of unlisted equity investments designated at fair value through other comprehensive income have been estimated using an assets-based valuation technique based on assumptions that are not supported by observable market prices or rates. The fair value measurement of these financial instruments may involve unobservable inputs. Fair value change resulting from changes in the unobservable inputs was not significant.

33. 金融工具公允價值及公允價值層次

管理層評價其現金及銀行結餘、應收貿易款項及票據、應付貿易款項及票據、預付款項、其他應收款以及其他資產中包含的金融資產、其他應付款項及中包含的金融負債及租賃負債的公允價值與其賬面價值相若，主要由於該等金融工具的到期日較短。

本集團的財務部門由財務經理領導，負責就金融工具的公允價值計量制定政策及程序。財務經理直接向財務總監及審核委員會匯報。於各報告日期，財務部門分析金融工具價值變動及釐定應用於估值的主要輸入數據。該估值由財務總監審閱及批准。中期和年度財務報告的評估過程和結果會每年與審計委員討論兩次。

金融資產及負債的公允價值按當前交易中（強迫或清盤出售除外）雙方自願交換的工具之金額入賬。用於估計公允價值的方法及假設如下：

持有目的為回收現金流以及出售的應收票據計入按公允價值計量且其變動計入其他綜合收益的金融資產，採用折現現金流量法計量。

指定為以公允價值計量且其變動計其他綜合收益的股權投資的公允價值已使用基於資產的估值技術進行估計，該估值技術基於沒有可觀察市場價格或利率支援的假設。這些金融工具的公允價值計量可能涉及不可觀察的輸入值。不可觀察輸入值的變化導致的公允價值變化並不顯著。

33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 March 2024

33. 金融工具公允價值及公允價值層次(續)

公允價值層次

下表載列集團財務工具公允價值層次：

以公允價值計量之金融資產

於二零二四年三月三十一日

		Fair value measurement using 公允價值計量			
		Quoted prices in active markets (Level 1) 於活躍市場的報價 (第一層級) <i>RMB'000</i> 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 的輸入數據 (第二層級) <i>RMB'000</i> 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 的輸入數據 (第三層級) <i>RMB'000</i> 人民幣千元	Total 總計 <i>RMB'000</i> 人民幣千元
Equity investments designated at fair value through other comprehensive income	指定為以公允價值計量 且其變動計入其他綜 合收益的股權投資	-	-	3,775	3,775
Notes receivable	應收票據	-	276,491	-	276,491
Total	總計	-	276,491	3,775	280,266

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33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments: (continued)

Assets measured at fair value: (continued)

As at 31 March 2023

	Fair value measurement using 公允價值計量			Total 總計
	Quoted prices in active markets (Level 1) 於活躍市場的報價 (第一層級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 的輸入數據 (第二層級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 的輸入數據 (第三層級) RMB'000 人民幣千元	
Equity investments designated at fair value through other comprehensive income 指定為以公允價值計量 且其變動計入其他綜 合收益的股權投資	-	-	2,800	2,800
Notes receivable 應收票據	-	599,939	-	599,939
Total 總計	-	599,939	2,800	602,739

The Group did not have any financial liabilities measured at fair value as at 31 March 2024 and 31 March 2023.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2023: Nil).

33. 金融工具公允價值及公允價值層次(續)

公允價值層次(續)

下表載列集團財務工具公允價值層次：
(續)

以公允價值計量之金融資產(續)

於二零二三年三月三十一日

於二零二三年三月三十一日及二零二四年三月三十一日，本集團無任何按公允價值計量的金融負債。

本年第一層級和第二層級之間沒有公允價值計量的轉移，對金融資產和金融負債來說也沒有轉入或轉出第三層級的情況(二零二三年：無)。

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and bank balances. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade and notes receivables, trade and notes payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, liquidity risk and credit risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Foreign currency risk

The Group has transactional currency exposures. Such exposures mainly arise from sales or purchases by operating units in currencies other than the units' functional currencies.

The following table demonstrates the sensitivity as at 31 March 2024 and 31 March 2023 to a reasonably possible change in the JPY, US\$ and HK\$ exchange rates, with all other variables held constant, of the Group's profit before tax.

31 March 2024

If RMB weakens against JPY
If RMB strengthens against JPY
If RMB weakens against US\$
If RMB strengthens against US\$
If RMB weakens against HK\$
If RMB strengthens against HK\$

二零二四年三月三十一日

若人民幣對日元貶值
若人民幣對日元升值
若人民幣對美元貶值
若人民幣對美元升值
若人民幣對港元貶值
若人民幣對港元升值

Increase/ (decrease) in JPY/US\$/ HK\$ rate 匯率變動	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) RMB'000 人民幣千元
(5%)	949
5%	(949)
(5%)	(180)
5%	180
(5%)	168
5%	(168)

31 March 2023

If RMB weakens against JPY
If RMB strengthens against JPY
If RMB weakens against US\$
If RMB strengthens against US\$
If RMB weakens against HK\$
If RMB strengthens against HK\$

二零二三年三月三十一日

若人民幣對日元貶值
若人民幣對日元升值
若人民幣對美元貶值
若人民幣對美元升值
若人民幣對港元貶值
若人民幣對港元升值

(5%)	1,783
5%	(1,783)
(5%)	(60)
5%	60
(5%)	179
5%	(179)

34. 金融風險管理目標及政策

本集團的主要金融工具包括現金及銀行結餘。該等金融工具的主要目的乃為本集團的業務籌集資金。本集團擁有多種其他金融資產及負債，如營運直接產生的應收貿易款項及票據以及應付貿易款項及票據。這些金融資產和負債直接來自本集團的經營活動。

本集團的金融工具產生的主要風險為外匯風險、流動資金風險及信貸風險。董事會已審閱並同意管理各項該等風險的政策，概述如下。

外匯風險

本集團面臨交易貨幣風險。該等風險主要源自經營單位以功能貨幣以外的貨幣進行買賣。

下表說明於二零二四年及二零二三年三月三十一日在所有其他變量保持不變的情況下，本集團的除稅前溢利對日圓、美元及港元匯率合理可能變動的敏感度。

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Year ended 31 March 2024 截至二零二四年三月三十一日止年度

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

The Group trades only with related parties and recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Maximum exposure and year-end staging

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March.

The amounts presented are gross carrying amounts for financial assets.

As at 31 March 2024

		12-month ECLs		Lifetime ECLs		
		12個月預期信貸虧損		存續期預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified approach	Total
		階段1	階段2	階段3	簡化方法	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade receivables*	應收貿易款項*	-	-	-	111,688	111,688
Notes receivable	應收票據	-	-	-	871,290	871,290
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
- Normal**	- 正常**	4,744	-	-	-	4,744
Cash and bank balances - Not yet past due	現金及銀行結餘 - 未逾期	1,111,063	-	-	-	1,111,063
Total	總計	1,115,807	-	-	982,978	2,098,785

34. 金融風險管理目標及政策 (續)

信貸風險

本集團僅與關聯方及獲公認兼信譽良好的第三方進行交易。本集團的政策為所有擬按信貸條款進行交易的客戶均須通過信貸審核程序。此外，本集團持續監測應收結餘情況且本集團面臨的壞賬風險並不重大。

最高風險敞口及年終階段

下表顯示基於本集團信貸政策的信貸質素及最高信貸風險，該信貸政策主要基於過往逾期資料（除非無需額外成本或努力即可獲得其他資料）及於三月三十一日的年終階段分類作出。

呈列金額為金融資產的賬面總值。

於二零二四年三月三十一日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

34. 金融風險管理目標及政策 (續)

Credit risk (Continued)

信貸風險 (續)

Maximum exposure and year-end staging (Continued)

最高風險敞口及年終階段 (續)

As at 31 March 2023

於二零二三年三月三十一日

		12-month ECLs			Lifetime ECLs	
		12個月預期 信貸虧損			存續期預期信貸虧損	
		Stage 1	Stage 2	Stage 3	Simplified approach	Total
		階段1	階段2	階段3	簡化方法	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade receivables*	應收貿易款項*	-	-	-	219,414	219,414
Notes receivable	應收票據	-	-	-	599,939	599,939
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
- Normal**	- 正常**	7,421	-	-	-	7,421
Cash and bank balances	現金及銀行結餘					
- Not yet past due	- 未逾期	977,572	-	-	-	977,572
Total	總計	984,993	-	-	819,353	1,804,346

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 18 to the financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and notes receivables are disclosed in note 18 to the financial statements.

Concentrations of credit risk are managed by customer. At the end of each reporting period, the Group had certain concentrations of credit risk as 76.46% of the Group's trade receivables were due from the Group's Controlling Shareholder and the largest third-party customer as at 31 March 2024 (31 March 2023: 75.37%).

* 就本集團應用簡化減值方法的應收貿易款項及票據而言，基於撥備矩陣的資料披露於財務報表附註18。

** 計入預付款項、其他應收款項及其他資產的金融資產尚未逾期，且並無資料顯示金融資產的信貸風險自初始確認以來顯著增加，此時信貸質量被視為「正常」。否則金融資產的信貸質量被視為「可疑」。

有關本集團應收貿易款項及應收票據產生的信貸風險敞口的進一步量化數據於財務報表附註18中披露。

信貸集中風險按客戶進行管理。於各報告期末，本集團有若干信貸集中風險的情況，於二零二四年三月三十一日，本集團的應收貿易款項有76.46%（二零二三年三月三十一日：75.37%）來自應收本集團控股股東及其最大的第三方客戶的款項。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's policy is to maintain sufficient cash and cash equivalents or have available funding through an adequate amount of committed facilities from banks to meet its commitments over the foreseeable future in accordance with its strategic plan.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

		As at 31 March 2024 二零二四年三月三十一日			
		Within 1 years 1年內	1 to 2 years 1至2年內	Over 2 years 2年以上	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade and notes payables	應付貿易款項及票據	533,783	-	-	533,783
Lease liabilities	租賃負債	2,212	1,093	833	4,138
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	45,982	-	-	45,982
Total	總計	581,977	1,093	833	583,903

		As at 31 March 2023 二零二三年三月三十一日			
		Within 1 years 1年內	1 to 2 years 1至2年內	Over 2 years 2年以上	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade and notes payables	應付貿易款項及票據	626,673	-	-	626,673
Lease liabilities	租賃負債	1,748	1,188	337	3,273
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	39,222	-	-	39,222
Total	總計	667,643	1,188	337	669,168

34. 金融風險管理目標及政策 (續)

流動資金風險

本集團使用循環流動資金計劃工具監控其資金短缺風險。該工具考慮其金融工具及金融資產(如貿易應收款項)的到期情況以及經營活動所產生的預計現金流量。

本集團的政策為維持充足的現金及現金等價物，或透過銀行提供充足的承諾信貸金額而獲取可動用資金，以應付其策略計劃所定於可見將來之承擔。

本集團於報告期末根據合約未折現付款的金融負債到期情況如下：

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2024 and 31 March 2023.

The Group monitors capital using gearing ratio, which is total debt divided by capital. Total debt includes lease liabilities. Capital includes equity attributable to owners of the parent.

The gearing ratios at the end of the Reporting Periods were as follows:

The Group

		As at 31 March	
		於三月三十一日	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Lease Liabilities	租賃負債	4,086	3,158
Total debt	總債務	4,086	3,158
Equity attributable to owners of the parent	母公司擁有人應佔權益	2,701,589	2,528,893
Gearing ratio	槓桿比率	0.15%	0.12%

34. 金融風險管理目標及政策 (續)

資本管理

本集團進行資本管理的主要目標，是確保本集團有能力持續經營及保持資本比率穩健，以支持其業務及使股東價值最大化。

本集團管理其資本架構，並就經濟情況變動和標的資產的風險特徵對其作出調整。為維持或調整資本架構，本集團可調整向股東派付的股息、向股東退還資本或發行新股份。本集團無須遵守任何外部施加的資本規定。於截至二零二四年三月三十一日及二零二三年三月三十一日止年度，管理資本的目標、政策或程序並無出現變動。

本集團以槓桿比率監控資本，該比率按照總債務除以總資本計算得出。本集團的總債務包括計租賃負債，資本為母公司擁有人應佔權益。

於報告期末，槓桿比率如下：

本集團

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 March 2024 截至二零二四年三月三十一日止年度

35. EVENTS AFTER THE REPORTING PERIOD

- (a) On 26 June 2024, the board of the directors proposed a final dividend for the year ended 31 March 2024, details of which are set out in note 11.
- (b) During the Year under Review, the Company repurchased a total of 3,251,000 shares on the Stock Exchange, of which 250,000 shares were cancelled on 18 June 2024.

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

35. 報告期後事項

- (a) 於二零二四年六月二十六日，董事會宣派截至二零二四年三月三十一日止年度的末期股息，詳情載於附註11。
- (b) 於回顧年度，本公司於聯交所購回合共3,251,000股股份。其中，250,000股股份已於二零二四年六月十八日註銷。

36. 本公司的財務狀況表

有關本公司於報告期末的財務狀況表資料如下：

		As at 31 March 於三月三十一日	
		2024	2023
		RMB'000	RMB'000
		人民幣千元	人民幣千元
NON-CURRENT ASSETS	非流動資產		
Investment in a subsidiary	於附屬公司的投資	561,799	561,494
Total non-current assets	非流動資產合計	561,799	561,494
CURRENT ASSETS	流動資產		
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	281,600	226,250
Cash and cash equivalents	現金及現金等價物	3,495	1,976
Total current assets	流動資產總額	285,095	228,226
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計費用	10,749	9,142
Total current liabilities		10,749	9,142
NET CURRENT ASSETS	流動資產淨值	274,346	219,084
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	836,145	780,578
Net assets	資產淨值	836,145	780,578
EQUITY	權益		
Equity attributable to owners of the parent	母公司擁有人應佔權益		
Issued capital	已發行股本	319,836	319,836
Treasury shares	庫存股	(27,431)	-
Reserves (note)	儲備(附註)	543,740	460,742
Total equity	權益總額	836,145	780,578

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserve is as follows:

		Issued capital	Treasury shares	Share premium reserve	Share-based payment reserve	Retained profits	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 April 2022	於二零二二年四月一日	319,836	-	327,267	-	132,397	779,500
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	272,715	272,715
Dividend distribution	股息分派	-	-	-	-	(271,637)	(271,637)
At 31 March 2023 and 1 April 2023	於二零二三年三月三十一日	319,836	-	327,267	-	133,475	780,578
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	362,841	362,841
Shares repurchased	回購股份	-	(27,431)	-	-	-	(27,431)
Equity-settled share based payment	權益結算股份支付	-	-	-	305	-	305
Dividend distribution	股息分派	-	-	-	-	(280,148)	(280,148)
At 31 March 2024	於二零二四年三月三十一日	319,836	(27,431)	327,267	305	216,168	836,145

附註：

本公司的權益概要如下：

37. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 26 June 2024.

37. 批准財務報表

財務報表已於二零二四年六月二十六日獲董事會批准及授權刊發。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

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

以下載列本集團過往五個財政年度的業績和資產及負債概要（摘錄自己刊發的經審核財務報表）。

RESULTS

業績

		Year ended 31 March 截至三月三十一日止年度				
		2024	2023	2022	2021	2020
		二零二四年	二零二三年	二零二二年	二零二一年	二零二零年
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
REVENUE	收入	3,119,674	4,046,902	4,419,887	3,116,976	1,943,569
Cost of sales	銷售成本	(2,224,135)	(3,010,781)	(3,246,858)	(2,351,669)	(1,551,476)
GROSS PROFIT	毛利	895,539	1,036,121	1,173,029	765,307	392,093
Other income and gains	其他收入及收益	85,268	68,357	180,334	37,785	16,937
Selling and distribution expenses	銷售及分銷開支	(155,851)	(148,343)	(162,723)	(126,931)	(106,443)
Administrative expenses	行政開支	(113,856)	(105,559)	(95,918)	(93,813)	(77,810)
Impairment losses on financial assets, net	金融資產減值損失淨額	2,340	2,587	(898)	(8,795)	196
Other expenses	其他開支	(9,713)	(11,470)	(117,849)	(2,305)	(1,484)
Finance costs	融資成本	(993)	(674)	(2,141)	(990)	(76)
PROFIT BEFORE TAX	除稅前溢利	702,734	841,019	973,834	570,258	223,413
Income tax expense	所得稅開支	(222,764)	(261,831)	(306,430)	(178,306)	(67,590)
PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內溢利及全面收益總額	479,970	579,188	667,404	391,952	155,823
ATTRIBUTABLE TO:	以下人士應佔：					
Owners of the parent	母公司擁有人	479,970	579,188	667,404	391,952	155,823

CONSOLIDATED ASSETS AND LIABILITIES

綜合資產及負債

		Year ended 31 March 截至三月三十一日止年度				
		2024	2023	2022	2021	2020
		二零二四年	二零二三年	二零二二年	二零二一年	二零二零年
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
TOTAL ASSETS	資產總值	3,632,235	3,509,365	3,513,071	2,708,955	1,929,437
TOTAL LIABILITIES	負債總額	(930,646)	(980,472)	(1,291,729)	(950,607)	(460,574)
TOTAL EQUITY	權益總額	2,701,589	2,528,893	2,221,342	1,758,348	1,468,863

PRECISION TSUGAMI (CHINA) CORPORATION LIMITED
津上精密機床(中國)有限公司