

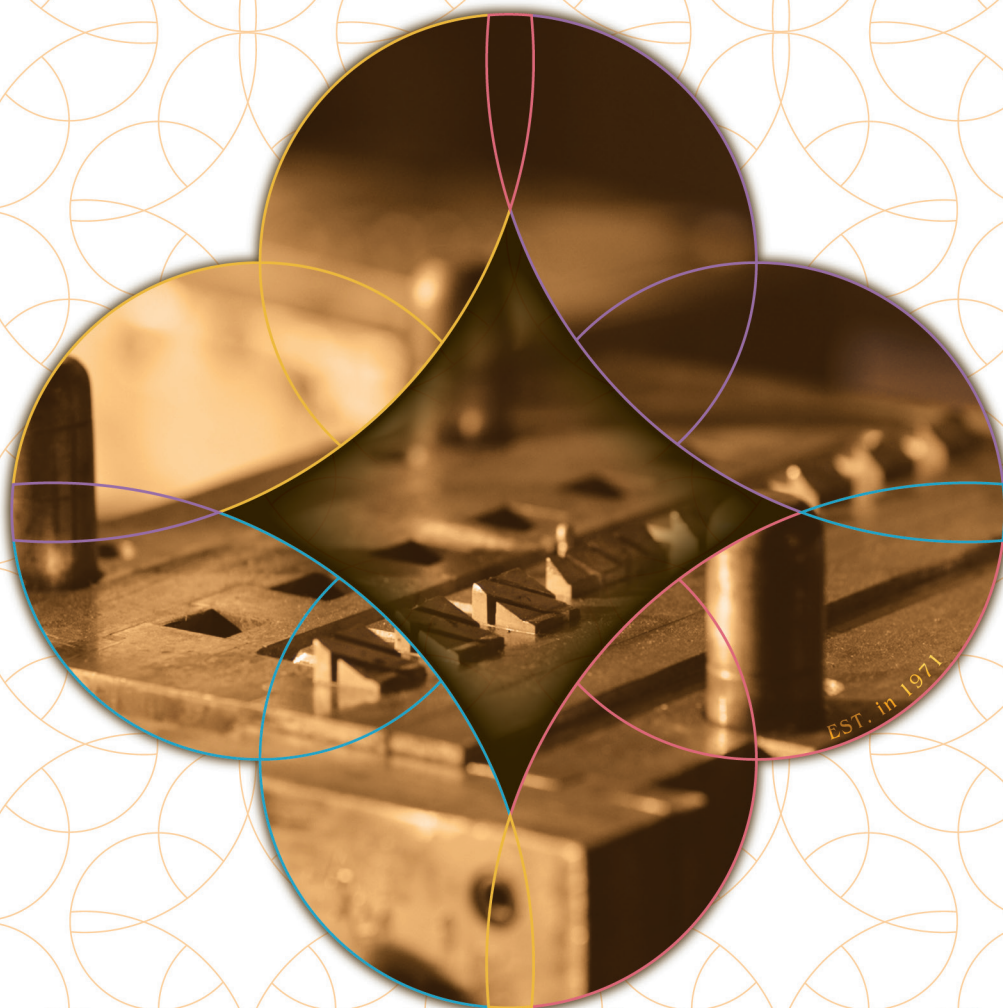


嘉利國際控股有限公司

Karrie International Holdings Limited

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

香港交易所上市編號 HKEx Listing Code (1050)



DREAMS · PERSISTENCE

初心 · 續航

初心 • 續航

封面的花形積木模具源於1971年，由嘉利集團創辦人何焯輝先生以匠人之心親手打造，象徵何先生對實踐工業夢想之初心。

「初心 • 續航」彰顯了何先生對企業要實踐百年基業的決心。

初心是深植於嘉利企業文化的根源，續航乃有效推動夢想的能源。可持續發展是集團持之以恆的目標，懷著初心，譜出未來，致力為持份者帶來豐碩成果。

Dreams • Persistence

The flower-shaped block mold on the cover was originally designed in 1971 and was hand-made by the founder of Karrie Group, Mr. Ho Cheuk Fai, with a craftsmanship spirit, symbolizing Mr. Ho's original intention to achieve his industrial dreams.

"Dreams • Persistence" demonstrates Mr. Ho's determination to achieve the centennial enterprise.

Dreams are deeply rooted in Karrie's corporate culture, and persistence is the energy that drives our dreams. Sustainable development is the persistent goal of our Group, and we are committed to bringing fruitful results to our stakeholders with our dreams for the future.

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Corporate Information

公司資料

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

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

總辦事處及主要營業地點

香港
新界
荃灣
青山公路611–619號
東南工業大廈
9樓

WEBSITE

<http://www.karrie.com>

網址

<http://www.karrie.com>

DIRECTORS

Executive Directors

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

董事

執行董事

何焯輝先生 (*主席兼行政總裁*)
陳名妹小姐
趙凱先生
陳毅文先生

Non-executive Directors

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

非執行董事

何卓明先生
(*非執行董事兼副主席*)
何啟文先生

Independent Non-executive Directors

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

獨立非執行董事

方海城先生
任重誠先生
劉健華博士

AUDIT COMMITTEE

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

審核委員會

方海城先生 (*主席*)
何卓明先生
任重誠先生
劉健華博士

REMUNERATION COMMITTEE

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

薪酬委員會

任重誠先生 (*主席*)
何卓明先生
劉健華博士

Corporate Information 公司資料

NOMINATION COMMITTEE

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

COMPANY SECRETARY

Mr. TANG Wing Fai

AUDITOR

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

LEGAL ADVISER

WINSTON & STRAWN
42nd Floor, Bank of China Tower
1 Garden Road
Central
Hong Kong

PRINCIPAL BANKERS

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

提名委員會

任重誠先生(主席)
何卓明先生
劉健華博士

公司秘書

鄧榮輝先生

核數師

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

法律顧問

溫斯頓律師事務所
香港
中環
花園道一號
中銀大廈四十二樓

主要往來銀行

恒生銀行
香港上海滙豐銀行有限公司

東亞銀行有限公司
渣打銀行(香港)有限公司
中國建設銀行(亞洲)
瑞穗銀行
三井住友銀行

主要股份過戶登記處

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

香港股份過戶登記分處

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

Key Information for Shareholders

主要股東資料

FINANCIAL CALENDAR 2022

Financial Year End
31 March 2022

Announcement of 2021/22 results
27 June 2022

Last day to register for the entitlement to attend and vote at the 2021/22 Annual General Meeting
19 August 2022

2021/22 Annual General Meeting
26 August 2022

Last day to register for 2021/22 Final Dividends
31 August 2022

2021/22 Final Dividend expected Payment Date
20 September 2022

SHARE CAPITAL

二零二二年財務年誌

財務年結日
二零二二年三月三十一日

二零二一年／二二年度業績公佈日期
二零二二年六月二十七日

享有參與二零二一年／二二年度股東週年大會及投票之最後登記日期
二零二二年八月十九日

二零二一年／二二年度股東週年大會
二零二二年八月二十六日

二零二一年／二二年度末期股息最後登記日期
二零二二年八月三十一日

預計二零二一年／二二年度末期股息派息日
二零二二年九月二十日

股本

		As at 於	
		31 March 2022 二零二二年 三月三十一日	30 June 2022 二零二二年 六月三十日
Authorised (HK\$)	法定(港元)	400,000,000	400,000,000
Issued (HK\$)	已發行(港元)	202,130,920	202,130,920

Key Information for Shareholders 主要股東資料

MARKET CAPITALISATION

As at 31 March 2022
(Closing Price: HK\$1.48)
HK\$2,991,537,616

As at 30 June 2022
(Closing Price: HK\$1.42)
HK\$2,870,259,064

STOCK CODE

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

BOARD LOT

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

SHAREHOLDER SERVICES

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

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

INVESTOR RELATIONS

For enquiries, please contact:

Ms. Isabella Lam
Corporate Communications Manager
Karrie International Holdings Limited
9th Floor, Southeast Industrial Building
611–619 Castle Peak Road
Tsuen Wan, New Territories
Hong Kong
Tel: (852) 2411-0913
Fax: (852) 2415-1608
Email: ir@karrie.com

市值

於二零二二年三月三十一日
(收市價：1.48港元)
2,991,537,616港元

於二零二二年六月三十日
(收市價：1.42港元)
2,870,259,064港元

股份編號

香港聯合交易所有限公司(「聯交所」)
主板
1050

每手股數

2,000本公司普通股股份(「股份」)

股東服務

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

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心
17樓1712–1716室
電話：(852) 2862-8628
傳真：(852) 2529-6087

投資者關係

如有任何垂詢，請聯絡：

林諾媛小姐
企業傳訊經理
嘉利國際控股有限公司
香港
新界荃灣
青山公路611–619號
東南工業大廈9樓
電話：(852) 2411-0913
傳真：(852) 2415-1608
電郵：ir@karrie.com

Corporate Calendar 企業大事日誌

2021	7月 July	<p>集團於香港工業總會主辦、中國銀行(香港)贊助的「中銀香港企業環保領先大獎2020」中獲頒「環保優秀企業」及「5年+參與環保先驅獎章」</p> <p>The Group was awarded the “EcoChallenger” and “5 Years+ EcoPioneer” in the “BOCHK Corporate Environmental Leadership Award 2020” organized by the Federation of Hong Kong Industries and sponsored by Bank of China (Hong Kong)</p> <p>集團廠房獲香港通用檢測認證有限公司頒發IATF16949:2016汽車行業品質管制體系認證</p> <p>The Group’s factory was awarded IATF16949:2016 SGS Automotive Industry Quality Control System Certification from SGS Hong Kong Limited</p>
	9月 September	<p>集團獲香港工業總會頒發「工業獻愛心－愛心關懷3年+」證書</p> <p>The Group was awarded the certificate of “Industry Cares Recognition – 3+ Year Award ” by the Federation of Hong Kong Industries</p>
	10月 October	<p>集團獲香港環境運動委員會頒發「香港綠色機構認證」證書</p> <p>The Group was awarded the “Hong Kong Green Organization Certification” certificate by the Hong Kong Environmental Campaign Committee</p>
	11月 November	<p>集團獲香港中小型企業總商會主辦的2021「友商有良」嘉許計劃頒發之「友商有良10+」標誌</p> <p>The Group was awarded the “Partner Employer Award 10+” recognition by the 2021 “Partner Employer Award” Award Scheme organized by the Hong Kong General Chamber of Small and Medium Business</p>
	12月 December	<p>集團於香港青年工業家協會主辦的「香港工商業獎2021–22：升級轉型」中獲頒最高級別獎項「升級轉型大獎」</p> <p>The Group was awarded the highest-level award “Upgrading and Transformation Grand Award” in the “Hong Kong Awards for Industries 2021–22: Upgrading and Transformation” organized by the Hong Kong Young Industrialists Council</p>
		<p>集團獲香港管理專業協會頒發「2020/21香港可持續發展獎－卓越獎」</p> <p>The Group was awarded the “2020/21 Hong Kong Sustainability Award – Excellence Award” by the Hong Kong Management Association</p>
<p>集團獲廣東省工業和信息化廳和香港特區政府環境局頒發「粵港清潔生產優越夥伴(製造業)」標誌</p> <p>The Group was awarded the “Hong Kong – Guangdong Cleaner Production Excellent Partners (Manufacturing)” by the Department of Industry and Information Technology of Guangdong Province and the Environmental Bureau of the Hong Kong Special Administrative Region Government</p> <p>集團新建的嘉利工匠大樓舉辦封頂儀式</p> <p>The Group’s newly-built Karrie Craftsmanship Tower held a topping out ceremony</p> <p>泰國廠房已正式啟用</p> <p>Thailand factory has been officially launched</p>		

Corporate Calendar 企業大事日誌

2022

2月
February

集團獲香港社會服務聯會頒發「15年Plus商界展關懷」標誌，自二零零五年起連續十八年獲發標誌

The Group has been received the “15 Years Plus Caring Company Logo” for the eighteen consecutive year from The Hong Kong Council of Social Service since 2005

3月
March

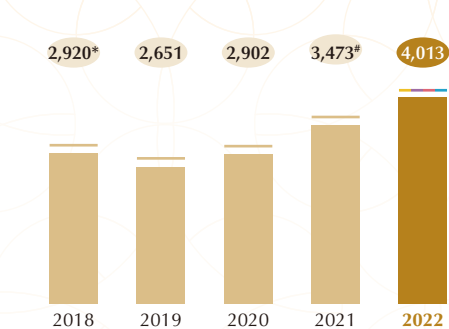
泰國廠房獲泰國工業園區(IEAT)頒發生產許可證

The Thailand factory was granted a production license by the Industrial Estate Authority of Thailand (IEAT)

Financial Highlights

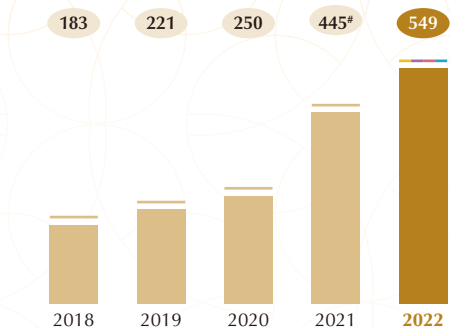
財務概要

Revenue HK\$ million
收入百萬港元



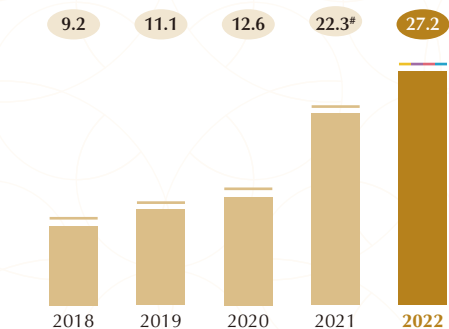
* Include continuing operations only
* 只包括持續經營業務
† Restated
† 已重列

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



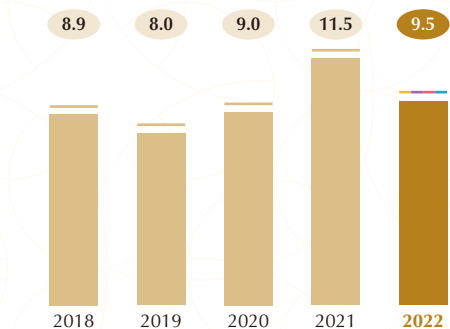
Restated
已重列

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



† Restated
† 已重列

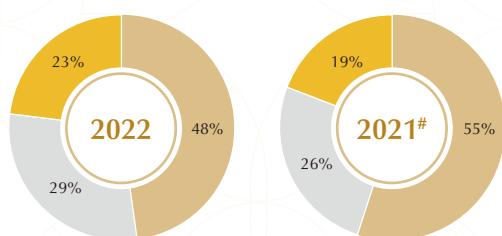
Dividends per share HK cents
每股股息港仙



Financial Highlights

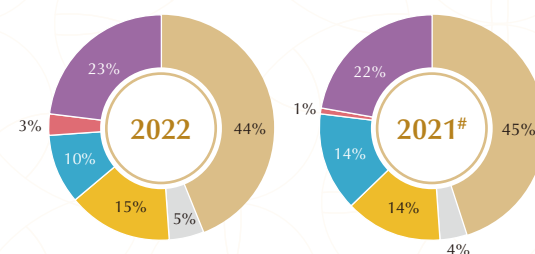
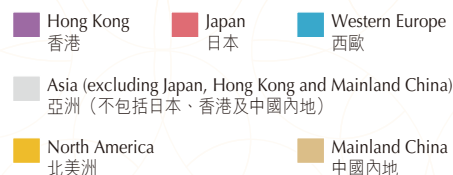
財務概要

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



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

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



		2022 二零二二年	2021 [#] 二零二一年 [#]	Changes 變動
<i>HK\$ million</i>	<i>百萬港元</i>			
Revenue	收入	4,013	3,473	+16%
Gross profit	毛利	1,148	946	+21%
Operating profit	經營溢利	968	744	+30%
Profit for the year	年度溢利	549	445	+23%
Profit attributable to equity shareholders	權益持有人應佔溢利	549	445	+23%
Total assets	資產總值	5,066	4,431	+14%
Shareholders' equity	股東權益	1,697	1,697	-
<i>In Million</i>	<i>百萬股</i>			
Number of Shares	股份數目	2,021	2,012	+1%
Per Share Data	每股資料			
<i>HK cents</i>	<i>港仙</i>			
Basic earnings	基本溢利	27.2	22.3	+22%
Diluted earnings	攤薄後溢利	27.2	22.1	+23%
Total cash dividends per Share	每股總現金股息	9.5	11.5	-17%
Net asset value per Share	每股資產淨值	84	84	-
Financial Ratios	財務比率			
Gross profit margin (%)	邊際毛利(%)	28.6	27.2	+5%
Net profit margin (%)	邊際純利(%)	13.7	12.8	+7%
Current ratio	流動比率	1.3	1.6	-19%
Quick ratio	速動比率	1.0	1.4	-29%
Net gearing ratio (%)	淨銀行借貸比率(%)	18	15	+20%
Interest coverage	利息涵蓋比率	73.6	106.2	-31%
Dividend payout (%)	派息比率(%)	34.9	51.6	-32%
Revenue to net bank borrowings	收入與淨銀行借貸比率	13.4	13.4	-
Non-current assets to total equity (%)	非動資產與權益總值比率(%)	77.2	59.4	+30%

[#] Restated

[#] 已重列

Financial Highlights

財務概要

DEFINITIONS

Basic earnings per Share	$\frac{\text{Profit attributable to equity shareholders}}{\text{Weighted average number of Shares}}$
Diluted earnings per Share	$\frac{\text{Profit attributable to equity shareholders}}{\text{Diluted weighted average number of Shares}}$
Net asset value per Share	$\frac{\text{Net assets}}{\text{Number of Shares as at year end}}$
Gross profit margin (%)	$\frac{\text{Gross profit}}{\text{Revenue}} \times 100\%$
Net profit margin (%)	$\frac{\text{Profit for the year}}{\text{Revenue}} \times 100\%$
Current ratio	$\frac{\text{Current assets}}{\text{Current liabilities}}$
Quick ratio	$\frac{\text{Current assets less inventories}}{\text{Current liabilities}}$
Net gearing ratio (%)	$\frac{\text{Bank borrowings and leased liabilities less cash and bank deposits, restricted deposits and pledged deposits}}{\text{Total equity}}$
Interest coverage	$\frac{\text{Earnings before interest expenses, tax, depreciation and amortisation}}{\text{Interest expenses}}$
Dividend payout (%)	$\frac{\text{Dividend per Share}}{\text{Earnings per Share}} \times 100\%$
Revenue to net bank borrowings	$\frac{\text{Revenue}}{\text{Bank borrowings and leased liabilities less cash and bank deposits, restricted deposits and pledged deposits}}$
Non-current assets to total equity (%)	$\frac{\text{Non-current assets}}{\text{Total equity}}$

定義

每股基本溢利	$\frac{\text{權益持有人應佔溢利}}{\text{加權平均股數}}$
每股攤薄後溢利	$\frac{\text{權益持有人應佔溢利}}{\text{攤薄加權平均股數}}$
每股資產淨值	$\frac{\text{資產淨值}}{\text{年底股數}}$
邊際毛利(%)	$\frac{\text{毛利}}{\text{收入}} \times 100\%$
邊際純利(%)	$\frac{\text{年度溢利}}{\text{收入}} \times 100\%$
流動比率	$\frac{\text{流動資產}}{\text{流動負債}}$
速動比率	$\frac{\text{流動資產減存貨}}{\text{流動負債}}$
淨銀行借貸比率(%)	$\frac{\text{銀行借貸及租賃負債減現金及銀行存款、受限制存款及質押存款}}{\text{權益總值}}$
利息涵蓋比率	$\frac{\text{扣除利息支出、稅項、折舊及攤銷前溢利}}{\text{利息支出}}$
派息比率(%)	$\frac{\text{每股股息}}{\text{每股溢利}} \times 100\%$
收入與淨銀行借貸比率	$\frac{\text{收入}}{\text{銀行借貸及租賃負債減現金及銀行存款、受限制存款及質押存款}}$
非流動資產與權益總值比率(%)	$\frac{\text{非流動資產}}{\text{權益總值}}$

Chairman's Statement 主席報告

PRINCIPAL ACTIVITIES AND RESULTS

For the year ended 31 March 2022, the Company and its subsidiaries (collectively referred to as the “**Karrie Group**” or the “**Group**”) principally engaged in:

- Metal and Plastic Business (“**M&P**”): providing mechanical engineering solutions, manufacturing and sales of metal and plastic parts, mainly including moulds and the relevant plastic and metal parts products for information and communication technology industry, etc.;
- Electronic Manufacturing Services Business (“**EMS**”): manufacturing and sales of magnetic tape data storage, point-of-sale system, and other computer peripherals, etc.; and
- Real Estate Business: urban renewal, residential real estate project investment and development.

(I) Business Review

I. Results

Profit attributable to the equity shareholders of the Company amounted to HK\$549,102,000, which increased by approximately 23% compared to the restated profit attributable to the equity shareholders of the Company of HK\$445,328,000. The Company has completed an acquisition on 8 March 2022 of Dongguan City Jiaxuntong Computer Products Limited* (東莞市嘉訊通電腦產品有限公司) (“**Jiaxuntong**”) and Kar Info International Property Limited as disclosed in note 2(b) of consolidated financial statements in this annual report. The consolidated financial statements of the Group have been therefore prepared using the merger basis of accounting as if the current group structure had been in existence throughout the periods presented. Financial information relating to the year ended 31 March 2021 have therefore been restated. The effect of merger accounting has the impact of including the pre-acquisition profit of the Acquirees amounted to HK\$80,047,000 and HK\$26,097,000 for the year ended 31 March 2021 and 2022 respectively. Without the acquisition, profit attributable to the shareholder of the Company is estimated to be increased by approximately 42% compared to HK\$365,281,000 in last year.

* For identification purposes only

主要業務及業績

截至二零二二年三月三十一日止，本公司及其附屬公司（統稱「**嘉利集團**」或「**本集團**」）主要從事：

- 五金塑膠業務（「**五金塑膠**」）：提供機械工程解決方案，製造及銷售金屬及塑膠部件，主要包括資訊及通訊科技產業之模具、相關塑膠與金屬部件產品等；
- 電子專業代工業務（「**電子代工**」）：製造及銷售磁帶機數據儲存器、收銀機系統及其他電腦周邊產品等；及
- 房地產業務：舊城改造、住宅房地產項目投資及發展。

(一) 業務回顧

I. 業績方面

本公司權益持有人應佔溢利為549,102,000港元，較已重列之本公司權益持有人應佔溢利445,328,000港元增加約23%。於二零二二年三月八日，本公司之全資附屬公司完成收購東莞市嘉訊通電腦產品有限公司（「**嘉訊通**」）及Kar Info International Property Limited，如披露於本年報綜合財務報表附註2(b)，故本集團之綜合財務報表使用合併會計準則編製，猶如目前之集團架構於以前一直存在。因此，有關截至二零二一年三月三十一日止年度之財務資料經已重列。合併會計影響包括被收購方截至二零二一年及二零二二年三月三十一日止年度之收購前溢利分別為80,047,000港元及26,097,000港元。在並無進行收購事項之情況下，本公司股東應佔溢利估計會較去年之365,281,000港元增加約42%。

* 僅供識別

Chairman's Statement 主席報告

- (a) For the year ended 31 March 2022, the revenue of the Group was HK\$4,013,434,000, which increased by approximately 16% compared to the restated revenue of HK\$3,472,798,000. Profit attributable to the equity shareholders of the Company amounted to HK\$549,102,000, which increased by approximately 23% compared to the restated profit attributable to the equity shareholders of the Company of HK\$445,328,000. The increase in profit was mainly attributable to the completion of delivery, with revenue recognised, of certain units of Phases 4 and 5 of Castfast Villas (嘉輝豪庭) under the Three Old Renovation Plan of the Group in Fenggang Town, Dongguan City, Guangdong Province.
- (b) The revenue of the industrial business for the year ended 31 March 2022 increased by approximately 10% to HK\$3,075,013,000 when compared to HK\$2,793,374,000 in last year, which was mainly attributable to the significant increase of revenue from the EMS while the M&P remained stable. The proportion of the segment revenue was therefore changed. The segment profit of industrial business rose by approximately 2% to HK\$310,256,000 when compared to HK\$302,993,000 in last year. Despite the pressure on the operating ability of the Group imposed by uncertainties including the persistent pandemic, the congestion of global supply chains and logistics and the increase in costs, the Group's flexible countermeasures effectively reduced the negative impact, and the operating profit margins of both businesses remained stable.
- (a) 截至二零二二年三月三十一日止年度，本集團之收入為4,013,434,000港元，與已重列之收入3,472,798,000港元比較增加約16%，而本公司權益持有人應佔溢利為549,102,000港元，與已重列之本公司權益持有人應佔溢利445,328,000港元比較增加約23%，溢利增加主要是本集團位於廣東省東莞市鳳崗鎮的三舊改造住宅項目嘉輝豪庭第四期及五期部份單位於本年度順利完成交付入賬。
- (b) 工業業務於截至二零二二年三月三十一日止年度之收入較去年上升了約10%至3,075,013,000港元（截至二零二一年三月三十一日止年度：2,793,374,000港元），主要是電子組裝業務的收入顯著增加，五金塑膠業務維持平穩，使年內分部收入比例有所改變，有關分部之分部溢利較去年之302,993,000港元上升約2%至310,256,000港元。雖然疫情持續，全球供應鏈及物流緊繃，成本價格上漲等不穩定因素為本集團的營運帶來壓力，但集團靈活應變的對策有效減低負面影響，兩個業務的經營溢利率仍維持平穩。

Chairman's Statement 主席報告

(c) The Real Estate Business recorded a revenue of HK\$938,421,000 for the year, representing an increase of approximately 38% when compared to HK\$679,424,000 in last year. Such increase was mainly attributable to the successful completion of the delivery of the units of the Phases 4 and 5 of Castfast Villas with revenue recognised. The segment profit of Real Estate Business surged by approximately 49% to HK\$657,833,000 when compared with HK\$440,999,000 in last year. With the increasing maturity of our Real Estate Business, it is expected that its robust growth will bring promising profits to the Group.

II. Industrial Business

Revenue for year 2021/22 increased by approximately 10% when compared with last year, which was primarily due to the followings:

- (a) The revenue of M&P for the year ended 31 March 2022 increased by approximately 1% to HK\$1,920,032,000 when compared with the last year (for the year ended 31 March 2021: HK\$1,895,368,000). M&P had a steady performance this year.
- (b) the revenue of EMS for the year ended 31 March 2022 increased by approximately 29% to HK\$1,154,981,000 when compared with the last year (for the year ended 31 March 2021: HK\$898,006,000), mainly owing to the growth in market demand for storage products.

(c) 房地產業務方面，本年度錄得收入為938,421,000港元，與去年度之收入679,424,000港元比較，增長約38%，收入上升主要是嘉輝豪庭第四期及五期項目單位相繼完成交付入賬所致，而房地產業務之分部溢利與去年度之分部溢利440,999,000港元比較，上升49%至657,833,000港元。房地產業務日漸成熟，其強勁增長為本集團持續帶來可觀利潤。

II. 工業業務方面

二零二一／二二年度收入較去年上升約10%，主要是：

- (a) 五金塑膠於截至二零二二年三月三十一日止年度之收入較去年上升了約1%至1,920,032,000港元（截至二零二一年三月三十一日止年度：1,895,368,000港元）。五金塑膠於本年度表現平穩。
- (b) 電子代工於截至二零二二年三月三十一日止年度之收入較去年上升了約29%至1,154,981,000港元（截至二零二一年三月三十一日止年度：898,006,000港元）。主要由於市場對存儲產品需求增加所致。

Chairman's Statement 主席報告

- (c) The novel coronavirus epidemic (the “**Epidemic**”) situation this year is still severe. Especially in early 2022, the logistics and supply chains were greatly disrupted. The labour market was tight, and the wages rate of skilled workers increased. Various factors brought challenges to the Group's operating costs. The Group has been striving to effectively manage production operations in a fast and flexible manner. For example, the Group set up closed-loop operation points for cross-border drivers to enhance Epidemic prevention and control, and successfully speed up logistics operations. The Group actively communicated with the local governments to coordinate the pace of operation and management, and enhanced utilisation of resource. The Group timely adjusted its material inventory level to reduce the impact of material price fluctuations. At the same time, the Group also maintained close with customers to pass on part of the costs to customers.
- (d) In order to optimise production operations, reduce costs and increase efficiency, the Group was committed to improving the level of automation and made progress in the application of assembly automation, including improving the automated equipment for silk printing and material handling, implement online automated optical inspection, and strengthening temperature control systems, etc. The intelligent production line manufacturing execution system was more integrated, thereby reducing manpower and improving output quality.
- (c) 本年度的新冠疫情(「**疫情**」)仍然嚴峻，尤其二零二二年初，物流供應鏈受較大擾亂，勞動市場人手緊絀，技工工資漲幅增加，各項因素為本集團的營運成本帶來挑戰。本集團一直致力以快速、靈活的方式有效管理生產營運。例如，本集團設立跨境司機閉環式作業點，加強疫情防控，成功加快物流運轉；積極與地方政府溝通，以協調營運管理節奏，加強資源運用；適時調節物料庫存水平，減低物料價格波動之影響。同時，本集團亦與客戶緊密溝通，以轉嫁部分成本予客戶。
- (d) 為優化生產運作、降本增效，本集團致力提升自動化水平，並在裝配自動化運用取得進展，包括改良絲印及搬運自動化設備、植入在線動態視覺檢查、強化溫控系統等，令生產線的智能模式製造執行系統更一體化，從而減少人手、提高品質輸出。

Chairman's Statement 主席報告

(e) The “Karrie Craftsmanship Tower (嘉利工匠大樓)”, to be built under the concept of environmental protection, made good progress in construction. At present, the main structure of the building has been completed, and the planning of exterior greening and interior decoration are being carried out. After the completion of the construction, the logistics support departments will move into the office, effectively freeing up more factory space and production space to meet the production requirements of customers and improve the working environment of employees.

(e) 以環保理念興建的嘉利工匠大樓，施工進度良好。目前，項目已完成主體建築，現正進行外圍規劃綠化及內部裝修。竣工後，各後勤支援部門將遷入辦公，有效騰出更多廠房空間及生產空間，以應付客戶對產量要求，並改善員工工作環境。



The main structure of the production complex has been completed
新建的綜合生產大樓的主體建築已完成

Overseas, the factory in Thailand has been renovated and officially opened. Employees have started to work there, and moulds and materials are being shipped there. Machine installation, commissioning and trial production have also begun. Applications for relevant production certifications have begun as well.

海外方面，泰國廠房已完成裝修並正式開幕，員工開始進駐辦公，模具及物料正陸續運往當地，機器安裝調試及試產亦已經開始，同時也開始著手申請相關生產認證證書。

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The operation of the plant in Thailand is a stepping stone for the Group's "China Plus One" strategy, which is expected to diversify regional risks and increase production flexibility in response to customer requirements, while generating synergies. The Group is actively pursuing diversified business development with partners in Thailand and seeking opportunities in the Regional Comprehensive Economic Partnership ("RCEP") market.



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

- (f) Although the business expansion plan has encountered obstacles and the factory audit work has almost stopped as affected by the Epidemic, the Group is still committed to maintaining the cooperative relationships with major customers, and actively expanding new customers domestically and overseas, striving to capture more markets opportunities. Among which, the businesses with certain new customers have made good progress, and the conceptual designs of next-generation products have begun. At the same time, the Group seeks to further improve the production efficiency of new products and reduce costs, so as to enhance price competitiveness and further unlock the potential of new products.

- (f) 雖受疫情影響，業務拓展計劃遇到障礙，工場審核工作也幾乎停頓，本集團仍致力於維持與主要客戶的合作關係，並積極拓展海內、外新客戶，爭取把握更多的市場機遇。其中，一些新客戶業務進展良好，並已啟動下一代產品的概念設計工作；同時，本集團尋求進一步改善新產品的生產效率及降低成本，以提升價格競爭力，進一步釋放新品的潛力。

III. Real Estate Business

(a) The Real Estate Business matures gradually and has continued to bring considerable revenue to the Group. For the year ended 31 March 2022, a revenue of HK\$938,421,000 was recorded, which included the successful delivery of units of the project of Phase 3, Phase 4 and Phase 5 of Castfast Villas, with the major projects as follows:

- For the residential project of Phase 3 of Castfast Villas, a revenue of HK\$85,417,000 was recorded during the year. A total of 22 units were delivered (with a total area of around 2,760 square meters at an average selling price of approximately RMB27,900 per square meter) and revenue was recognised during the year.

III. 房地產業務方面

(a) 房地產業務日漸成熟，持續為本集團帶來豐厚收益，截至二零二二年三月三十一日止年度錄得收入為938,421,000港元，其中包括嘉輝豪庭三期、四期及五期項目單位相繼完成交付，主要項目如下：

- 嘉輝豪庭第三期住宅項目，本年度錄得收入為85,417,000港元，年內共有22個單位交付（共計約有2,760平方米，平均售價每平方米約人民幣27,900元）並確認本年度收入入賬。



Actual view of Phase 4 & 5 of Castfast Villas
嘉輝豪庭第四及五期的實景圖



Chairman's Statement 主席報告

- The residential project of Phase 4 of Castfast Villas under another Three Old Renovation Plan, delivered 195 units during the year and recorded a total revenue of HK\$641,584,000 (with a total area of around 19,400 square meters at an average selling price of approximately RMB29,800 per square meter). As of 31 May 2022, the residential project of Phase 4 of Castfast Villas, with a total saleable floor area of approximately 25,600 square meters, pre-sold approximately 54 units with a total of approximately 5,400 square meters at an average selling price of approximately RMB30,000 per square meter, which are expected to be delivered in the coming years.
- Besides, the residential project of Phase 5 of Castfast Villas under the Three Old Renovation Plan, delivered 51 units during the year and recorded a total revenue of HK\$211,420,000 (with a total area of 5,900 square meters at an average selling price of approximately RMB32,300 per square meter).
- Meanwhile, the progress of residential development project, Castfast Mansion in Boluo County, Huizhou is on schedule with satisfactory progress. The project is expected to be completed in 2022 with a saleable floor area of approximately 30,000 square meters. The average selling price of approximately RMB6,000 per square meter.
- 另一三舊改造住宅項目－嘉輝豪庭第四期，年內已交付195個單位，共錄得收入為641,584,000港元（共計約有19,400平方米，平均售價為每平方米約人民幣29,800元）。截至二零二二年五月三十一日，嘉輝豪庭第四期的住宅項目餘下可售樓面面積約25,600平方米，其中已認購約54個單位，面積約5,400平方米，平均售價為每平方米約人民幣30,000元，預計在未來數年陸續交付。
- 另外，三舊改造住宅項目－嘉輝豪庭第五期，年內已交付51個單位，共錄得收入為211,420,000港元（共計有5,900平方米，平均售價為每平方米約人民幣32,300元）。
- 同時，惠州博羅縣嘉輝公館住宅項目工程如期進展良好，預計二零二二年竣工，可售樓面面積約30,000平方米，平均售價為每平方米約人民幣6,000元。

Chairman's Statement 主席報告

- (b) On 21 February 2022, the Group held a special general meeting to approve the resolution of the major and connected transaction in relation to the acquisitions of Kar Info International Property Limited and Jiaxuntong at a consideration of US\$100 and RMB38,000,000, respectively (the “**Acquisitions**”). The Acquisitions were completed on 8 March 2022.

Conclusion

During the year, the Epidemic continued to rage. The global geopolitical situation intensified. The overall market and economy were sluggish. The supply chain disruptions caused by the external environment, fluctuations in raw material prices, and the congestion of global transportation and logistics all brought challenges to the Group. The Group will continue to maintain a prudent attitude and respond to various unforeseeable changes in a flexible manner.

- (b) 於二零二二年二月二十一日，本集團舉行股東特別大會，通過以代價100美元及38,000,000元人民幣分別收購 Kar Info International Property Limited 及嘉訊通之主要及關連交易議案（「**收購事宜**」）。收購事宜於二零二二年三月八日完成交易。

總結

本年度疫情持續肆虐，環球地緣政治局勢緊張，整體市場經濟疲弱，外部環境引致的供應鏈中斷、原材料價格波動、全球運輸及物流緊繃等都為本集團帶來諸多挑戰。本集團將繼續保持審慎的態度，以靈活應變的方式去應付各種不確定變化。

Chairman's Statement 主席報告

The Group insisted on enhancing intelligent production, with the goal of saving manpower and increasing the production efficiency in a “precise, accurate, fast and stable” manner, and strived to optimise the production process. In addition, the Group actively promoted streamline improvement and innovation competitions to nurture the innovative mindset of the new generation, and provided employees with resources to apply the theories they learnt and their knowledge in practice. At the same time, the Group facilitated the development of intelligent production technology to create a win-win situation. Human resources development was also a main focus of the Group. It actively cultivated various internal workers and technicians to meet the corporate development needs, which eased the recruitment pressure of various departments and allowed more efficient exploration of personnel with great potentials, thereby enhancing the corporate strength.

The Group always pays attention to the physical and mental health of its employees. Under the continuous anti-pandemic environment, we actively cared for our employees to relieve their stress, and organised recreational activities for employees from time to time. We hoped that while implementing strict anti-pandemic measures, we could encourage our colleagues, support each other, and promote a positive, healthy and friendly working environment.

In addition, the Board is pleased to announce that, on 31 March 2022, KRP Development Holdings Limited (“**KRP Development**”), a wholly-owned subsidiary of the Company, submitted a listing application form (Form A1) to the Stock Exchange to apply for the listing of, and permission to deal in, the shares of KRP Development on the Stock Exchange. The spin-off of the Real Estate Business is still subject to the permission of the proposed spin-off and listing from the Listing Committee of the Stock Exchange. If the spin-off is materialised, the industrial business and the Real Estate Business will have a clearer positioning, resources will be allocated more efficiently, the flexibility of financing will be improved, and the potential value of the two businesses will be effectively released.

本集團堅持加強智慧生產，以節省人手並增加「精、準、快、穩」的生產效益為目標，著力優化生產工序；此外，本集團積極推行精益改善和創新大賽，培養新生代的創新思維，提供資源讓員工的理論知識落地運用。同時，推動智能生產技術進程，締造雙贏局面。人力資源建設亦為本集團所重視的項目，積極培育各類內部技工及技術員，以適應企業發展需求，緩解各部門的招聘壓力，並更有效發掘潛質人員，提升企業實力。

本集團一直注重員工身心健康。在持續的抗疫環境下，積極關懷員工以舒緩員工壓力，亦不時為員工舉辦一些康樂活動，希望在執行嚴控措施之餘，可以勉勵同袍，互相扶持，推動正面、健康、友善的工作環境。

此外，董事會欣然公佈，於二零二二年三月三十一日，本公司之全資附屬公司嘉創房地產控股有限公司（「**嘉創房地產**」）向聯交所提交申請表格（A1表格），申請批准嘉創房地產股份於聯交所上市買賣。分拆房地產業務仍有待聯交所上市委員會批准建議分拆及上市。倘建議分拆獲得落實，使工業業務及房地產業務有更清晰定位，資源更有效分配，提高融資靈活性，有效釋放兩者業務之潛在價值。

Chairman's Statement 主席報告

Dreams • Persistence

The original aspiration is the central core of the corporate culture, and the corporate culture is the driving force that provides an endless stream of energy to keep a company going. With over 40 years of experience, Karrie Group never forgets its original aspiration and focuses on the development of industrial business. It continues to invest in industrial development, builds more factories, diversifies products, and enhances intelligent production. Upholding the craftsmanship spirit, the Group strives for excellence with an innovative mindset and is committed to provide the client with “heartfelt dedication in all details”, in a bid to create value for customers and create a win-win situation. With the original aspiration of “Nothing is impossible”, the Group aims to bring benefits to stakeholders.

This original aspiration is deeply rooted in the corporate culture and has been recognised by all employees. It is practiced in the corporate vision, mission and values, ethics, operating principles, enterprise spirit and development goals. Corporate culture is not static. It must be preserved and passed on, which helps attract new generations to join and allows the Company to evolve and develop. It is driving force essential for the Company to forge ahead.

In fact, the business environment today is full of uncertainties and it is an extremely complex and interconnected system. In order for an enterprise to be sustainable, in addition to its corporate cultural base, it must have an innovative mindset for problem solving and it cannot merely follow what the others do. Realising a dream cannot be done in a single day. It requires persistence. Hence, long-lasting endurance is crucial. The original aspiration which is deeply rooted in the corporate culture would become the foundation of the dream and it would provide constant energy to pursuit the dream.

初心•續航

初心是企業文化之深層次結構，企業文化又是續航的原動力，提供源源不絕的能量。嘉利集團歷練四十多年，不忘本業初心注重工業業務發展，持續投資工業發展，增設廠房，多元化產品，深化智能生產，並以工匠精神的初心，精益求精，創新思維，推陳出新，秉持「用心去做」服務客戶，為客戶創造價值，共創雙贏；以「凡事皆可能」之初心為持份者帶來裨益。

這份初心深植入企業文化，也得到全體員工的認同，實踐於企業願景、使命及價值，道德規範，營運準則，企業精神及發展目標。企業文化不是靜態的，是必須維持承傳，吸引新生代加入，演化發展，推動企業前行，為企業續航提供不可或缺的動力。

其實，現今商業環境充滿着不確定，是一個極其複雜、相互串聯的系統。企業要有續航能力，除了有企業文化底蘊外，也不可單靠執行別人的解決方案，而是要有創新思考問題，釐定解決問題的方法。夢想不是一蹴而成，是必須堅毅地執行；因此，持久的續航能力為重要的一環。初心深植於企業文化是夢想的根，續航乃有效推動夢想的能源。

Chairman's Statement 主席報告

Upholding his original aspiration of the industry, the founder of the Group, Mr. Ho Cheuk Fai demonstrated his perseverance and looked for the best solutions. He pursued the industrial dream with the “undying craftsmanship spirit” and created epoch-making products such as ladybug radio and plum blossom building blocks. He also founded the Karrie Group which became a listed company on the Main Board of the Stock Exchange in Hong Kong. He would like to ask all employees to uphold their original aspirations, pursue their dreams, keep an innovative mindset, execute their plans effectively, forge ahead against all challenges, and achieve sustainable development to bring benefits to stakeholders.

(II) Dividend Policy

In the results announcement for the first quarter of year 2006/07, the Board announced the adoption of a new dividend policy, which outlines the factors that should be taken into account in determining the amount of dividend for distribution, such as the profit attributable to equity shareholders of the Company, cash flow and investment budgets. After careful consideration of the aforementioned factors, and for the purpose of maintaining the track record of consecutive annual payment of dividends since the listing, the Board has recommended the payment of a final dividend of HK4.0 cents per share to all the shareholders whose names appear on the register of members of the Company on 2 September 2022.

(III) Geographical Distribution

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

集團創辦人何焯輝先生憑藉對工業的初心，堅毅不屈，思考最佳解決方案，以「不減匠心精神」實踐工業夢想，屢創甲蟲收音機及梅花積木等劃時代產品，並創立嘉利集團，成為在港主板上市公司。寄語各員工必須秉持初心，堅持夢想，以創新思維，有效執行，砥礪航行，持續發展，為持份者帶來效益。

(二) 股息政策

董事會於二零零六／零七年度第一季度業績公佈採納「新股息政策」。新股息政策列出決定股息的派發金額時所須考慮的因素，如本公司股權持有人應佔溢利、現金流量及投資預算。董事會經審慎考慮上述各項因素後，及維持上市以來連續每年皆能派發股息的記錄，建議派發末期股息每股4.0港仙，予所有於二零二二年九月二日當日名列於本公司股東名冊內的股東。

(三) 地域分布

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

(IV) Prospects

- (a) In terms of Industrial Business: the Group will continue to deepen the intelligent production and promote the research in development of new technologies and new processes. In addition, the Group will strive to build up its human resources and pass on the corporate culture of Karrie.

The Group actively seeks to diversify the development of the industrial business. By adhering to the original aspiration of the industry and developing new concepts, it will further develop products and strengthen the product mix. It will also adapt to market changes and adjust its business development plans in a timely manner while exploring potential customers in order to increase profit margins.

- (b) In terms of Real Estate Business: the Group is still committed to participating in the development of the Greater Bay Area and actively looking for suitable projects. In April 2022, the Group successfully bid for the land use right in Foshan City, the PRC, with an area of approximately 34,450 square meters at a consideration of RMB155,000,000. The land is located in Gaoming District, Foshan City (near the planned location for the Pearl River Delta International Airport). As other large-scale transportation infrastructures are expected to be built in this area, the Group expects that the four-in-one transportation network consisting of “water, land, air and rail” will be built in the area which would stimulate the rapid development of the region. Benefiting from this plan, the land has certain development potential. The Group plans to develop residential properties on the land to implement the Group's strategies and plans for the development of the Greater Bay Area.

(四) 展望

- (a) 工業業務方面：本集團將會持續深化智能生產，推動新技術及新工藝研發。此外，本集團亦致力建立人力資源建設，承傳嘉利企業文化。

本集團積極尋求多元化的工業業務發展，憑藉堅持工業初心，開創新思維，進一步開拓產品，加強產品組合，亦順應市場變化，適時調整業務發展，開拓不同潛在客戶，以增加邊際利潤。

- (b) 房地產業務方面：本集團仍致力參與大灣區發展，積極物色合適的項目。於二零二二年四月，本集團成功以155,000,000元人民幣投得中國佛山市之土地使用權，面積約為34,450平方米。該土地位於佛山市高明區（規劃中的珠三角國際機場之所在地點附近），隨著其他大型交通基礎設施有望於該區建成，本集團預期區內將建成「水、陸、空、鐵」四位一體的交通網路，刺激地區快速發展。受惠於此計劃，該土地具一定發展潛力。本集團計劃在該土地發展住宅物業，貫徹本集團發展大灣區之策略及計劃。

Chairman's Statement 主席報告

(c) Although the operation of the Company will still face challenges in the coming year, with the introduction of more measures for stable growth in Mainland China, it is expected that the smooth flow of the logistics and supply chains can be ensured and the manufacturing industry shall gradually return to normal. In addition, the depreciation of the RMB exchange rate has also helped to relieve operating pressure. The Company expects to make steady progress in the unpredictable external environment and maintain stable development through the strategy of “internal cost control, diversification of products, customer expansion, and good communication for the future”.

FINANCIAL RESOURCES

Borrowings

With the commencement of Real Estate Business, net interest-bearing borrowings[#] as at 31 March 2022 were approximately HK\$297,712,000 and the net interest-bearing borrowings ratio (being the proportion of total net interest-bearing borrowings over total equity) was 18% (as at 31 March 2021 (restated): net interest-bearing borrowings were approximately HK\$258,363,000 and net interest-bearing borrowings ratio was 15%).

As at 31 March 2022, certain banking facilities and borrowings were secured by pledged deposits, equity interests of certain group companies, and/or guaranteed by the Group (As at 31 March 2021: property under development, equity interests of certain group companies, and/or guaranteed by the Group). The financial position of the Group remains healthy.

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

(c) 雖然來年本公司經營仍面對挑戰，但隨著內地更多穩定增長措施出台，將有望保障物流供應鏈暢通，製造業有望逐漸復常。加上，人民幣匯率下降，亦有助舒緩營運壓力。本公司期望透過「內控成本、多元產品、開拓客戶、溝通未來」之策略，在變化難測的外圍環境中穩步推進，保持平穩發展。

財務資源

借貸

隨著房地產業務發展，於二零二二年三月三十一日的淨計息借貸[#]約為297,712,000港元及淨計息借貸比率（即淨計息借貸總額相對權益總額之比例）為18%（於二零二一年三月三十一日（已重列）：淨計息借貸約為258,363,000港元及淨計息借貸比率為15%）。

於二零二二年三月三十一日，部分銀行授信額度及借款以本集團已抵押銀行存款、若干集團子公司之股份權益及／或由本集團擔保（於二零二一年三月三十一日，部分銀行授信額度及借款以本集團之待沽在建物業、若干集團子公司之股份權益及／或由本集團擔保）。本集團財務狀況仍然非常健康。

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

Chairman's Statement 主席報告

Non-current Assets to Shareholders' Fund Ratio maintaining at below 1

The non-current assets to total equity ratio as at 31 March 2022 maintained at the healthy level of 77% (as at 31 March 2021 (restated): 59%), which represents the Group's non-current assets, such as plant and machineries are using its stable total equity as a support.

Capital Expenditure ("CAPEX")

The initial estimate of the CAPEX Budget for the financial year 2022/23 is approximately HK\$286,000,000. The CAPEX was mainly used for construction of factory, acquiring machinery and equipment and computer system.

Resources Available

Currently, the total interest-bearing bank borrowings are approximately HK\$1,201,184,000. The Group is confident that with the cash in hand and bank deposits (including pledged deposits and restricted deposits) of approximately HK\$924,048,000 and the unutilised banking facilities of approximately HK\$520,807,000, it is able to meet its current operational and capital expenditure requirements and to make strategic investments when opportunities arise.

Exchange Rate Exposure

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

非流動資產與股東資金比率維持低於1之水平

於二零二二年三月三十一日，非流動資產與權益總額比率維持於77%之健康水平（於二零二一年三月三十一日（已重列）：59%），代表集團之非流動資產如廠房及機器皆以穩定之權益總額所支持。

固定資產投資

初步估計二零二二／二三財政年度的固定資產投資約為286,000,000港元。固定資產投資主要是用作興建廠房、購買機械設備及電腦系統之使用。

可動用資源

現時計息銀行借貸總額約為1,201,184,000港元，而手持現金及銀行存款（包括質押存款及受限制存款）約為924,048,000港元與及銀行未動用借貸額約520,807,000港元，集團有信心足夠應付現時營運與及資本性開支及如機遇出現時的策略性投資的需要。

匯兌風險

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

Chairman's Statement

主席報告

Contingent Liabilities

The Group has provided guarantees to banks to secure the mortgage arrangements of certain property buyers. As at 31 March 2022, the outstanding guarantees to the banks amounted to HK\$855,859,000 which will be released upon the completion of the transfer procedures with the property buyers in respect of the legal title of the properties.

The directors do not consider the Group will sustain a loss under these guarantees as the bank has the rights to sell the property and recovers the outstanding loan balance from the sale proceeds if the property buyers have default payment. The Group has not recognised any deferred income in respect of these guarantees as its fair value is considered to be insignificant.

As at 31 March 2022, the Group had no significant contingent liabilities.

EMPLOYEES AND REMUNERATION POLICIES

The Group had approximately 3,700 employees on average (an average of 3,350 employees in the corresponding period last year) during the year. The increment of manpower is to meet the demand of orders. With a good reputation in the local community, the Group has rarely encountered major difficulties in recruiting employees at the same time.

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

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

或然負債

本集團已向銀行發出擔保，以擔保某些購房者之抵押安排。於二零二二年三月三十一日，尚未償還之銀行擔保總額為855,859,000港元，將在完成與房產購買者有關合法產權之轉讓手續後解除。

董事認為本集團將不會因這些擔保而蒙受損失，因為銀行有權出售該物業，並且如果購房者有違約付款，則可以從出售收益中收回未償還之貸款餘額。由於其公平值並非顯著，因此本集團並未就這些擔保確認任何遞延收入。

於二零二二年三月三十一日，本集團並無重大或然負債。

僱員及薪酬政策

本集團於本年度內平均聘有僱員約3,700人(去年同期平均3,350人)，增加人員用以滿足訂單需求。同時，由於本集團在當地建立了良好的信譽，故此於招聘人員上並未遇到重大困難。

僱員薪酬乃根據一般市場標準及僱員之表現及經驗釐定，本集團並會根據公司已審核的業績透過獎賞評核政策，對有良好表現的員工發放花紅。其他員工福利包括醫療保險及強制性公積金。

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

Chairman's Statement 主席報告

Performance-based Incentives

The Group adopted performance based bonus system and objective performance assessment. Employees with outstanding performance will now receive more bonus than before the new system was implemented.

DIVIDEND

The Board has recommended to pay a final dividend of HK4.0 cents per share (2020/21 final dividend: HK7.0 cents per share), to shareholders whose names appear on the register of members of the Company on 2 September 2022. Together with the interim dividend of HK4.5 cents per share (2020/21 interim dividend: HK4.0 cents per share) and a special dividend of HK1.0 cent per share (2020/21 special dividend: HK0.5 cents per share), total dividend paid/payable for this year amounted to HK9.5 cents per share (2020/21: HK11.5 cents per share). The final dividend will be subject to the approval of the shareholders of the Company at the forthcoming annual general meeting (the "AGM") of the Company to be held on 26 August 2022.

AUDIT COMMITTEE

The Company has established an audit committee currently made up of one non-executive Director and three independent non-executive Directors whose duties include resolving issues in relation to audit such as reviewing and supervising the Company's financial reporting process and internal control systems. The audit committee and the management have reviewed the accounting principles and major policies adopted by the Group and have discussed the auditing, internal control and financial reporting in the current year with the external auditors. The audit committee has reviewed the consolidated annual results of the Group for the year ended 31 March 2022.

APPRECIATION

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

表現為先

本集團採納表現掛勾的獎金制及較客觀的表現評估，有超卓表現的員工則會獲發比以往更為可觀的獎金。

股息

董事會已建議派發末期股息每股4.0港仙(二零二零／二一年度末期股息：每股7.0港仙)予所有於二零二二年九月二日當日名列於本公司股東名冊內的股東。連同中期股息每股4.5港仙(二零二零／二一年度中期股息：每股4.0港仙)及特別股息每股1.0港仙(二零二零／二一年度特別股息：每股0.5港仙)，全年股息派發／應付共達每股9.5港仙(二零二零／二一年度：每股11.5港仙)。末期股息須待本公司股東於二零二二年八月二十六日舉行之應屆股東周年大會(「股東周年大會」)上批准後方可作實。

審核委員會

本公司已成立審核委員會，該委員會現由一位非執行董事及三位獨立非執行董事組成。審核委員會負責處理審核範圍內的事宜，包括審視及監督本公司之財務申報程序及內部監控。審核委員會及管理層已審閱本集團已採納之會計準則及主要政策，並與外部核數師就本年度之審計、內部監控及財務報告進行商討。審核委員會已審閱本集團截至二零二二年三月三十一日止的綜合年度業績。

感謝

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

Chairman's Statement

主席報告

APPENDIX 1

附錄一

Dividend and Dividend Policy:

股息及股息政策:

An unbroken 26 years' record of dividend payment

二十六年以來派息從未間斷

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

本集團既定股息政策為股東應佔溢利30%或以上用作派息

All dividend paid shown below is in HK cents per Share

下列每股股份派發之股息全以港仙計算

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

Remarks:

備註:

* Excluding special dividend

* 不包括特別股息

[^] Restated

[^] 已重列

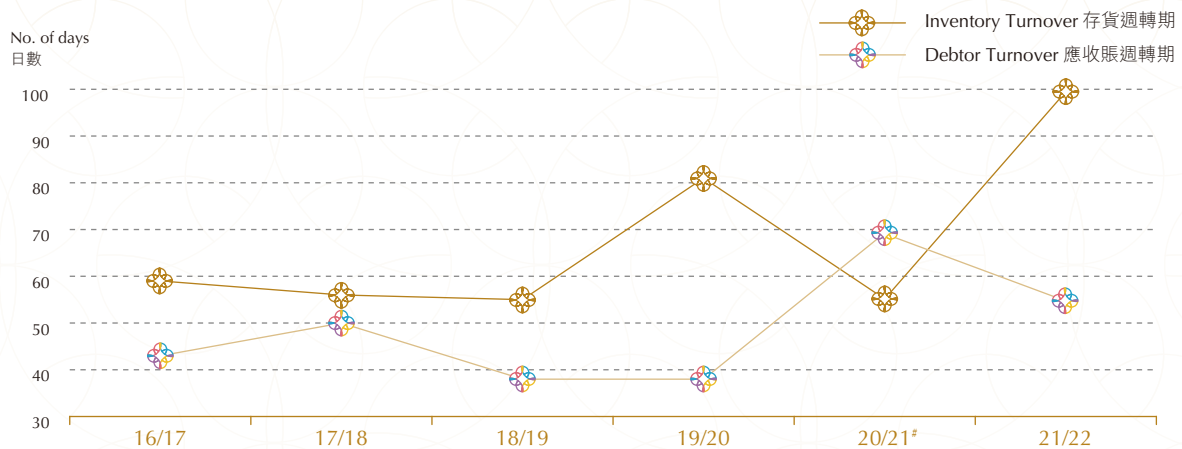
† Including special dividend

† 包括特別股息

APPENDIX 2

附錄二

Inventory & Debtor Turnover
存貨及應收賬週轉期



(No. of days) (日數)	16/17	17/18	18/19	19/20	20/21 [#]	21/22
Inventory Turnover 存貨週轉期	59	56	55	81	56	99
Debtor Turnover 應收賬週轉期	43	50	38	38	69	55

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

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

[#] Restated

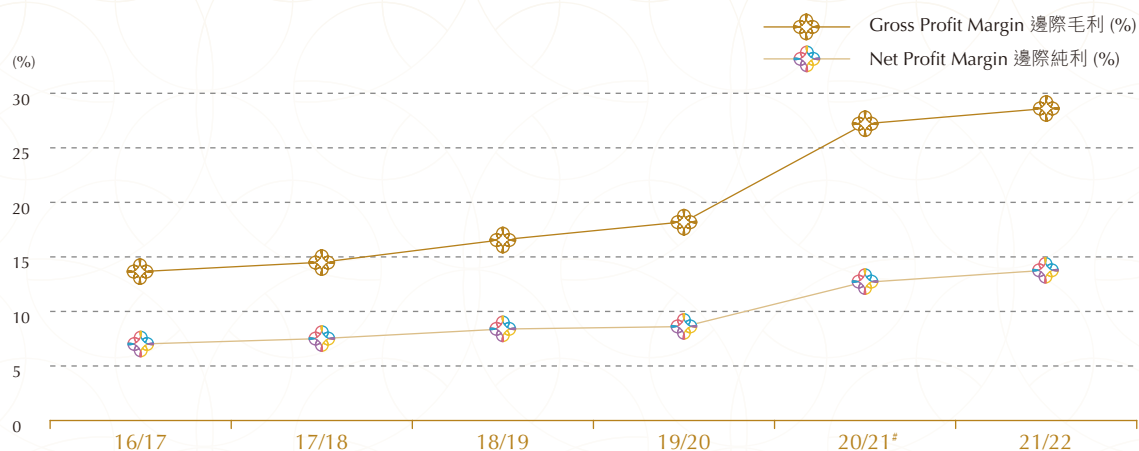
[#] 已重列

Chairman's Statement 主席報告

APPENDIX 3

附錄三

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



	16/17	17/18	18/19	19/20	20/21 [#]	21/22
(%)						
Gross Profit Margin 邊際毛利	13.6	14.5	16.6	18.2	27.2	28.6
Net Profit Margin 邊際純利	7.0	7.5	8.4	8.6	12.8	13.7
<i>HK\$(million)</i> (百萬港元)						
Revenue 收入	2,700	2,920	2,651	2,902	3,473	4,013
Profit for the year 年度溢利	168	182	221	250	445	549

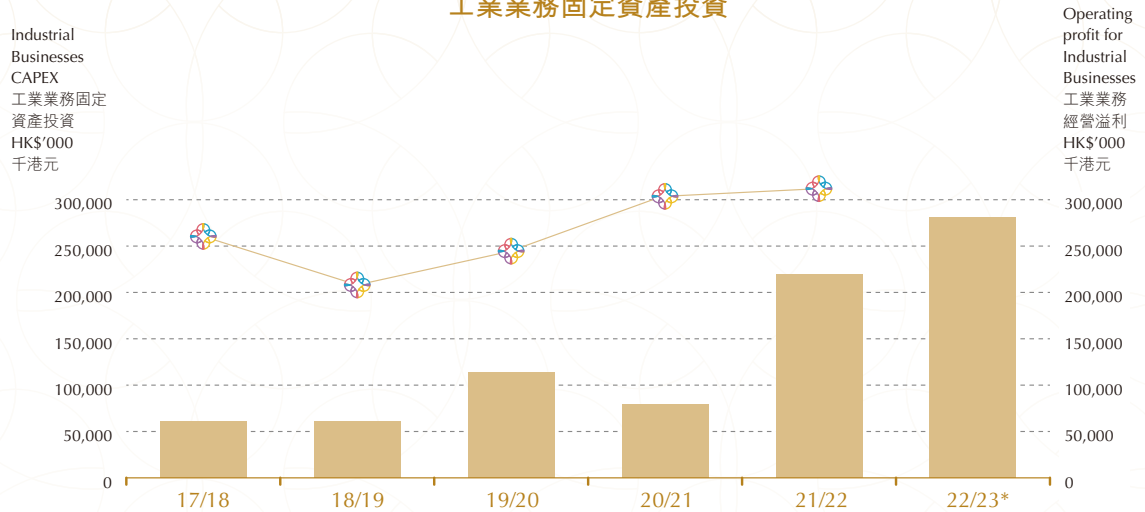
[#] Restated

[#] 已重列

APPENDIX 4

附錄四

Industrial Businesses CAPEX
工業業務固定資產投資



(HK\$'000) (千港元)	17/18	18/19	19/20	20/21	21/22	22/23*
Industrial Businesses CAPEX 工業業務固定資產投資	60,660	61,415	113,822	79,418	220,318	286,000
Operating Profit for Industrial Businesses 工業業務經營溢利	260,432	208,065	242,947	302,993	310,256	Not applicable 不適用

Note: 附註：

* Budget

* 預算

Corporate Governance Report

企業管治報告書

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

For the years ended 31 March 2022 (the “Year”) the Group has applied the principles of the recently promulgated Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and complied with the code provision (the “Code Provisions”) of the CG Code; save for the deviation from Code Provisions B.2.2 and C.2.1 of the CG Code. This report describes our Group’s corporate governance practices and explains the said deviations from the CG Code.

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

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

為保障全體本公司股東(「股東」)權益及提升企業價值和問責性，本集團一向承諾恪守奉行最嚴謹之企業管治。

於截至二零二二年三月三十一日止年度(「本年度」)內，本集團已應用最新頒佈並載於香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四之企業管治常規守則(「企業管治守則」)所規定之原則及遵守所有守則條文(「守則條文」)(除了偏離企業管治守則之守則條文B.2.2及C.2.1外)，本報告書詳述本集團之企業管治慣例，並闡釋企業管治守則之原則應用及偏離企業管治守則的行為。

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

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

Corporate Governance Report

企業管治報告書

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

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

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

A. BOARD OF DIRECTORS

1. The Board of Directors

1.1 As at 31 March 2022, the Board consisted of nine Directors, comprising Mr. Ho Cheuk Fai (Chairman and Chief Executive Officer), Ms. Chan Ming Mui, Silvia, Mr. Zhao Kai and Mr. Chan Raymond as executive Directors; Mr. Ho Cheuk Ming (Deputy Chairman) and Mr. Ho Kai Man as a non-executive Directors and Mr. Fong Hoi Shing, Mr. Yam Chung Shing and Dr. Lau Kin Wah as the independent non-executive Directors. The Board has the collective responsibility for the leadership and promotion of the success of the Group’s business by directing and supervising the Group’s affairs.

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

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

本公司將繼續不時檢討其常規，以達至高水平之企業管治。

A. 董事會

1. 董事會

1.1 於二零二二年三月三十一日，董事會由九名董事組成。包括執行董事：何焯輝先生(主席兼行政總裁)、陳名妹小姐、趙凱先生及陳毅文先生。非執行董事：何卓明先生(副主席)及何啟文先生。獨立非執行董事：方海城先生、任重誠先生及劉健華博士。董事會成員共同負責本集團事務之領導及管治工作，並共同承擔指引及監督本集團事務之責任。

Corporate Governance Report 企業管治報告書

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

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

The Board had met six times for the Year and considered, reviewed and approved the Group's annual results for the year ended 31 March 2021, quarterly and interim results of the Group for the Year.

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

1.3 董事會每季舉行定期會議，並於情況需要時召開特別會議。

董事會於本年度內已舉行六次會議，並已考慮、審閱及批准集團截至二零二一年三月三十一日之全年業績及於本年度之季度及中期業績。

Corporate Governance Report

企業管治報告書

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

以下是本年度董事會會議及股東大會的出席紀錄：

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

本年度董事會及股東大會會議個別董事的出席率

		No. of board meetings attended/held 董事會出席次數／會議次數	No. of general meetings attended/held 股東大會出席次數／會議次數
Executive Directors 執行董事			
Mr. Ho Cheuk Fai	何焯輝先生	6/6	2/2
Ms. Chan Ming Mui, Silvia	陳名妹小姐	6/6	2/2
Mr. Zhao Kai	趙凱先生	6/6	2/2
Mr. Chan Raymond	陳毅文先生	6/6	2/2
Non-executive Directors 非執行董事			
Mr. Ho Cheuk Ming	何卓明先生	6/6	2/2
Mr. Ho Kai Man	何啟文先生	6/6	2/2
Independent Non-executive Directors 獨立非執行董事			
Mr. Fong Hoi Shing	方海城先生	6/6	2/2
Mr. Yam Chung Shing	任重誠先生	6/6	2/2
Dr. Lau Kin Wah	劉健華博士	6/6	2/2

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

董事名單及其角色及職務刊載於本公司及聯交所網站。

Corporate Governance Report

企業管治報告書

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

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

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

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

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

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

Corporate Governance Report

企業管治報告書

2. Board Composition

2.1 As at 31 March 2022, the Board has nine Directors which comprise four executive Directors, two non-executive Directors and three independent non-executive Directors. Mr. Ho Cheuk Ming, a non-executive Director, is the younger brother of Mr. Ho Cheuk Fai, the Chairman and Chief Executive Officer. Mr. Ho Kai Man, a non-executive Director, is the nephew of Mr. Ho Cheuk Fai, Chairman and Chief Executive Officer of the Company and the son of Mr. Ho Cheuk Ming, a non-executive Director and deputy chairman of the Company.

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

2. 董事會組成

2.1 於二零二二年三月三十一日，董事會已由九名董事組成，其中包括四名執行董事、兩名非執行董事及三名獨立非執行董事。非執行董事何卓明先生乃主席兼行政總裁何焯輝先生之弟。非執行董事何啟文先生乃本公司主席兼行政總裁何焯輝先生之姪兒及本公司非執行董事兼副主席何卓明先生的兒子。

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

Corporate Governance Report

企業管治報告書

3. Board Diversity

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

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

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

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

The Board comprises of nine members including one female Director. In recognition of the importance of gender diversity, the Company has taken and will continue to take steps to promote gender diversity in the Board so as to ensure appropriate gender diversity is achieved.

3. 董事會成員多元化

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

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

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

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

董事會包含九位成員，其中一位為女性。知悉性別多元化的重要性，本公司將採取及會繼續採取步驟，以確保達至合適性別多元化。

Corporate Governance Report

企業管治報告書

4. Appointment, Re-election and Removal of Directors

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

4.2 As at 31 March 2022, non-executive Directors (except Mr. Ho Cheuk Ming and Mr. Ho Kai Man) including the independent non-executive Directors are appointed for a fixed term not exceeding three years and all non-executive Directors are subject to the requirements of retirement by rotation and re-election by Shareholders at the AGM in accordance with the Company’s Bye-laws.

4. 董事的委任、重選及罷免

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

4.2 於二零二二年三月三十一日，非執行董事（何卓明先生及何啟文先生除外）包括獨立非執行董事以固定任期委任，惟不超過三年，所有非執行董事並須根據本公司之公司細則於股東週年大會上輪席退任並重選連任。

Corporate Governance Report

企業管治報告書

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

5. Liability Insurance for the Directors

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

6. Directors' Continuous Professional Development

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

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

5. 董事的責任保險

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

6. 董事之持續專業發展

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

Corporate Governance Report 企業管治報告書

For the Year, all Directors have participated in appropriate continuous professional development activities either by attending training courses, seminars, conferences and forums or by reading materials relevant to the Group's business and Directors' duties and responsibilities. Each of them has provided a record of training they received for the Year to the Company. A directors' training course was held on 31 March 2022 concerning regulation of listed companies and directors and senior management by the Stock Exchange and the Securities and Futures Commission and related cases. The training each Director received for the Year is summarised as below:

本年度，全體董事均透過出席培訓課程、研討會、會議及論壇或閱讀本集團業務或董事職能及職責相關資料之方式參與合適之專業發展培訓活動。本年度，每一位董事提供予本公司所接受之培訓記錄於二零二二年三月三十一日舉行了一個董事培訓課程，內容關於聯交所及證監會對上市公司及董事和高級管理人員的監管及其相關案例。本年度各董事接受培訓之概要如下：

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

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7. Corporate Governance and Chairman and Chief Executive Officer

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

The Chairman should:

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

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

7. 企業管治及主席及行政總裁

主席應負責確保董事及時收到充分的資訊，而有關資訊亦必須準確清晰及完備可靠。

主席應：

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

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

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8. Independent Non-executive Directors

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

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

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

B. BOARD COMMITTEE

1. Remuneration Committee (“RC”)

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

8. 獨立非執行董事

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

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

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

B. 董事委員會

1. 薪酬委員會

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

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1.2 The principal responsibilities of RC are:

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

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

1.2 薪酬委員會主要職能包括：

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

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

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

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Remuneration of Directors and Senior Management

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

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

董事及高級管理人員薪酬

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

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

Remuneration bands (HK\$)	薪酬組別(港幣)	Number of persons 人數
1 to 1,000,000	1至1,000,000	1
1,000,001 to 2,000,000	1,000,001至2,000,000	4

2. Audit Committee ("AC")

2.1 The AC's membership, with the exception of Mr. Ho Cheuk Ming (non-executive Director), comprised the independent non-executive Directors as at 31 March 2022:

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

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

2. 審核委員會

2.1 截至二零二二年三月三十一日，審核委員會(除何卓明先生(非執行董事)外)均為獨立非執行董事組成：

方海城先生
(審核委員會主席)
何卓明先生
任重誠先生
劉健華博士

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

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2.2 The operations of the AC are regulated by its terms of reference. The terms of reference have been updated in April 2016 to comply with the new requirements set out in the Revised Code. The updated terms of reference of the Audit Committee were posted on the websites of the Company and the Stock Exchange. The main duties of the AC include:

- to review and supervise the Group's financial reporting process including the review of quarterly, interim and annual results of the Group;
- to review the external auditors' appointment, re-appointment, remuneration and any matters relating to resignation or termination;
- to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards.
- to examine the effectiveness of the Group's internal control which involves regular review in various corporate structures and business process;
- to realize corporate objective and strategy by taking into account the potential risk and the nature of its urgency in order to ensure the effectiveness of the Group's business operations. The scope of such reviews includes finance, operations, regulatory compliance, internal control systems and risk management; and
- to discuss the risk management and internal control systems with management to ensure that management has performed its duties to have effective systems.

2.2 審核委員會之運作受職權範圍規管。職權範圍已於二零一六年四月更新以符合經修訂守則所載新規定。審核委員會更新之職權範圍已刊載於本公司及聯交所之網頁內。審核委員會之主要職責包括：

- 檢討及監控本集團之財務報告程序，包括審閱本集團的季度、中期及年度業績；
- 檢討外聘核數師的委任、重新委任、批准其薪酬及任何有關其辭任或辭退之任何事宜；
- 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效；
- 檢討本集團內部監控之有效性，包括定期檢討各項有關企業及業務的程序；
- 在考慮到潛在風險的性質及迫切性的情況下體現企業目標及策略以確保本集團業務運作有效。該等檢討包括財務、營運、監管規則的遵守及風險管理等範圍；及
- 與管理層討論風險及內部監控系統，確保管理層已履行職責建立有效的系統。

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2.3 The AC met two times during the Year and reviewed the interim results of the Group for the six months ended 30 September 2021 and the annual results of the Group for the year ended 31 March 2021. The AC had also reviewed the Group's financial reporting system, internal control system, risk management system and associated procedures to ensure their adequacy and effectiveness. The Company Secretary of the Company keeps all minutes of the AC. The attendance record of the meeting of AC during the Year is set out below:

2.3 審核委員會於本年度舉行兩次會議，並審閱了集團截至二零二一年九月三十日中期及截至二零二一年三月三十一日止年度的全年業績。審核委員會亦審閱了本集團的財務報告制度、內部控制制度、風險管理系統和相關的程式，以確保其充分性和有效性。審核委員會之詳盡會議記錄由公司的公司秘書存置。審核委員會於本年度會議出席記錄如下：

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

3. Nomination Committee

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

3. 提名委員會

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

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3.2 The duties of the nomination committee are as follows:

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

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

- Reputation for integrity;
- Accomplishment, experience and reputation in the relevant industries/sectors;

3.2 提名委員會的職責如下：

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

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

- 誠信；
- 於相關業務／行業的成就、經驗及聲譽；

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- Commitment in respect of sufficient time, interest and attention to the Company's business;
 - Diversity in all aspects, including but not limited to gender, age, cultural/educational and professional background, skills, knowledge and experience;
 - The ability to assist and support management and make significant contributions to the Company's success;
 - Compliance with the criteria of independence as prescribed under Rule 3.10A and 3.13 of the Listing Rules for the appointment of an independent non-executive director; and
 - Any other relevant factors as may be determined by the Board from time to time.
- 承諾投入足夠時間、代表界別的利益及關注本公司的業務；
 - 董事會各方面的多元化，包括但不限於性別、年齡、文化／教育和專業背景、技能、知識和經驗；
 - 有能力協助和支持管理層，並對本公司的成功作出重大貢獻；
 - 符合載列於上市規則第3.10A及第3.13條對委任獨立非執行董事所規定的獨立性準則；及
 - 董事會不時決定的任何其他相關因素。

3.4 The nomination procedures are as follows:

- The Chairman of the board shall nominate suitable candidates to the Board and therefore shall convene a meeting, and invite Board members, for consideration by the Board. The Board members may also nominate candidates for the Board's consideration.
- In the context of appointment of any candidate to the Board, the Board shall undertake adequate due diligence in respect of such individual and make approval.

3.4 提名程序包括：

- 董事會主席將向董事會提名合適人選及召開會議，並邀請董事會考慮。董事會成員亦可提名候選人供董事會考慮。
- 就委任任何董事會候選人而言，董事會須就個別候選人進行充分的盡職審查，以供審批。

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- In the context of re-appointment of any existing member(s) of the Board, the Board shall consider for the candidates to stand for re-election at a general meeting.
 - Please refer to the “Procedures for a Shareholder to Propose a Person for Election as a Director”, which is available on the Company’s website, for procedures for Shareholders’ nomination of any proposed candidate for election as a director.
 - The Board shall have the final decision on all matters relating to candidates to stand for election at a general meeting.
- 3.5 The nomination committee will review the board diversity policy of the Company, as appropriate, to ensure its effectiveness and discuss any revisions that may be required and recommended any such revisions to the Board for consideration and approval.
- 3.6 The nomination committee meets at least once a year. The quorum necessary for the transaction of business by the nomination committee is two. During the Year, no nomination committee was held due to new establishment.
- 就重新委任董事會任何現有成員而言，董事會將考慮，讓候選人可於股東大會上膺選連任。
 - 有關股東提名任何候選人參選董事的程序，請參閱登載於本公司網站的「股東提名候選董事的程序」。
 - 對推薦候選人於股東大會上參選的所有事宜，董事會擁有最終決定權。
- 3.5 提名委員會將在適當時候檢討本公司董事會成員多元化政策，以確保其行之有效，並討論任何或需作出修訂，再提交董事會考慮審批。
- 3.6 每年至少一次召開提名委員會。提名委員會處理事務之法定人數為兩人，由於新成立，本年度，並無提名委員會召開。

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C. SECURITIES TRANSACTIONS BY DIRECTORS

- 1.1 The Company has adopted a Code for Securities Transactions by Directors of the Group (the “**Company’s Model Code**”) on terms no less exacting than the required standard set out in Model Code for Securities Transactions by Directors of Listed Companies (the “**Model Code**”) contained in Appendix 10 of the Listing Rules.
- 1.2 Having made specific enquiries to all Directors, they have confirmed that they had complied with the required standards set out in both the Company’s Model Code and the Model Code throughout the year ended 31 March 2022.

D. ACCOUNTABILITY AND AUDIT

1. Financial Reporting

- 1.1 The Board acknowledges its responsibility for preparing the Group’s accounts which gives a true and fair view of the state of affairs of the Company and of the Group on a going concern basis, with supporting assumption or qualification as necessary. In preparing the accounts for the Year, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent and reasonable.
- 1.2 The management provides explanation and information to the Board as to enable the Board to make informed assessments of the financial and other information put before the Board for approval.

C. 董事進行證券交易

- 1.1 本公司已採納本集團董事進行證券交易的標準守則(「**公司標準守則**」)，其條款並不較上市規則附錄10所載上市公司董事進行證券交易的標準守則(「**標準守則**」)之條款寬鬆。
- 1.2 經向全體董事作出具體查詢後，彼等確認已於截至二零二二年三月三十一日止年度期間全面遵守標準守則及公司標準守則所載之標準規定。

D. 問責及審核

1. 財務匯報

- 1.1 董事會知悉其責任乃編製反映本公司及本集團真實公平財政狀況之賬目(按持續經營基準，並在有需要時以假設及保留意見支援)。於編製本年度之賬目時，董事已挑選適合之會計政策及貫徹應用，並作出審慎合理之判斷及估計。
- 1.2 管理層向董事會提供該等闡釋及資料，使董事會對其須批准之財務及其他資料能作出知情評估。

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1.3 The Board endeavours to ensure the making of balanced, clear and understandable assessments of the Group's position and prospects and extending the coverage of such information to include annual, interim and quarterly reports, price-sensitive announcements and financial disclosures as required under the Listing Rules, reports to regulators as well as any information that is required to be disclosed pursuant to statutory requirements.

2. Internal Controls

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

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

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

1.3 董事會致力確保對本集團之狀況及前景作出客觀、明確及可理解之評估，並將範圍擴大至本集團之年度、中期及季度報告、其他涉及股價敏感資料的公佈、其他根據上市規則須予披露之財務資料、致監管機構之報告書以及法定須予披露之其他資料。

2. 內部監控

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

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

董事會已採納風險管理政策及三年內部風險管理審計計劃，其中包括本集團的風險管理系統及結構。內部審計部連同審核委員會至少每年將就風險管理的有效性進行檢討。

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

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

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

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

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

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

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

3. Risk Management

I. Risk Management System

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

- specifying the concept of risk management, and determining the scope of risk management.
- specifying the risk reporting process and establishing risk governance framework to identify and assess the possible impact on the Group.
- establishing risk governance control points for establishing relevant counter-measures against the main control matters involving risks.

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

3. 風險管理

一、風險管理系統

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

- 明確風險管理理念，確定風險管理範圍。
- 明確風險彙報流程，建立風險治理架構，識別以及評估風險可能給公司造成的影響。
- 制定風險治理控制點，對含有風險的主要控制事項制定相關的應對措施。

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- establishing monitoring plan in terms of priority, conducting monitoring and review twice a year.
- in face of Epidemic, the Group quickly activated the emergency response mechanism for the Epidemic, fully utilized epidemic prevention resource resources, worked not the Epidemic emergency work plan, set up the Epidemic prevention working group and issued a series of administrative measures including the “Administrative Requirements on Epidemic Prevention Discipline”. The Group adheres to properly manage both prevention and control of the Epidemic and regularly operation and production.
- 按主次順序制定監察計劃，每年兩次實施監察及檢討。
- 面對疫情，本集團迅速啟動疫情應急處理機制，充分使用防疫資源，撰寫疫情應急工作方案，成立防疫工作小組及發佈了《關於防疫紀律的管理要求》等一系列管理辦法，本集團做到疫情防控及保持業務運作兩不失。

II. Risk Management Framework

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

III. Risk Identification

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

二、風險管理架構

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

三、風險識別

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

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

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

IV. Risk Assessment

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

V. Risk Handling

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

自上而下，執委會代表及風險管理部須每兩年一次以問卷的形式進行風險識別。

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

四、風險評估

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

五、風險處理

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

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4. Auditors' remuneration

During the Year, the fees paid to KPMG, the Group's external auditor HK\$6,500,000 for audit services of the Group and for non-audit related services approximately HK\$1,353,000, representing mainly taxation services and other non-audit service fees.

E. COMMUNICATION WITH SHAREHOLDERS

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

4. 核數師酬金

於本年度內，支付予本公司外聘核數師畢馬威會計師事務所 6,500,000 港元為本集團提供核數服務及約 1,353,000 港元為非核數相關服務(主要為稅務服務及其他非審計服務費)。

E. 與股東之溝通

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

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5. Separate resolutions are proposed at general meetings on each substantially separate issue, including the election of individual Directors.
6. All votes of the Shareholders at a general meeting must be taken by poll according to the Listing Rules. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to bye-law 66 of the Bye-laws.

F. INVESTOR RELATIONS

1. Results announcement

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

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

2. Communication of media, analysts and investors

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

5. 每個實質上無關連之個別事項（包括選舉個別董事），以獨立決議案提呈於股東大會上。
6. 股東大會上的表決必須以投票形式進行。根據公司細則第66條，大會主席會因此要求股東週年大會上的決議皆由投票形式表決。

F. 投資者關係

1. 業績公佈

董事會深知與投資者之有效溝通，乃建立投資者信心及吸引新投資者之關鍵。

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

2. 新聞界、分析員及投資者之交流

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

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3. Website

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

3. 網站

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

G. SHAREHOLDERS' RIGHT

1. Procedures for Shareholders to convene a Special General Meeting

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

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

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

G. 股東權利

1. 股東召開股東特別大會之程序

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

2. 向董事會提出查詢的程序

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

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

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

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

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

H. COMPANY SECRETARY

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

I. CONSTITUTIONAL DOCUMENTS

During the Year, there is no change in the Company's constitutional documents.

3. 股東於股東大會上提呈議案之程序

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

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

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

H. 公司秘書

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

I. 章程文件

本公司章程文件於年內概無任何變動。

Senior Management Profile 高級管理人員之個人資料

DIRECTORS

Executive Directors

Mr. HO Cheuk Fai, aged 76, was appointed as a Director of the Company in October 1996 and is the Chairman and Chief Executive Officer of the Company as well as the founder of the Group. He is also the director of certain subsidiaries of the Group. Prior to founding the Group in 1980, Mr. Ho had experience in factory management for several decades and in running operations specialised in manufacturing plastic, metal and electronic products. He is responsible for the Group's overall corporate strategies and objectives. He is also a director of New Sense Enterprises Limited and Honford Investments Limited, a corporate substantial shareholder of the Company, and the brother of Mr. Ho Cheuk Ming, who is a non-executive Director and Deputy Chairman, the husband of Ms. Ho Po Chu, who is a member of management team and the uncle of Mr. Ho Kai Man, a non-executive Director of the Company.

董事

執行董事

何焯輝先生，七十六歲，於一九九六年十月獲委任為本公司董事，並為本公司主席兼行政總裁及本集團的創辦人。彼亦為本集團若干附屬公司之董事。於一九八零年成立本集團前，彼擁有數十年工廠管理及塑膠、金屬與電子產品製造經驗。彼負責集團之整體企業策略及目標。彼為本公司法團大股東New Sense Enterprises Limited及Honford Investments Limited之董事，及為何卓明先生(本公司之非執行董事兼副主席)之兄長；何寶珠女士(管理團隊成員之一)之丈夫；及何先生為何啟文先生(本公司之非執行董事)之伯父。

Senior Management Profile 高級管理人員之個人資料

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

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

Senior Management Profile 高級管理人員之個人資料

Ms. CHAN Ming Mui, Silvia, aged 50, was appointed as an executive Director in November 2010, and is the General Manager – Human Resources and Administration of the Group and responsible for the overall operation of human resources, administration and IT department of the Group. Ms. Chan is one of the members of the Executive Committee and Internal Audit Committee of the Group. She is also the director of certain subsidiaries of the Group. Ms. Chan graduated from The City University of Hong Kong majoring in Public Administration and Management. She also holds a Master of Business Administration from Wrexham Glyndwr University in the United Kingdom. She joined the Group in 1996 and has over 20 years' experience in administration and management.

Mr. ZHAO Kai, aged 47, was appointed as a Director of the Company in November 2012. He has been appointed as the General Manager and the Convener of Executive Committee of the Group with effect from 1 April 2013, responsible for overall manufacturing management and operation of the Group. Mr. Zhao graduated from Xihua University (formerly known as Sichuan Institute of Technology) in the PRC with a Bachelor Degree in Foundry Engineering. He had over 20 years' experience in metal plastic, mould engineering and project management and more than 15 years' experience in production management and operation. Mr. Zhao joined the Group in December 2011.

Mr. CHAN Raymond, aged 55, was appointed as an executive Director in June 2016. He is also the Marketing Executive General Manager and a member of the Executive Committee of the Group, responsible for the Group's marketing and business development. He is also the director of certain subsidiaries of the Group. He joined the Group in 1985 and has over 25 years' experience in sales and marketing.

陳名妹小姐，五十歲，於二零一零年十一月獲委任為執行董事，並為本集團人力資源及行政總經理，負責本集團人力資源、行政及電腦部之整體運作。陳小姐是本集團執行委員會及內部審計管理委員會之成員。彼亦為本集團若干附屬公司之董事。陳小姐於香港城市大學畢業，主修公共行政及管理；及持有英國格林多大學工商管理碩士學位。彼於一九九六年加入本集團，擁有逾二十年行政及管理經驗。

趙凱先生，四十七歲，於二零一二年十一月獲委任為本公司董事，彼於二零一三年四月一日獲委任為本集團總經理及執行委員會召集人，負責集團製造業務之整體營運及管理。趙先生持有中國西華大學（前稱中國四川工業學院）鑄造工程學士學位。彼擁有逾二十年五金塑膠、工模工程及項目管理經驗，亦具有逾十五年工廠生產管理及營運經驗。趙先生於二零一一年十二月加入本集團。

陳毅文先生，五十五歲，於二零一六年六月獲委任為執行董事，現時亦為本集團市場執行總經理及執行委員會成員，負責集團市場業務拓展。彼亦為本集團若干附屬公司之董事。彼於一九八五年加入本集團，擁有逾二十五年銷售及市場推廣經驗。

Senior Management Profile 高級管理人員之個人資料

Non-executive Directors

Mr. HO Cheuk Ming, aged 68, was re-designated as a non-executive Director and Deputy Chairman of the Company with effect from 1 May 2011. He is also the director of certain subsidiaries of the Group. Mr. Ho Cheuk Ming was appointed as an executive Director of the Company from October 1996 to 31 May 2007, and was a Deputy Chairman and Chief Operation Officer as well as the Convener of the Executive Committee of the Group. He was re-designated as a non-executive Director of the Company with effect from 1 June 2007. He is responsible for the overall supervision of the Group's operation business. He joined the Group in 1980 and has over 20 years' experience in factory production. He is also the brother of Mr. Ho Cheuk Fai, who is one of the executive Directors, the Chairman and the Chief Executive Officer of the Company, the brother-in-law of Ms. Ho Po Chu, who is a member of the senior management team and father of Mr. Ho Kai Man (one of the non-executive directors).

Mr. HO Kai Man, aged 41, was appointed as an executive Director from 12 July 2012 to 31 October 2012 and was re-designated as a non-executive Director in November 2012. He joined the Group in November 2005. He has been appointed as the Assistant Corporate Planning General Manager and Executive Committee member and is responsible for handling internal and external business and political contact, establishing of communication platform, promoting energy-saving, environment protection and cleaner production etc and maintaining the Group's sustainability. He is also the director of certain subsidiaries of the Group. Mr. Ho graduated from Auckland University of Technology majoring in Computer Science. He had engaged in the works of various departments of the Group so that he has familiarized himself with the business operation of the Group. He is the nephew of Mr. Ho Cheuk Fai, Chairman and Chief Executive Officer of the Company and is the son of Mr. Ho Cheuk Ming, a non-executive director and deputy chairman of the Company.

非執行董事

何卓明先生，六十八歲，於二零一一年五月一日起調任為本公司非執行董事兼副主席。彼亦為本集團若干附屬公司之董事。何卓明先生由一九九六年十月至二零零七年五月三十一日期間為本公司執行董事，並為本集團副主席兼營運總裁及執行委員會召集人。彼於二零零七年六月一日起獲調任為非執行董事。彼負責本集團整體業務運作監督。彼於一九八零年加入本集團，擁有逾二十年工廠生產業務經驗。彼為何焯輝先生(本公司之執行董事成員之一、主席兼行政總裁)之弟、何寶珠女士(本公司高級管理人員團隊成員)之小叔及何啟文先生(本公司之非執行董事成員之一)之父親。

何啟文先生，四十一歲，由二零一二年七月十二日至二零一二年十月三十一日期間為執行董事，並於二零一二年十一月調任為非執行董事。彼於二零零五年十一月加入本集團，任副企業規劃總經理及執行委員會成員，負責內地對外政商接觸，構建溝通平台，推動企業節能、環保及清潔生產等，保持本集團可持續發展。彼亦為本集團若干附屬公司之董事。何先生畢業於奧克蘭科技大學主修電腦。彼曾任職於本集團多個不同部門，彼十分了解本集團的營運，彼亦為本公司主席兼行政總裁何焯輝先生之姪兒及本公司非執行董事兼副主席何卓明先生之兒子。

Senior Management Profile 高級管理人員之個人資料

Independent Non-executive Directors

Mr. FONG Hoi Shing, aged 58, was appointed as an independent non-executive Director in December 2004. He has extensive experience in accounting, finance and management. He holds a master degree in professional accounting, a postgraduate diploma in corporate administration and a higher diploma in accountancy from The Hong Kong Polytechnic University. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a Chartered Secretary, a Chartered Governance Professional and an associate of the Chartered Governance Institute and the Hong Kong Chartered Governance Institute.

Mr. YAM Chung Shing, aged 62, was appointed as an independent non-executive Director of the Company in November 2015, is an Honorable President of Dongguan City Association of Enterprises with Foreign Investment, the Honorable Citizen of Dongguan, Standing Committee of Chinese People's Political Consultative Conference, Dongguan City and an Executive Vice President and Secretary of Association of the Hong Kong Members of Dongguan's (Hong Kong & Macau) Chinese People's Political Consultative Conference Committee. He has invested and developed several projects. He has extensive experience in business management and project investment.

Dr. LAU Kin Wah, JP, aged 62, has been appointed as an independent non-executive Director, a member of each of the audit committee, remuneration committee and nomination committee of the Company. Dr. Lau has rich and extensive experience in business operation and management and is the founder, chairman and managing director of Hanville Co. Ltd. He holds a Doctor of Business Administration from Bulacan State University in Philippines and becomes a prominent figure in watch and clock industry. He graduated from the Lee Wai Lee Technical Institute in the 1980s. He was presented with the 20th Anniversary Award for Outstanding Graduate by the VTC in 2002. Also, he was an awardee of the Young Industrialist Awards of Hong Kong in 2004 and conferred the VTC Honorary Fellowship in 2013. On 1 July 2013 he was appointed a justice of the peace.

獨立非執行董事

方海城先生，五十八歲，於二零零四年十二月獲委任為獨立非執行董事。方先生於會計、財務及管理方面擁有豐富經驗。彼持有香港理工大學頒授的專業會計碩士、公司行政管理深造文憑及會計學高級文憑，彼為香港會計師公會會員，亦為特許秘書、公司治理師及香港公司治理公會及英國特許公司治理公會會員。

任重誠先生，六十二歲，於二零一五年十一月獲委任為獨立非執行董事。為東莞市外商投資企業協會榮譽會長、東莞市榮譽市民，東莞市政協常委及香港東莞政協港澳委員聯誼會常務副會長兼秘書長，彼曾投資發展多個項目，於企業管理及項目投資擁有豐富經驗。

劉健華博士，*太平紳士*，六十二歲，並獲委任為本公司之獨立非執行董事、審核委員會成員、薪酬委員會成員及提名委員會成員。劉博士有豐富營商及管理經驗，為鉅資有限公司之創辦人、主席兼董事總經理，彼持有菲律賓布拉干國立大學工商管理博士學位，為鐘錶業界舉足輕重的人物。彼於一九八零年代畢業於李惠利工業學院，於二零零二年獲頒發職業訓練局二十周年傑出畢業生獎，二零零四年亦獲得香港青年工業家獎及於二零一三年獲頒授職業訓練局(VTC)榮譽院士榮銜，同年七月一日起獲香港政府委任為太平紳士。

Senior Management Profile 高級管理人員之個人資料

Dr. Lau is also a Vice-Convenor of The Employees Retraining Board Industry Consultative Networks (Business Services), a Member of Education Bureau Curriculum Development Council (CDC) Committee on Applied Learning, a Member of The Hong Kong Polytechnic University Intellectual Property Assessment Committee (IPAC), a Member of Hong Kong Productivity Council Hong Kong Watch & Clock Technology Centre Management Committee, an Advisor of Hong Kong Brand Development Council and a Specialist of The Hong Kong Council for Accreditation of Academic and Vocational Qualifications (HKCAAVQ).

MANAGEMENT

Ms. HO Po Chu, aged 73, is the Director of Administration of the Group. She is also a director of certain subsidiaries of the Group. Ms. Ho is one of the founding members of the Group in 1980. She is mainly responsible for supervising human resources and overall administration of the Group. She is also the wife of Mr. Ho Cheuk Fai, who is one of the executive Directors, the chairman and the chief executive officer of the Company, and sister-in-law of Mr. Ho Cheuk Ming, who is a non-executive Director and Deputy Chairman.

Mr. HO Wai Hon, Brian, aged 32, is the Executive Assistant to Chairman, responsible for assisting the board's strategic planning for the Group's overall operation, investment and property development projects. He was also appointed as Head of Accounting and Finance on 1 November 2017, supervising and navigating the Group's finance, accounting and investor relations functions. He is a member of the Executive Committee of the Group and also the director of certain subsidiaries of the Group in real estate business. Mr. Ho Wai Hon graduated from University of York, United Kingdom with a Bachelor Degree in Economics and a Master Degree in Finance and Investment Analysis at Aston Business School. He joined the Group in 2012 and strategically engages with the Group's financial planning and business development. He is the son of Mr. Ho Cheuk Fai, the executive Director, chairman and chief executive officer of the Company and nephew of Mr. Ho Cheuk Ming, the non-executive director & deputy chairman of the Company. He also is the cousin of Mr. Ho Kai Man, the non-executive Director of the Company.

劉博士亦為僱員再培訓局「商業服務業行業諮詢網絡」副召集人、教育局課程發展議會應用學習委員會委員、香港理工大學知識產權評估委員會委員、香港生產力促進局香港鐘錶科技中心管理委員會委員、香港品牌發展局顧問及香港學術及職業資歷評審局學科專家。

管理人員

何寶珠女士，七十三歲，本集團行政總監。彼亦為本集團若干附屬公司之董事。何女士為本集團於一九八零年成立時的創辦人之一。彼主要負責監督本集團之人力資源及整體行政工作。彼為何焯輝先生（本公司執行董事成員之一、主席兼行政總裁）之夫人及何卓明先生（本公司之非執行董事兼副主席）之大嫂。

何偉汗先生，三十二歲，主席行政助理，負責協助本集團董事會整體營運、投資及房地產發展項目之策略計劃。於二零一七年十一月一日，彼亦獲委任為財會部主管，負有監管及引領本集團財務、會計及投資者關係之職能。彼為本集團執行委員會成員及本集團若干房地產業務附屬公司之董事。何偉汗先生畢業於英國約克大學，並持有經濟學士學位及持有Aston Business School之財務及投資分析碩士學位。彼於二零一二年加入本集團，策略性參與本集團財務策劃及業務發展。彼乃本公司執行董事及主席兼行政總裁何焯輝先生之子及本公司非執行董事兼副主席何卓明先生之姪兒。彼亦為本公司非執行董事何啟文先生之堂弟。

Senior Management Profile 高級管理人員之個人資料

Mr. LO Wai Kit, aged 52, is the Marketing General Manager of the Group and a member of the Executive Committee of the Group, responsible for the Group's business development and product management. Mr. Lo graduated from The Hong Kong Baptist University with a Bachelor of Arts (Honors) in Sociology. He had over 20 years' experience in Sales & Marketing.

Mr. CHAN Wah Ying, aged 57, is the General Manager of Thailand factory and a member of the Executive Committee of the Group. He is also the director of Karwin Thai Advanced Technology Industrial Limited. Mr. Chan graduated from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a higher certificate in Manufacturing Engineering. Mr. Chan joined the Group in 1992 and had over 30 years' experience in quality management, system integration and rich experience in international certification related to manufacturing.

Mr. HO Man Chung, Philip, aged 65, the director and general manager of Dongguan Karrie Properties Development Company Limited (東莞嘉創房地產開發有限公司), a wholly-owned subsidiary of the Company and the director of certain subsidiaries of the Group in real estate business, is responsible for the coordination and planning of real estate business for the Group. Mr. Ho Man Chung joined the Group in 2011. He had engaged in service business for more than 15 years and has over 20 years' experience in management and property development industry. He possesses expertise in various projects development and management, especially in property development project.

勞偉傑先生，五十二歲，本集團市場總經理及執行委員會成員之一，負責本集團業務拓展及產品管理。勞先生畢業於香港浸會大學，持有社會學(榮譽)文學士學位。彼擁有逾二十年銷售及市場推廣經驗。

陳華英先生，五十七歲，本集團泰國工廠總經理及執行委員會成員。彼亦為Karwin Thai Advanced Technology Industrial Limited之董事。陳先生畢業於香港理工學院(現稱香港理工大學)，持有製造工程高級證書。彼於一九九二年加入本集團，擁有逾三十年品質管理、系統整合及豐富製造業相關國際認證經驗。

何文忠先生，六十五歲，為東莞嘉創房地產開發有限公司(本公司之全資附屬公司)的董事兼總經理及本集團若干房地產業務附屬公司之董事，負責統籌本集團房地產業務。何文忠先生於二零一一年加入本集團。彼曾從事服務行業工作逾十五年及擁有逾二十年管理及房地產發展業務經驗、經營及管理經驗。彼乃擅長於各樣項目發展及管理，尤其是有關物業發展項目。

Report of the Directors 董事會報告

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

PRINCIPAL ACTIVITIES

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

- Metal and Plastic Business (“**M&P**”): providing mechanical engineering solutions, manufacturing and sales of metal and plastic parts, mainly including moulds and the relevant plastic and metal parts products for information and communication technology industry, etc.;
- Electronic Manufacturing Services Business (“**EMS**”): manufacturing and sales of magnetic tape data storage, point-of-sale system, and other computer peripherals, etc.; and
- Real Estate Business: urban renewal, residential real estate project investment and development.

Further discussion and analysis of the Group’s activities as required by Schedule 5 to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), including a discussion of the principal risks and uncertainties facing the Group, an indication of likely future developments in the Group’s business and an analysis using financial key performance indicators, can be found in Chairman’s Statement on pages 11 to 31, in Report of the Directors in pages 68 to 104 and Financial Highlights on pages 8 to 10 of this annual report.

A discussion on the Group’s compliance with the relevant laws and regulations that have a significant impact on the Group is contained in Corporate Governance Report on pages 32 to 60 of this annual report.

董事會謹此呈上本集團本年度之報告及經審核財務報表。

主要業務

本公司之主要業務為投資控股，集團主要從事：

- 五金塑膠業務(「**五金塑膠**」)：提供機械工程解決方案，製造及銷售金屬及塑膠部件，主要包括資訊及通訊科技產業之模具、相關塑膠與金屬部件產品等；
- 電子專業代工業務(「**電子代工**」)：製造及銷售磁帶機數據儲存器、收銀機系統及其他電腦周邊產品等；及
- 房地產業務：舊城改造、住宅房地產項目投資及發展。

按(香港法律第622章)《公司條例》附表5規定對本集團業務之進一步討論及分析(包括有關本集團面臨的主要風險及不明朗因素的討論、本集團業務的未來可能發展動向及使用主要財務業績指標作出之分析)可於本年報第11至31頁之主席報告、第68至104頁的董事會報告及第8至10頁的財務概要。

有關本集團之遵守對本集團有重大影響的有關法律及規例的情況之討論載於本年報第32至60頁之企業管治報告書。

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

DIVIDENDS

The Board has recommended to pay a final dividend of HK4.0 cents per Share (2020/21 final dividend: HK7.0 cents per Share), to Shareholders whose names appear on the register of members of the Company on 2 September 2022. Together with the interim dividend of HK4.5 cents per Share (2020/21 interim dividend: HK4.0 cents per Share) and a special dividend of HK1.0 cent per Share (2020/21 special dividend: HK0.5 cents per Share), total dividend paid/payable for this year amounted to HK9.5 cents per Share (2020/21: HK11.5 cents per Share). The final dividend will be subject to the approval of the Shareholders at the forthcoming annual general meeting (the "AGM") of the Company to be held on 26 August 2022.

RESULTS AND APPROPRIATIONS

Details of the Group's results for the Year are set out in the consolidated statement of profit or loss on page 119 to 120 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL

Details of the share capital of the Company are set out in note 18 to the consolidated financial statements.

RESERVES

Movements in reserves of the Group and the Company during the Year are set out in note 20 to the consolidated financial statements.

For the year ended 31 March 2022, the Company's reserves of approximately HK\$283,228,000 mainly representing the contributed surplus and retained earnings were available for distribution to the Shareholders.

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

股息

董事會已建議派發末期股息每股4.0港仙(二零二零/二一年度末期股息：每股7.0港仙)予所有於二零二二年九月二日當日名列於本公司股東名冊內的股東。連同中期股息每股4.5港仙(二零二零/二一年度中期股息：每股4.0港仙)及特別股息每股1.0港仙(二零二零/二一年度特別股息：每股0.5港仙)，全年股息派發/應付共達每股9.5港仙(二零二零/二一年度：每股11.5港仙)。末期股息須待股東於二零二二年八月二十六日舉行之應屆股東週年大會(「股東週年大會」)上批准後方可作實。

業績與分派

本集團本年度之業績，詳載於本年報第119至120頁之綜合損益表內。

物業、廠房及設備

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

股本

本公司股本情況詳載於綜合財務報表附註18。

儲備

本集團及本公司在本年度之儲備變動情況載於綜合財務報表附註20。

截至二零二二年三月三十一日止，本公司可供分派予股東的儲備約283,228,000港元，為繳入盈餘及保留溢利。

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DONATIONS

Charitable and other donations made by the Group during the Year amounted to HK\$421,000.

捐款

本集團於本年度進行之慈善及其他捐款達421,000港元。

PURCHASE, SALE OR REDEMPTION OF SHARES

Due to the fact that the Share price of the Company is unable to fully reflect its intrinsic value, the Company repurchased 1,880,000 Shares on the Stock Exchange during the year ended 31 March 2022 at an aggregate consideration paid of HK\$3,011,000 and these Shares were subsequently cancelled by the Company. Details of these transactions are as follows:

購買、出售或贖回股份

基於本公司股份價格未能全面反映內含價值，本公司於截至二零二二年三月三十一日止年度內在聯交所購回1,880,000股股份，總支付作價為3,011,000港元，而該等股份其後由本公司註銷。詳細資料如下述：

Month/year 年/月		Number of Shares repurchased 回購股份 數目	Highest price paid per Share 每股份 最高價格 (HK\$) (港元)	Lowest price paid per Share 每股份 最低價格 (HK\$) (港元)	Total paid 已付 總代價 (HK\$) (港元)
July 2021	二零二一年七月	698,000	1.78	1.73	1,229,000
September 2021	二零二一年九月	1,182,000	1.54	1.47	1,782,000
		1,880,000			3,011,000

Save as disclosed above, the Company has not redeemed any of its Shares during the year and neither the Company nor any of its subsidiaries has purchased or sold any of the Company's Shares during the year.

除上述所披露外，本公司於本年度並沒有贖回其股份及本公司及其附屬公司在本年度內概無購買或出售本公司任何股份。

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董事會報告

ENVIRONMENTAL POLICIES AND PERFORMANCE

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

In accordance with Rule 13.91 and the Environmental, Social and Governance Report Guide contained in Appendix 27 of the Listing Rules, the Company's Sustainability Report will be available on the Company's website and the Stock Exchange's website within three months from the publication of this annual report.

COMPLIANCE WITH LAWS AND REGULATIONS

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

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

環境政策及表現

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

根據上市規則第13.91條及附錄27所載之環境、社會及管治報告指引，本公司之可持續發展報告將於刊發本年報後三個月內於本公司及聯交所網站公佈。

遵守法律及法規

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

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

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董事會報告

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

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

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

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

PRINCIPAL RISKS AND UNCERTAINTIES

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

(1) Industrial Business

(i) Concentration of clients

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

與僱員、顧客及供應商之關係

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

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

本集團與供應商關係良好，並會對供應商進行公平及嚴格審核。

主要風險及不確定因素

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

(1) 工業業務

(i) 客戶集中度高

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

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(ii) Supplies of raw materials

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

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

(i) Concentration of clients

The Group adopt practical measures of "recruiting talents, innovating research and development, diversifying products, extending the production bases and market expansion" and provide solutions to our customers so as to meet the constant challenges.

(ii) Supplies of raw materials

The Group will seek to stock up sufficient raw materials in accordance with market conditions and sales and production plan, in order to stay clear of short-term fluctuation in market supply and price.

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

(ii) 原材料供應

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

本集團已採取下列相應措施以減輕營運風險：

(i) 客戶集中度高

本集團採納「廣納人才、創新研發、多元產品、伸延產品及開拓市場」的實際措施，為客戶提供解決方案，以應對不斷的挑戰。

(ii) 原材料供應

本集團根據市場情況及銷售生產計劃備用足夠的原材料，避免市場短期之供應或價格波動。

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

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(2) Risk of the Real Estate Business

Our real estate business may subject to various factors, including but not limited to speculative activity, economic environment, financial situation, government policy and regulation, natural disaster and epidemic etc.

To mitigate the risk of the business, the Group has adopted the following initiatives in response:

- To better handle the opportunities and challenges posed by policy changes, the Group has established a professional team to maintain close communication with the relevant authorities and thoroughly study policy trends so as to adopt a more flexible approach to sales in response to such changes;
- Professional management team strictly supervises the quality, progress, safety and materials in the process of project development, to provide high-quality products for home buyers;
- We have established a favorable and cost-effective business operation system to develop high-quality projects, and our projects are located in cities in the Greater Bay Area with growth potential, and we are confident in the sales of our projects;
- We have good capital management policies to maintain healthy financial level and cash flow.

(3) Finance

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

(2) 房地產業務風險

我們的房地產業務或會受到各方不同的因素所影響，因素包括但不限於投機活動、經濟環境、金融狀況、政府政策及法規、自然災害、流行病等。

本集團已採取下列相應措施，以減輕業務風險：

- 為了更好應對政策變化所帶來的機遇及挑戰，本集團建立專業知識團隊，並與有關部門保持緊密溝通，並深入研究政策方向；因此，本集團能採納更靈活的銷售方式以應對此類變化；
- 專業管理團隊嚴格監管項目開發過程中的質量、進度、安全及材料等，務求為置業人士提供優質產品；
- 我們已建立一個有利及合乎成本效益的業務運作系統以開發優質項目，且我們的項目位處有增長潛力的大灣區城市，我們對項目的銷售具信心；
- 我們擁有良好的資金管理政策以保持健康的財務水平及現金流量。

(3) 財務

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

SHARE OPTION SCHEME

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

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

- (i) (a) The Old Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions which the eligible participants have made or will make to the Group or invested entity (as defined in Share Option Scheme).
- (b) The Old Scheme will provide the eligible participants with an opportunity to have a personal stake in the Company with a view to motivating the eligible participants to utilise their performance and efficiency for the benefit of the Group or invested entity; and attracting and retaining or otherwise maintaining an ongoing relationship with the eligible participants whose contributions are or will be beneficial to the long term growth of the Group or invested entity.

購股權計劃

甲、已終止的購股權計劃(「舊計劃」)

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

- (i) (a) 舊計劃乃一項股份獎勵計劃，設立之目的旨在表揚及嘉許曾經或將對本集團或投資實體作出貢獻的合資格參與人士(按購股權計劃定義)。
- (b) 舊計劃將向合資格參與人士提供於本公司擁有個人權益的機會，藉以鼓勵合資格參與人士發揮所長，提升工作效率貢獻本集團或投資實體，並且招攬及挽留或以其他方式與其貢獻有利於或將有利於本集團或投資實體長遠發展的合資格參與人士維繫持久的業務關係。

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- (ii) The Board may at its discretion grant options to:
- (a) any director (whether executive, non-executive or independent non-executive director), employee (whether full time or part time employee), consultant, customer, supplier, agent, partner, joint venture partner or advisers of or contractor to the Group or invested entity; and
 - (b) any discretionary trust whose discretionary objects include any director (whether executive, non-executive or independent non-executive director), employee (whether full time or part time employee), consultant, customer, supplier, agent, partner, joint venture partner or adviser of or contractor to the Group or invested entity.
- (iii) The total number of shares that may be issued by the Company if all options granted under the Old Scheme have been exercised is 2,150,000 as at 30 June 2022, which represents approximately 0.1% of the issued share capital of the Company as at 30 June 2022.
- (iv) The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Old Scheme and any other share option schemes for the time being of the Company shall not, in aggregate, exceed such number of Shares equaling to 30% of the Shares in issue from time to time. No option may be granted under the Old Scheme or any other share option scheme of the Company if it will result in the above-mentioned 30% limit being exceeded.
- (ii) 董事會可酌情授出購股權予：
- (a) 本集團或投資實體的任何董事(執行、非執行或獨立非執行董事)、僱員(全職或兼職)、諮詢人員、客戶、供應商、代理、合作夥伴、合營企業夥伴、顧問或合約商；及
 - (b) 本集團或投資實體的任何全權信託對象，包括任何董事(執行、非執行或獨立非執行董事)、僱員(全職或兼職)、諮詢人員、客戶、供應商、代理、合作夥伴、合營企業夥伴、顧問或合約商。
- (iii) 根據舊計劃已授出的所有購股權若然行使，於二零二二年六月三十日本公司可發行之股份總數為2,150,000股，相當於二零二二年六月三十日本公司已發行股本約0.1%。
- (iv) 根據舊計劃及本公司當時任何其他購股權計劃已授出但尚待行使的所有尚未行使購股權獲行使時可發行的股份數目之整體限額，合共不得超過不時已發行股份之30%，惟須以下列條件為前提。倘有關授出將導致超過上述30%限額，則概不可根據舊計劃或本公司任何其他購股權計劃授出購股權。

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- (v) The total number of Shares which may be issued upon exercise of all options to be granted under the Old Scheme and any other share option scheme of the Company must not, in aggregate, exceed 10% of the Shares in issue as at the date of approval of the Old Scheme by the Shareholders (the “**Scheme Mandate Limit**”), unless Shareholders’ approval has been obtained. Options lapsed in accordance with the terms of the Old Scheme or any other share option scheme of the Company will not be counted for the purpose of calculating the Scheme Mandate Limit.
- (vi) (a) Unless approved by Shareholders in a general meeting, no option may be granted to any eligible participant which, if exercised in full, would result in the total number of Shares issued and to be issued upon exercise of all options already granted or to be granted to such eligible participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such new grant exceeding 1% of the Shares in issue as at the date of such new grant.
- (b) Any grant of options to a director, chief executive or substantial shareholder of the Company or its subsidiaries or any of their respective associates under the Old Scheme must be subject to the prior approval of the independent non-executive Directors (excluding any independent non-executive Director who is a grantee of the relevant options).
- (v) 根據舊計劃及本公司任何其他購股權計劃將予授出的所有購股權獲行使而可能發行之股份總數，合共不得超過於股東批准舊計劃日期已發行股份總數之10%（「**計劃授權限額**」）。就計算計劃授權限額而言，根據舊計劃或本公司任何其他購股權計劃之條款失效之購股權將不予計算在內。
- (vi) (a) 除非經股東於股東大會上批准，於截至及包括授出新購股權之日止12個月期間內，倘悉數行使向任何合資格參與人士授出的購股權將導致根據所有已授予或將授予該合資格參與人士的購股權（包括已行使、註銷及尚未行使的購股權）獲行使而已發行及將予發行之股份總數超過於該授出日期已發行股份之1%，則不得授出任何該等購股權。
- (b) 根據舊計劃向本公司或其附屬公司董事、主要行政人員或主要股東或任何彼等各自之聯繫人士授出任何購股權，均須經本公司獨立非執行董事（惟任何身為有關購股權之承授人之獨立非執行董事除外）事先批准。

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

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

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

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

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

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

則該進一步授出購股權須經股東以投票表決方式批准。

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

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

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

(xii) 根據舊計劃於本年度之購股權變動詳情如下：

Name	Date of Grant	Exercise Price per Share	Exercise Period	Closing Price before date of grant	Price at exercise date of options	Number of options outstanding at 1 April 2021	Number of options granted during the year	Number of options exercised during the year	Number of options lapsed/cancelled during the year	Number of options outstanding at 31 March 2022
姓名	授出日期	每股行使價格 (HK\$) (港元)	行使期	於購股權授出日前之價格 (HK\$) (港元)	於購股權行使日之價格 (HK\$) (港元)	二零二一年四月一日尚未行使購股權數目 ('000) (千)	於本年度獲授予購股權數目 ('000) (千)	於本年度行使購股權數目 ('000) (千)	於本年度失效/取消購股權數目 ('000) (千)	於三十一日尚未行使購股權數目 ('000) (千)
(i) Directors/Chief Executives 董事及最高行政人員										
Mr. Zhao Kai 趙凱先生	11/08/2014	0.419	01/08/2015–10/08/2024	0.420	-	-	-	-	-	-
	11/08/2014	0.419	01/08/2017–10/08/2024	0.420	1.63	1,000	-	(1,000)	-	-
	20/04/2021	1.69	20/04/2021–19/04/2022	1.49	-	-	1,000	-	-	1,000
Ms. Chan Ming Mui, Silvia 陳名妹小姐	27/10/2016	0.70	01/07/2017–26/10/2026	0.69	-	-	-	-	-	-
	27/10/2016	0.70	01/07/2018–26/10/2026	0.69	-	-	-	-	-	-
	27/10/2016	0.70	01/07/2019–26/10/2026	0.69	-	-	-	-	-	-
	20/04/2021	1.69	20/04/2021–19/04/2022	1.49	-	-	1,000	-	-	1,000
Mr. Chan Raymond 陳毅文先生	27/10/2016	0.70	01/07/2017–26/10/2026	0.69	-	-	-	-	-	-
	27/10/2016	0.70	01/07/2018–26/10/2026	0.69	-	-	-	-	-	-
	27/10/2016	0.70	01/07/2019–26/10/2026	0.69	-	-	-	-	-	-
	20/04/2021	1.69	20/04/2021–19/04/2022	1.49	-	-	1,000	-	-	1,000
Mr. Yam Chung Shing 任重誠先生	27/10/2016	0.70	01/07/2017–26/10/2026	0.69	-	-	-	-	-	-
	27/10/2016	0.70	01/07/2018–26/10/2026	0.69	-	-	-	-	-	-
	27/10/2016	0.70	01/07/2019–26/10/2026	0.69	-	-	-	-	-	-
Mr. Ho Kai Man 何啟文先生	20/04/2021	1.69	20/04/2021–19/04/2022	1.49	-	-	150	-	-	150
(ii) Other Eligible Participants 其他合資格參與者										
Employees 僱員	11/08/2014	0.419	01/08/2015–10/08/2024	0.420	-	-	-	-	-	-
	11/08/2014	0.419	01/08/2017–10/08/2024	0.420	1.55	4,000	-	(4,000)	-	-
	27/10/2016	0.70	01/07/2017–10/08/2024	0.69	1.6772*	1,770	-	(1,590)	-	180
	27/10/2016	0.70	01/07/2018–26/10/2026	0.69	1.6745*	2,170	-	(1,640)	-	530
	27/10/2016	0.70	01/07/2019–26/10/2026	0.69	1.6165*	3,660	-	(2,220)	-	1,440
	20/04/2021	1.69	20/04/2021–19/04/2022	1.49	1.79	-	11,850	(300)	(150)	11,400

* Weighted Average

* 加權平均數

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

According to the Hong Kong Financial Reporting Standard 2 (“HKFRS2”), the fair value of the share option on the date grant should be amortised in profit or loss as expenses over the period from the date of grant until they are exercisable by the grantee. The expense required to be reported for share options granted from 1 April 2017 to 31 March 2022 would be estimated as follows:

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

根據香港財務報告準則第二號（「香港財務報告準則2」），購股權於授出日期的公平值須於有關的權益期內攤銷（由授出日至獲授人可行使購股權），攤銷支出從損益賬戶扣除。有關於二零一四年四月一日至二零二二年三月三十一日授出的購股權所產生的支出遂評估如下：

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

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

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

Date of valuation	11 August 2014
Date of grant	11 August 2014
Option value	HK\$0.176– HK\$0.194
Market price at date of grant	HK\$0.405
Exercisable price	HK\$0.419
Risk-free interest rate	1.97%
Life of options	10 years
Expected Volatility (120 months)	52.84%
Expected Dividend yield	2.47%

於綜合損益表中扣除之僱員的認股權費用乃根據以下假設及按三項式模型計算：

- (1) 於二零一四年八月十一日授出之購股權：

估值日期	二零一四年 八月十一日
授出日期	二零一四年 八月十一日
認股權價值	0.176港元– 0.194港元
於授出日之 市場價值	0.405港元
行使價	0.419港元
無風險利率	1.97%
認股權有效 年期	十年
預期波幅 (120 個月)	52.84%
預期每股 股息	2.47%

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

Date of valuation	27 October 2016
Date of grant	27 October 2016
Option value	HK\$0.239– HK\$0.271
Market price at date of grant	HK\$0.70
Exercisable price	HK\$0.70
Risk-free interest rate	1.00%
Life of options	10 years
Expected Volatility (120 months)	51.27%
Expected Dividend yield	5.00%

(2) 於二零一六年十月二十七日授出之購股權：

估值日期	二零一六年 十月二十七日
授出日期	二零一六年 十月二十七日
認股權價值	0.239港元– 0.271港元
於授出日之 市場價值	0.70港元
行使價	0.70港元
無風險利率	1.00%
認股權有效 年期	十年
預期波幅 (120 個月)	51.27%
預期每股 股息	5.00%

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

Date of valuation 20 April 2021

Date of grant 20 April 2021

Option value HK\$0.2509–
HK\$0.2520

Market price at date of grant HK\$1.69

Exercisable price HK\$1.69

Risk-free interest rate 0.05%

Life of options 1 year

Expected Volatility (12 months) 44.58%

Expected Dividend yield 5.00%

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

(3) 於二零二一年四月二十日授出之購股權：

估值日期 二零二一年四月二十日

授出日期 二零二一年四月二十日

認股權價值 0.2509港元–
0.2520港元

於授出日之市場價值 1.69港元

行使價 1.69港元

無風險利率 0.05%

認股權有效年期 一年

預期波幅(12個月) 44.58%

預期每股股息 5.00%

附註：授購股權取決於本集團之業績。

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

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

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

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

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

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

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

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

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

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

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B. The New Scheme

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

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

乙、新計劃

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

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

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

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- (b) Any grant of options to a director, chief executive or substantial shareholder of the Company or its subsidiaries or any of their respective associates under the New Scheme must be subject to the prior approval of the independent non-executive Directors (excluding any independent non-executive Director who is a grantee of the relevant options).
- (c) Where any grant of options to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
- (i) representing in aggregate over 0.1% of the Shares in issue; and
 - (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5,000,000.

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

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

- (b) 根據新計劃向本公司或其附屬公司董事、主要行政人員或主要股東或任何彼等各自之聯繫人士授出任何購股權，均須經本公司獨立非執行董事（惟任何身為有關購股權之承授人之獨立非執行董事除外）事先批准。
- (c) 倘向本公司主要股東或獨立非執行董事或任何彼等各自之聯繫人士授出購股權，將導致已發行股份及因行使於截至及包括授出該購股權日期止12個月期間內已向及將向該人士授出的全部購股權（包括已行使、註銷及尚未行使的購股權）時將發行之股份：
- (i) 合共佔已發行股份逾0.1%；及
 - (ii) 根據股份於各授出日期的收市價計算的總值超過5,000,000港元。

則該進一步授出購股權須經股東以投票表決方式批准。

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

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- (viii) At the time of the grant of the options, the Company may specify any performance target(s) which must be achieved before the options can be exercised. The New Scheme does not contain any performance targets.
- (ix) A non-refundable remittance of HK\$10 by way of consideration for the grant of an option is refunded to be paid by each grantee upon acceptance of the opinion.
- (x) Subject to adjustments made in a situation contemplated under the New Scheme, the subscription price in respect of any option shall be at the discretion of the Board, provided that it shall not be less than the highest of:
- (a) the closing price of a share as shown in the daily quotations sheet of the Stock Exchange on the date of grant (which must be a business day) in respect of such option;
 - (b) the average of the closing prices of the shares as shown in the daily quotations sheet of the Stock Exchange for the five business days immediately preceding the relevant date of grant in respect of such option; and
 - (c) the nominal value of a share.
- (viii) 於授出購股權時，本公司可指定購股權可行使前必須達到的任何表現目標。新計劃並無列明任何表現目標。
- (ix) 獲授人在接納購股權時須支付10港元作為獲授購股權之代價，款項概不退回。
- (x) 待根據新計劃所擬定情況作出調整後，任何購股權的認購價須按董事會的酌情權決定，但其不得少於以下最高者：
- (a) 聯交所於該購股權授出日期(該日必須為營業日)發出的每日報表所列股份收市價；
 - (b) 緊接有關該購股權授出日期前五個營業日聯交所發出的每日報表所列的股份平均收市價；及
 - (c) 股份面值。

PRE-EMPTIVE RIGHTS

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

TAX RELIEF

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

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 286 to 288 of this annual report.

優先權

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

稅務寬減

本公司概不知悉股東因持有本公司股份而享有任何稅務寬減。

五年財務概要

本集團過去五個財政年度之業績及資產與負債摘要載於本年報第286至288頁。

Report of the Directors

董事會報告

MANAGEMENT CONTRACTS

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

PERMITTED INDEMNITY PROVISION

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

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

SUBSIDIARIES

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

BANK BORROWINGS

Particulars of bank borrowings of the Group as at 31 March 2022 are set out in notes 22 to the consolidated financial statements.

BOARD OF DIRECTORS

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

Executive Directors

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

Non-executive Directors

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

Independent Non-executive Directors

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

管理合約

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

獲准許彌償條文

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

本公司已安排就董事於年內面對的法律訴訟之董事及高級管理人員責任保險。

附屬公司

本公司主要附屬公司之詳情，載於財務報表附註9。

銀行借貸

本集團於二零二二年三月三十一日之銀行借貸詳情列於財務報表附註22。

董事會

本年度內及截至本年報日期止，在任之董事如下：

執行董事

何焯輝先生(*主席兼行政總裁*)
陳名妹小姐
趙凱先生
陳毅文先生

非執行董事

何卓明先生(*副主席*)
何啟文先生

獨立非執行董事

方海城先生
任重誠先生
劉健華博士

Report of the Directors 董事會報告

Mr. Fong Hoi Shing, Mr. Yam Chung Shing and Dr. Lau Kin Wah entered into an appointment letter with the Company for a term of one year with effect from 1 December 2021 subject to extension by mutual agreement and retirement by rotation and re-election at the annual general meeting of the Company as and when required under the Bye-laws.

In accordance with Article 87 of the Company's Bye-laws and paragraph B.2.2 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. Mr. Fong Hoi Shing, Mr. Yam Chung Shing and Mr. Ho Kai Man will retire from office by rotation at the forthcoming annual general meeting. All such Directors, being eligible, offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the below section headed "CONNECTED TRANSACTION", no contracts of significance to which any of the Group companies was a party and in which a Director was materially interested, either directly or indirectly, subsisted at the end of the Year or at any time during the Year.

方海城先生、任重誠先生及劉健華博士已簽訂為期一年的董事委任函，於二零二一年十二月一日生效。雙方同意延期除外及直至再次依章於股東週年大會上告退及膺選連任為止。

按照本公司之公司細則第87條規定及上市規則附錄十四內的企業管治守則B.2.2段，方海城先生、任重誠先生及何啟文先生將於即將舉行之股東週年大會上輪席退任。所有該等董事為有資格，並願意膺選連任。

董事之服務合約

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

董事於交易、安排或合約之利益

除下述標題「關連交易」之披露外，本公司或其附屬公司於本年度內任何時間概無簽訂涉及本公司之業務而本公司董事直接或間接擁有重大利益之重要合約。

Report of the Directors 董事會報告

CONNECTED TRANSACTION

During the year, the Company had the following connected transactions, certain details of which had been disclosed in compliance with the requirements under Chapter 14 of the Listing Rules.

Benefit Master Limited (“**Benefit Master**”) (an indirect wholly-owned subsidiary of the Company) and Mr. Ho Cheuk Fai (an executive Director, the Chairman and the Chief Executive Officer of the Company) entered into a sale and purchase agreement (the “**Kar Info International Acquisition Agreement**”), pursuant to which Benefit Master has conditionally agreed to acquire, and Mr. Ho has conditionally agreed to sell, the entire issued share capital of Kar Info International Property Limited (the “**Kar Info International**”) at a nominal consideration of US\$100 (the “**Kar Info International Acquisition**”).

On the even day, KRP Development Company Limited (“**KRP**”) (an indirect wholly-owned subsidiary of the Company) and Kar Info Property Limited (“**Kar Info**”), which is wholly-owned by Mr. Ho, entered into an acquisition agreement (the “**Acquisition Agreement**”), pursuant to which KRP has conditionally agreed to acquire, and Kar Info has conditionally agreed to sell, the entire issued equity interest of the Dongguan City Jiaxuntong Computer Products Limited* (東莞市嘉訊通電腦產品有限公司) (“**Target Company**”) at the consideration of RMB38 million, subject to the terms and conditions therein (the “**Acquisition**”).

* For identification purposes only

關連交易

於年內，本公司進行下列關連交易，相關資料已遵照上市規則14章之規定予以披露。

Benefit Master Limited(「**Benefit Master**」)(本公司間接全資附屬公司)與何焯輝先生(本公司執行董事、主席兼行政總裁及控股股東)於二零二二年一月二十八日訂立買賣協議(「**Kar Info International 收購協議**」)，據此，Benefit Master 有條件同意收購，而何先生有條件同意以象徵式代價100美元出售 Kar Info International Property Limited(「**Kar Info International**」)的全部已發行股本(「**Kar Info International 收購**」)。

嘉創物業發展有限公司(「**嘉創物業**」)(本公司間接全資附屬公司)與嘉訊通(香港)置業有限公司(「**嘉訊通**」)(一間由何先生全資擁有的公司)於同日訂立收購協議(「**收購協議**」)，據此，嘉創物業有條件同意收購，而嘉訊通有條件同意按代價人民幣38百萬元出售東莞市嘉訊通電腦產品有限公司(「**目標公司**」)全部已發行股權，受其中條款及條件規限(「**收購事項**」)。

* 僅供識別

Report of the Directors 董事會報告

The Kar Info International Acquisition and the Acquisition were inter-conditional and they were part of the steps of the Proposed Spin-off. Upon the completion of the Kar Info International Acquisition and the Acquisition on 8 March 2022, Kar Info International became a wholly-owned subsidiary of Benefit Master, and the Target Company became a wholly-owned subsidiary of KRP. The financial results, assets and liabilities of the Target Operation are consolidated into the accounts of the Company and the consolidated financial statements of the Company are restated and prepared using the merger basis of accounting.

As Benefit Master is a wholly-owned subsidiary of the Company and as Kar Info International is a wholly-owned subsidiary of a company controlled by Mr. Ho Cheuk Fai, a controlling shareholder and executive Director (Chairman of the Board and the Chief Executive Officer) of the Company. The Acquisition also constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules and was subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As all the percentage ratios applicable to the Kar Info International Acquisition were less than 0.1%, the Kar Info International Acquisition constituted a de minimis transaction pursuant to Rule 14A.76 of the Listing Rules and was fully exempted from the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the Kar Info International Acquisition Agreement and the Acquisition Agreement were entered into by the Group with, respectively, Mr. Ho Cheuk Fai and his associate on the same date and the transactions contemplated thereunder are inter-conditional with each other, the transactions contemplated under the Kar Info International Acquisition Agreement and the Acquisition Agreement shall be aggregated and be treated as if they were one transaction under Rules 14A.81 and 14A.82 of the Listing Rules.

Kar Info International收購事項與收購事項互為條件，並均為建議分拆其中步驟。隨著於二零二二年三月八日完成Kar Info International收購及收購事項後，Kar Info International成為Benefit Master的全資附屬公司，而目標公司成為嘉創物業的全資附屬公司。目標業務的財務業績、資產及負債被合併入本公司賬目，本公司綜合財務報表被採用合併會計基準重列及編製。

由於Benefit Master為本公司的全資附屬公司，而Kar Info International為本公司控股股東兼執行董事（董事會主席兼行政總裁）何焯輝先生控制的一家公司的全資附屬公司。根據上市規則第14A章，收購事項亦構成上市規則第14A章項下本公司的關連交易，並須遵守上市規則第14A章項下的報告、公佈、通函及獨立股東批准規定。

由於適用於Kar Info International收購的所有百分比率均低於0.1%，根據上市規則第14A.76條，Kar Info International收購事項構成本公司的最低限額交易，並獲全面豁免遵守上市規則第14A章項下的報告、公佈、通函及獨立股東批准規定。

由於Kar Info International收購協議及收購協議分別由本集團於同一日期與何焯輝先生及其聯繫人士訂立，該等協議項下擬進行的交易互為條件，而根據上市規則第14A.81及14A.82條，Kar Info International收購協議及收購協議項下擬進行的交易應合併處理，並視作為一項交易。

Report of the Directors 董事會報告

As one or more of the applicable percentage ratios in respect of the Acquisition (standalone or on an aggregated basis) is more than 25% but less than 100%, the Acquisition constitutes a major transaction of the Company under Chapter 14 of the Listing Rules. Accordingly, the Acquisition was subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

Kar Info is wholly-owned by Mr. Ho Cheuk Fai, who is a connected person of the Company by virtue of being an executive Director, the Chairman, and the Chief Executive Officer of the Company, and a Controlling Shareholder. Accordingly, the Acquisition also constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules and was subject to the reporting, announcement, circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Given that the Kar Info International Acquisition is inter-conditional with the Acquisition, the Company has also sought independent Shareholders' approval for the Kar Info International Acquisition.

由於與收購事項有關的一項或多項適用百分比率(單獨或合計)超過25%但低於100%，根據上市規則第14章，收購事項構成本公司的主要交易。因此，收購事項須遵守上市規則第14章項下的報告、公佈、通函及股東批准規定。

嘉訊通由何焯輝先生全資擁有，因彼身為本公司執行董事、主席兼行政總裁及控股股東而為本公司的關連人士。因此，收購事項亦構成上市規則第14A章項下本公司的關連交易，並須遵守上市規則第14A章項下的報告、公佈、通函及獨立股東批准規定。鑑於Kar Info International收購事項與收購事項互為條件，本公司亦已尋求獨立股東批准Kar Info International收購事項。

Report of the Directors 董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES

As at 31 March 2022

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

(A) Interests in the Company

董事及最高行政人員之股份權益

於二零二二年三月三十一日

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

(甲) 於本公司之權益

Number of ordinary shares of HK\$0.10 each
每股面值0.1港元之普通股數目

		Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益	% of issued share capital 持股百分比
Mr. Ho Cheuk Fai	何焯輝先生	278,712,000 (Note 1) (附註一)	110,350,000 (Note 1) (附註一)	1,077,608,000 (Note 2) (附註二)	1,466,670,000	72.56
Mr. Ho Cheuk Ming	何卓明先生	11,400,000 (Note 3) (附註三)	–	817,608,000 (Note 2) (附註二)	829,008,000	41.01
Ms. Chan Ming Mui, Silvia	陳名妹小姐	7,000,000 (Note 4) (附註四)	–	–	7,000,000	0.35
Mr. Zhao Kai	趙凱先生	11,672,000 (Note 5) (附註五)	–	–	11,672,000	0.58
Mr. Chan Raymond	陳毅文先生	4,922,000 (Note 6) (附註六)	–	–	4,922,000	0.24
Mr. Ho Kai Man	何啟文先生	150,000 (Note 7) (附註七)	–	–	150,000	0.01

Report of the Directors

董事會報告

Number of ordinary shares of HK\$0.10 each 每股面值0.1港元之普通股數目

		Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益	% of issued share capital 持股百分比
Mr. Yam Chung Shing	任重誠先生	500,000 (Note 8) (附註八)	-	-	500,000	0.02
Mr. Fong Hoi Shing	方海城先生	42,000 (Note 9) (附註九)	-	-	42,000	0.00
Ms. Ho Po Chu	何寶珠女士	110,350,000 (Note 10) (附註十)	538,712,000 (Note 10) (附註十)	817,608,000 (Note 2) (附註二)	1,466,670,000	72.56

Notes:

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

附註：

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

Report of the Directors 董事會報告

- | | |
|---|---|
| 3. The personal interests of Mr. Ho Cheuk Ming comprise 11,400,000 Shares. | 三、何卓明先生之個人權益由11,400,000股股份組成。 |
| 4. The personal interests of Ms. Chan Ming Mui, Silvia comprise 6,000,000 Shares and 1,000,000 outstanding share options. | 四、陳名妹小姐之個人權益由6,000,000股股份及1,000,000尚未行使之購股權組成。 |
| 5. The personal interests of Mr. Zhao Kai comprise 10,672,000 Shares and 1,000,000 outstanding share options. | 五、趙凱先生之個人權益由10,672,000股股份及1,000,000尚未行使之購股權組成。 |
| 6. The personal interests of Mr. Chan Raymond comprise 3,922,000 Shares and 1,000,000 outstanding share options. | 六、陳毅文先生之個人權益由3,922,000股股份及1,000,000尚未行使之購股權組成。 |
| 7. The personal interests of Mr. Ho Kai Man comprise 150,000 outstanding share options. | 七、何啟文先生之個人權益由150,000尚未行使之購股權組成。 |
| 8. The personal interests of Mr. Yam Chung Shing comprise 500,000 Shares. | 八、任重誠先生之個人權益由500,000股股份組成。 |
| 9. The personal interests of Mr. Fong Hoi Shing comprise 42,000 Shares. | 九、方海城先生之個人權益由42,000股股份組成。 |
| 10. The personal interests of Ms. Ho Po Chu comprise 110,350,000 Shares. Ms. Ho Po Chu is also deemed to be interested in (a) 278,712,000 Shares held and 260,000,000 Shares deemed to be held by her spouse, Mr. Ho Cheuk Fai, and (b) 817,608,000 Shares referred to in Note 2 above. | 十、何寶珠女士之個人權益由110,350,000股股份組成。何寶珠女士被視為持有(a)其配偶何焯輝先生作為實益擁有人持有之278,712,000股股份及260,000,000股股份；及(b)817,608,000股股份之權益，被視為何寶珠女士(如附註二所述)重疊之同一權益。 |

Report of the Directors

董事會報告

DIRECTORS' INTEREST IN COMPETING BUSINESS

As at 31 March 2022, Mr. Ho Cheuk Fai and Ms. Ho Po Chu were interested in certain companies established in the PRC (the “**Competing Companies**”) which are or are likely to, directly or indirectly, compete with the business of the Group. Mr. Ho Cheuk Fai and Ms. Ho Po Chu are also the directors of these Competing Companies. Details of the interests of Mr. Ho Cheuk Fai and Ms. Ho Po Chu in the Competing Companies are as follows:

董事於競爭業務之權益

於二零二二年三月三十一日，何焯輝先生及何寶珠女士亦於其他於中國成立之公司或可能與本集團業務構成直接或間接競爭之公司（「**競爭性公司**」）擁有權益。何焯輝先生及何寶珠女士亦為這些競爭性公司之董事。何焯輝先生及何寶珠女士於該等競爭性公司之權益詳情如下：

Name of Competing Companies 競爭性公司名稱	Date and place of establishment 註冊成立日期及地點	Principal business 主要業務	Shareholdings 股權
Dongguan Castfast Door and Window Products Co., Ltd. (“ Dongguan Castfast ”)	2 August 2001, the PRC	Property investment and provision of property management and consultancy services in the PRC	Castfast Properties: 95%
東莞嘉輝門窗製品有限公司 （「 東莞嘉輝 」）	二零零一年八月二日， 中國	於中國進行物業投資及提供物業管理及諮詢服務	嘉輝房地產：95%
Yixing Yongtai Electronic Technology Co. Ltd. (“ Yixing Yongtai ”)	25 March 2008, the PRC	Property development in the PRC	Castfast Properties: 75% Dongguan Karrie Resort Limited: 25%
宜興永泰電子科技有限公司 （「 宜興永泰 」）	二零零八年三月二十五日， 中國	於中國進行物業開發	嘉輝房地產：75% 東莞嘉利渡假休閒有限公司：25%

As at 31 March 2022, Dongguan Castfast had developed a residential and commercial property project located at Dongguan, the PRC with a site area of approximately 48,600 sq.m. and a total gross floor area of approximately 233,700 sq.m. before 2009.

於二零二二年三月三十一日，東莞嘉輝已於二零零九年前開發一處位於中國東莞之住宅及商用物業項目，佔地面積約為48,600平方米，而總樓面面積則約為233,700平方米。

Report of the Directors 董事會報告

As at 31 March 2022, Yixing Yongtai had developed a commercial property project located in Yixing, Jiangsu, the PRC. This project occupied a site area of approximately 101,637 sq.m. and comprised offices, staff quarters and canteens.

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

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2022

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

於二零二二年三月三十一日，宜興永泰已開發一處位於中國江蘇省宜興之商用物業項目。該項目佔地面積約為101,637平方米，並由寫字樓、員工宿舍及餐廳構成。

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

主要股東

於二零二二年三月三十一日

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

Number of ordinary shares of HK\$0.10 each 每股面值0.1港元之普通股數目

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

Report of the Directors 董事會報告

Notes:

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

Save as disclosed above, as at 31 March 2022, no person, other than the Directors and chief executives of the Company, whose interests are set out in the section "Directors' and Chief Executive's Interests in Shares" above, had an interest or short position in the Shares and underlying Shares of the Company that was required to be recorded in the register required to be kept under Section 336 of the SFO.

附註：

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

除上文及董事及最高行政人員於「董事及最高行政人員之股份權益」中披露外，於二零二二年三月三十一日，並無人士擁有本公司之股份及相關股份之權益或淡倉，而該等權益或淡倉需根據《證券條例》第336條須予備存之登記冊所記錄。

Report of the Directors 董事會報告

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

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

根據上市規則第13.51B(1)條作出之董事 資料更新

根據上市規則第13.51B(1)條須予披露之
董事資料變動載列如下：

Name of Director 董事姓名	Detail of Change 變動詳情
Mr. Ho Cheuk Fai 何焯輝先生	annual salary increased from HK\$4,736,400 to HK\$4,784,400 (excluding discretionary bonus) with effect from 1 July 2021 年薪由4,736,400港元增加至4,784,400港元(不包括酌量花紅)，自二零二一年七月一日生效
Ms. Chan Ming Mui, Silvia 陳名妹小姐	annual salary increased from HK\$890,496 to HK\$926,496 (excluding discretionary bonus) with effect from 1 July 2021 年薪由890,496港元增加至926,496港元(不包括酌量花紅)，自二零二一年七月一日生效
Mr. Zhao Kai 趙凱先生	annual salary increased from HK\$1,215,010 to HK\$1,283,952 (excluding discretionary bonus) with effect from 1 July 2021 年薪由1,215,010港元增加至1,283,952港元(不包括酌量花紅)，自二零二一年七月一日生效
Mr. Ho Kai Man 何啟文先生	annual salary increased from HK\$468,000 to HK\$480,000 (excluding discretionary bonus) with effect from 1 July 2021 年薪由468,000港元增加至480,000港元(不包括酌量花紅)，自二零二一年七月一日生效
Mr. Chan Raymond 陳毅文先生	annual salary increased from HK\$1,032,000 to HK\$1,068,000 (excluding discretionary bonus) with effect from 1 July 2021 年薪由1,032,000港元增加至1,068,000港元(不包括酌量花紅)，自二零二一年七月一日生效

Report of the Directors

董事會報告

DISCLOSURES PURSUANT TO RULE 13.21 OF THE LISTING RULES

- (1) On 23 March 2017, Dongguan Karrie Properties Development Company Limited (東莞嘉創房地產開發有限公司) (a subsidiary of the Company) as borrower and the Company, Castfast Industrial (Yan Tien) Limited and Karrie International (B.V.I.) Limited (a subsidiary of the Company) as guarantors entered into a facility agreement with Hang Seng Bank (China) Limited, whereby the bank agreed to make available to the above borrower a term loan facility up to RMB270,000,000 for a term of 48 months from the date of first drawdown.

The above facility agreement imposes, *inter alia*, conditions that each of the above borrower and the guarantors shall ensure and procure that (i) Mr. Ho Cheuk Fai and his associates together have and will maintain not less than 65% direct or indirect shareholding in the Company; and (ii) Mr. Ho Cheuk Fai and his associates will not create or permit to subsist (or agree to create) any security over any of their shares in the Company without the bank's prior written consent.

- (2) On 18 March 2019, Karwin Engineering Company Limited (a subsidiary of the Company) as borrower (the "**Borrower**") and the Company and a number of its subsidiaries, namely, Castfast Industrial (Yan Tien) Limited, Hong Kong Hung Hing Metal Manufacturing Company Limited, Karrie Industrial Company Limited, Karrie Technologies Company Limited and Dongguan Feng Gang Castfast Metal & Plastics Company Limited (東莞鳳崗嘉輝塑膠五金有限公司) as guarantors (the "**Guarantors**") entered into a facility letter (the "**Facility Letter**") with Hang Seng Bank Limited (the "**Bank**"), whereby the Bank agreed to make available to the Borrower a term loan facility up to HK\$250,000,000 for a term of four years from the date of first drawdown.

根據上市規則第13.21條作出之披露

- (1) 二零一七年三月二十三日，本公司之附屬公司東莞嘉創房地產開發有限公司(作為借款方)、本公司及本公司之附屬公司雁田嘉輝塑膠五金廠有限公司及 Karrie International (B.V.I.) Limited(作為擔保人)與恒生銀行(中國)有限公司訂立融資協議，據此該銀行同意向上述借款方提供最多達人民幣270,000,000元之定期貸款融資，自首次提款日起計為期四十八個月。

上述融資協議訂明，(其中包括)條件為上述借款方及擔保人須各自確保及促使(i)何焯輝先生及其聯繫人合共及將維持持有不少於本公司的65%直接或間接股權；及(ii)何焯輝先生及其聯繫人將不會在未經該銀行事先書面同意的情況下就彼等於本公司之股份增設任何抵押或允許其存在(或同意增設)。

- (2) 二零一九年三月十八日，本公司之附屬公司嘉運機械工程有限公司(作為借款方)(「**借款方**」)及本公司及其數間附屬公司，即雁田嘉輝塑膠五金廠有限公司、香港雄興金屬製品有限公司、嘉利產品有限公司、嘉利環球科技有限公司及東莞鳳崗嘉輝塑膠五金有限公司(作為擔保人)(「**擔保人**」)與恒生銀行有限公司(「**該銀行**」)訂立融資函件(「**融資函件**」)，據此該銀行同意向借款方提供最多達250,000,000港元之定期貸款融資，自首次提取當日起計為期四年。

Report of the Directors 董事會報告

The Facility Letter imposes, *inter alia*, the Borrower shall undertake and ensure that Mr. Ho Cheuk Fai shall not pledge the Company's shares without the Bank's prior written consent.

As at the date of this Annual Report, the above specific performance obligations by the controlling shareholders of the Company continue to subsist.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year ended 31 March 2022 attributable to the Group's major suppliers and customers are as follows:

Purchases	
The largest supplier	37%
Five largest suppliers combined	58%
Sales	
The largest customer	28%
Five largest customers combined	69%

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

DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

Assuming that the final dividend is approved by the Shareholders at the AGM, for the purposes of ascertaining the entitlement to the final dividend, the register of members of the Company will be closed from Thursday, 1 September 2022 to Friday, 2 September 2022 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 31 August 2022. It is expected that the final dividend will be payable and issued to those entitled on or around Tuesday, 20 September 2022.

融資函件訂明(其中包括), 借款方承諾及確保未經該銀行事先書面同意前, 何焯輝先生不得質押本公司股份。

於本年報日期, 本公司控股股東繼續履行上述具體義務。

主要客戶及供應商

截至二零二二年三月三十一日止年度, 本集團在主要供應商及客戶之購買及銷售百分比為:

購買	
最大供應商	37%
五大供應商共佔	58%
銷售	
最大客戶	28%
五大客戶共佔	69%

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

股息及暫停辦理過戶登記

假設末期股息於股東週年大會上獲股東批准, 為確定享有末期股息之權利, 本公司將由二零二二年九月一日(星期四)至二零二二年九月二日(星期五)(包括首尾兩日)暫停辦理股份過戶登記手續。如欲符合獲派末期股息之資格, 所有填妥之股份轉讓文件連同有關之股票, 須於二零二二年八月三十一日(星期三)下午四時三十分前送達本公司於香港之股份過戶登記分處: 香港中央證券登記有限公司; 地址為香港灣仔皇后大道東183號合和中心17樓1712至1716室。末期股息預計將於或約於二零二二年九月二十日(星期二)派發及發行予本公司合資格股東。

Report of the Directors

董事會報告

ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

To ascertain the entitlement to attend and vote at the AGM to be held on 26 August 2022, the register of members of the Company will be closed from Monday, 22 August 2022 to Friday, 26 August 2022 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 19 August 2022.

PUBLIC FLOAT

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

AUDITORS

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

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

On behalf of the Board

Ho Cheuk Fai
Chairman

Hong Kong, 27 June 2022

股東週年大會及暫停辦理過戶登記

為確定享有出席將於二零二二年八月二十六日舉行之股東週年大會並於會上投票之權利，本公司將由二零二二年八月二十二日(星期一)至二零二二年八月二十六日(星期五)(包括首尾兩日)暫停辦理股份過戶登記手續。如欲享有出席股東週年大會並於會上投票之資格，所有填妥之股份轉讓文件連同有關之股票，須於二零二二年八月十九日(星期五)下午四時三十分前送達本公司於香港之股份過戶登記分處：香港中央證券登記有限公司；地址為香港灣仔皇后大道東183號合和中心17樓1712至1716室。

公眾持股量

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

核數師

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

本公司將於股東週年大會上就彼等之重新委任提呈決議案。

承董事會命

主席
何焯輝

香港，二零二二年六月二十七日

Independent Auditor's Report 獨立核數師報告

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



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

(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Karrie International Holdings Limited (“**the Company**”) and its subsidiaries (“**the Group**”) set out on pages 116 to 285, which comprise the consolidated statement of financial position as at 31 March 2022, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

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

致嘉利國際控股有限公司全體股東之 獨立核數師報告

(於百慕達註冊成立之有限公司)

意見

吾等已審核列載於第116至第285頁嘉利國際控股有限公司(「**貴公司**」)及其附屬公司(稱「**貴集團**」)之綜合財務報表，此綜合財務報表包括於二零二二年三月三十一日之綜合財務狀況表及截至該日止年度之綜合損益表、綜合損益及其他全面收入表、綜合權益變動表及綜合現金流量表，以及財務報表附註，包括主要會計政策概要。

吾等認為，該等綜合財務報表已根據香港會計師公會頒佈之《香港財務報告準則》真實而公平地反映了 貴集團於二零二二年三月三十一日之綜合財務狀況及截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港《公司條例》之披露要求妥為擬備。

意見之基礎

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

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KEY AUDIT MATTERS

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

Timing of revenue recognition in metal and plastic and electronic manufacturing services business

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

關鍵審計事項

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

五金塑膠及電子專業代工業務之收入確認時間

參閱綜合財務報表附註26及附註2(w)之會計政策。

The key audit matter

關鍵審計事項

How the matter was addressed in our audit

吾等之審計如何處理該事項

Revenue from sales of the Group's metal and plastic products and electronic products accounted for over 76 percent of the Group's revenue for the year ended 31 March 2022. It is recognised when the goods are delivered to the customer's designated location which is considered to be the point in time when the Group transfers the control over goods to the customers.

貴集團截至二零二二年三月三十一日止年度銷售五金及塑膠產品及電子產品之收入佔總收入超過百分之七十六，其收入在產品送達客戶指定之地點，即 貴集團將產品控制權轉移給客戶時確認。

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

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

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

吾等處理收入確認之時間之審計程序包括以下：

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

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KEY AUDIT MATTERS (continued)

Timing of revenue recognition in metal and plastic and electronic manufacturing services business (continued)

The key audit matter 關鍵審計事項

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

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

關鍵審計事項(續)

五金塑膠及電子專業代工業務之收入確認時間(續)

How the matter was addressed in our audit 吾等之審計如何處理該事項

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

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KEY AUDIT MATTERS (continued)

Valuation of inventories

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

關鍵審計事項(續)

存貨估值

參閱綜合財務報表附註14及附註2(m)(i)之會計政策。

The key audit matter

關鍵審計事項

How the matter was addressed in our audit

吾等之審計如何處理該事項

The Group is primarily involved in the manufacture and sale of metal and plastic products as well as electronic products.

貴集團主要從事製造及銷售五金及塑膠產品，以及電子產品。

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

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

A significant proportion of the Group's products are manufactured to meet specific customer requirements. There is a risk that inventories may be stated at more than their net realisable value if a customer experiences financial difficulty or there is a demand issue with a customer's product that includes a component manufactured by the Group. 貴集團的大部分產品是為滿足具體客戶之要求而製造。如果客戶面臨財務困難，或客戶之產品(包括由貴集團製造的組件)存在需求問題，則會形成存貨可能以超過其可變現淨值列賬之風險。

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

吾等就存貨估值之審計程序包括以下各項：

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

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KEY AUDIT MATTERS (continued)

Valuation of inventories (continued)

關鍵審計事項(續)

存貨估值(續)

The key audit matter

關鍵審計事項

How the matter was addressed in our audit

吾等之審計如何處理該事項

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

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

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

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

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

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KEY AUDIT MATTERS (continued)

Expected credit loss allowance for trade receivables

Refer to notes 3(a)(iii) and 12 to the consolidated financial statements and the accounting policies notes 2(l)(i) and 2(n).

關鍵審計事項(續)

貿易應收賬款之預期信貸虧損撥備

參閱綜合財務報表附註3(a)(iii)及附註12及附註2(l)(i)項及2(n)之會計政策。

The key audit matter

關鍵審計事項

How the matter was addressed in our audit

吾等之審計如何處理該事項

The Group generates revenue from sales of its products to customers in several different jurisdictions such as the People's Republic of China ("PRC"), including Hong Kong, North America, Western Europe and other Asian countries.

貴集團在中華人民共和國(「中國」，包括香港)、北美、西歐及其他亞洲國家在內之多個不同司法管轄區透過向其客戶銷售產品產生收入。

Customers located in different jurisdictions are subject to different local risks (including political, currency and interest rate risks) specific to those jurisdictions in addition to the effects of the global economic climate.

除全球經濟狀況之影響外，位於不同司法管轄區之客戶亦會面臨不同地區之特有風險(包括政治風險、貨幣風險及利率風險)。

Our audit procedures to assess the ECL allowance for trade receivables included the following:

吾等就貿易應收賬款之預期信貸虧損撥備之審計程序包括以下各項：

- obtaining an understanding of and assessing the design and implementation of the Group's key internal controls over the credit control, collection of trade receivables, estimate of expected credit losses and making of loss allowance;
- 了解及評估 貴集團有關信貸控制、貿易應收賬款收回及預期信貸虧損之估計及作出虧損撥備之關鍵控制之設計及實施；
- evaluating the Group's policy for estimating the loss allowance for trade receivables with reference to the requirements of the prevailing accounting standard;
- 參照現行會計準則之要求，評估 貴集團就貿易應收賬款作出虧損撥備之政策；

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

KEY AUDIT MATTERS (continued)

Expected credit loss allowance for trade receivables (continued)

The key audit matter 關鍵審計事項

Management assesses the loss allowance for trade receivables required at each reporting date at an amount equal to lifetime expected credit losses (“ECLs”) after taking into account the ageing and historical loss rate of trade receivables, the repayment history of the customers of different risk characteristics, current market conditions, customer-specific conditions and forward-looking information. Such assessment involves significant management judgement and estimation.

管理層在考慮貿易應收賬款之賬齡及歷史虧損率、不同風險特徵之客戶還款記錄、當前市場環境、客戶之個別情況和前瞻性信息後，於每個報告日評估相等於預期信用損失率金額之必要之貿易應收賬款之預期信貸虧損撥備。該類評估涉及管理層作出重要的判斷和估計。

We identified the ECL allowance for trade receivables as a key audit matter because of the significance of trade receivables to consolidated statement of financial position and because of the significant degree of management judgement involved in evaluating the adequacy of the loss allowance for trade receivables.

吾等把貿易應收賬款之預期信貸虧損撥備列為關鍵審計事項，因為貿易應收賬款對綜合財務狀況表之重大性，以及評價貿易應收賬款之虧損撥備之充足性涉及重大之管理層判斷。

關鍵審計事項(續)

貿易應收賬款之預期信貸虧損撥備(續)

How the matter was addressed in our audit 吾等之審計如何處理該事項

- assessing whether items in the trade receivable ageing report were categorised in the appropriate ageing bracket by comparing individual items therein with sales invoices and other underlying documentation on a sample basis;
- 透過抽樣比較銷售發票及其他相關文件，評估貿易應收賬款賬齡報告內之項目是否被歸類於適當之賬齡框架；
- obtaining an understanding of the key data and assumptions used in the ECL model adopted by the management, including the basis of segmentation of trade receivables, the historical default data, and the assumptions involved in management’s estimated loss rate; and
- 了解於管理層所應用之預期信貸虧損模型中所使用之關鍵數據和假設，當中包括貿易應收賬款之分類基礎、歷史違約率及管理層就預期虧損率之假設；及
- assessing the appropriateness of management’s estimates of loss allowance by examining the information used by management to derive such estimates, including testing the accuracy of the historical default data and evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions, client specific conditions and forward-looking information.
- 通過審查管理層用於形成判斷資料，包括覆核歷史違約數據之準確性及評估歷史虧損率是否按照當前經濟狀況，客戶特定情況及前瞻性信息適當地調整，以評估管理層估計之虧損撥備之適當性。

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

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

綜合財務報表及其核數師報告以外之信息

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

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

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

董事就綜合財務報表承擔之責任

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

在擬備綜合財務報表時，董事負責評估貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際之替代方案。

審核委員會協助董事履行監督貴集團之財務報告過程之責任。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with 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 skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

核數師就審計綜合財務報表承擔之責任

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

合理保證是高水平之保證，但不能保證按照《香港審計準則》進行之審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出之經濟決定，則有關之錯誤陳述可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當之審計憑證，作為吾等意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致之重大錯誤陳述之風險高於未能發現因錯誤而導致之重大錯誤陳述之風險。

Independent Auditor's Report

獨立核數師報告

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- 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.

核數師就審計綜合財務報表承擔之責任 (續)

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

Independent Auditor's Report 獨立核數師報告

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

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

We 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 communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

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

The engagement partner on the audit resulting in this independent auditor's report is Yuen Man Ching.

KPMG

Certified Public Accountants

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

27 June 2022

核數師就審計綜合財務報表承擔之責任 (續)

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

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

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

出具本獨立核數師報告之審計項目合夥人是袁文正。

畢馬威會計師事務所

執業會計師

香港中環
遮打道10號
太子大廈8樓

二零二二年六月二十七日

Consolidated Statement of Financial Position

綜合財務狀況表

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

			31 March 2022 二零二二年 三月三十一日	31 March 2021 二零二一年 三月三十一日 (Restated) (已重列) (Note 2(b)) (附註2(b))
		Note 附註	\$'000 千元	\$'000 千元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	6	688,260	519,602
Investment properties	投資物業	7	332,961	317,420
Intangible assets	無形資產	8	4,840	6,350
Investment in an associate	於聯營公司之投資	10	21,265	19,266
Other financial assets	其他金融資產	13	29,216	26,401
Other non-current assets	其他非流動資產	12	43,077	10,849
Deferred tax assets	遞延稅項資產	24(b)	189,991	108,034
			1,309,610	1,007,922
Current assets	流動資產			
Inventories	存貨	14	778,366	391,072
Property development and contract costs	物業發展及合同成本	15	1,268,088	1,110,917
Trade and bills receivable	貿易及票據應收賬款	12	605,903	658,268
Prepayments, deposits and other receivables	預付款、按金及其他應收賬款	12	138,946	83,726
Amounts due from related companies	應收關連公司賬款	34(b)	39,952	515,945
Current tax recoverable	本期可收回稅項	24(a)	1,153	200
Pledged deposits	質押存款	16	84,539	-
Restricted deposits	受限制存款	17	397,961	275,785
Cash and bank deposits	現金及銀行存款	17	441,548	387,053
			3,756,456	3,422,966
Total assets	資產總值		5,066,066	4,430,888

Consolidated Statement of Financial Position

綜合財務狀況表

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

			31 March 2022 二零二二年 三月三十一日	31 March 2021 二零二一年 三月三十一日 (Restated) (已重列) (Note 2(b)) (附註2(b))
		Note 附註	\$'000 千元	\$'000 千元
EQUITY				
權益				
Capital and reserves attributable to equity shareholders of the Company	本公司權益持有人應佔股本及儲備			
Share capital	股本	18	202,131	201,244
Other reserves	其他儲備	20(a)	98,202	363,569
Retained earnings	保留溢利	20(a)	1,396,219	1,131,893
Total equity	權益總值		1,696,552	1,696,706
LIABILITIES				
負債				
Current liabilities				
流動負債				
Trade payables	貿易應付賬款	21	375,951	340,424
Accruals and other payables	應計費用及其他應付賬款	21	1,143,981	846,010
Bank borrowings	銀行借貸	22	738,434	301,010
Lease liabilities	租賃負債	23	7,942	2,594
Amount due to an associate	應付聯營公司賬款	10	1,532	1,669
Amounts due to related companies	應付關連公司賬款	34(b)	3,664	4,032
Current tax payable	本期應付稅項	24(a)	607,122	606,113
			2,878,626	2,101,852

Consolidated Statement of Financial Position

綜合財務狀況表

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

			31 March 2022 二零二二年 三月三十一日	31 March 2021 二零二一年 三月三十一日 (Restated) (已重列) (Note 2(b)) (附註2(b))
		Note 附註	\$'000 千元	\$'000 千元
Non-current liabilities	非流動負債			
Bank borrowings	銀行借貸	22	462,750	616,456
Lease liabilities	租賃負債	23	12,634	1,141
Provision for long service payments	長期服務金準備	25	6,241	9,149
Deferred tax liabilities	遞延稅項負債	24(b)	9,263	5,584
			490,888	632,330
Total liabilities	負債總值		3,369,514	2,734,182
Total equity and liabilities	權益及負債總值		5,066,066	4,430,888
Net current assets	流動資產淨值		877,830	1,321,114
Total assets less current liabilities	資產總值減流動負債		2,187,440	2,329,036

Approved and authorised for issue by the board of directors on 27 June 2022.

於二零二二年六月二十七日由董事會批准及授權刊發。

Ho Cheuk Fai
何焯輝
Director
董事

Chan Ming Mui, Silvia
陳名妹
Director
董事

The notes on pages 128 to 285 form part of these financial statements.

第128至285頁之附註為本財務報表之一部分。

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

			2022 二零二二年	2021 二零二一年 (Restated) (已重列) (Note 2(b)) (附註2(b))
		Note 附註	\$'000 千元	\$'000 千元
Revenue	收入	26	4,013,434	3,472,798
Cost of revenue	收入成本	27	(2,865,071)	(2,526,421)
Gross profit	毛利		1,148,363	946,377
Distribution and selling expenses	分銷及銷售費用	27	(43,559)	(46,456)
General and administrative expenses	一般及行政費用	27	(149,451)	(159,714)
Other income/gains	其他收入／收益	26	10,769	2,601
Valuation gain on investment properties	投資物業估值收益	7	1,967	1,184
Operating profit	經營溢利		968,089	743,992
Finance income	財務收入		17,067	11,379
Finance costs	財務成本		(14,738)	(7,975)
Finance income, net	財務收入，淨額	29	2,329	3,404
Share of profits of an associate	應佔聯營公司溢利	10	1,164	1,487
Profit before taxation	除稅前溢利		971,582	748,883
Income tax	所得稅	30	(422,480)	(303,555)
Profit for the year	年度溢利		549,102	445,328

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

			2022 二零二二年	2021 二零二一年 (Restated) (已重列) (Note 2(b)) (附註2(b))
		Note 附註	\$'000 千元	\$'000 千元
Earnings per share attributable to equity shareholders of the Company	本公司權益持有人應佔每股溢利			
Basic earnings per share (HK cents)	每股基本溢利(港仙)	31	27.2	22.3
Diluted earnings per share (HK cents)	攤薄後每股溢利(港仙)	31	27.2	22.1

The notes on pages 128 to 285 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 32.

第128至285頁之附註為本財務報表之一部分，屬於本年度溢利之應付本公司權益持有人之股息詳列於附註32。

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收入表

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

			2022 二零二二年	2021 二零二一年 (Restated) (已重列) (Note 2(b)) (附註2(b))
		Note 附註	\$'000 千元	\$'000 千元
Profit for the year	年度溢利		549,102	445,328
Other comprehensive income for the year:	年度其他全面收入：			
<i>Items that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益之項目：</i>			
Remeasurement of provision for long service payments	長期服務金準備之重新計量	25(b)	2,934	(671)
Changes in fair value of other financial assets	其他金融資產公平值之變動	20(a)	2,256	(488)
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>			
Exchange differences on translation of financial statements of operations outside Hong Kong	換算香港外業務財務報表所產生之兌換差異	20(a)	67,792	79,866
Transfer to profit or loss upon disposal of other finance assets	出售其他金融資產轉撥至損益	20(a)	—	12
Changes in fair value of other financial assets	其他金融資產公平值之變動	20(a)	56	(9)
Other comprehensive income for the year	年度其他全面收入		73,038	78,710
Total comprehensive income for the year	年度全面收入總額		622,140	524,038

The notes on pages 128 to 285 form part of these financial statements.

第128至285頁之附註為本財務報表之一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

		Share capital 股本 (Note 18) (附註18)	Other reserves 其他儲備 (Note 20(a)) (附註20(a))	Retained earnings 保留溢利	Total equity 權益總值
	Note 附註	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Balance at 1 April 2020 as previously reported	如先前呈報二零二零年四月一日之結餘	199,384	193,400	782,916	1,175,700
Adjustments for combination using merger accounting (note 2(b))	就使用合併會計處理方法合併作出之調整(附註2(b))	-	81,798	118,317	200,115
Balance at 1 April 2020 as restated	二零二零年四月一日已重列之結餘	199,384	275,198	901,233	1,375,815
Changes in equity for the year ended 31 March 2021 (restated):	截至二零二一年三月三十一日止年度權益變動(已重列):				
Profit for the year	年度溢利	-	-	445,328	445,328
Other comprehensive income	其他全面收入	-	79,381	(671)	78,710
Total comprehensive income	全面收入總額	-	79,381	444,657	524,038
Dividends paid in respect of the previous year	已派上年度股息	32(b)	-	(99,882)	(99,882)
Dividends paid in respect of the current year	已派本年度股息	32(a)	-	(90,335)	(90,335)
Distribution by Jiaxuntong* to the controlling shareholder of before the Acquisitions	分發予收購前之嘉訊通* 控制股東		-	(23,000)	(23,000)
Appropriation of statutory surplus reserve	法定盈餘儲備撥款		-	780	(780)
Issuance of shares upon exercise of share options	行使購股權後發行股份	18(c)	1,860	8,210	-
Balance at 31 March 2021 (restated)	二零二一年三月三十一日之結餘(已重列)	201,244	363,569	1,131,893	1,696,706

* 東莞市嘉訊通電腦產品有限公司("Jiaxuntong")
東莞市嘉訊通電腦產品有限公司(「嘉訊通」)

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

		Share capital 股本 (Note 18) (附註18)	Other reserves 其他儲備 (Note 20(a)) (附註20(a))	Retained earnings 保留溢利	Total equity 權益總值
	Note 附註	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Balance at 1 April 2021 (restated)					
	二零二一年四月一日之結餘 (已重列)	201,244	363,569	1,131,893	1,696,706
<hr style="border-top: 1px dashed #ccc;"/>					
Changes in equity for the year ended 31 March 2022:					
	截至二零二二年三月三十一日 止年度權益變動：				
Profit for the year	年度溢利	-	-	549,102	549,102
Other comprehensive income	其他全面收入	-	70,104	2,934	73,038
<hr style="border-top: 1px solid #ccc;"/>					
Total comprehensive income	全面收入總額	-	70,104	552,036	622,140
<hr style="border-top: 1px dashed #ccc;"/>					
Dividends paid in respect of the previous year	已派上年度股息 32(b)	-	-	(141,259)	(141,259)
Dividends paid in respect of the current year	已派本年度股息 32(a)	-	-	(110,952)	(110,952)
Equity settled shared-based transactions	以股份支付之交易 19(d)	-	3,768	-	3,768
Acquisition of subsidiaries under common control	收購共同控制之附屬公司	-	(45,725)	-	(45,725)
Assumption of debt liabilities arising from the acquisition of Jiaxuntong	來自收購嘉訊通之 債務承擔 20(c)(ii)	-	(331,533)	-	(331,533)
Appropriation of statutory surplus reserve	法定盈餘儲備撥款	-	32,526	(32,526)	-
Repurchase of shares	回購股份 20(c)(iv)	-	(3,011)	-	(3,011)
Cancellation of shares	註銷股份 20(c) (iv)&(v)	(188)	3,199	(3,011)	-
Issuance of shares upon exercise of share options	行使購股權後發行股份 18(c)	1,075	5,343	-	6,418
Release upon lapse of share options	沖還失效購股權 19(b)	-	(38)	38	-
<hr style="border-top: 1px solid #ccc;"/>					
Balance at 31 March 2022					
	二零二二年三月三十一日 之結餘	202,131	98,202	1,396,219	1,696,552

The notes on pages 128 to 285 form part of these financial statements.

第128至285頁之附註為本財務報表之一部分。

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

			2022 二零二二年	2021 二零二一年 (Restated) (已重列) (Note 2(b)) (附註2(b))
		Note 附註	\$'000 千元	\$'000 千元
Cash flows from operating activities	經營活動之現金流量			
Profit before taxation	除稅前溢利		971,582	748,883
Share of profits of an associate	應佔聯營公司溢利	10	(1,164)	(1,487)
Depreciation and amortisation of property, plant and equipment	物業、廠房及設備之折舊及攤銷	6	97,118	88,453
Amortisation of intangible assets	無形資產之攤銷	8	1,548	1,543
Equity settled share-based transactions	以股份支付之交易	19(d)	3,768	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	26	(1,158)	(271)
Reversal of write-down of obsolete and slow moving inventories	陳舊及滯銷存貨撇減之回撥		(396)	-
Recognition of loss allowance for trade and bills receivable	貿易及票據應收賬款虧損撥備之確認	12	2,002	-
Loss on disposal of other financial assets	出售其他金融資產之虧損	26	-	690
Provision for long service payments	長期服務金準備	25(b)	290	318
Valuation gain on investment properties	投資物業估值收益	7	(1,967)	(1,184)
Interest expenses	利息支出	29	14,738	7,975
Interest income	利息收入	29	(17,067)	(11,379)
Foreign exchange loss	外幣匯兌虧損		38,073	10,098
Operating profit before working capital changes carried forward	營運資金變動前之經營溢利結轉		1,107,367	843,639

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

		2022 二零二二年	2021 二零二一年 (Restated) (已重列) (Note 2(b)) (附註2(b))
	Note 附註	\$'000 千元	\$'000 千元
Operating profit before working capital changes brought forward	承前營運資金變動前之經營溢利	1,107,367	843,639
(Increase)/decrease in inventories	存貨之(增加)/減少	(386,898)	137,793
Increase in property development and contract costs	物業發展及合同成本之增加	(116,167)	(90,398)
Decrease/(increase) in trade and bills receivable	貿易及票據應收賬款之減少/(增加)	50,711	(358,160)
(Increase)/decrease in prepayments, deposits and other receivables	預付款、按金及其他應收賬款之(增加)/減少	(54,958)	1,521
Decrease in amount due from related companies	應收關連公司賬款之減少	180,097	945
Increase in trade payables	貿易應付賬款之增加	34,830	49,151
Increase in accruals and other payables	應計費用及其他應付賬款之增加	286,161	124,269
Decrease in amount due to an associate	應付聯營公司賬款之減少	(137)	(2,414)
(Decrease)/increase in amount due to related companies	應付關連公司賬款之(減少)/增加	(428)	3,400
Net cash generated from operations	經營產生之淨現金	1,100,578	709,746
Hong Kong Profits Tax paid	已付香港利得稅	(27,033)	(22,589)
PRC tax paid	已付中國稅	(524,650)	(122,857)
Long service payments paid	已付長期服務金	(264)	(58)
Long service payments refunded	退還長期服務金	—	56
Net cash generated from operating activities	經營活動產生之淨現金	548,631	564,298

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

		2022 二零二二年	2021 二零二一年 (Restated) (已重列) (Note 2(b)) (附註2(b))
	Note 附註	\$'000 千元	\$'000 千元
Cash flows from investing activities	投資活動之現金流量		
Payment for the purchase of property, plant and equipment	購買物業、廠房及設備之付款	(254,110)	(72,454)
Payment for additions to investment properties	添置投資物業之付款	(90)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款	1,183	440
Proceeds from disposal of other financial assets	出售其他金融資產之所得款	-	6,116
Payment for acquisition of other financial assets	購買其他金融資產之付款	-	(13,767)
Payment for acquisition of intangible assets	購置無形資產之付款	(38)	-
Interest received	已收利息	16,690	10,956
Net cash used in investing activities	投資活動所用之淨現金	(236,365)	(68,709)
Cash flows from financing activities	融資活動之現金流量		
Interest paid	已付利息	(36,454)	(36,991)
Payment for the repurchase of shares	回購股份之付款	(3,011)	-
Proceeds from new bank borrowings	新銀行借貸之所得款	792,683	322,557
Repayment of bank borrowings	償還銀行借貸	(517,702)	(372,552)
Capital element of lease rental paid	已付租賃租金之資本部份	(5,151)	(3,985)
Interest element of lease rental paid	已付租賃租金之利息部份	(678)	(219)
Payment for acquisition of Jiaxuntong and Kar Info International	收購嘉訊通及Kar Info International之付款	(45,725)	-
Dividends paid	已派股息	(252,211)	(190,217)
Distribution by Jiaxuntong to the controlling shareholder of before the Acquisitions	分發予收購前之嘉訊通控制股東	-	(23,000)
Increase in pledged deposits	質押存款之增加	(83,164)	-
Proceeds from issuance of shares upon exercise of share options	行使購股權後發行股份之所得款	6,418	10,070
Net cash used in financing activities	融資活動所用之淨現金	(144,995)	(294,337)

Consolidated Cash Flow Statement 綜合現金流量表

For the year ended 31 March 2022 截至二零二二年三月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

			2022 二零二二年	2021 二零二一年 (Restated) (已重列) (Note 2(b)) (附註2(b))
		Note 附註	\$'000 千元	\$'000 千元
Net increase in cash and cash equivalents	現金及現金等價物之淨增加		167,271	201,252
Cash and cash equivalents at the beginning of the year	年初之現金及現金等價物		662,838	439,669
Effect of foreign exchange rate changes	外幣匯率變動之影響		9,400	21,917
Cash and cash equivalents at the end of the year	年底之現金及現金等價物	17	839,509	662,838

The notes on pages 128 to 285 form part of these financial statements.

第128至285頁之附註為本財務報表之一部分。

Notes to the Financial Statements

財務報表附註

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

1 GENERAL INFORMATION

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

- Metal and Plastic Business (“**M&P**”): providing mechanical engineering solutions, manufacturing and sales of metal and plastic parts, mainly including moulds and the relevant plastic and metal parts products for information and communication technology industry, etc.;
- Electronic Manufacturing Services Business (“**EMS**”): manufacturing and sales of magnetic tape data storage, point-of-sale system, and other computer peripherals, etc.; and
- Real Estate Business: urban renewal, residential real estate project investment and development.

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

The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 16 December 1996.

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

1 一般資料

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

- 五金塑膠業務(「**五金塑膠**」)：提供機械工程解決方案，製造及銷售金屬及塑膠部件，主要包括資訊及通訊科技產業之模具、相關塑膠與金屬部件產品等；
- 電子專業代工業務(「**電子代工**」)：製造及銷售磁帶機數據儲存器、收銀機系統及其他電腦周邊產品等；及
- 房地產業務：舊城改造、住宅房地產項目投資及發展。

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

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

除非另有說明，此綜合財務報表以港元(「**元**」)呈報。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

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

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

2 重要會計政策

(a) 遵例聲明

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

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

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Merger accounting and restatements

On 28 January 2022, Benefit Master Limited (“**Benefit Master**”) (an indirect wholly-owned subsidiary of the Company) entered into an acquisition agreement (“**Kar Info International Acquisition Agreement**”) to conditionally acquire the entire issued share capital of Kar Info International Property Limited (“**Kar Info International**”) from Mr. Ho Cheuk Fai (“**Mr. Ho**”) at a nominal consideration of US\$100 (equivalent to \$775).

On the even day, KRP Development Company Limited (“**KRP**”) (an indirect wholly-owned subsidiary of the Company) entered into another acquisition agreement (“**Jiaxuntong Acquisition Agreement**”) to conditionally acquire the entire equity interest of 東莞市嘉訊通電腦產品有限公司 (“**Jiaxuntong**”) from Kar Info Property Limited, which is wholly-owned by Mr. Ho, at a consideration of RMB38,000,000 (equivalent to approximately HK\$45,600,000) or its Hong Kong dollar equivalent. The difference between the consideration paid and the book value of the acquirees is recognised in the merger reserve. Under the Jiaxuntong Acquisition Agreement, it is also agreed to assume the amount due from Dongguan Jiale Enterprise Development Company Limited (“**Dongguan Jiale**”) owned by Jiaxuntong, in the amount of approximately RMB276,278,000 (equivalent to approximately \$331,600,000). This amount is recognised in the merger reserve on the completion date of the acquisitions.

The details of the acquisitions of Kar Info International and Jiaxuntong (the “**Acquisitions**”) are more fully explained in the circular named “(1) Major and Connected Transaction – Acquisition of Kar Info International and Acquisition of the Target Company and (2) Notice of special general meeting” published by the Company on 31 January 2022. The circular is available on the Company’s website and Hong Kong Exchanges and Clearing Limited’s website.

2 重要會計政策(續)

(b) 合併會計處理方法及重列

於二零二二年一月二十八日，Benefit Master Limited (“**Benefit Master**”) (本公司間接全資附屬公司) 與何焯輝先生 (“**何先生**”) 訂立收購協議 (“**Kar Info International 收購協議**”)，有條件以象徵式代價 100 美元 (相等於 775 元) 向何先生收購 Kar Info International Property Limited (“**Kar Info International**”) 全部已發行股本。

同日，嘉創物業發展有限公司 (“**嘉創物業**”) (本公司間接全資附屬公司) 與嘉訊通(香港)置業有限公司(由何先生全資擁有) 訂立另一收購協議 (“**嘉訊通收購協議**”)，有條件以代價人民幣 38,000,000 元 (相當於約 45,600,000 元) 或等值之港元收購東莞市嘉訊通電腦產品有限公司 (“**嘉訊通**”) 全部已發行股權。代價與被收購之賬面值之差異於合併儲備確認，根據嘉訊通收購協議，亦同意承擔東莞嘉樂企業發展有限公司欠嘉訊通之賬款，金額約為人民幣 276,278,000 元 (相當於 331,600,000 元)。此金額於收購完成日於合併儲備確認。

收購 Kar Info International 及嘉訊通 (“**收購事項**”) 之詳細資料及全面解釋已刊載於二零二二年一月三十一日本公司發佈之通函「(1) 主要及關連交易 – Kar Info International 收購事項及目標公司收購事項及 (2) 股東特別大會通告。」此通函可於本公司之網頁及香港聯交所之網頁獲得。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Merger accounting and restatements (continued)

The Acquisitions were completed on 8 March 2022 and the Company has become the ultimate holding company of both Kar Info International and Jiaxuntong. As the Company, Kar Info International and Jiaxuntong are ultimately controlled by Mr. Ho before and after the Acquisitions and that control is not transitory, there would be a continuation of the risks and benefits to Mr. Ho and therefore the Acquisitions should be regarded as a business combination of entities under common control, Accounting Guideline 5 (“AG5”), *Merger Accounting for Common Control Combinations*, issued by HKICPA has been applied. The consolidated financial statements of the Group have been therefore prepared using the merger basis of accounting as if the current group structure had been in existence throughout the periods presented. The net assets of the companies comprising the Group have been consolidated using the existing book values from the perspective of Mr. Ho.

Comparative amounts in the consolidated financial statements are presented as if the entities or businesses had been combined at the beginning of the comparative period.

The consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income include the results of combining entities or businesses from the earliest date presented. The effects of all transactions between the combining entities or businesses, whether occurring before or after the Acquisitions, are eliminated.

A uniform set of accounting policies is adopted when preparing the consolidated financial statements.

2 重要會計政策(續)

(b) 合併會計處理方法及重列(續)

收購事項於二零二二年三月八日完成，本公司已成為Kar Info International及嘉訊通各自之最終控股公司。由於Kar Info International及嘉訊通於收購事項前後均由何先生最終控制，且該控制權並非暫時性，因此何先生將承受持續之風險及利益，因此各收購事項應被視為共同控制實體之業務合併，且已採用香港會計師公會頒佈之會計指引第5號(「會計指引第5號」)「共同控制合併的合併會計處理」。故此，本集團之綜合財務報表已使用合併會計基準編製，猶如目前之集團架構於整段呈列期間一直存在。從何先生之角度，本集團旗下公司組成之資產淨值採用現有賬面值進行綜合入賬。

綜合財務報表之比較金額按猶如實體或業務已於比較期間初期合併呈列。

於最早呈列日期或自合併實體或業務首先受到共同控制當日起(期間較短者為準)，合併實體無論於收購事宜前或後，所有合併實體或業務之間之交易之影響均抵銷。

於編製綜合財務報表時已採納一套統一之會計政策。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Merger accounting and restatements (continued)

The effects of the application of merger accounting on the consolidated statement of financial position as at 31 March 2021 are as follows:

2 重要會計政策(續)

(b) 合併會計處理方法及重列(續)

對截至二零二一年三月三十一日止年度之綜合財務狀況表應用合併會計處理方法之影響如下：

		As at 31 March 2021 as previously reported 如先前呈報 二零二一年 三月三十一日 \$'000 千元	Adjustments for combination using merger accounting 就使用合併 會計處理方法 合併作出 之調整 \$'000 千元	As at 31 March 2021 as restated 二零二一年 三月三十一日 已重列 \$'000 千元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	519,498	104	519,602
Investment properties	投資物業	317,420	–	317,420
Intangible assets	無形資產	6,350	–	6,350
Investment in an associate	於聯營公司之投資	19,266	–	19,266
Other financial assets	其他金融資產	26,401	–	26,401
Other non-current assets	其他非流動資產	10,849	–	10,849
Deferred tax assets	遞延稅項資產	1,696	106,338	108,034
		901,480	106,442	1,007,922
Current assets	流動資產			
Inventories	存貨	391,072	–	391,072
Property development and contract costs	物業發展及合同成本	1,064,989	45,928	1,110,917
Trade and bills receivable	貿易及票據應收賬款	658,268	–	658,268
Prepayments, deposits and other receivables	預付款、按金及其他應收賬款	83,583	143	83,726
Amounts due from related companies (note (i))	應收關連公司賬款(附註(i))	131,082	384,863	515,945
Current tax recoverable	本期可收回稅項	200	–	200
Restricted deposits	受限制存款	275,785	–	275,785
Cash and bank deposits	現金及銀行存款	144,978	242,075	387,053
		2,749,957	673,009	3,422,966
Total assets	總資產	3,651,437	779,451	4,430,888

Notes to the Financial Statements 財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Merger accounting and restatements (continued)

2 重要會計政策(續)

(b) 合併會計處理方法及重列(續)

		As at 31 March 2021 as previously reported 如先前呈報 二零二一年 三月三十一日 \$'000 千元	Adjustments for combination using merger accounting 就使用合併 會計處理方法 合併作出 之調整 \$'000 千元	As at 31 March 2021 as restated 二零二一年 三月三十一日 已重列 \$'000 千元
EQUITY	權益			
Capital and reserves attributable to equity shareholders of the Company	本公司權益持有人應佔股本及儲備			
Share capital	股本	201,244	–	201,244
Other reserves	其他儲備	272,066	91,503	363,569
Retained earnings	保留溢利	957,309	174,584	1,131,893
Total equity	權益總值	1,430,619	266,087	1,696,706
LIABILITIES	負債			
Current liabilities	流動負債			
Trade payables	貿易應付賬款	340,424	–	340,424
Accruals and other payables	應計費用及其他應付賬款	803,798	42,212	846,010
Bank borrowings	銀行借貸	301,010	–	301,010
Lease liabilities	租賃負債	2,594	–	2,594
Amount due to an associate	應付聯營公司賬款	1,669	–	1,669
Amounts due to related companies	應付關連公司賬款	4,032	–	4,032
Current tax payable	本期應付稅項	134,961	471,152	606,113
		1,588,488	513,364	2,101,852

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Merger accounting and restatements (continued)

2 重要會計政策(續)

(b) 合併會計處理方法及重列(續)

		As at 31 March 2021 as previously reported 如先前呈報 二零二一年 三月三十一日 \$'000 千元	Adjustments for combination using merger accounting 就使用合併 會計處理方法 合併作出 之調整 \$'000 千元	As at 31 March 2021 as restated 二零二一年 三月三十一日 已重列 \$'000 千元
Non-current liabilities	非流動負債			
Bank borrowings	銀行借貸	616,456	–	616,456
Lease liabilities	租賃負債	1,141	–	1,141
Provision for long service payments	長期服務金準備	9,149	–	9,149
Deferred tax liabilities	遞延稅項負債	5,584	–	5,584
		632,330	–	632,330
Total liabilities	負債總值	2,220,818	513,364	2,734,182
Total equity and liabilities	權益及負債總值	3,651,437	779,451	4,430,888
Net current assets	流動資產淨值	1,161,469	159,645	1,321,114
Total assets less current liabilities	資產總值減流動 負債	2,062,949	266,087	2,329,036

Note:

- (i) The amount due from Dongguan Jiale of approximately RMB276,278,000 (equivalent to approximately \$331,600,000) was settled by debt assumption as part of the consideration in pursuant to the Jiaxuntong Acquisition Agreement as set out in note 2(b), and the amount was debited to the merger reserve on the date of completion of the Acquisition on 8 March 2022 as set out in note 20(c)(ii).

附註：

- (i) 應收東莞嘉樂之賬款約人民幣276,278,000元(相當於約331,600,000元)已根據附註2(b)所載之嘉訊通收購協議作為代價之一部分以債務承擔方式結清，該款項已於二零二二年三月八日收購事宜之完成日期借記至合併儲備如附註20(c)(ii)所載。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Merger accounting and restatements (continued)

The effects of the application of merger accounting on the consolidated statement of profit or loss for the year ended 31 March 2021 are as follows:

2 重要會計政策(續)

(b) 合併會計處理方法及重列(續)

對截至二零二一年三月三十一日止年度之綜合損益表應用合併會計處理方法之影響如下：

		For the year ended 31 March 2021 as previously reported 如先前呈報 二零二一年 三月三十一 止年度 \$'000 千元	Adjustments for combination using merger accounting 就使用合併 會計處理方法 合併作出 之調整 \$'000 千元	For the year ended 31 March 2021 as restated 二零二一年 三月三十一 止年度 已重列 \$'000 千元
Revenue	收入	3,192,617	280,181	3,472,798
Cost of revenue	收入成本	(2,478,560)	(47,861)	(2,526,421)
Gross profit	毛利	714,057	232,320	946,377
Distribution and selling expenses	分銷及銷售費用	(32,239)	(14,217)	(46,456)
General and administrative expenses	一般及行政費用	(152,472)	(7,242)	(159,714)
Other income/gains	其他收入／收益	2,601	-	2,601
Valuation gain on investment properties	投資物業估值收益	1,184	-	1,184
Operating profit	經營溢利	533,131	210,861	743,992
Finance income	財務收入	4,613	6,766	11,379
Finance costs	財務成本	(7,975)	-	(7,975)
Finance income, net	財務收入，淨額	(3,362)	6,766	3,404
Share of profits of an associate	應佔聯營公司溢利	1,487	-	1,487

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Merger accounting and restatements (continued)

2 重要會計政策(續)

(b) 合併會計處理方法及重列(續)

		For the year ended 31 March 2021 as previously reported 如先前呈報 二零二一年 三月三十一日 止年度 \$'000 千元	Adjustments for combination using merger accounting 就使用合併 會計處理方法 合併作出 之調整 \$'000 千元	For the year ended 31 March 2021 as restated 二零二一年 三月三十一日 止年度 已重列 \$'000 千元
Profit before taxation	除稅前溢利	531,256	217,627	748,883
Income tax	所得稅	(165,975)	(137,580)	(303,555)
Profit for the year	年度溢利	365,281	80,047	445,328
Earnings per share attributable to equity shareholders of the Company	本公司權益持有人 應佔每股溢利			
Basic earnings per share (HK cents)	每股基本溢利 (港仙)	18.3	4.0	22.3
Diluted earnings per share (HK cents)	攤薄後每股溢利 (港仙)	18.2	3.9	22.1

Notes to the Financial Statements 財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Merger accounting and restatements (continued)

The effects of the application of merger accounting on the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2021 are as follows:

2 重要會計政策(續)

(b) 合併會計處理方法及重列(續)

對截至二零二一年三月三十一日止年度之綜合損益及其他全面收入表應用合併會計處理方法之影響如下：

		For the year ended 31 March 2021 as previously reported 如先前呈報 二零二一年 三月三十一 止年度 \$'000 千元	Adjustments for combination using merger accounting 就使用合併 會計處理方法 合併作出 之調整 \$'000 千元	For the year ended 31 March 2021 as restated 二零二一年 三月三十一 止年度 已重列 \$'000 千元
Profit for the year	年度溢利	365,281	80,047	445,328
Other comprehensive income for the year:	年度其他全面收入：			
<i>Items that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益之項目：</i>			
Remeasurement of provision for long service payments	長期服務金準備之重新計量	(671)	-	(671)
Changes in fair value of other financial assets	其他金融資產公平值之變動	(488)	-	(488)
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>			
Exchange differences on translation of financial statements of operations outside Hong Kong	換算香港外業務財務報表所產生之兌換差異	70,941	8,925	79,866
Transfer to profit or loss upon disposal of other finance assets	出售其他金融資產轉撥至損益	12	-	12
Changes in fair value of other financial assets	其他金融資產公平值之變動	(9)	-	(9)
Other comprehensive income for the year	年度其他全面收入	69,785	8,925	78,710
Total comprehensive income for the year	年度全面收入總額	435,066	88,972	524,038

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Merger accounting and restatements (continued)

The effects of the application of merger accounting on the consolidated cash flow statement for the year ended 31 March 2021 are as follows:

2 重要會計政策(續)

(b) 合併會計處理方法及重列(續)

對截至二零二一年三月三十一日止年度之綜合現金流量表應用合併會計處理方法之影響如下：

		For the year ended 31 March 2021 as previously reported 如先前呈報 二零二一年 三月三十一日 止年度 \$'000 千元	Adjustments for combination using merger accounting 就使用合併 會計處理方法 合併作出 之調整 \$'000 千元	For the year ended 31 March 2021 as restated 二零二一年 三月三十一日 止年度 已重列 \$'000 千元
Cash flows from operating activities	經營活動之現金流量			
Profit before taxation	除稅前溢利	531,256	217,627	748,883
Share of profits of an associate	應佔聯營公司溢利	(1,487)	–	(1,487)
Depreciation and amortisation of property, plant and equipment	物業、廠房及設備之折舊及攤銷	88,245	208	88,453
Amortisation of intangible assets	無形資產之攤銷	1,543	–	1,543
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(271)	–	(271)
Loss on disposal of other financial assets	出售其他金融資產之虧損	690	–	690
Provision for long service payments	長期服務金準備	318	–	318
Valuation gain on investment properties	投資物業估值收益	(1,184)	–	(1,184)
Interest expenses	利息支出	7,975	–	7,975
Interest income	利息收入	(4,613)	(6,766)	(11,379)
Foreign exchange loss	外幣匯兌虧損	3,355	6,743	10,098
Operating profit before working capital changes carried forward	營運資金變動前之經營溢利結轉	625,827	217,812	843,639

Notes to the Financial Statements 財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued) (b) Merger accounting and restatements (continued)

2 重要會計政策(續) (b) 合併會計處理方法及重列(續)

	For the year ended 31 March 2021 as previously reported 如先前呈報 二零二一年 三月三十一 止年度 \$'000 千元	Adjustments for combination using merger accounting 就使用合併 會計處理方法 合併作出 之調整 \$'000 千元	For the year ended 31 March 2021 as restated 二零二一年 三月三十一 止年度 已重列 \$'000 千元
Operating profit before working capital changes brought forward	承前營運資金變動前之經營溢利		
	625,827	217,812	843,639
Decrease in inventories	存貨之減少 137,793	-	137,793
Increase in property development	物業發展之增加 (198,512)	108,114	(90,398)
Increase in trade and bills receivable	貿易及票據應收賬款之增加 (358,160)	-	(358,160)
Decrease in prepayments, deposits and other receivables	預付款、按金及其他應收賬款之減少 1,375	146	1,521
(Increase)/decrease in amount due from related companies	應收關連公司賬款之(增加)/減少 (158,123)	159,068	945
Increase in trade payables	貿易應付賬款之增加 49,151	-	49,151
Increase in accruals and other payables	應計費用及其他應付賬款之增加 396,366	(272,097)	124,269
Decrease in amount due to an associate	應付聯營公司賬款之減少 (2,414)	-	(2,414)
Increase in amount due to related companies	應付關連公司賬款之增加 3,400	-	3,400
Net cash generated from operations	經營產生之淨現金		
	496,703	213,043	709,746
Hong Kong Profits Tax paid	已付香港利得稅 (22,589)	-	(22,589)
PRC tax paid	已付中國稅 (15,597)	(107,260)	(122,857)
Long service payments paid	已付長期服務金 (58)	-	(58)
Long service payments refunded	退還長期服務金 56	-	56
Net cash generated from operating activities	經營活動產生之淨現金		
	458,515	105,783	564,298

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Merger accounting and restatements (continued)

2 重要會計政策(續)

(b) 合併會計處理方法及重列(續)

		For the year ended 31 March 2021 as previously reported 如先前呈報 二零二一年 三月三十一日 止年度 \$'000 千元	Adjustments for combination using merger accounting 就使用合併 會計處理方法 合併作出 之調整 \$'000 千元	For the year ended 31 March 2021 as restated 二零二一年 三月三十一日 止年度 已重列 \$'000 千元
Cash flows from investing activities	投資活動之現金流量			
Payment for the purchase of property, plant and equipment	購買物業、廠房及設備之付款	(72,454)	—	(72,454)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款	440	—	440
Proceeds from disposal of other financial assets	出售其他金融資產之所得款	6,116	—	6,116
Payment for acquisition of other financial assets	購買其他金融資產之付款	(13,767)	—	(13,767)
Interest received	已收利息	4,190	6,766	10,956
Net cash used in investing activities	投資活動所用之淨現金	(75,475)	6,766	(68,709)

Notes to the Financial Statements 財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued) (b) Merger accounting and restatements (continued)

2 重要會計政策(續) (b) 合併會計處理方法及重列(續)

	For the year ended 31 March 2021 as previously reported 如先前呈報 二零二一年 三月三十一日 止年度 \$'000 千元	Adjustments for combination using merger accounting 就使用合併 會計處理方法 合併作出 之調整 \$'000 千元	For the year ended 31 March 2021 as restated 二零二一年 三月三十一日 止年度 已重列 \$'000 千元
Cash flows from financing activities	融資活動之現金流量		
Interest paid	(36,991)	–	(36,991)
Proceeds from new bank borrowings	322,557	–	322,557
Repayment of bank borrowings	(372,552)	–	(372,552)
Capital element of lease rental paid	(3,985)	–	(3,985)
Interest element of lease rental paid	(219)	–	(219)
Dividends paid	(190,217)	–	(190,217)
Distribution by Jiaxuntong to the controlling shareholder of before the Acquisitions	–	(23,000)	(23,000)
Proceeds from issuance of shares upon exercise of share options	10,070	–	10,070
Net cash used in financing activities	(271,337)	(23,000)	(294,337)
Net increase in cash and cash equivalents	111,703	89,549	201,252
Cash and cash equivalents at the beginning of the year	297,482	142,187	439,669
Effect of foreign exchange rate changes	11,578	10,339	21,917
Cash and cash equivalents at the end of the year	420,763	242,075	662,838

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 March 2022 comprise the Group and its interest in an associate. The measurement basis used in the preparation of the financial statements is the historical cost basis except for investment properties, other financial assets and employee benefit liabilities which have been measured at fair value.

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

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

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

2 重要會計政策(續)

(c) 財務報表之編製基準

截至二零二二年三月三十一日止年度之綜合財務報表包括本集團及其聯營公司權益。本財務報表採用歷史成本法為計量基準編製，惟投資物業、其他金融資產及員工福利負債皆以公平值計量。

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

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

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

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Changes in accounting policies

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the Group.

None of these developments have had a material effect on how the Group's result and financial position for the current or prior periods have prepared or presented in this financial report. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

(e) Subsidiaries and non-controlling interests

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

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

2 重要會計政策(續)

(d) 會計政策變動

香港會計師公會已頒佈多項於本集團之本會計期間首次生效之香港財務報告準則之修訂。

該等發展對於本財務報告本期或以往期間所編製或呈列之本集團業績及財務狀況並無重大影響。本集團並無採納任何於本會計期間尚未生效之任何新準則或詮釋。

(e) 附屬公司及非控股權益

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

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

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

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

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

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

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

2 重要會計政策(續)

(e) 附屬公司及非控股權益(續)

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

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

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

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財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

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

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

In the Company's statement of financial position, an interests in subsidiaries are stated at cost less impairment losses (see note 2(l)(ii)).

(f) Associates

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

An investment in an associate is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post-acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see note 2(l)(ii)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition, post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

2 重要會計政策(續)

(e) 附屬公司及非控股權益(續)

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

於本公司財務狀況表中之於附屬公司之投資，按成本減去累計減值虧損列賬(見附註2(l)(ii))。

(f) 聯營公司

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

於聯營公司之投資乃按權益法於綜合財務報表入賬。按照權益法，投資最初按成本記錄，及就本集團佔該承資公司可識別淨資產於收購日之公平值超出該項投資成本之數額(如有)作出調整。其後，就本集團佔該承資公司淨資產於收購後之變動及與該項投資有關之任何減值虧損作出調整(見附註2(l)(ii))。任何於收購日起逾成本之差額、本集團所佔承資公司於收購後之除稅後業績及年內任何減值虧損於綜合損益表確認，而本集團於收購後所佔承資公司除稅後之其他全面收入項目則於綜合損益及其他全面收入表確認。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Associates (continued)

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

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

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

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

2 重要會計政策(續)

(f) 聯營公司(續)

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

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

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

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

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Other investments in debt and equity securities

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

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

2 重要會計政策(續)

(g) 其他債務及股權證券投資

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

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

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

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

(i) Investments other than equity investments

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

- Amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see note 2(w)(iv)).
- Fair value through other comprehensive income (“FVOCI”) (recycling), if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- FVPL, if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

2 重要會計政策(續)

(g) 其他債務及股權證券投資(續)

(i) 股權投資以外之投資

本集團持有之非股權投資歸入以下其中一個計量類別：

- 按攤銷成本，倘持有投資之目的為收取合約現金流量，即純粹為支付本金及利息。投資所得利息收入乃使用實際利率法計算（見附註2(w)(iv)。
- 按公平值計入其他全面收入(可轉回)，倘投資之合約現金流量僅包括本金及利息付款，且投資乃於其目的為同時收取合約現金流量及出售之業務模式中持有。公平值變動於其他全面收益確認，惟預期信貸虧損、利息收入(使用實際利率法計算)及匯兌收益及虧損於損益確認。當投資被取消確認，於其他全面收益累計之金額從權益劃轉至損益。
- 按公平值計入損益，倘投資不符合按攤銷成本計量或按公平值計入其他全面收入(可轉回)計量之標準，投資之公平值變動(包括利息)於損益確認。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

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

(ii) Equity investments

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

2 重要會計政策(續)

(g) 其他債務及股權證券投資(續)

(ii) 股權投資

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

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Investment properties

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

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

(i) Property, plant and equipment

Property, plant and equipment (including right-of-use assets and land use rights) are stated at historical cost less accumulated depreciation or amortisation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

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

2 重要會計政策(續)

(h) 投資物業

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

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

(i) 物業、廠房及設備

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

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

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

Notes to the Financial Statements

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Property, plant and equipment (continued)

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

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

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

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

2 重要會計政策(續)

(i) 物業、廠房及設備(續)

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

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

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

資產之可用年期及其剩餘價值(如有)皆每年檢討。

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Leased assets

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

(i) As a lessee

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

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

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

2 重要會計政策(續)

(j) 租賃資產

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

(i) 作為承租人

倘合約包含租賃組成部分及非租賃組成部分，本集團已選擇不分拆非租賃組成部分，並對每個租賃組成部分及任何相關之非租賃組成部分作為一項單一之租賃組成部分進行會計處理。

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

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

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2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Leased assets (continued)

(i) As a lessee (continued)

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

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

2 重要會計政策(續)

(j) 租賃資產(續)

(i) 作為承租人(續)

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

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

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Leased assets (continued)

(i) As a lessee (continued)

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

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

2 重要會計政策(續)

(j) 租賃資產(續)

(i) 作為承租人(續)

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

當租賃範圍發生變化，或租賃合約中原先沒有規定之租賃代價發生變化（「租賃修改」），且未作為單獨租賃入賬時，亦會重新計量租賃負債。在此情況下，租賃負債乃根據經修訂之租賃付款及租賃期，使用經修訂之折現率於修訂生效日重新計量。唯一之例外是任何因COVID-19疫情而直接產生之租金寬減，且其須符合香港財務報告準則第16號租賃第46B段所載之條件。在該等情況下，本集團利用不評估租金寬減是否為租賃修改之實際權宜法，並於觸發租金寬減之事件或狀況發生期間之損益確認代價變更為負值可變租賃付款。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Leased assets (continued)

(i) As a lessee (continued)

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

(ii) As a lessor

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

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

2 重要會計政策(續)

(j) 租賃資產(續)

(i) 作為承租人(續)

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

(ii) 作為出租人

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

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

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Intangible assets

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

Both the period and method of amortisation are reviewed annually.

(l) Credit losses and impairment of assets

(i) Credit losses from financial instruments and contract assets

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

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

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

2 重要會計政策(續)

(k) 無形資產

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

攤銷期及方法均每年作出檢討。

(l) 信貸虧損及資產之減值

(i) 金融工具及合約資產之信貸虧損

本集團就下列各項之預期信貸虧損確認虧損撥備：

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

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

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Credit losses and impairment of assets (continued)

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

Measurement of ECLs

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

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

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

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

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

2 重要會計政策(續)

(l) 信貸虧損及資產之減值(續)

(i) 金融工具及合約資產之信貸虧損(續)

預期信貸虧損計量

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

倘貼現影響屬重大，預期短缺現金將使用以下貼現率貼現：

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

於估計預期信貸虧損時考慮之最長期間為本集團承受信貸風險之最長合約期間。

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

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Credit losses and impairment of assets (continued)

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

Measurement of ECLs (continued)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

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

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

2 重要會計政策(續)

(l) 信貸虧損及資產之減值(續)

(i) 金融工具及合約資產之信貸虧損(續)

預期信貸虧損計量(續)

預期信貸虧損基於下列其中一個基準計量：

- 十二個月預期信貸虧損：預期於報告日期後十二個月內可能發生之違約事件而導致之虧損；及
- 整個存續期之預期信貸虧損：預期於採用預期信貸虧損模式之項目在預期年限內所有可能發生之違約事件而導致之虧損。

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

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

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Credit losses and impairment of assets (continued)

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

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held) or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractual due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);

2 重要會計政策(續)

(l) 信貸虧損及資產之減值(續)

(i) 金融工具及合約資產之信貸虧損(續)

信貸風險大幅上升

評估金融工具之信貸風險自初始確認以來有否大幅上升時，本集團會比較於報告日期及於初始確認日期評估之金融工具發生違約之風險。作出該重新評估時，本集團認為，當(i) 借款人不大可能在本集團無追索權採取變現抵押(如持有)等行動之情況下向本集團悉數支付其信貸承擔；或(ii)金融資產已逾期九十日。本集團會考慮合理可靠之定量及定性資料，包括過往經驗及於無需付出過多成本或努力下即可獲得之前瞻性資料。

具體而言，評估信貸風險自初始確認以來有否大幅上升時會考慮以下資料：

- 未能按合約到期日期支付本金或利息；
- 金融工具外部或內部信貸測評之實際或預期顯著惡化(如有)；

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Credit losses and impairment of assets (continued)

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

Significant increases in credit risk (continued)

- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

2 重要會計政策(續)

(l) 信貸虧損及資產之減值(續)

(i) 金融工具及合約資產之信貸虧損(續)

信貸風險大幅上升(續)

- 債務人經營業績之實際或預期顯著惡化；及
- 科技、市場、經濟或法律環境之目前或預期變動對債務人履行其對本集團責任之能力有重大不利影響。

取決於金融工具之性質，信貸風險大幅上升之評估乃按個別基準或共同基準進行。倘評估為按共同基準進行，金融工具則按共同之信貸風險特徵(如逾期狀況及信貸風險評級)進行分組。

預期信貸虧損於各報告日期進行重新計量以反映金融工具自初始確認以來之信貸風險變動。預期信貸虧損金額之任何變動均於損益中確認為減值收益或虧損。本集團就所有金融工具確認減值收益或虧損，並通過虧損撥備賬對彼等之賬面值作出相應調整，惟於按公平值計入其他全面收入(可轉回)計量之債務證券之投資除外。有關投資之虧損撥備於其他全面收入內確認並於公平值儲備(可轉回)中累計。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Credit losses and impairment of assets (continued)

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

Basis of calculation of interest income

Interest income recognised in accordance with note 2(w)(iv) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Groups assess whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

2 重要會計政策(續)

(l) 信貸虧損及資產之減值(續)

(i) 金融工具及合約資產之信貸虧損(續)

利息收入之計算基準

根據附註2(w)(iv)確認之利息收入按金融資產之賬面總值計算，除非該金融資產出現信貸減值，於此等情況下，利息收入按金融資產之已攤銷成本(即賬面總值減虧損撥備)計算。

於各報告日期，集團評估金融資產是否出現信貸減值。當發生一項或多項對金融資產估計未來現金流量有不利影響之事件時，金融資產出現信貸減值。

金融資產出現信貸減值之證據包括以下可觀察事件：

- 債務人出現重大財務困難；
- 違反合約，例如不履行或逾期事件；
- 債務人很有可能破產或進行其他財務重組；
- 技術、市場、經濟或法律環境出現重大變動而對債務人產生負面影響；或
- 由於發行人出現財務困難，證券活躍市場消失。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Credit losses and impairment of assets (continued)

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

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- intangible assets;
- goodwill; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

2 重要會計政策(續)

(l) 信貸虧損及資產之減值(續)

(i) 金融工具及合約資產之信貸虧損(續)

撇銷政策

倘日後實際上不可收回款項，則會撇銷(部分或全部)金融資產之賬面總值。該情況通常出現在本集團確定債務人沒有資產或可產生足夠現金流量之收入來源來償還應撇銷之金額。

隨後收回先前已撇銷之資產於收回期間在損益內確認為減值回撥。

(ii) 其他資產之減值

內部及外來資料來源於每個報告期末進行檢討，以辨識下列資產是否有可能減值之跡象，或之前所確認之減值虧損是否已不再存在或可能已經減少：

- 物業、廠房及設備；
- 無形資產；
- 商譽；及
- 於本公司財務狀況表內之於附屬公司投資。

若有任何跡象顯示上述情況，則需估計該資產之可收回價值。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Credit losses and impairment of assets (continued)

(ii) Impairment of other assets (continued)

– Calculation of the recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash generating unit).

- Recognition of impairment losses
An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

2 重要會計政策(續)

(i) 信貸虧損及資產之減值(續)

(ii) 其他資產之減值(續)

– 可收回價值之計算方法

資產之可收回價值為其公平值減去出售成本或使用價值之間之較高者。在衡量使用價值時，估計未來現金流量將按除稅前貼現率計算貼現值，以反映市場目前對金錢之時間值及該資產之特定風險之評估。倘某項資產所賺取之現金流量並非大致上獨立於其他資產之現金流，則按獨立賺取現金流之最小一組資產組合(即一個現金生產單位)釐定可收回之價值。

- 減值虧損之確認
倘資產或其所屬現金生產單位之賬面值超過其可收回價值，則於損益確認其減值虧損。為現金生產單位而確認之減值虧損，將首先用以撇減該現金生產單位(或一組單位)之任何商譽之賬面值，然後按比例減少單位(或一組單位)內其他資產之賬面值，但資產之賬面值不可減至低於其減去出售成本後之公平值(如能計量)或使用值(如能確定)。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Credit losses and impairment of assets (continued)

(ii) Impairment of other assets (continued)

– Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 2(l)(i) and 2(l)(ii)).

Impairment losses recognised in an interim period in respect of other financial assets are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates. Consequently, if the fair value of another financial asset increases in the remainder of the annual period, or in any other period subsequently, the increase is recognised in other comprehensive income and not profit or loss.

2 重要會計政策(續)

(l) 信貸虧損及資產之減值(續)

(ii) 其他資產之減值(續)

– 減值虧損之回撥

倘據以釐定可收回價值之估計基準出現有利之變化，則減值虧損會被回撥。

減值虧損之回撥額不會超過假設該資產往年從來沒有確認減值虧損而釐定之賬面值。減值虧損之回撥將於確認回撥之年度內於損益確認。

(iii) 中期財務報告及減值

根據上市規則，本集團必須遵照香港會計準則第34號「中期財務報告」之規定編製每個財政年度首六個月之中期財務報告。在中期期間結束時，本集團應用之減值測試、確認及回撥標準與財政年度結束時將會採用之相同(見附註2(l)(i)及2(l)(ii))。

按成本列賬之其他金融資產於中期確認之減值虧損不會在往後期間回撥。即使只在與中期期間有關之財政年度結束時進行減值評估將不會導致確認虧損或只會確認輕微虧損，情況亦會一樣。因此，倘其他金融資產之公平值於年內餘下時間，或於其後任何其他期間增加，則該增加會於其他全面收入而非於損益確認。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Inventories and other contract costs

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process.

Inventories are carried at the lower of cost and net realisable value as follows:

(i) Manufacturing

Cost is determined using the first-in, first-out method and comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sales.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

2 重要會計政策(續)

(m) 存貨及合同成本

存貨是指在日常業務過程中，在此類銷售之生產過程中或在生產過程中消耗之材料或供應形式持有之資產。

以成本值及可變現淨值兩者之較低者入賬之存貨如下：

(i) 製造業

成本利用先進先出法釐定及其中包括所有採購成本，加工成本及將存貨運至目前地點及使其達至現狀所產生之其他成本。

可變現淨值為在日常業務過程中之估計銷售價，減估計達成銷售所需之成本計算。

存貨出售時，其賬面值會在相關收入確認期間被確認為支出。存貨按可變現淨值撇減及所有存貨虧損會於撇減或虧損發生期間確認為支出。因可變現淨值增加而須回撥之任何存貨撇減會於回撥發生期間所確認之存貨支出扣減。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Inventories and other contract costs (continued)

(ii) Property development

Cost and net realisable values are determined as follows:

- Property under development for sale
The cost of properties under development for sale comprises specifically identified cost, including the acquisition cost of land, aggregate cost of development, materials and supplies, wages and other direct expenses and an appropriate proportion of overheads. Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the property.
- Completed property held for resale
In the case of completed properties developed by the Group, cost is determined by apportionment of the total development costs for that development project, attributable to the unsold properties. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

The cost of completed properties held for sale comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

2 重要會計政策(續)

(m) 存貨及合同成本(續)

(ii) 物業發展

成本與可變現淨值之釐定如下：

- 待沽在建物業
待沽在建物業之成本包括已明確識別之成本，包括土地收購成本、發展、物料及供應品累加成本、工資及其他直接開支、適當比例之間接費用。可變現淨值為估計售價減估計完工成本及為售出物業而產生之成本。
- 待沽物業
就本集團開發之竣工物業而言，成本乃按該開發項目中未售物業應佔總開發成本之部分釐定。可變現淨值為估計售價減為售出物業而產生之成本。

待沽物業之成本包括所有採購成本、轉換成本以及將存貨運至目前地點及使其達至現狀所產生之其他成本。

存貨出售時，其賬面值會在相關收入確認期間被確認為支出。

存貨按可變現淨值撇減及所有存貨虧損會於撇減或虧損發生期間確認為支出。因可變現淨值增加而須回撥之任何存貨撇減會於回撥發生期間所確認之存貨支出扣減。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Inventories and other contract costs (continued)

(iii) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory (see note 2(m)(i) and (ii)), property, plant and equipment (see note 2(i)) and intangible assets (see note 2(k)).

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained (for example, an incremental sales commission). Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

2 重要會計政策(續)

(m) 存貨及合同成本(續)

(iii) 其他合同成本

其他合約成本是取得客戶合約之增量成本或履行客戶合約之成本，其並無資本化為存貨(見附註2(m)(i)及(ii))、物業、廠房及設備(見附註2(i))或無形資產(見附註2(k))。

取得合約之增量成本為本集團就取得客戶合約而產生，倘未能取得合約則不會產生之成本(例如增量銷售佣金)。倘有關收益之成本將在未來報告期間內確認，而成本預期可收回，則取得合約之增量成本於產生時會撥充資本。取得合約之其他成本在產生時支銷。

履行合約之成本資本化：產生或增強將來用於提供商品或服務之資源；預計將被收回。與現有合約或特定可識別預期合約直接相關之成本可能包括直接人工，直接材料，成本分配，明確向客戶收取之成本以及僅因本集團訂立合約而產生之其他成本(例如，向分包商付款)。履行合約之其他成本(未作為存貨，物業，廠房和設備或無形資產資本化)在發生時計入費用。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Inventories and other contract costs (continued)

(iii) Other contract costs (continued)

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in note 2(w).

(n) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see note 2(o)).

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 2(l)(i)).

2 重要會計政策(續)

(m) 存貨及合同成本(續)

(iii) 其他合同成本(續)

已資本化合約成本按成本減累計攤銷及減值虧損列賬。當合約成本資產超過(i)本集團預期因交換資產相關貨品或服務而將收取之代價餘額減(ii)尚未確認為開支之直接與提供該等貨品或服務相關之任何成本之淨額時，確認減值虧損。

已資本化合約成本攤銷於確認資產相關收入時從損益內扣除。收入確認之會計政策載於附註2(w)。

(n) 貿易及其他應收賬款

應收賬款於本集團擁有無條件權利可收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價之權利為無條件。倘收益已於本集團有權無條件收取代價之前已確認，則該金額呈列為合約資產(見附註2(o))。

應收賬款使用實際利率法減信貸虧損撥備按攤銷成本列賬(見附註2(l)(i))。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 2(w)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECL in accordance with the policy set out in note 2(l)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see note 2(n)).

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 2(w)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2(n)).

For a single contract with the customers, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 2(w)).

(p) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expenses is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2(y)).

2 重要會計政策(續)

(o) 合約資產及合約負債

在本集團有權無條件獲取合約所載付款條款代價前確認收入(見附註2(w))時確認合約資產。合約資產根據附註2(l)(i)所載政策評估預期信貸虧損，並於收取代價之權利成為無條件時重新分類為應收賬款(見附註2(n))。

倘客戶於本集團確認相關收入前支付代價，即確認合約負債(見附註2(w))。倘本集團擁有無條件權利可於本集團確認相關收入之前收取代價，亦將確認合約負債。在此情況下，亦將確認相應之應收賬款(見附註2(n))。

就與客戶之單一合約而言，呈列合約資產淨值或合約負債淨額。就多份合約而言，不相關合約之合約資產及合約負債不會按淨額基準呈列。

倘合約包括重大融資部分，則合約餘額包括按實際利率法計算之應計利息(見附註2(w))。

(p) 帶息借貸

帶息借貸最初按公平值減交易成本確認，其後則按攤銷成本從實際利率法列賬。利息支出按本集團之會計政策確認為借貸成本(見附註2(y))。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Trade and other payables are initially recognised at fair value, and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(r) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECL in accordance with the policy set out in note 2(l)(i).

(s) Employee benefits

(i) Employee leave entitlement

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

2 重要會計政策(續)

(q) 貿易及其他應付賬款

貿易應付賬款指於日常業務過程中從供應商購買貨品或服務而應支付之義務。

貿易及其他應付賬款最初按公平值確認，其後則按攤銷成本列賬，除非貼現影響輕微，於此情況下則按成本列賬。

(r) 現金及現金等價物

現金及現金等價物包括銀行存款及現金、存放於銀行及其他金融機構之活期存款，以及流動性極高之短期投資，而此等投資可即時轉換為已知數額之現金，所須承受輕微價值變動風險及於購入後三個月內到期。就編製綜合現金流量表而言，需按通知即時償還之銀行透支視為本集團現金管理之一組成部分，因此被包括於現金及現金等價物。現金及現金等價物之預期信貸虧損按附註2(l)(i)之政策評估。

(s) 僱員福利

(i) 僱員享有假期之權利

僱員享有之年假及長期服務休假於僱員應享有時確認。截至報告期末止為僱員已提供之服務而產生之年假及長期服務休假估計其負債作出準備。僱員享有之病假及產假不作確認，直至僱員正式休假為止。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Employee benefits (continued)

(ii) Pension obligations

Group companies operate a defined contribution plan under which the Group pays fixed contributions into a separate entity on a mandatory, contractual or voluntary basis. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognised as employee benefit expense when they are due and are not reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iii) Retirement plan – Long service payments

The Group's net obligation in respect of long service payments to its employees upon the termination of their employment or retirement when the employee fulfils certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods.

2 重要會計政策(續)

(s) 僱員福利(續)

(ii) 退休金責任

本集團公司實行定額供款計劃，於該計劃下本集團以強制、合約或自願基準作出定額供款予一獨立實體。倘基金並無持有足夠資產向所有僱員就當期及以往期間之僱員服務支付福利，本集團並無定期或推定責任作出進一步供款。供款將會於到期支付時確認為僱員福利費用，且不會全數歸屬供款前離開計劃之僱員所放棄之供款扣減。預付供款按照現金退還或扣減未來付款時確認為資產。

(iii) 退休計劃－長期服務金

本集團根據香港僱員條例在若干情況下終止聘用僱員或退休而支付之長期服務金所衍生之責任淨額是指僱員現時及以往提供服務所賺取之未來福利。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Employee benefits (continued)

(iii) Retirement plan – Long service payments (continued)

The obligation is calculated using the projected unit credit method, discounted to its present value and reduced by entitlements accrued under the Group's retirement plans that are attributable to contributions made by the Group. The discount rate is the yield at the end of the reporting period on high quality corporate bonds which have terms to maturity approximating the terms of the related liability. The actuarial gains or losses are credited or charged to the consolidated statement of profit or loss and other comprehensive income in the current period.

(iv) Other compensations

Other directors' and employees' compensations are recorded as a liability and charged to profit or loss when the Group is contractually obliged or when there is a past practice that has created a constructive obligation and the associated services are rendered by the employees.

2 重要會計政策(續)

(s) 僱員福利(續)

(iii) 退休計劃—長期服務金(續)

本責任以預計單位信貸法計算其貼現值，並扣除本集團退休計劃下本集團供款所佔之應計權益。貼現率為到期日與本集團負債期相若之優質企業債券於報告期末之孳息率。精算收益或虧損於當期之綜合損益及其他全面收入表計入或支銷。

(iv) 其他補償

當本集團有合約責任，或依據過往做法產生推定責任及由僱員提供相關服務，董事及僱員之其他補償則記錄為負債及於損益支銷。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Share-based payments

The Company operated an equity-settled, share-based compensation plan, under which the Company received services from employees in return for the granting of equity instruments (options) of the Company. The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions;
- excluding the impact of any service and nonmarket performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- excluding the impact of any non-vesting conditions (for example, the requirement for employees to save).

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

The cash received for the shares issued when the options are exercised is credited to share capital (nominal value) and share premium, net of any directly attributable transaction costs.

2 重要會計政策(續)

(t) 以股份支付報酬

本公司設有一以權益結算、以股份支付之報酬計劃，根據該等計劃，本公司取得僱員之服務以作為本公司權益工具(購股權)之代價。授予僱員之購股權之公平值確認為僱員成本，並在權益內相應增加資本儲備。支出之總金額按照授予購股權之公平值釐定：

- 包括任何市場表現條件；
- 不包括任何服務及非市場表現之授予條件(例如盈利能力、銷售增長目標及在某特定時期留任為實體之僱員)之影響；及
- 不包括任何非授予條件(例如僱員儲蓄之規定)之影響。

非市場授予條件包括在有關預期授予購股權數目之假設。支出之總金額於歸屬期間確認，歸屬期指符合所有特定授予條件之期間。於每個結算日，實體依據非市場授予購股權條件估計其修訂對預期歸屬購股權之數目。實體於損益確認對原估計修訂(如有)之影響，並對權益作出相應調整。

在購股權行使時，認購發行股份之現金撥入股本(面值)及股本溢價，並扣除任何直接歸屬交易費用。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Share-based payments (continued)

The grant by the Company of options over its equity instruments to employees of a subsidiary in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in the subsidiary, with a corresponding credit to share-based compensation reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

(u) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

2 重要會計政策(續)

(t) 以股份支付報酬(續)

本公司向本集團附屬公司之僱員授予其權益工具之購股權被視為出資。收取僱員服務之公平值乃按歸屬日之公平值計量，並在歸屬期內確認為增加於附屬公司之投資，並相應計入以股份支付之酬金儲備直至購股權被行使(當其計入就已發行股份確認之股本金額)或購股權到期(當直接沖回至保留溢利)。

(u) 所得稅

本年度所得稅包括本期稅項及遞延稅項資產及負債之變動。本期稅項和遞延稅項資產及負債之變動於損益確認，但倘與其他全面收入或直接於權益確認之項目有關，則有關之稅項分別於其他全面收入或直接於權益確認。

本期稅項乃按報告期末已頒佈或基本上已頒佈之稅率計算之預期應付稅項，及就以往年度之應付稅項作出之任何調整。

遞延稅項資產及負債乃分別源自資產及負債項目於用於財務報告之賬面值及其稅項基礎值所產生之可扣稅及應課稅之暫時性差異。遞延稅項資產亦會來自尚未使用之稅務虧損及稅務抵免。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Income tax (continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

2 重要會計政策(續)

(u) 所得稅(續)

除若干有限度之特殊情況外，所有遞延稅項負債均予確認，而遞延稅項資產則應在預期出現應課稅溢利抵銷之情況下，予以確認。用以支持確認源自可扣稅暫時性差異之遞延稅項資產之未來應課稅溢利包括因回撥現有應課稅暫時性差異時所產生者，惟這些時差必須與同一稅務機關及同一應稅實體有關，並預期會在預期回撥可扣稅暫時性差異之同一期間或引至遞延稅項資產之稅務虧損可向後期或前期結轉之期間回撥。在釐定現有應課稅暫時性差異是否支持確認未使用之稅務虧損及抵免所產生之遞延稅項資產時，會採用上述同一標準，即倘該些差異與同一稅務機關及同一應稅實體有關，並預期會在可使用上述稅務虧損或抵免之期間內回撥，上述由稅務虧損或抵免所產生之遞延稅項資產便需確認。

有關確認遞延稅項資產及負債之有限度特殊情況，是指由不可作扣稅用途之商譽所產生之暫時性差異，以及對不會影響會計或應課稅溢利之資產或負債所作之最初確認(但有關之資產及負債必需不屬於業務合併之一部分)及有關投資附屬公司之暫時性差異，並就應課稅差異而言，本集團可操控回撥之時機，及預期於可見之將來該等差異將可能不會回撥；或就可扣減差異而言，除非預期該等差異將於未來回撥。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Income tax (continued)

Where investment properties are carried at their fair values in accordance with the accounting policy set out in note 2(h), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

2 重要會計政策(續)

(u) 所得稅(續)

當投資物業按照附註2(h)之會計政策以公平值列報，確認之遞延稅項金額之計量乃參照於報告日以賬面值出售適用稅率計算，除非該物業是可以折舊及以一商業模式持有，而該模式之目的是以長時間去消耗該物業幾乎所有之經濟利益，而非經出售。至於其他資產，遞延稅項之計量基於預計該等變現資產或交付負債之賬面值，以報告期末已頒佈或基本上已頒佈之稅率計算。遞延稅項資產及負債均不作貼現。

遞延稅項資產之賬面值於每個報告期末進行檢討，若預期沒有足夠應課稅溢利以供稅務扣減，則需減低遞延稅項資產額。倘日後有可能獲得足夠之應課稅溢利，則該扣減將被回撥。

因派息引致之額外所得稅於確認有關股息之派付責任時予以確認。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Income tax (continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(v) Provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

2 重要會計政策(續)

(u) 所得稅(續)

本期稅項結餘、遞延稅項結餘與兩者之變動分開列報，不會互相抵銷。在本公司或本集團擁有合法權下可以本期稅項資產抵銷本期稅項負債，同時並需符合下列額外條件，方會以本期稅項資產抵銷本期稅項負債，及以遞延稅項資產抵銷遞延稅項負債：

- 就本期稅項資產及負債而言，本公司或本集團計劃以淨額結算本期稅項資產及負債，或變現資產並即時抵償負債；或
- 就遞延稅項資產及負債而言，倘與同一稅務機關對以下其中一種情況所徵收之所得稅有關：
 - 同一課稅實體；或
 - 不同課稅實體，其日後在預期可抵償或可收回相當數額之遞延稅項負債或資產之各期間內，計劃以淨額結算本期稅項資產及本期稅項負債，或變現資產並即時抵償負債。

(v) 準備及或然負債

當本集團或本公司因過去之事件需在某個不確定之時段或金額上承擔法律或推定責任，且可能需要以能可靠估計之經濟利益來抵償此等責任時，便會為有關責任計提準備。倘金錢之時間值對相關準備構成重大影響，則會按預期抵償有關責任所需支付之費用現值將準備列賬。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Provisions and contingent liabilities (continued)

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognised for any expected reimbursement that would be virtually certain. The amount recognised for the reimbursement is limited to the carrying amount of the provision.

(w) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

2 重要會計政策(續)

(v) 準備及或然負債(續)

倘不可能肯定是否需要付出經濟利益，或不能可靠估計有關之金額，除非需支付經濟利益之可能性非常低，否則有關之負債會被視作或然負債披露。此外，如有關負債需視乎會否發生一項或多項未來事件時才能確定存在與否，除非需支付經濟利益之可能性非常低，否則該負債會被視作或然負債披露。

倘清償一項撥備所需之部分或全部支出預計將由另一方償還，則為任何幾乎確定之預期償還確認一項單獨資產。確認償還之金額僅限於該準備之賬面值。

(w) 收入及其他收入

於本集團業務之日常業務過程中，收入於本集團按其出售貨品，提供服務或其他人使用本集團之租賃資產所產生之收入分類為收入。

當產品之控制權轉移給客戶時，按照本集團預期有權獲得之承諾代價金額確認收入，不包括代表第三方收取之金額。收入不包括增值稅或其他銷售稅，並扣除任何貿易折扣。

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財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Revenue and other income (continued)

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Sales of manufacturing goods

Revenue from the sales of goods is recognised when the customer takes possession of and accepts the products. Any advance payments received from customers prior to delivery of goods are recorded as contract liabilities (see note 2(o)).

In the comparative period, revenue from sales of manufacturing goods was recognised when the goods are delivered to the customer, the customer has accepted the products and the related risks and rewards of ownership and collectability of the related receivables is reasonably assured.

2 重要會計政策(續)

(w) 收入及其他收入(續)

如果合約中包含之融資成分為客戶提供超過十二個月之重大融資利益，則收入按應收金額之現值計量，並使用與單獨融資交易中反映之貼現率貼現。客戶和利息收入按實際利率法單獨計提。倘合約包含為本集團提供重大融資利益之融資成分，則根據該合約確認之收益包括按實際利率法計算之合約負債所產生之利息開支。本集團利用香港財務報告準則第15號第63段之實際權宜之計，倘融資期為十二個月或以下，則不會就重大融資成分之任何影響調整代價。

有關本集團收入及其他收入確認政策之進一步詳情如下：

(i) 製造貨品銷售

當客戶擁有並接受貨品，銷售貨品所產生之收入才確認。客戶於送貨前預付之款項記錄為合約負債(見附註2(o))。

於比較期間，當貨品已交付予客戶，客戶亦接收產品及擁有者之有關風險與回報，以及有關應收款之收回可合理確保時銷售貨品所產生之收入才確認。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Revenue and other income (continued)

(ii) Sales of properties

Revenue arising from the sale of properties developed for sale in the ordinary course of business is recognised when the property is accepted by the customer, or deemed as accepted according to the contract, whichever is earlier, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under contract liabilities (see note 2(o)).

If any advance payments received from the buyers are regarded as providing a significant financing benefit to the Group, interest expense arising from the adjustment of time value of money will be accrued by the Group during the period between the payment date and the completion date of legal assignment. This accrual increases the balance of the contract liability during the period of construction, and therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer. The interest is expensed as accrued unless it is eligible to be capitalised under HKAS 23, *Borrowing costs*, in accordance with the policies set out in note 2(y).

2 重要會計政策(續)

(w) 收入及其他收入(續)

(ii) 物業銷售

集團在正常業務過程中銷售物業所產生之收入，在客戶接受該物業時確認，或根據合同被視為已接受，以較早者為準，這也是當客戶有能力直接使用物業並獲得該物業之所有剩餘利益之某個時點。在確認收入當日前就出售物業收取之訂金和分期付款，則呈列於綜合財務狀況表之合同負債內(見附註2(o))。

如有收到客戶預付款被視為向集團提供重大融資利益，則應計利息費用以反映本集團由付款日至物業交付日期。期間本集團自客戶獲取融資利益之影響。該應計利息費用增加了合同負債金額，及因此增加當已落成物業之控制權轉移予客戶時確認之收入。除非符合香港會計準則第23號，「借貸成本」撥作資產成本(見附註2(y))，否則利息按應計費用支銷。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Revenue and other income (continued)

(iii) Rental income from operating leases

Rental income from operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset.

(iv) Interest income

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2(l)(i)).

(v) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expenses.

2 重要會計政策(續)

(w) 收入及其他收入(續)

(iii) 經營租賃之租金收入

經營租賃之租金收入按租約期涉及之期間平均攤分並於損益確認，倘有其他基準更清楚地反映使用租賃資產所產生之收益模式則除外。

(iv) 利息收入

利息收入以資產之實際利率，按照將金融資產之預計使用年限內之估計未來現金收入與金融資產之賬面總值準確折現之利率計算確認。就信貸並無減值並按攤銷成本或按公平值計入其他全面收入(可轉回)計量之金融資產而言，實際利率用於該資產之賬面總值。就信貸出現減值之金融資產而言，實際利率用於該資產之攤銷成本(即賬面總值減去虧損撥備)(見附註2(l)(i))。

(v) 政府資助

當可合理保證將會收取政府資助及本集團將會符合資助所附帶之條件時，政府資助最初於財務狀況表確認。用以補償本集團已產生開支之資助於該等開支產生之期間於損益表有系統地確認收入。用以補償本集團資產成本之資助，資助於該資產賬面值扣除及其後按其可用年期減少折舊費用之方式於損益中有效確認。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(x) Translation of foreign currencies

(i) Functional and presentation currency

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

(ii) Transactions and balances

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

2 重要會計政策(續)

(x) 外幣換算

(i) 功能及列賬貨幣

本集團各個實體之財務報表所列項目均以該實體營運所在之主要經濟環境之貨幣計量(「功能貨幣」)。綜合財務報表以港元呈報，港元為本公司之功能及列報貨幣。

(ii) 交易及結餘

本年度內以外幣結算之交易按交易日之匯率換算。以外幣為單位之貨幣性資產及負債則按報告期末之匯率換算。兌換收益及虧損於損益確認。

以歷史成本計量之非貨幣性外幣資產及負債按交易日之外幣匯率兌換。本集團於交易日為初步確認該等非貨幣資產或負債之日期。以公平值列賬之外幣非貨幣資產及負債乃以計量公平值日期之外幣匯率兌換。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(x) Translation of foreign currencies (continued)

(ii) Transactions and balances (continued)

The results of operations with functional currency other than Hong Kong dollars are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollar at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the translation reserve.

On disposal of an operation with functional currency other than Hong Kong dollars, the cumulative amount of the exchange differences relating to that operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(y) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

2 重要會計政策(續)

(x) 外幣換算(續)

(ii) 交易及結餘(續)

非以港元為功能貨幣之業務之業績乃按與交易日通行之外匯匯率相若之匯率換算為港元，財務狀況表項目則按報告期末之匯率換算為港元，而所產生之兌換差異於其他全面收入確認，並另於權益之換算儲備中累計。

於出售非以港元為功能貨幣之業務時，與該項業務有關之累計兌換差異於確認出售損益時，由權益重新分類至損益。

(y) 借貸成本

直接因收購、興建或生產一項須花一段很長時間始能投入擬定用途或出售之資產之借貸成本會被資本化為該資產成本之一部份。其他借貸成本乃於產生期間支銷。

屬於合資格資產成本一部分之借貸成本於當資產開支產生、借貸成本產生及使資產投入擬定用途或出售所必需之準備工作進行期間開始資本化。當絕大部分合資格資產投入擬定用途或出售所必需之準備工作中斷或完成，借貸成本則暫停或停止資本化。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(z) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (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.

2 重要會計政策(續)

(z) 有關連人士

- (a) 倘屬以下人士，則該人士或該人士之近親與本集團有關連：
- (i) 擁有本集團之控制權或共同控制權；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司之管理層成員。
- (b) 倘符合下列任何條件，則一實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
 - (ii) 一實體為另一實體之聯營公司或合營企業（或一實體為集團旗下成員公司之聯營公司或合營企業而另一實體為集團成員公司）。
 - (iii) 兩間實體均為同一第三方之合營企業。
 - (iv) 一實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
 - (v) 該實體為本集團或為本集團有關連之實體之僱員而設之退休福利計劃。

Notes to the Financial Statements

財務報表附註

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

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

(z) Related parties (continued)

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

(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).

(viii) The entity, or any member of a Group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(aa) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2 重要會計政策(續)

(z) 有關連人士(續)

(b) 倘符合下列任何條件，則一實體與本集團有關連：
(續)

(vi) 實體受於(a)所識別之人士控制或受共同控制。

(vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體之母公司)主要管理層成員。

(viii) 該實體或該實體所屬集團之任何成員公司為本集團或本集團之母公司提供主要管理人員服務。

該人士之家庭近親成員是指在與實體往來之過程中，預期可影響該人士或受其影響之家庭成員。

(aa) 分部報告

營運分部及財務報表中各分部項目之金額，均見於定期向本集團最高行政管理人員匯報之財務資料以對本集團內不同部門及地區作出資源分配及評估其表現。

個別重大之營運分部不會彙集進行財務匯報，除非此等分部有類似之經濟特徵、產品與服務性質、生產過程性質、客戶類別或級別、分銷產品或提供服務之方法，以及監管環境性質。倘個別並不重大之營運分部符合上述大部分條件，或會彙集處理。

Notes to the Financial Statements

財務報表附註

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

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: currency risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out by the Group's Finance and Accounting department ("Group F&A") under policies approved by the Board of Directors. Group F&A identifies, evaluates and mitigates financial risks in close co-operation with the Group's operating units. The Board is responsible for overall risk management which covers currency risk, interest rate risk, credit risk, use of derivative financial instruments and cash management.

The Group's exposure to the aforesaid risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(i) Currency risk

The Group operates primarily in Hong Kong and the Mainland China and most of its business transactions, assets and liabilities are denominated in HK\$, United States dollars ("US\$") and Renminbi ("RMB"). Currency risk arises from commercial transactions, recognised assets and liabilities and net investments in foreign operations that are denominated in a currency that is not the entity's functional currency. As HK\$ are pegged against US\$, management considers that the Group is mainly exposed to foreign currency risk with respect to RMB. Management will continue to monitor foreign exchange exposure and will take measures to minimise the currency translation risk. The conversion rate of RMB to foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC Government.

3 財務風險管理及金融工具公平值

(a) 財務風險因素

本集團業務承受多種財務風險：外幣風險、利率風險、信貸風險及流動資金風險。本集團之整體風險管理計劃專注於財務市場之難預測性，並尋求儘量減低對本集團財務表現之潛在不利影響。

風險管理由本集團之財會部（「集團財會」）按照董事會批准之政策執行。集團財會透過與本集團經營單位之緊密合作，負責釐定、評估及減輕財務風險。董事會負責整體風險管理涵蓋外幣風險、利率風險、信貸風險、使用衍生金融工具及現金管理。

本集團面對上述風險以及本集團用於管理該等風險之財務風險管理政策如下所述。

(i) 外幣風險

本集團主要在香港及中國內地經營，大部份業務交易、資產及負債以港元、美元及人民幣為單位。外幣風險來自非以本實體功能貨幣為單位之商業交易、已確認之資產及負債及於海外營運之投資淨額。由於港元與美元掛鈎，管理層認為本集團主要面對人民幣外匯風險。管理層將持續監控外匯風險，並會採取措施減低外幣換算風險。人民幣對外幣之兌換率受制於中國政府所頒佈之外匯管制條例及規則。

Notes to the Financial Statements 財務報表附註

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

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(a) Financial risk factors (continued)

(i) Currency risk (continued)

The following table details the currency portfolio of the Group's monetary assets/ (liabilities) denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the portfolio are expressed in HK\$, translated using the spot rate at the end of the reporting period:

3 財務風險管理及金融工具公平值 (續)

(a) 財務風險因素(續)

(i) 外幣風險(續)

下表詳列本集團以相關實體功能貨幣以外其他貨幣為單位之貨幣性資產／(負債)之貨幣組合。為列賬用途，此組合之金額以報告期末即期匯率兌換，並以港元列示：

		At 31 March 2022 二零二二年三月三十一日			
		HK\$ 港元 \$'000 千元	US\$ 美元 \$'000 千元	RMB 人民幣 \$'000 千元	Others 其他 \$'000 千元
Trade and bills receivable and other receivables	貿易及票據應收賬款及其他應收賬款	-	572,876	1,441	10
Other financial assets	其他金融資產	-	19,514	-	9,702
Cash and bank deposits	現金及銀行存款	4,229	96,110	2,133	1,507
Amounts due from related companies	應收關連公司賬款	-	-	636	-
Trade payables	貿易應付賬款	-	(252,708)	(42,112)	(68)
Accruals and other payables	應計費用及其他應付賬款	-	(108,832)	(133)	-
Amounts due to related companies	應付關連公司賬款	-	-	(3,611)	-

Notes to the Financial Statements

財務報表附註

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

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(a) Financial risk factors (continued)

(i) Currency risk (continued)

3 財務風險管理及金融工具公平值 (續)

(a) 財務風險因素 (續)

(i) 外幣風險 (續)

At 31 March 2021 (Restated)
二零二一年三月三十一日(已重列)

	HK\$ 港元 \$'000 千元	US\$ 美元 \$'000 千元	RMB 人民幣 \$'000 千元	Others 其他 \$'000 千元	
Trade and bills receivable and other receivables	貿易及票據應收賬款及其他應收賬款	-	638,194	952	32
Other financial assets	其他金融資產	-	18,956	-	7,445
Cash and bank deposits	現金及銀行存款	4,842	79,078	332	870
Amounts due from related companies	應收關連公司賬款	-	-	604	-
Trade payables	貿易應付賬款	-	(247,915)	(19,118)	(76)
Accruals and other payables	應計費用及其他應付賬款	-	(81,994)	(13)	-
Amounts due to related companies	應付關連公司賬款	-	-	(3,566)	-

Notes to the Financial Statements

財務報表附註

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

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(a) Financial risk factors (continued)

(i) Currency risk (continued)

At 31 March 2022, if HK\$ had weakened/strengthened by 5% against the RMB with all other variables held constant, post-tax profit for the year and retained earnings would have decreased/increased approximately \$1,735,000 (2021 (restated): \$890,000 decreased/increased), mainly as a result of the net foreign exchange gains/losses on translation of Renminbi-denominated trade and bills receivable and other receivables, cash and bank deposits, trade payables and amounts due from/to related companies.

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax (and retained earnings) and other components of equity that would arise assuming that the change in foreign exchange rate of HK\$ against the RMB had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk, including inter-company payables and receivables with the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis is performed on the same basis for 2021.

3 財務風險管理及金融工具公平值 (續)

(a) 財務風險因素(續)

(i) 外幣風險(續)

於二零二二年三月三十一日，倘其他變動因素維持不變，港元兌人民幣貶值／升值5%，年度稅後溢利將減少／增加約1,735,000元(二零二一年(已重列)：減少／增加890,000元)。此乃主要因換算以人民幣計值之貿易及票據應收賬款及其他應收賬款、現金及銀行存款、貿易應付賬款及應收／應付關連公司賬款所產生之淨外匯收益／虧損。

從上述敏感度分析顯示，假設於報告期末港元兌人民幣匯率變動，對本集團之除稅後溢利(及保留溢利)及其他權益組合產生之瞬間變動，及本集團面對之外匯風險，包括本集團旗下各實體並非以貸款者或借款者之功能貨幣為本位之公司間應付賬款及應收賬款已應用在重新計量集團擁有之金融工具。二零二一年之分析以相同之基準進行。

Notes to the Financial Statements

財務報表附註

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

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(a) Financial risk factors (continued)

(ii) Interest rate risk

Monetary assets/liabilities acquired at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group's interest rate risk arises from bank borrowings and bank deposits which are primarily issued at variable rates.

The following table details the interest rate profile of the Group's interest-bearing assets and liabilities at the end of the reporting period:

			At 31 March 2022		At 31 March 2021	
			二零二二年		(Restated)	
			三月三十一日		二零二一年三月三十一日	(已重列)
	Note	Effective interest rate	\$'000	Effective interest rate	\$'000	
	附註	實際利率	千元	實際利率	千元	
Fixed rate interest-bearing assets/(liabilities):	固定利率帶息資產/ (負債):					
Deposits with banks with 3 months or less to maturity when placed	17	0.42%	18,000	0.14%	8,432	
Key management insurance contracts	13	2.01%	19,514	2.01%	18,956	
Lease liabilities	23	5.13%	(20,576)	4.32%	(3,735)	
Variable rate interest-bearing assets/(liabilities):	浮動利率帶息資產/ (負債):					
Pledged deposits	16	1.61%	84,539	–	–	
Restricted deposits	17	1.63%	397,961	1.61%	275,785	
Cash at bank		0.01%	422,227	0.01%	377,020	
Bank borrowings	22	2.94%	(1,201,184)	3.51%	(917,466)	

3 財務風險管理及金融工具公平值 (續)

(a) 財務風險因素 (續)

(ii) 利率風險

以浮動利率及固定利率購入之貨幣性資產/負債使本集團分別面對現金流量利率風險及公平值利率風險。本集團之利率風險來自其主要以浮動利率發放之銀行借貸及銀行存款。

下表詳列於報告期末本集團帶息資產及負債利率之概況：

Notes to the Financial Statements

財務報表附註

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

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(a) Financial risk factors (continued)

(ii) Interest rate risk (continued)

At 31 March 2022, with all other variables held constant, if the interest rate had increased/decreased by 50 basis points, the corresponding increase/decrease in interest expenses on bank borrowings and interest income from bank deposits at variable rates will result in a net decrease/increase in the Group's post-tax profit by approximately \$491,000/\$2,560,000 (2021 (restated): decrease/increase by \$566,000/\$2,414,000).

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax (and retained earnings) and other components of equity that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit after tax (and retained earnings) and other components of equity is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis for 2021.

3 財務風險管理及金融工具公平值 (續)

(a) 財務風險因素(續)

(ii) 利率風險(續)

於二零二二年三月三十一日，所有其他變動因素維持不變，倘利率上調／下調五十個點子，相應增加／減少之銀行借貸利息支出及銀行存款利息收入將使本集團稅後溢利淨減少／增加約491,000元／2,560,000元(二零二一年(已重列)：減少／增加566,000元／2,414,000元)。

從以上敏感度分析顯示，假設於報告期末利率發生變動，而需重新計量本集團持有之面臨公平值利率風險之金融工具，本集團除稅後溢利(及保留溢利)及部分權益之其他組成部分將會產生即時變動。對於本集團於報告期末持有之浮動利率非衍生工具產生之現金流量利率風險而言，對本集團除稅後溢利(及保留溢利)及權益之其他組成部分之影響乃基於該等利率之改變對年度利息支出或收入之影響而進行估計。二零二一年之分析以相同之基準進行。

Notes to the Financial Statements

財務報表附註

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

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(a) Financial risk factors (continued)

(iii) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group and is managed on a Group basis. The Group's credit risk mainly arises from financial assets and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding trade and other receivables. For banks and financial institutions, only independent parties with high credit rating are accepted.

Trade receivables and contract assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. There is a concentration of credit risk in respect of trade and bills receivable as the Group's sales are made primarily to a few key customers. At 31 March 2022, the trade and bills receivable from five largest customers accounted for approximately 86% (2021: 91%) of the total trade and bills receivable.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 90 days from the date of billing. Normally, the Group does not obtain collateral from customers.

3 財務風險管理及金融工具公平值 (續)

(a) 財務風險因素 (續)

(iii) 信貸風險

信貸風險是指交易對方違反合約義務導致本集團財務損失，其照組合方式管理。本集團信貸風險主要來自金融資產及銀行與財務機構之存款，亦有來自客戶之信貸風險，包括未償還之貿易及其他應收賬款。對於銀行及財務機構，只會接納信用評級良好之獨立方。

貿易應收賬款及合約資產
本集團涉及之信貸風險主要受到各客戶之個別特徵所影響，而非客戶所從事行業及所在國家，因此，高度集中信貸風險主要源自本集團個別客戶出現重大風險。於二零二二年三月三十一日，五大貿易及票據應收賬款之客戶佔貿易及票據應收賬款總額約86% (二零二一年：91%)。

本集團會對要求超過一定信用額度之所有客戶進行個別信用評估。此等評估針對客戶過往於到期時之還款記錄及現時支付能力，並考慮客戶之特定賬戶資料及客戶所處經濟環境之相關資料。貿易應收賬款於結算日起九十天內到期。本集團一般不會向客戶收取抵押品。

Notes to the Financial Statements

財務報表附註

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

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(a) Financial risk factors (continued)

(iii) Credit risk (continued)

Prepayment, deposits and other receivables

Credit risk in respect of other receivables, the Group monitors the exposures and manages them based on historical settlement records and past experience, current conditions and forecast of future economic conditions.

Amounts due from related parties

Credit risk in respect of amounts due from related parties are limited given that the Group assesses and closely monitors their financial conditions and the related parties have sufficient reserves of resources to settle the amount as they fall due. Therefore, the ECL allowance is considered insignificant.

Cash and bank deposits (including restricted deposits and pledged deposits)

The credit risk on cash at banks (including restricted deposits and pledged deposits) is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies. Transactions in relation to derivative financial instruments, if any, are only carried out with financial institutions of high reputation. The Group has policies that limit the amount of credit exposure to any one financial institution. Cash and cash equivalent are normally placed with major licensed banks. Management does not expect any of these licensed banks or financial institutions to fail to meet their obligations.

3 財務風險管理及金融工具公平值 (續)

(a) 財務風險因素(續)

(iii) 信貸風險(續)

預付款、按金及其他應收賬款

有關其他應收賬款之信貸風險，本集團根據過往還款記錄及經驗、當前狀況及未來經濟狀況預測，監察及管理其風險。

應收關連公司賬款

應收關連公司賬款之信貸風險有限，因本集團評估及密切監察關連公司之財務條件及有充足儲備資源支付到期賬款。因此，預期信貸虧損被視為並不顯著。

現金及銀行存款(包括受限制存款及質押存款)

銀行現金(包括受限制存款及質押存款)之信貸風險有限，因交易對手為受國際評級機構確定為信用評級良好之銀行。與衍生金融工具有關之交易(如有)，亦只會與良好信譽之金融機構進行。本集團有政策限制對任何一間金融機構信貸風險之金額。現金及現金等價物一般存入主要持牌銀行，管理層預期任何此等持牌銀行或金融機構不會未能履行其責任。

Notes to the Financial Statements

財務報表附註

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

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(a) Financial risk factors (continued)

(iv) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of credit facilities. The Group aims to maintain flexibility in funding by keeping credit lines available at all times.

The table below analyses the Group's financial liabilities classified into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within twelve months equal their carrying balances as the impact of discounting is not significant.

3 財務風險管理及金融工具公平值 (續)

(a) 財務風險因素(續)

(iv) 流動資金風險

審慎之流動資金風險管理意指維持充足現金及透過取得充裕之信貸融資獲得可動用資金。本集團經常致力保持信貸可動用額度以維持資金供應之靈活性。

以下列表分析本集團之金融負債，該負債按由報告期末至合約到期日餘下期間未分類至有關到期組別。表中所披露金額為合約未貼現之現金流量。由於貼現之影響並不重大，故十二月個月內到期之結餘與其賬面值相若。

Contractual undiscounted cash outflow 合同未折現現金流出

	Carrying amount 賬面值 \$'000 千元	Less than 1 year 少於一年 \$'000 千元	Between 1 and 2 years 一至兩年 \$'000 千元	Between 2 and 5 years 二至五年 \$'000 千元	Total 合共 \$'000 千元
At 31 March 2022					
Trade payables	375,951	375,951	-	-	375,951
Accruals and other payables	1,143,981	1,143,981	-	-	1,143,981
Amounts due to related companies	3,664	3,664	-	-	3,664
Amount due to an associate	1,532	1,532	-	-	1,532
Lease liabilities	20,576	8,800	7,926	5,346	22,072
Bank borrowings					
- without repayable on demand clause	1,151,228	715,667	181,511	297,378	1,194,556
- with repayable on demand clause	49,956	24,014	6,192	1,281	31,487
	2,746,888	2,273,609	195,629	304,005	2,773,243

Notes to the Financial Statements 財務報表附註

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

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

- (a) Financial risk factors (continued)
(iv) Liquidity risk (continued)

3 財務風險管理及金融工具公平值 (續)

- (a) 財務風險因素(續)
(iv) 流動資金風險(續)

		Contractual undiscounted cash outflow 合同未折現現金流出				
		Carrying amount 賬面值 \$'000 千元	Less than 1 year 少於一年 \$'000 千元	Between 1 and 2 years 一至兩年 \$'000 千元	Between 2 and 5 years 二至五年 \$'000 千元	Total 合共 \$'000 千元
At 31 March 2021 (Restated)	於二零二一年 三月三十一日 (已重列)					
Trade payables	貿易應付賬款	340,424	340,424	-	-	340,424
Accruals and other payables	應計費用及其他應付賬款	846,010	846,010	-	-	846,010
Amounts due to related companies	應付關連公司賬款	4,032	4,032	-	-	4,032
Amount due to an associate	應付聯營公司賬款	1,669	1,669	-	-	1,669
Lease liabilities	租賃負債	3,735	2,690	1,006	167	3,863
Bank borrowings	銀行借貸					
- without repayable on demand clause	- 沒有按要求償還條款	895,558	307,401	628,850	3,770	940,021
- with repayable on demand clause	- 附有按要求償還條款	21,908	8,300	8,151	6,015	22,466
		2,113,336	1,510,526	638,007	9,952	2,158,485

Notes to the Financial Statements

財務報表附註

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

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(b) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for equity shareholders and benefits for other stakeholders and to maintain an optimal capital structure.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the net gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total bank borrowings and lease liabilities less cash and bank deposits (including pledged and restricted deposits). Total capital is calculated as the total equity as shown in the consolidated statement of financial position.

3 財務風險管理及金融工具公平值 (續)

(b) 資金風險管理

本集團資金管理之目標為保障本集團按持續經營基準繼續營運之能力，為權益持有人帶來回報，同時兼顧其他利益相關者之利益，並維持最佳之資本結構。

為維持或調整資本結構，本集團或會調整支付予股東之股息、退還予股東之股本、發行新股或出售資產以減低債務。

與業內其他公司一樣，本集團利用淨銀行借貸比率監察其資本。此比率按照淨借貸額除以總資本計算。淨借貸額為銀行借貸總額及租賃負債減現金及銀行存款(包括質押及受限制存款)。總資本為權益總值(如綜合財務狀況表所列)。

Notes to the Financial Statements 財務報表附註

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

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(b) Capital risk management (continued)

The Group's strategy, which is unchanged from prior year, is to maintain an acceptable net gearing ratio. The net gearing ratios at 31 March 2022 and 2021 are as follows:

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Total bank borrowings	銀行借貸總額	1,201,184	917,466
Lease liabilities	租賃負債	20,576	3,735
Less: Cash and bank deposits	減：現金及銀行存款	(441,548)	(387,053)
Restricted deposits	受限制存款	(397,961)	(275,785)
Pledged deposits	質押存款	(84,539)	-
Net borrowings	淨借貸	297,712	258,363
Total equity	權益總值	1,696,552	1,696,706
Net gearing ratio	淨銀行借貸比率	18%	15%

(c) Fair value estimation

The carrying value less impairment provision for trade and bills receivable, other receivables and trade and other payables are a reasonable approximation of their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

3 財務風險管理及金融工具公平值 (續)

(b) 資金風險管理(續)

本集團之策略與往年不變，即秉承維持可接受之淨銀行借貸比率。於二零二二年及二零二一年三月三十一日之淨銀行借貸比率如下：

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Total bank borrowings	銀行借貸總額	1,201,184	917,466
Lease liabilities	租賃負債	20,576	3,735
Less: Cash and bank deposits	減：現金及銀行存款	(441,548)	(387,053)
Restricted deposits	受限制存款	(397,961)	(275,785)
Pledged deposits	質押存款	(84,539)	-
Net borrowings	淨借貸	297,712	258,363
Total equity	權益總值	1,696,552	1,696,706
Net gearing ratio	淨銀行借貸比率	18%	15%

(c) 公平值估計

貿易及票據應收賬款減去虧損撥備後、其他應收賬款及貿易及其他應付賬款之賬面值合理接近其公平值。作為披露目的，財務負債公平值之估計按未來合約現金流量以本集團於目前市況相近之金融工具之利率貼現計算。

Notes to the Financial Statements

財務報表附註

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

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(c) Fair value estimation (continued)

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The Group has a team headed by the Assistant Accounting Director performing valuations for the insurance contracts which are categorised into Level 3 of the fair value hierarchy. A valuation report with analysis of changes in fair value measurement is prepared by the team at each interim and annual reporting date, and is reviewed and approved by the Chief Financial Officer. Discussion of the valuation process and results with the Chief Financial Officer is held twice a year, to coincide with the reporting dates.

3 財務風險管理及金融工具公平值 (續)

(c) 公平值估計 (續)

下表利用估值法分析按公平值入賬之金融工具。不同層級之定義如下：

- 相同資產或負債在活躍市場之報價(未經調整)(第一層)。
- 除了第一層所包括之報價外，該資產或負債之可觀察之數據，可為直接(即例如價格)或間接(即源自價格)(第二層)。
- 並非依據可觀察市場數據之資產或負債之數據(即非可觀察數據)(第三層)。

本集團設有由副會計總監所帶領之團隊，對分類為公平值層級第三層之保險合約進行估值。載有公平值變動計量分析之估值報告乃由該團隊於每次中期及年度報告日編製，並由首席財務官審閱及批准。為配合報告日，每年與首席財務官討論估值過程及結果兩次。

Notes to the Financial Statements

財務報表附註

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

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(c) Fair value estimation (continued)

The following table presents the Group's financial assets that are measured at fair value on a recurring basis at 31 March 2022:

3 財務風險管理及金融工具公平值 (續)

(c) 公平值估計(續)

於二零二二年三月三十一日，本集團以經常性基礎公平值計量呈報之金融資產如下：

	2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Assets:		
Level 1		
– Listed equity securities (note 13)	9,702	7,445
Level 3		
– Key management insurance contracts (note 13)	19,514	18,956
	29,216	26,401

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

在活躍市場買賣之金融工具之公平值根據報告日之市場報價列賬。本集團持有之金融資產之市場報價為當時買方報價。此等工具包括在第一層。

沒有在活躍市場買賣之金融工具(例如場外衍生工具)之公平值利用估值技術釐定。估值技術儘量利用可觀察市場數據，儘量少依賴實體之特定估計。倘計算一金融工具之公平值所需之所有重大數據為可觀察數據，則該金融工具列入第二層。

如一項或多項重大數據並非根據可觀察市場數據，則該金融工具列入第三層。

Notes to the Financial Statements

財務報表附註

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

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(c) Fair value estimation (continued)

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- The fair value of structured foreign exchange forward products is determined using Monte Carlo simulation, taking into account of observable market parameters such as forward exchange rates, volatility and interest rates at the reporting date.
- Other techniques, such as discounted cash flow analysis including dividend growth model, are used to determine fair value for the remaining financial instruments.

There were no transfers of financial assets/liabilities between Level 1, Level 2 and Level 3 fair value hierarchy classifications.

Information about Level 3 fair value measurements

	Valuation techniques 估值技術	Significant unobservable inputs 非可觀察重大數據	Range 範圍	Weighted average 加權平均數
Key management insurance contracts	Discounted cash flow model	Discount rate	2.0%-2.01% (2021: 2.0%-2.01%)	2.01% (2021: 2.01%)
重要管理層保險合約	貼現現金流量法	貼現率	2.0%-2.01% (二零二一年： 2.0%-2.01%)	2.01% (二零二一年： 2.01%)

3 財務風險管理及金融工具公平值 (續)

(c) 公平值估計 (續)

用以估值金融工具之特定估值技術包括：

- 同類型工具之市場報價或交易商報價。
- 結構性外匯遠期產品之公平值利用蒙地卡羅模擬法釐定，已考慮到可觀察之市場參數，例如於報告日之遠期匯率、波幅及利率。
- 其他技術，例如貼現現金流量分析，包括股息增長模式，用以釐定其餘金融工具之公平值。

第一、第二與第三層公平值層級分類之間並無金融資產／負債之轉撥。

有關第三層公平值計量資料

Notes to the Financial Statements

財務報表附註

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

3 FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(c) Fair value estimation (continued)

The fair value of insurance contracts is determined using the discounted cash flow model. The duration of the cash flows and the specific timing of inflows and outflows are determined by conditions in accordance with the terms of the respective insurance contracts. The periodic cash flow is estimated as gross redemption value and interest income less surrender charges. The series of periodic net income for the contracting periods is then discounted. The fair value measurement is negatively correlated to the discount rate. As at 31 March 2022, it is estimated that with all other variables held constant, a decrease/increase in discount rate by 1% would have increased/decreased the Group's other comprehensive income by \$2,675,000 (2021: \$2,796,000).

The movement during the year in the balance of these Level 3 fair value measurements are as follows:

3 財務風險管理及金融工具公平值 (續)

(c) 公平值估計(續)

保險合約之公平值乃採用貼現現金流量法釐定。現金流量之期限以及流入及流出之特定時間乃根據各保險合約之條款釐定。定期現金流量乃估計為總贖回價值及利息收入減退保費用。合約期間之一連串定期淨收入乃予以折讓。公平值計量與貼現率乃反向關連。於二零二二年三月三十一日，估計在所有其他變數維持穩定之情況下，貼現率減少／增加1%將增加／減少本集團之其他全面收入2,675,000元(二零二一年：2,796,000元)。

年內該等第三層公平值計量之結餘變動如下：

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
<i>Key management insurance contracts</i>	<i>重要管理層保險合約</i>		
Beginning of the year	年初	18,956	19,629
Additions	添置	-	5,833
Disposal	出售	-	(6,794)
Interest income recognised in profit or loss	於損益確認之利息收入	377	423
Exchange gain/(loss) recognised in profit or loss	於損益確認之匯兌收益／(虧損)	125	(126)
Fair value gain/(loss) recognised in other comprehensive income during the year	年內於其他全面收入確認之公平值收益／(虧損)	56	(9)
End of the year	年底	19,514	18,956

There were no fair value losses or gains for the years included in profit or loss for these assets held at 31 March 2022 and 2021.

於二零二二年及二零二一年三月三十一日所持有資產並沒有公平值收益或虧損包括於損益內。

Notes to the Financial Statements

財務報表附註

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

4 ACCOUNTING JUDGEMENT AND ESTIMATES

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates may be different from the actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in future years are discussed below.

(a) Expected credit loss allowance for trade receivables

The Group maintains a loss allowances of trade receivables measured at an amount equal to lifetime ECL of receivables stated at amortised cost. The loss allowance is estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factor that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date. If there is a change in the financial condition of the debtors, actual write-offs would be higher or lower than estimated.

(b) Write-down of inventories

Inventories are written down to the net realisable value based on an assessment of the realisability of inventories. Write-downs on inventories are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value and write-downs of inventories.

4 會計判斷及估計

估計及判斷根據過往經驗及其他因素(包括在有關情況下相信對未來事件之合理預測)被持續進行評估。

本集團對未來作出估計及假設。所得之會計估計很少與其實際結果相同。很大機會導致未來年度之資產及負債之賬面值作出重大調整之估計及假設討論如下。

(a) 貿易應收賬款之預期信貸虧損撥備

本集團維持貿易應收賬款之虧損撥備，計量相等於整個存續期以攤銷成本列賬之預期信貸虧損金額，該虧損撥備估計使用撥備矩陣計算，以本集團之過往信貸虧損經驗，根據債務人於報告日期之特定因素及對當前及預計一般經濟狀況之評估進行調整。如債務人之財務狀況有變動，實際撇銷會比估計之更高或更低。

(b) 存貨撇減

根據存貨變現性之評估撇減存貨至可變現淨值。一旦事件發生或情況改變顯示存貨結餘可能未能變現時入賬存貨撇減。辨認撇減需要作出判斷及估計。當預期之金額與原定估計有差異時，該差異將影響存貨之賬面值及存貨之撇減。

Notes to the Financial Statements

財務報表附註

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

5 SEGMENT REPORTING

The Group's chief operating decision-maker ("Management") reviews the Group's internal reports periodically in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The Group is organised on a worldwide basis into three (2021: three) major operating segments. They are (i) metal and plastic business; (ii) electronic manufacturing services business; and (iii) real estate business.

Management considers the business from both a geographic and products and services perspective. From a products and services perspective, Management assesses the performance of metal and plastic business, electronic manufacturing services business and real estate business. In addition, there is further evaluation on a geographic basis (Japan, Hong Kong, Mainland China, Asia (excluding Japan, Hong Kong and Mainland China), North America and Western Europe). Management assesses the performance of the operating segments based on operating profit. Segment information provided to Management for decision making is measured in a manner consistent with that in the financial statements.

A measurement of segment assets and liabilities is not provided regularly to the Group's most senior executive management and accordingly, no segment assets or liabilities information is presented.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments. Segment profit is defined as the operating profit generated from the reportable segment before finance income, finance cost, share of associate profit and income tax expense with inter segment profit being excluded.

5 分部報告

本集團首席營運決策者(「管理層」)定期審閱本集團之內部報告，以評估業績及分配資源。管理層以該些報告為基礎決定營運分部。

本集團遍及世界各地之業務分為三(二零二一年：三)大主要營運分部，分別是(i)五金塑膠業務；(ii)電子專業代工業務；及(iii)房地產業務。

管理層從地區、產品及服務之角度考慮其業務。管理層從產品及服務之角度評估五金塑膠業務、電子專業代工業務及房地產業務之表現。並會進一步以地區為基礎(日本、香港、中國內地、亞洲(不包括日本、香港及中國內地)、北美洲及西歐)來評估。管理層根據經營溢利評估營運分部之表現。提供予管理層決策用之分部資料之計量方式與財務報表一致。

分部資產及負債之計量並無定期提供予本集團之最高級執行管理層，因此，並無呈列分部資產或負債資料。

收入及開支乃參考該等分部所產生之銷售額及該等分部所產生之開支或因該等分部之資產折舊或攤銷而產生之其他開支分配予各可呈報分部。分部溢利之定義為財務收入、財務成本、應佔聯營公司溢利及所得稅費用前之報告分部產生之經營溢利，但不包括分部間溢利。

Notes to the Financial Statements

財務報表附註

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

5 SEGMENT REPORTING (continued)

The segment results for the year ended 31 March 2022 are as follows:

5 分部報告(續)

截至二零二二年三月三十一日止年度之分部業績如下：

		2022 二零二二年			
		Metal and plastic business 五金塑膠業務	Electronic manufacturing services business 電子專業 代工業務	Real estate business 房地產業務	Total 合共
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Segment revenue	分部收入				
Revenue from external customers	來自外部客戶之收入	1,920,032	1,154,981	938,421	4,013,434
Inter-segment revenue	分部間收入	32,438	-	-	32,438
Reportable segment revenue	報告分部收入	1,952,470	1,154,981	938,421	4,045,872
Gross profit	毛利	392,597	45,494	710,272	1,148,363
Distribution and selling expenses and general and administrative expenses	分銷及銷售費用及一般及行政費用	(126,097)	(12,511)	(54,402)	(193,010)
Other income/gains	其他收入/收益	8,261	545	1,963	10,769
Valuation gain on investment properties	投資物業估值收益	1,967	-	-	1,967
Segment profit	分部溢利	276,728	33,528	657,833	968,089
Segment profit includes:	分部溢利包括：				
Depreciation and amortisation of property, plant and equipment	物業、廠房及設備之折舊及攤銷	93,427	2,564	1,127	97,118
Amortisation of intangible assets	無形資產之攤銷	1,548	-	-	1,548
Write-down/(reversal of write-down) of obsolete and slow-moving inventories	陳舊及滯銷存貨撇減/(撇減之撥回)	1,197	(1,593)	-	(396)
Recognition of loss allowance for trade and bills receivable	貿易及票據應收賬款虧損撥備之確認	2,001	1	-	2,002

Notes to the Financial Statements

財務報表附註

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

5 SEGMENT REPORTING (continued)

The segment results for the year ended 31 March 2021 are as follows:

5 分部報告(續)

截至二零二一年三月三十一日止年度之分部業績如下：

		2021 (Restated) 二零二一年(已重列)			
		Metal and plastic business 五金塑膠業務	Electronic manufacturing services business 電子專業代工業務	Real estate business 房地產業務	Total 合共
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Segment revenue	分部收入				
Revenue from external customers	來自外部客戶之收入	1,895,368	898,006	679,424	3,472,798
Inter-segment revenue	分部間收入	25,539	-	-	25,539
Reportable segment revenue	報告分部收入	1,920,907	898,006	679,424	3,498,337
Gross profit	毛利	404,628	48,024	493,725	946,377
Distribution and selling expenses and general and administrative expenses	分銷及銷售費用及一般及行政費用	(133,212)	(16,732)	(56,226)	(206,170)
Other (losses) and income/gains	其他(虧損)及收入/收益	(2,588)	1,689	3,500	2,601
Valuation gain on investment properties	投資物業估值收益	1,184	-	-	1,184
Segment profit	分部溢利	270,012	32,981	440,999	743,992
Segment profit includes:	分部溢利包括：				
Depreciation and amortisation of property, plant and equipment	物業、廠房及設備之折舊及攤銷	84,850	2,341	1,262	88,453
Amortisation of intangible assets	無形資產之攤銷	1,543	-	-	1,543
Write-down/(reversal of write-down) of obsolete and slow-moving inventories	陳舊及滯銷存貨撇減/(撇減之撥回)	1,286	(1,286)	-	-
(Reversal of)/recognition of loss allowance for trade and bills receivable	貿易及票據應收賬款虧損撥備之(撥回)/確認	(4)	4	-	-

Notes to the Financial Statements 財務報表附註

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

5 SEGMENT REPORTING (continued)

A reconciliation of segment profit to profit before taxation is provided as follows:

5 分部報告(續)

分部溢利調節至除稅前溢利如下：

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Segment profit	分部溢利	968,089	743,992
Finance income	財務收入	17,067	11,379
Finance costs	財務成本	(14,738)	(7,975)
Share of profits of an associate	應佔聯營公司溢利	1,164	1,487
Profit before taxation	除稅前溢利	971,582	748,883

Notes to the Financial Statements

財務報表附註

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

5 SEGMENT REPORTING (continued)

The following table sets out information about the geographical location of (i) the Group's revenue and (ii) the Group's property, plant and equipment, investment properties, intangible assets and investment in an associate ("specified non-current assets"). The geographical location of revenue is based on the country in which the final destination of shipment is located or services are provided and properties are located. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of property, plant and equipment, investment properties and the location of the operations to which they are allocated, in the case of intangible assets and investment in an associate.

5 分部報告(續)

下表列載(i)本集團之收入及(ii)本集團之物業、廠房及設備、投資物業、無形資產及於聯營公司之投資(「指定非流動資產」)所在地區之資料。收入所在地區根據最終付運目的地或服務提供及物業所在國家分配。指定非流動資產所在地區之區分，如為物業、廠房及設備及投資物業乃根據該資產本身之存放地點，如為無形資產及於聯營公司之投資乃根據其所分配營運之所在地點。

		The Group's revenue 本集團之收入		Specified non-current assets 指定非流動資產	
		2022 二零二二年	2021 二零二一年 (Restated) (已重列)	2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Hong Kong (place of domicile)	香港(所在地)	932,259	759,928	34,199	41,136
Japan	日本	126,929	38,213	-	-
Mainland China	中國內地	1,777,196	1,551,378	970,016	821,493
Asia (excluding Japan, Hong Kong and Mainland China)	亞洲(不包括日本、香港及中國內地)	179,145	138,699	43,111	-
North America	北美洲	579,823	496,699	-	9
Western Europe	西歐	418,082	487,881	-	-
Sub-total	小計	3,081,175	2,712,870	1,013,127	821,502
		4,013,434	3,472,798	1,047,326	862,638

Notes to the Financial Statements 財務報表附註

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

5 SEGMENT REPORTING (continued)

The Group's customer base includes three (2021: three) customers with whom transactions have exceeded 10% of the Group's revenue. For the year ended 31 March 2022, the total revenue from sales of merchandise in the metal and plastic business and electronic manufacturing services business, including sales to entities which are known to the Group to be under common control with these customers, amounted to approximately \$2,428,227,000 (2021: \$2,196,185,000) and arose in all geographical regions in which the businesses are active. Details of concentrations of credit risk arising from these customers are set out in note 3(a)(iii).

The Group's sales are made primarily to a few key customers. For the year ended 31 March 2022, the revenue derived from five largest customers accounted for approximately 69% (2021 (Restated): 73%) of the Group's total revenue.

5 分部報告(續)

本集團有三名(二零二一：三名)客戶之交易量超過本集團收入之10%。截至二零二二年三月三十一日止年度，來自銷售五金塑膠業務及電子專業代工業務之商品收入(包括向就本集團所知受到該等客戶共同控制之實體之銷售額)約為2,428,227,000元(二零二一年：2,196,185,000元)，並於有關業務活躍之所有地理區域產生。高度集中信貸風險主要源自此客戶之詳情載於附註3(a)(iii)。

本集團之銷售主要是由幾名關鍵客戶組成。截至二零二二年三月三十一日止年度，收入來自五大客戶佔本集團總收入約69%(二零二一年(已重列)：73%)。

Notes to the Financial Statements

財務報表附註

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

6 PROPERTY, PLANT AND EQUIPMENT

6 物業、廠房及設備

		Land use rights and leasehold land 土地使用權及租賃土地 \$'000 千元	Buildings 樓宇 \$'000 千元	Properties leased for own use 租賃物業自用 \$'000 千元	Construction-in-progress 在建工程 \$'000 千元	Fixtures and leasehold improvements 裝置及物業裝修 \$'000 千元	Machinery 機器 \$'000 千元	Tools and equipment 工具及設備 \$'000 千元	Furniture and computer equipment 傢俬及電腦設備 \$'000 千元	Total 合共 \$'000 千元
Cost:	成本：									
At 1 April 2021 (restated)	二零二一年四月一日 (已重列)	25,277	331,634	11,172	8,645	121,182	550,346	63,546	127,687	1,239,689
Additions	添置	-	-	21,771	94,759	32,316	74,363	11,181	9,609	243,999
Disposals	出售	-	-	(8,564)	-	(18)	(7,933)	(228)	(1,018)	(17,761)
Reclassification	重新分類	-	-	-	-	-	-	(481)	481	-
Exchange adjustments	兌換調整	4,955	12,273	442	1,932	3,479	16,870	2,746	2,999	45,696
At 31 March 2022	二零二二年 三月三十一日	30,232	343,907	24,821	105,336	156,959	633,846	76,764	139,758	1,511,623
Accumulated depreciation, amortisation and impairment losses:	累計折舊、攤銷及減值虧損：									
At 1 April 2021 (restated)	二零二一年四月一日 (已重列)	9,322	86,489	7,730	-	61,054	430,865	29,321	95,306	720,087
Charge for the year	年度扣除	591	7,112	6,190	-	8,213	44,496	14,306	16,210	97,118
Written back on disposals	因出售之撤回	-	-	(8,564)	-	(4)	(7,933)	(225)	(1,013)	(17,739)
Reclassification	重新分類	-	-	-	-	-	-	(120)	120	-
Exchange adjustments	兌換調整	1,527	4,988	234	-	1,758	11,501	1,375	2,514	23,897
At 31 March 2022	二零二二年 三月三十一日	11,440	98,589	5,590	-	71,021	478,929	44,657	113,137	823,363
Net book value:	賬面淨值：									
At 31 March 2022	二零二二年 三月三十一日	18,792	245,318	19,231	105,336	85,938	154,917	32,107	26,621	688,260

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

6 PROPERTY, PLANT AND EQUIPMENT (continued)

6 物業、廠房及設備(續)

		Land use rights and leasehold land 土地使用權及租賃土地 \$'000 千元	Buildings 樓宇 \$'000 千元	Properties leased for own use 租賃物業自用 \$'000 千元	Construction-in-progress 在建工程 \$'000 千元	Fixtures and leasehold improvements 裝置及物業裝修 \$'000 千元	Machinery 機器 \$'000 千元	Tools and equipment 工具及設備 \$'000 千元	Furniture and computer equipment 傢私及電腦設備 \$'000 千元	Total 合共 \$'000 千元
Cost:	成本：									
At 1 April 2020 as previously reported	二零二零年四月一日 如先前呈報	25,277	331,634	7,786	1,478	102,967	513,562	52,105	102,093	1,136,902
Adjustments arising from adoption of merger accounting (note 2(b))	就使用合併會計處理方法合併作出之調整(附註2(b))	-	-	-	-	-	-	53	1,104	1,157
At 1 April 2020 (restated)	二零二零年四月一日 (已重列)	25,277	331,634	7,786	1,478	102,967	513,562	52,158	103,197	1,138,059
Movement during the year (restated):	本年度變動(已重列)：									
Additions	添置	-	-	2,748	6,880	10,708	28,571	12,108	21,389	82,404
Disposals	出售	-	-	-	-	(377)	(12,852)	(4,516)	(1,235)	(18,980)
Exchange adjustments	兌換調整	-	-	638	287	7,884	21,265	3,796	4,336	38,206
At 31 March 2021 (restated)	二零二一年三月三十一日(已重列)	25,277	331,634	11,172	8,645	121,182	550,546	63,546	127,687	1,239,689
Accumulated depreciation, amortisation and impairment losses:	累計折舊、攤銷及減值虧損：									
At 1 April 2020 as previously reported	二零二零年四月一日 如先前呈報	8,823	80,015	3,253	-	48,468	381,690	25,133	78,682	626,064
Adjustments arising from adoption of merger accounting (note 2(b))	就使用合併會計處理方法合併作出之調整(附註2(b))	-	-	-	-	-	-	36	825	861
At 1 April 2020 (restated)	二零二零年四月一日 (已重列)	8,823	80,015	3,253	-	48,468	381,690	25,169	79,507	626,925
Movement during the year (restated):	本年度變動(已重列)：									
Charge for the year	年度扣除	499	6,474	4,133	-	7,364	49,754	6,845	13,384	88,453
Written back on disposals	因出售之撤回	-	-	-	-	(345)	(12,838)	(4,402)	(1,226)	(18,811)
Exchange adjustments	兌換調整	-	-	344	-	5,567	12,259	1,709	3,641	23,520
At 31 March 2021 (restated)	二零二一年三月三十一日(已重列)	9,322	86,489	7,730	-	61,054	430,865	29,321	95,306	720,087
Net book value:	賬面淨值：									
At 31 March 2021 (restated)	二零二一年三月三十一日(已重列)	15,955	245,145	3,442	8,645	60,128	119,681	34,225	32,381	519,602

Notes to the Financial Statements 財務報表附註

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

6 PROPERTY, PLANT AND EQUIPMENT (continued)

Depreciation and amortisation expense of \$89,701,000 (2021: \$81,143,000), \$7,417,000 (2021 (restated): \$7,310,000) has been charged to cost of revenue, general and administrative expenses, respectively.

(a) Right-of-use assets

The Group's interests in right-of-use assets at their net book values are analysed as follows:

6 物業、廠房及設備(續)

折舊及攤銷費用中 89,701,000 元 (二零二一年：81,143,000 元) 及 7,417,000 元 (二零二一年(已重列)：7,310,000 元) 分別計入收入成本、一般及行政費用。

(a) 使用權資產

本集團在使用權資產之權益按其賬面淨值分析如下：

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Leasehold land and buildings in Hong Kong, held on leases between 10 to 50 years (note (ii))	於香港持有之租賃土地及樓宇10至50年期之租賃(附註(i))	1,768	1,873
Land use rights and buildings in the PRC, held on leases between 10 to 50 years (note (ii))	於中國持有土地使用權及樓宇10至50年期之租賃(附註(ii))	262,342	259,227
Properties leased for own use carried at depreciated cost (note (iii))	租賃物業自用之折舊後成本(附註(iii))	19,231	3,442
		283,341	264,542

Notes to the Financial Statements

財務報表附註

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

6 PROPERTY, PLANT AND EQUIPMENT (continued)

(a) Right-of-use assets (continued)

(i) Leasehold land and buildings in Hong Kong held for own use

The Group holds several buildings for its office and warehouses. The Group is the registered owner of these property interests, including the whole or part of undivided share in the underlying land. Lump sum payments were made upfront to acquire these property interests from their previous registered owners, and there are no ongoing payments to be made under the terms of the land lease, other than payments based on rateable values set by the relevant government authorities. These payments vary from time to time and are payable to the relevant government authorities.

(ii) Land use right and buildings in the PRC held for own use

The Group holds several buildings for its factories. The Group is the registered owner of these property interests, including the underlying land use rights. Lump sum payments were made upfront to acquire these property interests from their previous registered owners, and there are no ongoing payments to be made under the terms of the land lease.

(iii) Properties leased for own use

The Group has obtained the right to use other properties as its warehouses through tenancy agreements. The leases typically run for an initial period of 2 to 3 years with no extension options. None of these leases includes variable lease payments.

6 物業、廠房及設備(續)

(a) 使用權資產(續)

(i) 持有香港租賃土地及樓宇作自用

本集團持有若干樓宇作為辦公室及倉庫。本集團為該等物業權益(包括相關土地的全部或部分不可分割部分)之註冊擁有人。本集團以一筆過預付款向物業之前註冊擁有人收購物業權益，除根據有關政府部門設定之應課差餉租值之付款外，本集團概無根據土地租賃條款正在進行之付款。該等付款不時變動，並應支付予有關政府部門。

(ii) 持有中國土地使用權及樓宇作自用

本集團持有若干樓宇作為廠房。本集團為該等物業權益(包括相關土地使用權)之註冊擁有人。本集團以一筆過預付款向物業之前註冊擁有人收購物業權益，本集團概無根據土地租賃條款正在進行之付款。

(iii) 持有租賃物業作自用

本集團已透過租賃協議獲得物業作為其倉庫之使用權利。租期最初通常為期兩年及三年及無續租選擇權。概無租賃包括可變動租賃付款。

Notes to the Financial Statements 財務報表附註

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

6 PROPERTY, PLANT AND EQUIPMENT (continued)

(b) Buildings leased out under operating leases

The Group leases out an insignificant portion of factories located in the PRC under operating leases. The leases typically run for an initial period of 1 year. None of the leases includes variable lease payments. Undiscounted lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in the coming year is \$nil (2021: \$nil).

6 物業、廠房及設備(續)

(b) 根據經營租賃出租之樓宇

本集團以經營租賃之方式出租位於中國之一小部分工廠，租期最初通常為期一年，概無包括可變動租賃付款之租賃。本集團於報告日已發生之不可撤銷經營租賃下之來年未折現租賃應收租金為無(二零二一年：無)。

7 INVESTMENT PROPERTIES

7 投資物業

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Beginning of the year	年初	317,420	294,800
Additions	添置	90	-
Exchange differences	兌換差異	13,484	21,436
Fair value gain	公平值收益	1,967	1,184
End of the year	年底	332,961	317,420

The investment properties are under construction and located in the PRC under lease terms of 40 years expiring in August 2050 to January 2051.

於中國之在建中投資物業乃根據為期四十年(於二零五零年八月至二零五一年一月到期)之租賃期而持有。

Notes to the Financial Statements

財務報表附註

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

7 INVESTMENT PROPERTIES (continued)

Fair value measurement of properties

(a) Fair value hierarchy

As at 31 March 2022 and 31 March 2021, the fair value measurement of the Group's investment properties is categorised into Level 3 of the fair value hierarchy as defined in HKFRS 13, *Fair value measurement*.

During the years ended 31 March 2022 and 2021, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The valuation of the Group's investment properties as at 31 March 2022 was conducted by Masterpiece Valuation Advisory Limited, an independent professional valuer, which has among its staff members of Hong Kong Institute of Surveyors. The investment properties were valued on the basis that it would be developed and completed in accordance with the Group's latest development proposals. The Chief Financial Officer has discussion with the independent professional valuer in the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date.

Fair value adjustment of investment properties is recognised in the line item "valuation gain on investment properties" on the face of the consolidated statement of profit or loss.

7 投資物業(續)

物業之公平值計量

(a) 公平值層級

於二零二二年三月三十一日及於二零二一年三月三十一日，本集團投資物業之公平值計量是按香港財務報告準則第13號，「公平值計量」之定義分類為第三層公平值層級。

截至二零二二年及二零二一年三月三十一日止年度內，第一與第二層級之間並無轉撥，而第三層級亦無轉出或轉入。本集團之政策是於報告期末確認公平值層級間發生之轉移。

於二零二二年三月三十一日，本集團之投資物業經獨立專業評估睿力評估諮詢有限公司估值，其僱員包括香港測量師學會之會員。投資物業估值按本集團最新發展建議書之進展為基準。當每中期及全年報告日進行估值時，首席財務官與獨立專業評估師討論其評估假設及評估結果。

投資物業之公平值調整乃於綜合損益表上之「投資物業估值收益」一項確認。

Notes to the Financial Statements

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

7 INVESTMENT PROPERTIES (continued)

Fair value measurement of properties (continued)

(b) Information about Level 3 fair value measurements

7 投資物業(續)

物業之公平值計量(續)

(b) 有關第三層級公平值計量之資料

	Valuation techniques 估值技術	Unobservable inputs 不可觀察之數據	Range 估計範圍
Investment properties – land in the PRC	Market comparison approach	Adjustment factor on size and location of the properties	-13% – -3% (2021: -36% – -25%)
投資物業—於中國之土地	市場比較法	物業面積及位置之調整因素	-13% – -3% (二零二一年： -36% – -25%)
Investment properties – property under development in the PRC	Residual method	Adjustment factor on size and location of the properties	-13% – -3% (2021: -52% – -3%)
投資物業—於中國之在建物業	剩餘法	物業面積及位置之調整因素	-13% – -3% (二零二一年： -52% – -3%)

The fair value of land that in the PRC classified as investment properties is determined using the market comparison approach by making reference to the comparable sales transactions as available in the relevant market was adopted. The adjustment factors used have been adjusted for the size and location of the properties. The fair value measurement is positively correlated to the adjustment factors on size and location of the properties.

於中國分類為投資物業之土地之公平值乃使用市場比較法釐定，並參考相關市場可獲得之可比較銷售交易。使用之調整因素已按物業之面積及位置進行調整。公平值計量與物業面積及位置之調整因素乃正面相關。

The fair value of property under development in the PRC classified as investment properties is determined using the residual method by making reference to the comparable transactions or asking cases as available in the relevant market and it had taken into account the construction costs that will be expended to complete the development to reflect the quality of the completed development. The adjustment factors used have been adjusted for the size and location of the properties. The fair value measurement is positively correlated to the adjustment factors on size and location of the properties.

於中國分類為投資物業之在建物業之公平值乃使用剩餘法釐定，並參考相關市場可獲得之可比較銷售交易，並已考慮完成開發項目將花費的建設成本，以反映已完成開發項目之質量。使用之調整因素已按物業之面積及位置進行調整。公平值計量與物業面積及位置之調整因素乃正面相關。

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財務報表附註

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

8 INTANGIBLE ASSETS

8 無形資產

		Computer software 電腦軟件 \$'000 千元
Cost:	成本：	
At 1 April 2021	二零二一年四月一日	14,412
Addition	添置	38
At 31 March 2022	二零二二年三月三十一日	14,450
Accumulated amortisation:	累計攤銷：	
At 1 April 2021	二零二一年四月一日	(8,062)
Charge for the year	年度扣除	(1,548)
At 31 March 2022	二零二二年三月三十一日	(9,610)
Net book value:	賬面淨值：	
At 31 March 2022	二零二二年三月三十一日	4,840
Cost:	成本：	
At 1 April 2020 and at 31 March 2021	二零二零年四月一日及 二零二一年三月三十一日	14,412
Accumulated amortisation:	累計攤銷：	
At 1 April 2020	二零二零年四月一日	(6,519)
Charge for the year	年度扣除	(1,543)
At 31 March 2021	二零二一年三月三十一日	(8,062)
Net book value:	賬面淨值：	
At 31 March 2021	二零二一年三月三十一日	6,350

Amortisation of \$1,548,000 (2021: \$1,543,000) was included in general and administrative expenses in the consolidated statement of profit or loss for the year ended 31 March 2022.

截至二零二二年三月三十一日止年度，1,548,000元攤銷(二零二一年：1,543,000元)包括於綜合損益表中一般及行政費用。

Notes to the Financial Statements 財務報表附註

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

9 SUBSIDIARIES

Particulars of the principal subsidiaries of the Company as at 31 March 2022 are:

9 附屬公司

本公司於二零二二年三月三十一日
主要附屬公司之資料：

Name 名稱	Place of incorporation/ establishment and types of legal entity 註冊／成立地點及 法定實體類別	Principal activities and place of operation 主要業務及營運地點	Particulars of issued/ paid-up capital 已發行／已繳股本	Interest held 所持股權
Karrie Industrial Company Limited	Hong Kong, limited liability company	Sale of server casings, office automation products, visual accessories, plastic and metal parts, metal stamping dies and plastic injection moulds and provision of management services, Hong Kong	Ordinary shares of \$1,000 Non-voting deferred shares of \$5,000,000 (i)	100%
嘉利產品有限公司	香港有限責任公司	銷售伺服器外殼、辦公室文儀產品、影視組件、塑膠及金屬部件、金屬沖壓模具及注塑模具及提供管理服務，香港	普通股1,000元 無投票權遞延股 5,000,000元(i)	
Karrie Technologies Company Limited	Hong Kong, limited liability company	Manufacturing and sales of plastic parts, sales of metal stamping dies and plastic injection moulds, provision of electronic manufacturing services and investment holdings, Hong Kong	Ordinary shares of \$30,000,000	100%
嘉利環球科技有限公司	香港有限責任公司	製造及銷售塑膠部件、金屬沖壓模具及注塑模具、提供電子專業代工服務及投資控股，香港	普通股30,000,000元	

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財務報表附註

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

9 SUBSIDIARIES (continued)

9 附屬公司(續)

Name 名稱	Place of incorporation/ establishment and types of legal entity 註冊/成立地點及 法定實體類別	Principal activities and place of operation 主要業務及營運地點	Particulars of issued/ paid-up capital 已發行/已繳股本	Interest held 所持股權
Karwin Engineering Company Limited 嘉運機械工程有限公司	Hong Kong, limited liability company 香港有限責任公司	Design, manufacture and sale of server casings, office automation products and visual accessories; sale of plastic and metal parts, metal stamping dies and plastic injection moulds and investment holdings, Hong Kong 設計、製造及銷售伺服器外殼、 辦公室文儀產品及影視組件； 銷售塑膠及金屬部件、金屬 沖壓模具及注塑模具及投資 控股，香港	Ordinary shares of \$10 Non-voting deferred shares of \$100 (i) 普通股10元 無投票權遞延股100元(i)	100%
東莞鳳崗嘉輝塑膠五金 有限公司	The PRC, limited liability company 中國有限責任公司	Manufacture of server casings, office automation products and metal parts, the PRC 製造伺服器外殼、辦公室文儀 產品及金屬部件，中國	Paid-up capital \$174,755,000 (ii) 已繳資本174,755,000元(ii)	100%
東莞鳳崗嘉安塑膠五金 有限公司	The PRC, limited liability company 中國有限責任公司	Manufacture of server casings, office automation products, visual accessories, moulds and plastic parts and provision of electronic manufacturing services, the PRC 製造伺服器外殼、辦公室文儀 產品、影視組件、模具及塑膠 部件及提供電子專業代工 服務，中國	Paid-up capital \$128,510,000 (iii) 已繳資本128,510,000元(iii)	100%

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9 SUBSIDIARIES (continued)

9 附屬公司(續)

Name 名稱	Place of incorporation/ establishment and types of legal entity 註冊/成立地點及 法定實體類別	Principal activities and place of operation 主要業務及營運地點	Particulars of issued/ paid-up capital 已發行/已繳股本	Interest held 所持股權
東莞嘉寶電子實業有限公司	The PRC, limited liability company 中國有限責任公司	Property holding, the PRC 持有物業，中國	Paid-up capital \$428,000,000 (iv) 已繳資本428,000,000元(iv)	100%
宜興嘉利商務大廈開發有限公司	The PRC, limited liability company 中國有限責任公司	Property development and management, the PRC 物業發展及管理，中國	Paid-up capital US\$20,000,000 (v) 已繳資本20,000,000美元(v)	100%
宜興海洋置業有限公司	The PRC, limited liability company 中國有限責任公司	Property holding, the PRC 持有物業，中國	Paid-up capital US\$16,000,000 (vi) 已繳資本16,000,000美元(vi)	100%
東莞嘉創房地產開發有限公司	The PRC, limited liability company 中國有限責任公司	Property development, the PRC 物業發展，中國	Paid-up capital US\$43,700,000 (vii) 已繳資本43,700,000美元(vii)	100%
博羅縣嘉盈利房地產開發有限公司	The PRC, limited liability company 中國有限責任公司	Property development, the PRC 物業發展，中國	Paid-up capital RMB97,501,000 (viii) 已繳資本人民幣97,501,000元(viii)	100%

Notes to the Financial Statements

財務報表附註

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

9 SUBSIDIARIES (continued)

9 附屬公司(續)

Name 名稱	Place of incorporation/ establishment and types of legal entity 註冊/成立地點及 法定實體類別	Principal activities and place of operation 主要業務及營運地點	Particulars of issued/ paid-up capital 已發行/已繳股本	Interest held 所持股權
佛山嘉荷房地產開發有限公司	The PRC, limited liability company 中國有限責任公司	Property development, the PRC 物業發展，中國	Paid-up capital RMB32,000,000 (ix) 已繳資本人民幣32,000,000元(ix)	100%
東莞市嘉訊通電腦產品有限公司	The PRC, limited liability company 中國有限責任公司	Property development, the PRC 物業發展，中國	Paid-up capital RMB50,000,000 (x) 已繳資本人民幣50,000,000元(x)	100%
Karwin Thai Advanced Technology Industrial Limited	Thailand, limited liability company 泰國有限責任公司	Manufacturing and selling of server castings, HDD cages, rack mount rails, metal stamping dies and plastic injection moulds, Thailand 製造及銷售伺服器外殼、硬碟機箱、導軌、金屬沖壓模具及注塑模具，泰國	Paid-up capital THB224,225,000 已繳資本224,225,000泰銖	100%

Notes to the Financial Statements

財務報表附註

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

9 SUBSIDIARIES (continued)

Notes:

- (i) The non-voting deferred shares have no voting rights, are not entitled to dividends, and are not entitled to distributions upon winding up unless a sum of \$200,000,000,000 has been distributed by the relevant companies to holders of the ordinary shares.
- (ii) 東莞鳳崗嘉輝塑膠五金有限公司 is a wholly-owned foreign enterprise established in the PRC with an operating period of 15 years up to 19 May 2026.
- (iii) 東莞鳳崗嘉安塑膠五金有限公司 is a wholly-owned foreign enterprise established in the PRC with an operating period of 15 years up to 24 May 2026.
- (iv) 東莞嘉寶電子實業有限公司 is a wholly-owned foreign enterprise established in the PRC with an operating period of 25 years up to 18 February 2030.
- (v) 宜興嘉利商務大廈開發有限公司 is a wholly-owned foreign enterprise established in the PRC with an operating period of 40 years up to 2 December 2049.
- (vi) 宜興海洋置業有限公司 is a wholly-owned foreign enterprise established in the PRC with an operating period of 40 years up to 22 March 2051.
- (vii) 東莞嘉創房地產開發有限公司 is a wholly-owned foreign enterprise established in the PRC with an operating period of 20 years up to 17 September 2033.
- (viii) 博羅縣嘉盈利房地產開發有限公司 is a wholly-owned foreign enterprise established in the PRC with a long-term operating period.
- (ix) 佛山嘉荷房地產開發有限公司 is a wholly-owned foreign enterprise established in the PRC with a long-term operating period.
- (x) 東莞市嘉訊通電腦產品有限公司 is a wholly-owned foreign enterprise established in the PRC with an operating period of 30 years up to 18 May 2031.

9 附屬公司(續)

附註：

- (i) 無投票權遞延股份並非由本集團所擁有。此等股份無投票權，亦無權分享股息。除非相關公司在清盤時向其普通股股東派發之總額超過200,000,000,000元；否則該等股份無權分享任何分派。
- (ii) 東莞鳳崗嘉輝塑膠五金有限公司乃一於中國成立全資擁有外資企業，其營業期限為十五年，於二零二六年五月十九日屆滿。
- (iii) 東莞鳳崗嘉安塑膠五金有限公司乃一於中國成立全資擁有外資企業，其營業期限為十五年，於二零二六年五月二十四日屆滿。
- (iv) 東莞嘉寶電子實業有限公司乃一於中國成立全資擁有外資企業，其營業期限為二十五年，於二零三零年二月十八日屆滿。
- (v) 宜興嘉利商務大廈開發有限公司乃一於中國成立全資擁有外資企業，其營業期限為四十年，於二零四九年十二月二日屆滿。
- (vi) 宜興海洋置業有限公司乃一於中國成立全資擁有外資企業，其營業期限為四十年，於二零五一年三月二十二日屆滿。
- (vii) 東莞嘉創房地產開發有限公司乃一於中國成立全資擁有外資企業，其營業期限為二十年，於二零三三年九月十七日屆滿。
- (viii) 博羅縣嘉盈利房地產開發有限公司乃一於中國成立全資擁有外資企業，其營業期限為長期。
- (ix) 佛山嘉荷房地產開發有限公司乃一於中國成立全資擁有外資企業，其營業期限為長期。
- (x) 東莞市嘉訊通電腦產品有限公司乃一於中國成立全資擁有外資企業，其營業期限為三十年，於二零三一年五月十八日屆滿。

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財務報表附註

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

10 INVESTMENT IN AN ASSOCIATE

10 於聯營公司之投資

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Share of net assets	應佔資產淨值		
Beginning of the year	年初	19,266	16,538
Share of profits of an associate	應佔聯營公司溢利	1,164	1,487
Exchange difference	兌換差異	835	1,241
End of the year	年底	21,265	19,266
Balances with an associate	與聯營公司之結餘		
Amount due to an associate (note 34(b))	應付聯營公司賬款 (附註34(b))	1,532	1,669

The outstanding balances due to an associate are unsecured, interest-free and repayable on demand, and are denominated in RMB.

該些聯營公司尚未償還應付之賬款為無抵押，不計利息，並在要求時償還，及以人民幣為單位。

Notes to the Financial Statements 財務報表附註

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

10 INVESTMENT IN AN ASSOCIATE (continued)

Particulars of the associate of the Group is as follows:

10 於聯營公司之投資(續)

本集團聯營公司之詳細情況如下：

Name of associate 聯營公司名稱	Place of establishment and types of legal entity 成立地點及法定實體類別	Principal activities and place of operation 主要業務及營運地點	Particulars of issued and paid up capital 已發行／已繳股本	Proportion of ownership interest 持有權益比例 Group's effective interest 本集團權益	Held by a subsidiary 由附屬公司持有
廣東翠峰機器人科技股份有限公司 ("Cuifeng")	The PRC, limited liability company	Research, sales of industrial robots and robot peripheral automation equipment, and provision of automation solution, the PRC	Ordinary shares of RMB10,000,000	30%	30%
廣東翠峰機器人科技股份有限公司 (「翠峰」)	中國有限責任公司	研究、銷售工業機器人及機器人周邊自動設備，及提供自動化解決方案，中國	普通股人民幣10,000,000元		

Cuifeng is a listed corporate entity on the National Equities Exchange and Quotations of the PRC whose quoted market price is not available.

翠峰於中華人民共和國全國中小企業股份轉讓系統掛牌，並沒有市場報價。

Notes to the Financial Statements

財務報表附註

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

10 INVESTMENT IN AN ASSOCIATE (continued)

Summarised financial information of the associate adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statement are disclosed below:

10 於聯營公司之投資(續)

根據會計政策之任何差異調整後之聯營公司財務資料概要，並與綜合財務報表之賬面值進行對賬，披露如下：

		Cuifeng 翠峰	
		2022 二零二二年	2021 二零二一年
		\$'000 千元	\$'000 千元
Gross amounts of the associate	聯營公司之總額		
Current assets	流動資產	55,376	48,289
Non-current assets	非流動資產	5,707	5,167
Current liabilities	流動負債	(13,301)	(11,399)
Net assets/equity	資產淨值／權益	47,782	42,057
Revenue	收入	55,809	50,206
Profit for the year	年度溢利	3,886	4,956
Total comprehensive income for the year	年度全面收入總額	3,886	4,956
Reconciled to the Group's interests in the associate	調節至本集團於聯營公司之權益		
Gross amounts of net assets of the associate	聯營公司之淨資產總額	47,782	42,057
Fair value adjustments on identifiable intangible assets upon acquisition	收購中體現之可辨認無形資產公平值調整	32,349	31,034
Capital injection by the Group	本集團注資	(14,760)	(14,160)
Group's effective interest	本集團之實際權益	65,371 30%	58,931 30%
Group's share of net assets of the associate	本集團應佔聯營公司資產淨值	19,611	17,679
Goodwill	商譽	4,144	4,077
Impairment losses recognised	減值虧損	(2,490)	(2,490)
Carrying amount in the consolidated financial statements	於綜合財務報表中賬面值	21,265	19,266

Notes to the Financial Statements

財務報表附註

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

11 FINANCIAL INSTRUMENTS BY CATEGORIES

11 按類別分類之金融工具

		Financial assets measured at amortised cost		Financial assets measured at fair value through other comprehensive income		Total	
		以攤銷成本計量金融資產		金融資產按公平值計入其他全面收入		合共	
		2022 二零二二年	2021 二零二一年 (Restated) (已重列)	2022 二零二二年	2021 二零二一年	2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Assets	資產						
Trade and bills receivable (note 12)	貿易及票據應收賬款 (附註12)	605,903	658,268	-	-	605,903	658,268
Prepayments, deposits and other receivables (note 12)	預付款、按金及其他應收賬款(附註12)	182,023	94,575	-	-	182,023	94,575
Other financial assets (note 13)	其他金融資產(附註13)	-	-	29,216	26,401	29,216	26,401
Pledged Deposits (note 16)	質押存款(附註16)	84,539	-	-	-	84,539	-
Cash and bank deposits and restricted deposits (note 17)	現金及銀行存款及受限制存款(附註17)	839,509	662,838	-	-	839,509	662,838
Amounts due from related companies (note 34(b))	應收關連公司賬款 (附註34(b))	39,952	515,945	-	-	39,952	515,945
		1,751,926	1,931,626	29,216	26,401	1,781,142	1,958,027

Financial liabilities measured at amortised cost

以攤銷成本計量金融負債

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Liabilities	負債		
Trade payables, accruals and other payables (note 21)	貿易應付賬款、應計費用及其他應付賬款 (附註21)	1,519,932	1,186,434
Bank borrowings (note 22)	銀行借貸(附註22)	1,201,184	917,466
Amount due to an associate (note 10)	應付聯營公司賬款 (附註10)	1,532	1,669
Amounts due to related companies (note 34(b))	應付關連公司賬款 (附註34(b))	3,664	4,032
		2,726,312	2,109,601

Notes to the Financial Statements 財務報表附註

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

12 TRADE AND BILLS RECEIVABLE, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

12 貿易及票據應收賬款、預付款、按 金及其他應收賬款

		2022 二零二二年 \$'000 千元	2021 二零二一年 (Restated) (已重列) \$'000 千元
Trade and bills receivable	貿易及票據應收賬款	608,194	658,557
Less: Loss allowance for trade and bills receivable	減：貿易及票據應收賬款虧損撥備	(2,291)	(289)
		605,903	658,268
Prepayments, deposits and other receivables	預付款、按金及其他應收賬款	182,023	94,575
		787,926	752,843
Less: Other non-current assets (Note)	減：其他非流動資產(附註)	(43,077)	(10,849)
		744,849	741,994
Representing:	代表：		
Trade and bills receivable, net of allowance	貿易及票據應收賬款，扣除撥備	605,903	658,268
Prepayments, deposits and other receivables	預付款、按金及其他應收賬款	138,946	83,726
		744,849	741,994
Other non-current assets	其他非流動資產	43,077	10,849

Note: Other non-current assets represent deposits paid for the purchase of property, plant and equipment and intangible assets amounted to approximately \$43,077,000 (2021: \$10,849,000).

附註：其他非流動資產代表購買物業、廠房及設備及無形資產之已付按金金額約為43,077,000元(二零二一年：10,849,000元)。

Notes to the Financial Statements 財務報表附註

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

12 TRADE AND BILLS RECEIVABLE, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

The Group generally grants credit periods ranging from 30 to 90 days, except for four (2021: four) of the customers who is granted a credit period over 90 days. An ageing analysis of trade and bills receivable, based on invoice date, is as follows:

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
0 to 90 days	0至90日	562,688	651,073
91 to 180 days	91至180日	37,933	5,098
181 to 360 days	181至360日	7,562	2,386
Over 360 days	360日以上	11	-
		608,194	658,557

The carrying amounts of trade and bills receivable, prepayments, deposits and other receivables approximate their fair values.

The receivables are expected to be recovered within one year. Any amounts not expected to be recovered within one year are not included in current assets.

The Group measures loss allowances for trade and bills receivable at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

12 貿易及票據應收賬款、預付款、按 金及其他應收賬款(續)

除其中四位(二零二一年：四位)客戶之數期超過90日外，本集團一般給予客戶之數期由30日至90日。貿易及票據應收賬款按發票日期計算之賬齡分析如下：

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
0 to 90 days	0至90日	562,688	651,073
91 to 180 days	91至180日	37,933	5,098
181 to 360 days	181至360日	7,562	2,386
Over 360 days	360日以上	11	-
		608,194	658,557

貿易及票據應收賬款、預付款、按金及其他應收賬款之賬面值與其公平值相近。

該些應收賬款預期在一年內收回，任何金額預期不會在一年內收回則不包括於流動資產內。

本集團貿易及票據應收賬款之虧損撥備計量為等於整個存續期之預期信貸虧損之金額，該虧損撥備使用撥備矩陣計算。由於本集團之歷史信貸虧損經驗並未表明不同客戶群之損失模式存在顯著差異，因此基於過期狀態之虧損撥備不會進一步區分本集團之不同客戶群。

Notes to the Financial Statements 財務報表附註

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

12 TRADE AND BILLS RECEIVABLE, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade and bills receivable as at 31 March:

12 貿易及票據應收賬款、預付款、按 金及其他應收賬款(續)

下表資料提供有關本集團貿易及票據應收賬款信貸風險及預期信貸虧損於三月三十一日：

		2022 二零二二年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 \$'000 千元	Loss allowance 虧損撥備 \$'000 千元
Current (not past due)	當前(未逾期)	0.00	515,930	–
1 to 90 days past due	逾期1至90日	0.98	82,871	809
91 to 180 days past due	逾期91至180日	11.64	8,953	1,042
Over 180 days past due	逾期180日以上	100.00	440	440
			608,194	2,291

		2021 二零二一年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 \$'000 千元	Loss allowance 虧損撥備 \$'000 千元
Current (not past due)	當前(未逾期)	0.00	585,295	–
1 to 90 days past due	逾期1至90日	0.33	65,739	220
91 to 180 days past due	逾期91至180日	0.92	7,523	69
			658,557	289

Expected loss rates are based on actual loss experience in the past. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

預期虧損率基於過去之實際虧損經驗。此等利率經調整以反映收集歷史數據期間之經濟狀況，當前狀況和本集團對應收賬款預期年期之經濟狀況看法之間之差異。

Notes to the Financial Statements 財務報表附註

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

12 TRADE AND BILLS RECEIVABLE, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

Movement in loss allowance account in respect of trade and bills receivable is as follows:

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Beginning of the year	年初	289	319
Recognition of allowance during the year	年內撥備之確認	2,002	-
Written-off of trade and bills receivable	貿易及票據應收 賬款撇銷	-	(30)
End of the year	年底	2,291	289

The recognition of allowance for impaired receivables is included in general and administrative expenses in the consolidated statement of profit or loss.

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable.

The maximum exposure to credit risk at the end of the reporting period is the carrying value of trade and bills receivable, deposits and other receivables stated above. The Group does not hold any collateral as security.

The credit quality of the Group's trade and bills receivable, deposits and other receivables that are past due but not impaired has been assessed by reference to the historical information about counterparty default rates. The existing counterparties do not have significant defaults in the past and have sound financial position to their liabilities past due. Therefore, the ECL allowance is considered insignificant.

12 貿易及票據應收賬款、預付款、按 金及其他應收賬款(續)

有關貿易及票據應收賬款之虧損撥備變動如下：

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Beginning of the year	年初	289	319
Recognition of allowance during the year	年內撥備之確認	2,002	-
Written-off of trade and bills receivable	貿易及票據應收 賬款撇銷	-	(30)
End of the year	年底	2,291	289

對已減值應收賬款撥備之確認已包括於綜合損益表中一般及行政費用。

已逾期但未減值之應收賬款與若干與本集團有良好往績記錄之獨立客戶有關。根據過往經驗，管理層認為毋須就該等結餘作出減值撥備，因為信貸質素並無重大變動且餘額仍被視為可全數收回。

於報告期末，信貸風險之最大風險為上述貿易及票據應收賬款，按金及其他應收賬款之賬面值。本集團並無持有任何作為質押之抵押品。

根據過往客戶拖欠率，對本集團已到期而尚未減值之貿易及票據應收賬款、按金及其他應收賬款之信貸質素作出評估，現時之客戶在過去沒有重大之拖欠記錄。因此，預期信貸虧損被視為並不顯著。

Notes to the Financial Statements

財務報表附註

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

13 OTHER FINANCIAL ASSETS

13 其他金融資產

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Financial assets measured at FVOCI (recycling)	按公平值計入其他全面收入(可轉回)計量之金融資產		
– Key management insurance contracts (unlisted investments) (note (i))	– 重要管理層保險合約(非上市投資)(附註(i))	19,514	18,956
Equity securities designated at FVOCI (non-recycling)	股權證券計入其他全面收入(不可轉回)		
– Equity securities listed outside Hong Kong (note (ii))	– 香港以外上市股權證券(附註(ii))	9,702	7,445
		29,216	26,401

Notes:

- (i) At 31 March 2022, the insurance contracts represented life insurance plans with investment elements relating to a key management personnel of the Group. The total sum insured is US\$7,081,000 (approximately \$55,232,000) (2021: US\$7,081,000 (approximately \$54,878,000)), with an annual minimum guaranteed return of 2.0% to 4.2% for the first 10 years and 2.0% for the years afterwards.

At 31 March 2022, if the Group terminated the insurance contract, the account value, net of a surrender charge of US\$2,202,000 (approximately \$17,176,000) (2021: US\$2,117,000 (approximately \$16,407,000)), would be refunded to the Group. The amount of surrender charge decreases over time and is no longer required from the 19th year of contract conclusion onwards.

- (ii) The listed equity securities outside Hong Kong are shares in T.Krungthai Industries Public Co., Ltd. ("TKT"), an automotive parts and components and moulds manufacturer in Thailand. The Group designated its investment in TKT at FVOCI (non-recycling), as the investment is held for strategic purposes. No dividends were received on this investment nor disposal of investment was made during the year ended 31 March 2022 (2021: \$nil).

附註：

- (i) 於二零二二年三月三十一日，該保險合約為本集團二名主要管理層人員之有投資成份之人壽保險，總保額為7,081,000美元(約55,232,000元)(二零二一年：7,081,000美元(約54,878,000元))，首十年最低保證回報率為每年2.0%至4.2%及其後每年2.0%。

於二零二二年三月三十一日，若本集團終止該保險合約，保險賬戶扣除退保費用後為2,202,000美元(約17,176,000元)(二零二一年：2,117,000美元(約16,407,000元))全數退回予本集團。退保收費隨時間而減少及於該合約簽定後第十九年起不用收取。

- (ii) 香港以外上市股權證券為T.Krungthai Industries Public Co., Ltd.("TKT")之股份，於泰國製造汽車零件、組件及模具。由於策略性持有該投資，本集團指定TKT投資為按公平價計入其他全面收入(不可轉回)。截至二零二二年三月三十一日年度內，並無(二零二一年：無)收取股息或出售該投資。

Notes to the Financial Statements

財務報表附註

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

14 INVENTORIES

(a) Inventories in the consolidated statement of financial position comprise:

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Raw materials	原材料	190,176	114,302
Work-in-progress	半製成品	97,333	52,916
Finished goods	製成品	490,857	223,854
		778,366	391,072

(b) The analysis of the amount of inventories recognised as an expense and included in "cost of revenue" in the consolidated statement of profit or loss (note 27) is as follows:

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Reversal of write-down of obsolete and slow-moving inventories	陳舊及滯銷存貨撇減之撥回	(396)	-
Carrying amount of inventories sold	已售存貨之賬面值	2,148,846	1,969,902

14 存貨

(a) 於綜合財務狀況表之存貨包括：

(b) 存貨之金額已確認為支出及已包括於綜合損益表內「收入成本」(附註27)分析如下：

Notes to the Financial Statements

財務報表附註

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

15 PROPERTY DEVELOPMENT AND CONTRACT COSTS

15 物業發展及合同成本

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Property under development for sale	待沽在建物業	184,070	1,002,708
Completed property held for sale	待沽物業	1,079,717	104,835
		1,263,787	1,107,543
Contract costs	合同成本	4,301	3,374
		1,268,088	1,110,917

(a) The analysis of carrying value of land held for property development for sale is as follows:

(a) 待沽物業發展土地之賬面值分析如下：

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Outside Hong Kong	在香港以外		
– Less than 50 years	– 少於五十年	112,593	127,588

(b) The analysis of the amount of properties recognised as an expense and included in “cost of revenue” in the consolidated statement of profit or loss (note 27) is as follows:

(b) 物業之金額已確認為支出及已包括於綜合損益表內「收入成本」(附註27)分析如下：

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Carrying amount of properties sold	已售物業之賬面值	228,150	185,699

Notes to the Financial Statements

財務報表附註

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

15 PROPERTY DEVELOPMENT AND CONTRACT COSTS

(continued)

(c) At 31 March 2021, certain of the Group's property under development for sale were pledged for bank borrowings as disclosed in note 22 to the financial statements.

(d) Contract costs

Contract costs capitalised as at 31 March 2022 and 2021 relate to the incremental sales commissions paid to property agents whose selling activities resulted in customers entering into sale and purchase agreements for the Group's properties which are still under construction at the reporting date. Contract costs are recognised as part of "selling expenses" in the statement of profit or loss in the period in which revenue from the related property sales is recognised. Contract costs of \$4,177,000 (2021 (restated): \$616,000) were recognised in profit or loss during the year ended 31 March 2022. No impairment was identified for the contract costs as at 31 March 2022 (2021: \$nil).

16 PLEDGED DEPOSITS

The Group has deposits pledged to secure the Group's bank borrowings of \$169,079,000 (2021: \$nil), details of which are set out in note 22.

The remittance of the pledged deposits placed with banks in Mainland China are subject to relevant rules and regulations of foreign exchange control promulgated by the PRC Government.

15 物業發展及合同成本(續)

(c) 於二零二一年三月三十一日，本集團若干待沽在建物業已抵押作銀行借貸，於本財務報表附註22中披露。

(d) 合同成本

合同成本於二零二二及二零二一年三月三十一日資本化合同成本是與支付予物業經紀之增量銷售佣金有關，其銷售活動導致客戶就本集團於報告日仍在發展中之物業訂立買賣協議。合同成本於相關物業銷售收入獲確認期間於綜合損益表中銷售費用確認為其中一部份。截至二零二二年三月三十一日年度內，計入損益之合同成本為4,177,000元(二零二一年(已重列)：616,000元)。於二零二二年三月三十一日並無合同成本被識別為減值(二零二一年：無)。

16 質押存款

本集團之質押存款以保證本集團之銀行借貸為169,079,000元(二零二一年：無)，詳情載於附註22。

匯出中國內地銀行之質押存款受制於中國政府所頒佈之外匯管制條例及規則。

Notes to the Financial Statements

財務報表附註

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

17 CASH AND BANK DEPOSITS AND RESTRICTED DEPOSITS

(a) Cash and cash equivalents comprise:

17 現金及銀行存款及受限制存款

(a) 現金及現金等價物包括：

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Cash at bank and in hand	銀行存款及現金	423,548	378,621
Deposits with banks with 3 months or less to maturity when placed	三個月或更短到期之銀行存款	18,000	8,432
Cash and bank deposits	現金及銀行存款	441,548	387,053
Restricted deposits (note (i))	受限制存款(附註(i))	397,961	275,785
Cash and cash equivalents in the consolidated cash flow statement	於現金流量表中之現金及現金等價物	839,509	662,838

Notes:

- (i) In accordance with relevant government requirements, certain property development subsidiaries of the Group are required to set up designated bank accounts with certain amount of pre-sale proceeds for the construction of the relevant properties. The restricted deposits represent the pre-sale proceeds to secure the future payments of the Group's property development projects. Such restricted deposits will be released for the payments for construction costs of the related property development projects or upon completion of the construction.
- (ii) The remittance of bank balances of RMB471,260,000 (equivalent to \$556,087,000) and RMB624,576,000 (equivalent to \$768,228,000) as at 31 March 2021 and 2022 respectively placed with banks in Mainland China are subject to relevant rules and regulations of foreign exchange control promulgated by the PRC Government.

附註：

- (i) 根據相關政府規定，本集團若干物業開發附屬公司須就有關物業建設項目向指定銀行開設若干預售資金賬戶。受限制存款為預售所得款項，以擔保本集團物業發展項目之未來付款。該等受限制存款將於支付相關物業發展項目之建築成本或在建設完成後解除。
- (ii) 匯出於二零二一年及二零二二年三月三十一日存入中國內地銀行之銀行結餘，分別為人民幣471,260,000元(相當於556,087,000元)及人民幣624,576,000元(相當於768,228,000元)須遵守於中國政府所頒佈之外匯管制條例及規則。

Notes to the Financial Statements

財務報表附註

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

17 CASH AND BANK DEPOSITS AND RESTRICTED

DEPOSITS (continued)

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

17 現金及銀行存款及受限制存款(續)

(b) 融資活動所產生之負債調節

下表詳述集團來自融資活動之負債變動，包括現金及非現金變動。融資活動產生之負債為其現金量於過去或未來在本集團綜合現金流量表中歸類為融資活動所產生現金流量之負債。

		Bank borrowings 銀行借貸 (Note 22) (附註22) \$'000 千元	Lease liabilities 租賃負債 (Note 23) (附註23) \$'000 千元	Total 合共 \$'000 千元
At 1 April 2021	二零二一年四月一日	917,466	3,735	921,201
Changes from financing cash flows:	融資現金流量之變動：			
Proceeds from new bank borrowings	新銀行借貸之所得款	792,683	-	792,683
Repayment of bank borrowings	償還銀行借貸	(517,702)	-	(517,702)
Capital element of lease rentals paid	已付租賃租金之資本部分	-	(5,151)	(5,151)
Interest element of finance lease rentals paid	已付租賃租金之利息部分	-	(678)	(678)
Interest paid	已付利息	(36,454)	-	(36,454)
Total changes from financing cash flows	融資現金流量之變動總值	238,527	(5,829)	232,698
Exchange adjustments	兌換調整	8,737	221	8,958
Other changes:	其他變動：			
Increase in lease liabilities	租賃負債之增加	-	21,771	21,771
Interest expenses (note 29)	利息支出(附註29)	14,060	678	14,738
Capitalised borrowing costs (note 29)	資本化借貸成本(附註29)	22,394	-	22,394
Total other changes	其他變動總值	36,454	22,449	58,903
At 31 March 2022	二零二二年三月三十一日	1,201,184	20,576	1,221,760

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財務報表附註

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

17 CASH AND BANK DEPOSITS AND RESTRICTED

DEPOSITS (continued)

(b) Reconciliation of liabilities arising from financing activities (continued)

17 現金及銀行存款及受限制存款(續)

(b) 融資活動所產生之負債調節(續)

		Bank borrowings 銀行借貸 (Note 22) (附註22) \$'000 千元	Lease liabilities 租賃負債 (Note 23) (附註23) \$'000 千元	Total 合共 \$'000 千元
At 1 April 2020	二零二零年 四月一日	951,637	4,665	956,302
Changes from financing cash flows:	融資現金流量之變動：			
Proceeds from new bank borrowings	新銀行借貸之所得款	322,557	–	322,557
Repayment of bank borrowings	償還銀行借貸	(372,552)	–	(372,552)
Capital element of lease rentals paid	已付租賃租金之資本部分	–	(3,985)	(3,985)
Interest element of finance lease rentals paid	已付租賃租金之利息部分	–	(219)	(219)
Interest paid	已付利息	(36,991)	–	(36,991)
Total changes from financing cash flows	融資現金流量之變動總值	(86,986)	(4,204)	(91,190)
Exchange adjustments	兌換調整	15,824	307	16,131
Other changes:	其他變動：			
Increase in lease liabilities	租賃負債之增加	–	2,748	2,748
Interest expenses (note 29)	利息支出(附註29)	7,756	219	7,975
Capitalised borrowing costs (note 29)	資本化借貸成本(附註29)	29,235	–	29,235
Total other changes	其他變動總值	36,991	2,967	39,958
At 31 March 2021	二零二一年 三月三十一日	917,466	3,735	921,201

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

17 CASH AND BANK DEPOSITS AND RESTRICTED DEPOSITS (continued)

(c) Total cash outflow for leases

Amounts included in the cash flow statement for leases comprise the following:

	2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Within operating cash flows 於經營業務現金流量之內	6,126	4,938
Within financing cash flows 於融資現金流量之內	5,829	4,204
	11,955	9,142

17 現金及銀行存款及受限制存款(續)

(c) 租賃現金流出總額

包含在現金流量表內之租賃金額如下述：

18 股本

	2022 二零二二年		2021 二零二一年	
	Number of shares 股份數目 000 千	Nominal value 面值 \$'000 千元	Number of shares 股份數目 000 千	Nominal value 面值 \$'000 千元
Authorised:	法定股本：			
Ordinary shares of HK10 cents each	普通股每股面值10港仙			
	4,000,000	400,000	4,000,000	400,000
Issued and fully paid:	已發行及已繳足股本：			
Ordinary shares of HK10 cents each:	普通股每股面值10港仙：			
Beginning of the year	2,012,440	201,244	1,993,840	199,384
Issuance of shares under share option schemes	10,750	1,075	18,600	1,860
Cancellation of shares	(1,880)	(188)	-	-
End of the year	2,021,310	202,131	2,012,440	201,244

Notes to the Financial Statements

財務報表附註

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

18 SHARE CAPITAL (continued)

- (a) During the year ended 31 March 2022, the Company has cancelled 1,880,000 shares of the Company, of which none of the shares were repurchased before 31 March 2021.
- (b) During the year ended 31 March 2022, the Company repurchased its own shares on the Stock Exchange as follows:

Month/Year	年/月	Number of shares repurchased	Highest price paid per share	Lowest price paid per share	Aggregate amount
		回購股份數目	每股已付最高價格	每股已付最低價格	總金額
			\$	\$	\$'000
			元	元	千元
July 2021	二零二一年七月	698,000	1.78	1.73	1,229
September 2021	二零二一年九月	1,182,000	1.54	1.47	1,782
		1,880,000			3,011

18 股本(續)

- (a) 截至二零二二年三月三十一日止年度內，本公司已註銷1,880,000股本公司股份，當中並無於二零二一年三月三十一日前回購。
- (b) 截至二零二二年三月三十一日止年度內，本公司在聯交所回購自有股份如下：

- (c) During the year ended 31 March 2022, share option have been exercised to subscribe for 10,750,000 ordinary shares (31 March 2021: 18,600,000) in the Company at a consideration of \$6,418,000 (2021: \$10,070,000) of which \$1,075,000 (2021: \$1,860,000) was credited to share capital and the balance of \$5,343,000 (2021: \$8,210,000) was credited to the share premium. \$2,434,000 (2021: \$3,749,000) has been transferred from share-based compensation reserve to the share premium in accordance with policy set out in note 2(t).

- (c) 截至二零二二年三月三十一日止年度內，購股權已獲行使，以代價6,418,000元(二零二一年：10,070,000元)認購本公司10,750,000股普通股(二零二一年：18,600,000股)，其中1,075,000元(二零二一年：1,860,000元)已計入股本，餘額5,343,000元(二零二一年：8,210,000元)已計入股份溢價。根據附註2(t)所載政策，2,434,000元(二零二一年：3,749,000元)已由以股份支付之酬金儲備轉撥至股份溢價。

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

19 SHARE OPTIONS

The Company adopted a share option scheme on 24 August 2012 (the “Scheme”) under which it may grant options to employees of the Group (including executive directors of the Company) and other third parties to subscribe for shares in the Company, subject to a maximum of 30% of the nominal value of the issued share capital of the Company from time to time excluding for this purpose any shares issued on the exercise of options. The exercise price will be determined by the Company’s board of directors and shall at least be the highest of (i) the closing price of the Company’s shares on the date of grant of the options, and (ii) an average closing price of the Company’s shares for the five trading days immediately preceding the date of grant of the options.

On 11 August 2014, a total of 18,000,000 share options (the “2014 Share Options”) were granted to certain qualified participants of the Group (including an executive director of the Company) under the Scheme. The 2014 Share Options entitle the grantees to subscribe for a total of 18,000,000 new shares of \$0.10 each in the share capital of the Company. Depending on the financial performance of the Group and other conditions of the 2014 Share Options, not more than 50% of the 2014 Share Options will be vested on 1 August 2015 and not more than 50% of the 2014 Share Options will be vested on 1 August 2017. The exercise price of the 2014 Share Options is \$0.419 per share, which represents the highest of (i) the closing price of the shares of the Company of \$0.405 per share as stated in the daily quotation sheet issued by the Stock Exchange on the date of grant; (ii) the average closing price of the shares of the Company of \$0.419 per share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the shares of the Company of \$0.10 per share. All the 2014 Share Options were accepted by the grantees.

19 購股權

本公司於二零一二年八月二十四日採用一項購股權計劃，可據此向本集團之僱員（包括本公司之執行董事）及第三者授出購股權以便認購本公司之股份，惟最多以本公司不時已發行股本面值（不包括因行使購股權而發行之股份）30%為限。該購股權行使價將由本公司之董事會釐定，以(i)本公司股份於購股權授予日之收市價；及(ii)緊接授予購股權日前五個交易日本公司股份之平均收市價。

二零一四年八月十一日共有18,000,000份購股權（「二零一四購股權」）已授予本集團若干合資格之參與者（包括本公司之執行董事）。二零一四購股權賦予承授人認購每股面值為0.10元之公司之股本合共18,000,000新股。根據集團財務業績及其他二零一四購股權條件，不超過50%之二零一四購股權將於二零一五年八月一日被歸屬，及不超過50%之二零一四購股權將於二零一七年八月一日被歸屬。二零一四購股權行使價為每股0.419元，以(i)本公司股份於購股權授予日之收市價每股0.405元；(ii)緊接授予購股權日前五個交易日本公司股份之平均收市價每股0.419元；及(iii)本公司股份之每股面值0.10元，三者以較高者為準。所有二零一四購股權是由承授人接納。

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

19 SHARE OPTIONS (continued)

On 27 October 2016, the Company granted a total of 24,700,000 share options (the “**2016 Share Options**”) to certain qualified participants of the Group (including executive directors of the Company) under the Scheme. The 2016 Share Options entitle the grantees to subscribe for a total of 24,700,000 new shares of \$0.10 each in the share capital of the Company. The exercise price of the 2016 Share Options is \$0.70 per share, which represents the highest of (i) the closing price of the shares of the Company of \$0.70 per share as stated in the daily quotation sheet issued by the Stock Exchange on the date of grant; (ii) the average closing price of the shares of the Company of \$0.656 per share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the shares of the Company of \$0.10 per share. All the 2016 Share Options were accepted by the grantees.

On 20 April 2021, the Company granted a total of 15,000,000 share options (the “**2021 Share Options**”) to certain qualified participants of the Group (including executive directors of the Company) under the Scheme. The 2021 Share Options entitle the grantees to subscribe for a total of 15,000,000 new shares of \$0.10 each in the share capital of the Company. The exercise price of the 2021 Share Options is \$1.69 per share, which represents the highest of (i) the closing price of the shares of the Company of \$1.69 per share as stated in the daily quotation sheet issued by the Stock Exchange on the date of grant; (ii) the average closing price of the shares of the Company of \$1.484 per share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the shares of the Company of \$0.10 per share. All the 2021 Share Options were accepted by the grantees.

19 購股權(續)

二零一六年十月二十七日日本公司共有24,700,000份購股權(「二零一六購股權」)已授予本集團若干合資格之參與者(包括本公司之執行董事)。二零一六購股權賦予承授人認購每股面值為0.10元之公司之股本合共24,700,000新股。二零一六購股權行使價為每股0.70元，以(i)本公司股份於購股權授予日之收市價每股0.70元；(ii)緊接授予購股權日前五個交易日本公司股份之平均收市價每股0.656元；及(iii)本公司股份之每股面值0.10元，三者以較高者為準。所有二零一六購股權是由承授人接納。

二零二一年四月二十日本公司共有15,000,000份購股權(「二零二一購股權」)已授予本集團若干合資格之參與者(包括本公司之執行董事)。二零二一購股權賦予承授人認購每股面值為0.10元之公司之股本合共15,000,000新股。二零二一購股權行使價為每股1.69元，以(i)本公司股份於購股權授予日之收市價每股1.69元；(ii)緊接授予購股權日前五個交易日本公司股份之平均收市價每股1.484元；及(iii)本公司股份之每股面值0.10元，三者以較高者為準。所有二零二一購股權是由承授人接納。

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財務報表附註

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

19 SHARE OPTIONS (continued)

(a) The terms and conditions of the Share Options are as follows:

19 購股權(續)

(a) 購股權之條款及條件如下：

		Exercise price per share 每股行使價格	Number of options 購股權數目	Vesting condition 授予條件	Expiry date 到期日期
Options granted to directors:	購股權授予董事：				
- on 11 August 2014	- 於二零一四年八月十一日	\$0.419	5,000,000	Not more than 5,000,000 options will vest on 1 August 2015* 不多於5,000,000份購股權將於二零一五年八月一日歸屬*	10 August 2024 二零二四年八月十日
- on 11 August 2014	- 於二零一四年八月十一日	\$0.419	5,000,000	Not more than 5,000,000 options will vest on 1 August 2017* 不多於5,000,000份購股權將於二零一七年八月一日歸屬*	10 August 2024 二零二四年八月十日
- on 27 October 2016	- 於二零一六年十月二十七日	\$0.70	3,150,000	Vesting on 1 July 2017 於二零一七年七月一日歸屬	26 October 2026 二零二六年十月二十六日
- on 27 October 2016	- 於二零一六年十月二十七日	\$0.70	3,150,000	Vesting on 1 July 2018 於二零一八年七月一日歸屬	26 October 2026 二零二六年十月二十六日
- on 27 October 2016	- 於二零一六年十月二十七日	\$0.70	4,200,000	Vesting on 1 July 2019 於二零一九年七月一日歸屬	26 October 2026 二零二六年十月二十六日
- on 20 April 2021	- 於二零二一年四月二十日	\$1.69	3,150,000	Vesting on 20 April 2021 於二零二一年四月二十日歸屬	19 April 2022 二零二二年四月十九日

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

19 SHARE OPTIONS (continued)

(a) The terms and conditions of the Share Options are as follows: (continued)

19 購股權(續)

(a) 購股權之條款及條件如下：
(續)

		Exercise price per share 每股行使價格	Number of options 購股權數目	Vesting condition 授予條件	Expiry date 到期日期
Options granted to employees:	購股權授予員工：				
- on 11 August 2014	- 於二零一四年八月十一日	\$0.419	4,000,000	Vesting on 1 August 2015 於二零一五年 八月一日歸屬	10 August 2024 二零二四年 八月十日
- on 11 August 2014	- 於二零一四年八月十一日	\$0.419	4,000,000	Vesting on 1 August 2017 於二零一七年 八月一日歸屬	10 August 2024 二零二四年 八月十日
- on 27 October 2016	- 於二零一六年十月二十七日	\$0.70	4,260,000	Vesting on 1 July 2017 於二零一七年 七月一日歸屬	26 October 2026 二零二六年 十月二十六日
- on 27 October 2016	- 於二零一六年十月二十七日	\$0.70	4,260,000	Vesting on 1 July 2018 於二零一八年 七月一日歸屬	26 October 2026 二零二六年 十月二十六日
- on 27 October 2016	- 於二零一六年十月二十七日	\$0.70	5,680,000	Vesting on 1 July 2019 於二零一九年 七月一日歸屬	26 October 2026 二零二六年 十月二十六日
- on 20 April 2021	- 於二零二一年四月二十日	\$1.69	11,850,000	Vesting on 20 April 2021 於二零二一年 四月二十日歸屬	19 April 2022 二零二二年 四月十九日
Total number of share options	購股權總數		57,700,000		

* The vesting of the Share Options granted to an executive director of the Company is subject to the performance of the Group and other conditions.

* 向本公司執行董事授予之購股權之歸屬取決於本集團之業績及其他條件。

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

19 SHARE OPTIONS (continued)

(b) The number and weighted average exercise prices of share options are as follows:

19 購股權(續)

(b) 購股權數目及加權平均行使價如下：

		2022 二零二二年		2021 二零二一年	
		Weighted average exercise price 加權平均 行使價	Number of options 購股權 數目 '000 千	Weighted average exercise price 加權平均 行使價	Number of options 購股權 數目 '000 千
Outstanding at the beginning of the year	於年初尚未行使	\$0.59	12,600	\$0.56	31,200
Granted during the year	於年內授出	\$1.69	15,000	-	-
Exercised during the year	於年內行使	\$0.60	(10,750)	\$0.54	(18,600)
Lapsed during the year	於年內失效	\$1.69	(150)	-	-
Outstanding at the end of the year	於年底尚未行使	\$1.56	16,700	\$0.59	12,600
Exercisable at the end of the year	於年底可行使	\$1.56	16,700	\$0.59	12,600

The Share Options outstanding as of 31 March 2022 had an exercise price of \$0.70 or \$1.69 (2021: \$0.419 or \$0.70) per share and a weighted average remaining contractual life of 0.63 years (2021: 4.70 years). During the year ended 31 March 2022, 150,000 share options have lapsed (2021: nil). The value of vested options which lapsed during the year was amounting to \$38,000 (2021: \$nil) and was released directly to retained profits.

於二零二二年三月三十一日，尚未行使之購股權之行使價格每股0.70元或1.69元(二零二一年：0.419元或0.70元)及加權平均行使合約年期0.63年(二零二一年：4.70年)。截至二零二二年三月三十一日止年度內，已有150,000(二零二一年：無)份購股權失效。本年度失效已歸屬購股權之的價值為38,000元(二零二一年：無)，並直接計入保留溢利。

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

19 SHARE OPTIONS (continued)

(c) Fair value of the Share Options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the 2014 Share Options, 2016 Share Options and 2021 Share Options granted was measured based on the Trinomial Model, after taking into account the terms and conditions upon which the share options were granted. The contractual life of the share option and expectations of early exercise were incorporated into the Trinomial Model. The significant assumptions and inputs used in the valuation model are as follows:

Fair value of and assumptions for 2014 share options

Fair value at measurement date	\$0.176 to \$0.194
Share price	\$0.405
Exercise price	\$0.419
Risk-free interest rate	1.97%
Expected volatility	52.84%
Expected dividend yield	2.47%
Expected exercise multiple	2.2 to 2.8

Fair value of and assumptions for 2016 share options

Fair value at measurement date	\$0.239 to \$0.271
Share price	\$0.70
Exercise price	\$0.70
Risk-free interest rate	1.00%
Expected volatility	51.27%
Expected dividend yield	5.00%
Expected exercise multiple	1.8 to 4.0

19 購股權(續)

(c) 購股權之公平值及相關假設

所收到為換取獲於年底尚未行使授購股權之服務之公平值乃參照所授出購股權之公平值計量。所授出二零一四購股權、二零一六購股權及二零二一購股權之公平值估計於計及該等購股權據以授出之條款及條件後根據三項式模型計量。購股權之合約年期及提早行使之預期獲納入三項式模型內。估值模式所使用之重大假設及數據如下：

二零一四購股權公平值及相關假設

於計量日之公平值	\$0.176至\$0.194
市場價值	\$0.405
行使價格	\$0.419
無風險利率	1.97%
預期波幅	52.84%
預期股息收益率	2.47%
預期行使倍數	2.2至2.8

二零一六購股權公平值及相關假設

於計量日之公平值	\$0.239至\$0.271
市場價值	\$0.70
行使價格	\$0.70
無風險利率	1.00%
預期波幅	51.27%
預期股息收益率	5.00%
預期行使倍數	1.8至4.0

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

19 SHARE OPTIONS (continued)

(c) Fair value of the Share Options and assumptions (continued)

Fair value of and assumptions for 2021 share options

Fair value at measurement date	\$0.2509至 \$0.2520
Share price	\$1.69
Exercise	\$1.69
Risk-free interest rate	0.05%
Expected volatility	44.58%
Expected dividend yield	5.00%
Expected exercise multiple	2.2 to 2.8

Risk-free interest rate is based on the yields of the Hong Kong Exchange Fund Notes at the grant date. Expected volatility is based on the historical volatility (calculated based on the weighted average remaining life of the share options). Expected dividend yield is based on historical dividend trend of the Company and expected future dividend policy determined by management.

The vesting of the share options granted are subject to the performance of the Group and other conditions. Such non-market conditions have not been taken into account in the grant date fair value measurement of the share options. There are no market conditions associated with the share options granted.

The Trinomial Model is subject to certain fundamental limitations because of the subjective nature of and uncertainty relating to the assumptions and inputs to the model as well as certain inherent limitations of the model itself. Any changes in the above assumptions or inputs may materially affect the fair value estimation.

- (d) The total expense recognised in profit or loss for the year ended 31 March 2022 in respect of the Share Options is \$3,768,000 (2021: \$nil) (note 28(a)).

19 購股權(續)

(c) 購股權之公平值及相關假設 (續)

二零二一購股權公平值及相關假設

於計量日之公平值	\$0.2509至 \$0.2520
市場價值	\$1.69
行使價格	\$1.69
無風險利率	0.05%
預期波幅	44.58%
預期股息收益率	5.00%
預期行使倍數	2.2 to 2.8

無風險利率是根據香港外匯基金債券在授出日之收益率。預計波幅是根據歷史波幅(根據購股權之加權平均剩餘期限計算)。預期股息率是基於公司之股息歷史記錄及管理層預計未來股息政策。

授出之購股權之歸屬取決於本集團之業績及其他條件。此非市場條件在該購股權授出日尚未考慮到公平值之計量。現在沒有與授出購股權相關之市場價值可供參考。

三項式模型受某些基本限制，因主觀之性質及有關假設及數據之不確定性，以及若干固有模式本身之局限性。上述假設或數據有任何變化可能對公平值估計產生重大影響。

- (d) 截至二零二二年三月三十一日止年度，於損益已確認之有關購股權總費用為3,768,000元(二零二一年：無)(附註28(a))。

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20 OTHER RESERVES AND RETAINED EARNINGS

(a) Group

20 其他儲備及保留溢利

(a) 本集團

	Other reserves 其他儲備											
	Share premium 股份溢價 \$'000 千元	Treasury share 庫存股 \$'000 千元	Statutory surplus reserve 法定盈餘儲蓄 \$'000 千元	Capital reserve 資本儲備 \$'000 千元	Merger reserve 合併儲備 \$'000 千元	Capital redemption reserve 資本贖回儲備 \$'000 千元	Share-based compensation reserve 以股份支付之酬金儲備 \$'000 千元	Other financial assets revaluation reserve 其他金融資產之重估儲備 \$'000 千元	Translation reserve 換算儲備 \$'000 千元	Total other reserve 其他儲備總額 \$'000 千元	Retained earnings 保留溢利 \$'000 千元	
Balance at 1 April 2021 as restated	二零二一年 四月一日之結餘 (已重列)	294,471	-	27,533	2,608	17,045	1,753	2,952	(316)	17,523	363,569	1,131,893
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	-	-	549,102
Remeasurement of provision for long service payment (note 25(b))	長期服務金準備重新計量 (附註25(b))	-	-	-	-	-	-	-	-	-	-	2,934
Equity settled share-based transactions (note 19(d))	以股份支付之交易 (附註19(d))	-	-	-	-	-	-	-	-	-	-	-
Release upon lapse of share options (note 19(b))	沖還失效購股權 (附註19(b))	-	-	-	-	-	-	3,768	-	-	3,768	-
Dividends paid in respect of the previous year	已派上年度股息	-	-	-	-	-	-	(38)	-	-	(38)	38
Dividends paid in respect of the current year	已派本年度股息	-	-	-	-	-	-	-	-	-	-	(141,259)
Currency translation differences	貨幣換算差異	-	-	-	-	-	-	-	-	67,792	67,792	-
Fair value gain on other financial assets (non-recycling)	其他金融資產公平值之變動(不可轉回)	-	-	-	-	-	-	-	2,256	-	2,256	-
Fair value gain on other financial assets (recycling)	其他金融資產公平值之虧損(可轉回)	-	-	-	-	-	-	-	56	-	56	-
Effect on acquisition of subsidiaries under common control (note 20(c)(ii))	收購共同控制附屬公司之影響 (附註20(c)(ii))	-	-	-	-	(45,725)	-	-	-	-	(45,725)	-
Assumption of debt liabilities arising from the acquisition of Jiaxuntong (note 20(c)(iii))	來自收購嘉訊通之債務承擔 (附註20(c)(iii))	-	-	-	-	(331,533)	-	-	-	-	(331,533)	-
Appropriation of statutory surplus reserve	法定盈餘儲備撥款	-	-	32,526	-	-	-	-	-	-	32,526	(32,526)
Repurchase of shares (note 20(c)(iv))	回購股份 (附註20(c)(iv))	-	(3,011)	-	-	-	-	-	-	-	(3,011)	-
Cancellation of shares (notes 20(c)(iv)&(v))	註銷股份(附註20(c)(iv)&(v))	-	3,011	-	-	-	188	-	-	-	3,199	(3,011)
Issuance of share upon exercise of share options	行使購股權後發行股份	7,777	-	-	-	-	-	(2,434)	-	-	5,343	-
Balance at 31 March 2022	二零二二年 三月三十一日 之結餘	302,248	-	60,059	2,608	(360,213)	1,941	4,248	1,996	85,315	98,202	1,396,219

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20 OTHER RESERVES AND RETAINED EARNINGS

(continued)

(a) Group (continued)

20 其他儲備及保留溢利(續)

(a) 本集團(續)

		Other reserves 其他儲備										
		Share premium 股份溢價 \$'000 千元	Treasury share 庫存股 \$'000 千元	Statutory surplus reserve 法定盈餘 儲蓄 \$'000 千元	Capital reserve 資本儲備 \$'000 千元	Merger reserve 合併儲備 \$'000 千元	Capital redemption reserve 資本贖回 儲備 \$'000 千元	Share-based compensation reserve 以股份支付之 酬金儲備 \$'000 千元	Other financial assets revaluation reserve 其他金融資產 之重估儲備 \$'000 千元	Translation reserve 換算儲備 \$'000 千元	Total other reserve 其他儲備 總額 \$'000 千元	Retained earnings 保留溢利 \$'000 千元
Balance at 1 April 2020 as previously reported	如先前呈報 二零二零年 四月一日之結餘	282,512	-	-	2,608	(38,000)	1,753	6,701	169	(62,343)	193,400	782,916
Adjustment arising from adoption of merger accounting (note 2(b))	就使用合併會計處 理方法合併作出 之調整(附註2(b))	-	-	26,753	-	55,045	-	-	-	-	81,798	118,317
Balance at 1 April 2020 (restated)	二零二零年 四月一日之結餘 (已重列)	282,512	-	26,753	2,608	17,045	1,753	6,701	169	(62,343)	275,198	901,233
Movement during the year (restated):	本年度之變動 (已重列):											
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	-	-	445,328
Remeasurement of provision for long service payment (note 25(b))	長期服務金準備 重新計量 (附註25(b))	-	-	-	-	-	-	-	-	-	-	(671)
Dividends paid in respect of the previous year	已派上年度股息	-	-	-	-	-	-	-	-	-	-	(99,882)
Dividends paid in respect of the current year	已派本年度股息	-	-	-	-	-	-	-	-	-	-	(90,335)
Distribution to controlling shareholder of Jiaxuntong before the Acquisitions	分發予收購前之嘉 訊通控制股東	-	-	-	-	-	-	-	-	-	-	(23,000)
Currency translation differences	貨幣換算差異	-	-	-	-	-	-	-	-	79,866	79,866	-
Reclassification of other financial assets revaluation to profit or loss upon disposal	出售其他金融資產 轉撥至損益	-	-	-	-	-	-	-	12	-	12	-
Fair value losses on other financial assets (non-recycling)	其他金融資產公平 值之變動(不可轉 回)	-	-	-	-	-	-	-	(488)	-	(488)	-
Fair value losses on other financial assets (recycling)	其他金融資產公平 值之虧損(可轉 回)	-	-	-	-	-	-	-	(9)	-	(9)	-
Appropriation of statutory surplus reserve	法定盈餘儲備撥款	-	-	780	-	-	-	-	-	-	780	(780)
Issuance of share upon exercise of share options	行使購股權後發行 股份	11,959	-	-	-	-	-	(3,749)	-	-	8,210	-
Balance at 31 March 2021 (restated)	二零二一年 三月三十一日 之結餘(已重列)	294,471	-	27,533	2,608	17,045	1,753	2,952	(316)	17,523	363,569	1,131,893

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

20 OTHER RESERVES AND RETAINED EARNINGS

(continued)

(b) Company

20 其他儲備及保留溢利(續)

(b) 本公司

		Other reserves 其他儲備						Total other reserve 其他儲備 總額	Retained earnings 保留溢利
		Share premium 股份溢價	Treasury share 庫存股	Capital redemption reserve 資本贖回 儲備	Contributed surplus 撥入盈餘	Share-based compensation reserve 以股份支付之 酬金儲備	Other financial assets revaluation reserve 其他金融資產 之重估儲備		
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	
Balance at 1 April 2021	二零二一年四月一日 之結餘	294,471	-	1,753	193,185	2,952	172	492,533	247,458
Profit for the year	年度溢利	-	-	-	-	-	-	-	97,517
Equity settled shared-based transactions (note 19(d))	以股份支付之交易 (附註19(d))	-	-	-	-	3,768	-	3,768	-
Release upon lapse of share options (note 19(b))	沖還失效購股權 (附註19(b))	-	-	-	-	(38)	-	(38)	38
Remeasurement of provision for long service payment	長期服務金準備重新計量	-	-	-	-	-	-	-	252
Dividend paid in respect of the previous year	已派上年度股息	-	-	-	-	-	-	-	(141,259)
Dividend paid in respect of current year	已派本年度股息	-	-	-	-	-	-	-	(110,952)
Fair value losses on other financial assets (recycling)	其他金融資產公平值之虧損(可轉回)	-	-	-	-	-	(27)	(27)	-
Repurchase of shares (note 20(c)(iv))	回購股份(附註20(c)(iv))	-	(3,011)	-	-	-	-	(3,011)	-
Cancellation of shares (notes 20(c)(iv)&(v))	註銷股份(附註20(c)(iv)&(v))	-	3,011	188	-	-	-	3,199	(3,011)
Issuance of share upon exercise of share options	行使購股權後發行股份	7,777	-	-	-	(2,434)	-	5,343	-
Balance at 31 March 2022	二零二二年三月三十一日 之結餘	302,248	-	1,941	193,185	4,248	145	501,767	90,043
Balance at 1 April 2020	二零二零年四月一日 之結餘	282,512	-	1,753	193,185	6,701	169	484,320	255,690
Profit for the year	年度溢利	-	-	-	-	-	-	-	182,009
Remeasurement of provision for long service payment	長期服務金準備重新計量	-	-	-	-	-	-	-	(24)
Dividend paid in respect of the previous year	已派上年度股息	-	-	-	-	-	-	-	(99,882)
Dividend paid in respect of current year	已派本年度股息	-	-	-	-	-	-	-	(90,335)
Reclassification of other financial assets revaluation to profit or loss upon disposal	出售其他金融資產轉撥至 損益	-	-	-	-	-	12	12	-
Fair value losses on other financial assets (recycling)	其他金融資產公平值之虧損(可轉回)	-	-	-	-	-	(9)	(9)	-
Issuance of share upon exercise of share options	行使購股權後發行股份	11,959	-	-	-	(3,749)	-	8,210	-
Balance at 31 March 2021	二零二一年三月三十一日 之結餘	294,471	-	1,753	193,185	2,952	172	492,533	247,458

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

20 OTHER RESERVES AND RETAINED EARNINGS

(continued)

(b) Company (continued)

Under the Bermuda Companies Act 1981, contributed surplus is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

At 31 March 2022, the aggregate amount of reserves available for distribution to equity shareholders of the Company was \$283,228,000 (2021: \$440,643,000). After the end of the reporting period, the directors proposed a final dividend of HK4.0 cents per ordinary share (2021: final dividend of HK7.0 cents per ordinary share), amounting to \$80,852,000 (2021: \$140,871,000) (note 32(a)). This dividend has not been recognised as a liability at the end of the reporting period.

(c) Nature and purpose of reserves

(i) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of entities outside Hong Kong. The reserve is dealt with in accordance with the accounting policies set out in note 2(x).

(ii) Merger reserve

Since AG5 is adopted, the net assets of the acquired controlling companies are consolidated using their existing book values from the perspective of ultimate shareholder. Merger reserve represents the difference between the consideration paid and the net book values of the acquirees.

20 其他儲備及保留溢利(續)

(b) 本公司(續)

根據百慕達一九八一年公司法，繳入盈餘可供分派予股東，但若支付股息後(i)本公司不能支付到期負債，或(ii)其資產之可變現價值將會因而少於其債項及其已發行股本及股份溢價之合計總額，則本公司不可宣佈、支付股息，或從繳入盈餘作出分派。

於二零二二年三月三十一日，可供分配給公司權益持有人的儲備總額為283,228,000元(二零二一年：440,643,000元)。報告期末後，董事會建議派發末期股息每股普通股4.0港仙(二零二一年：末期股息每股普通股7.0港仙)，金額為80,852,000元(二零二一年：140,871,000元)(附註32(a))。此股息於報告期末並未確認為負債。

(c) 儲備之性質及目的

(i) 換算儲備

換算儲備包括自換算香港以外實體財務報表而產生之所有外匯差異。有關儲備乃根據附註2(x)載列之會計政策處理。

(ii) 合併儲備

由於採納會計指引第5號，被收購控制公司之淨資產以最終股東之角度使用現有賬面值綜合入賬。合併儲備指已付代價及被收購方的賬面值的差額。

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財務報表附註

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

20 OTHER RESERVES AND RETAINED EARNINGS

(continued)

(c) Nature and purpose of reserves (continued)

(ii) Merger reserve (continued)

On 8 March 2022, KRP acquired entire interest of certain companies controlled by the controlling shareholder of the Company (including certain subsidiaries of the Company) with total cash consideration of RMB37,150,000. In addition, KRP also assumed the debt liabilities of a new entity, Dongguan Jiale, owed to Jiaxuntong amounting to RMB276,278,000 (equivalent to approximately \$331,533,000) as part of the consideration.

(iii) Other financial assets revaluation reserve

The other financial assets revaluation reserve comprises the cumulative net change in the fair value of other financial assets held at the end of the reporting period and is dealt with in accordance with the accounting policies set out in note 2(g).

(iv) Treasury share

The Group repurchased a total of 1,880,000 (2021: nil) of the Company's shares during the year ended 31 March 2022. The total consideration paid to repurchase these shares was \$3,011,000 (2021: \$nil), which has been deducted from equity attributable to the owners of the Company. During the year ended 31 March 2022, 1,880,000 shares (2021: nil) were cancelled. Accordingly, the premium of \$3,011,000 (2021: \$nil) paid on the repurchase of shares was charged to retained earnings.

(v) Capital redemption reserve

During the year ended 31 March 2022, upon cancellation of 1,880,000 shares, an amount equivalent to the par value of the shares cancelled of \$188,000 was transferred from share capital to the capital redemption reserve.

20 其他儲備及保留溢利(續)

(c) 儲備之性質及目的(續)

(ii) 合併儲備(續)

於二零二二年三月八日，嘉創物業收購若干由本公司(包括本公司若干附屬公司)控股股東控制之公司之權益以現金代價共人民幣37,150,000元。此外，嘉創物業承擔新公司之債務為代價之一部份，即東莞嘉樂欠嘉訊通之人民幣276,278,000元(相當於約331,533,000元)賬款。

(iii) 其他金融資產重估儲備

其他金融資產重估儲備包括於報告期末持有之其他金融資產公平值之累計變動淨額，並根據附註2(g)載列之會計政策處理。

(iv) 庫存股

截至二零二二年三月三十一日止年度內，本集團共回購1,880,000股本公司股份(二零二一年：無)。為回購該股份總支付代價為3,011,000元(二零二一年：無)，該款項已從本公司股東應佔權益中扣除。截至二零二二年三月三十一日止年度內，1,880,000股股份(二零二一年：無)已被註銷。因此，為回購股份而支付之溢價3,011,000元(二零二一年：無)已於保留溢利支銷。

(v) 資本贖回儲備

截至二零二二年三月三十一日止年度內，已註銷1,880,000股股份後，相當於已註銷股份面值188,000元之金額已由股本轉換至資本贖回儲備。

Notes to the Financial Statements 財務報表附註

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

21 TRADE PAYABLES, ACCRUALS AND OTHER PAYABLES 21 貿易應付賬款、應計費用及其他應付賬款

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Trade payables	貿易應付賬款	375,951	340,424
Accruals for short-term lease expenses	應計短期租金	4,315	7,289
Accruals for purchase of property, plant and equipment	應計購買物業、廠房及設備	22,035	21,689
Salaries and staff welfare payable	應付薪金及員工福利	207,971	190,897
Accruals for properties under development	應計在建物業	153,541	7,358
Other payables and accruals	其他應付賬款及應計費用	125,873	112,618
Receipts in advance (see note (a) below)	預收賬款 (見下列附註(a))	630,246	506,159
		1,143,981	846,010
		1,519,932	1,186,434

The carrying amounts of trade payables, accruals and other payables approximate their fair values. All trade payables and accruals as at 31 March 2022 and 2021 are expected to be settled within one year.

貿易應付賬款、應計費用及其他應付賬款之賬面值與公平值相近。於二零二二年及二零二一年三月三十一日之所有貿易應付賬款、應計費用及其他應付賬款預期於一年內清付。

Notes to the Financial Statements

財務報表附註

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

21 TRADE PAYABLES, ACCRUALS AND OTHER PAYABLES

(continued)

Trade payables ageing analysis, based on invoice date, is as follows:

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
0 to 90 days	0至90日	353,522	322,729
91 to 180 days	91至180日	20,600	16,097
181 to 360 days	181至360日	1,285	1,434
Over 360 days	360日以上	544	164
		375,951	340,424

(a) Receipts in advance

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

- **Manufacturing segment**
When the Group receives a deposit before the production activity commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the project exceeds the amount of the deposit. The amount of deposit is negotiated on a case by case basis with customers.
- **Property development**
The Group receives receipts in advance from customers when they sign the sale and purchase agreement. These receipts in advance are recognised as contract liabilities until the properties are completed and legally assigned to/accepted by customers.

21 貿易應付賬款、應計費用及其他應

付賬款(續)

貿易應付賬款按發票日期計算之賬齡分析如下：

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
0 to 90 days	0至90日	353,522	322,729
91 to 180 days	91至180日	20,600	16,097
181 to 360 days	181至360日	1,285	1,434
Over 360 days	360日以上	544	164
		375,951	340,424

(a) 預收賬款

預收賬款影響已確認合約負債金額之通常付款條款如下：

- **製造業分部**
當本集團在生產活動開始前收到按金時，這將在合約開始時產生合約負債，直到已確認項目收入超過按金金額為止。按金金額根據具體情況與客戶協商。
- **物業發展**
本集團於簽訂買賣協議時預先收到客戶付款。這些預收賬款於法定轉讓／客戶接受已落成之物業之前確認為合約負債。

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

21 TRADE PAYABLES, ACCRUALS AND OTHER PAYABLES

(continued)

(a) Receipts in advance (continued)

Movements in contract liabilities:

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Beginning of the year as restated	已重列之年初	506,159	237,903
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	於年內確認計入年初合約負債之營業收入導致合約負債減少	(391,339)	(221,841)
Increase in contract liabilities as a result of receiving receipts in advances	收取預付賬款導致合約負債增加	495,094	470,440
Exchange difference	兌換差異	20,332	19,657
End of the year	年底	630,246	506,159

As at 31 March 2022, the amount of receipts in advance expected to be recognised as revenue after more than one year are \$50,853,000 (2021 (restated): \$138,148,000).

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its sales contracts for manufacturing products and properties development such that information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations that had an original expected duration of one year or less need not to be disclosed.

21 貿易應付賬款、應計費用及其他應

付賬款(續)

(a) 預收賬款(續)

合約負債之變動：

	2022 二零二二年	2021 二零二一年 (Restated) (已重列)
	\$'000 千元	\$'000 千元
Beginning of the year as restated	506,159	237,903
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	(391,339)	(221,841)
Increase in contract liabilities as a result of receiving receipts in advances	495,094	470,440
Exchange difference	20,332	19,657
End of the year	630,246	506,159

於二零二二年三月三十一日，預收賬款\$50,853,000元(二零二一年(已重列)：138,148,000元)預計將於一年後確認為收入。

本集團已將香港財務報告準則第15號第121段之可行權宜方法應用於其製造業及房地產業務的銷售合約，因此關於本集團將享有當其符合原定預定期限為一年或以下之剩餘履約責任之相關收入，其資料不需要作出披露。

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

22 BANK BORROWINGS

22 銀行借貸

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Portion of bank borrowings repayable within one year and classified as current liabilities	一年內償還並分類為流動負債之銀行借貸部份	738,434	301,010
Portion of bank borrowings repayable after one year and classified as non-current liabilities	一年後償還並分類為非流動負債之銀行借貸部份		
After 1 year but within 2 years	一年後但於二年內	167,750	612,706
After 2 years but within 5 years	二年後但於五年內	295,000	3,750
		462,750	616,456
Total bank borrowings	銀行借貸總額	1,201,184	917,466
Representing:	代表：		
Secured	有抵押	291,077	439,530
Unsecured	無抵押	910,107	477,936
Total bank borrowings	銀行借貸總額	1,201,184	917,466

Notes to the Financial Statements

財務報表附註

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

22 BANK BORROWINGS (continued)

As at 31 March 2022, banking facilities of \$359,636,000 (2021: \$516,700,000) were secured by the pledged deposits of \$84,539,000 (2021: \$nil), property under development for sale of \$nil (2021: \$151,977,000) and the share capital of the two wholly-owned subsidiaries of the Company, Castfast Industrial (Yan Tien) Limited and 東莞嘉創房地產開發有限公司, such facilities were utilised to the extent of \$291,077,000 as at 31 March 2022 (2021: \$439,530,000).

At 31 March 2022, borrowings totaling \$738,434,000 (2021: \$301,010,000) have a contractual maturity within one year or are subject to repayment on demand clauses. Some of the Group's banking facilities are subject to the fulfilment of covenants relating to certain of the Group's statement of financial position ratios. If the Group were to breach the covenants, the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. As at 31 March 2022 and 2021, none of the covenants relating to drawn down facilities had been breached.

The carrying amounts of bank borrowings approximate their fair values.

22 銀行借貸(續)

於二零二二年三月三十一日，銀行融資額 359,636,000 元（二零二一年：516,700,000 元），以質押存款 84,539,000 元（二零二一年：無）、待沽在建物業零元（二零二一年：151,977,000 元）及本公司兩間全資附屬公司，雁田嘉輝塑膠五金廠有限公司及東莞嘉創房地產開發有限公司之股本作抵押，而於二零二二年三月三十一日已被動用之融資額為 291,077,000 元（二零二一年：439,530,000 元）。

於二零二二年三月三十一日，銀行借貸合約到期日為一年內或受限於按要求償還條款之金額共 738,434,000 元（二零二一年：301,010,000 元）。本集團部分銀行融資須待與本集團若干財務狀況表比率有關之契諾獲履行後方可作實。倘本集團違反有關契諾，則已支取之融資將按要求償還。本集團定期監察其遵守有關契諾之情況。於二零二二年及二零二一年三月三十一日，概無與已支取融資有關之契諾遭違反。

銀行借貸之賬面值與其公平值相近。

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

23 LEASE LIABILITIES

At 31 March 2022, the lease liabilities were repayable as follows:

23 租賃負債

於二零二二年三月三十一日之租賃負債償還如下：

		2022 二零二二年		2021 二零二一年	
		Present value of the lease payments 租賃付款 之現值 \$'000 千元	Total lease payments 租賃付款 總額 \$'000 千元	Present value of the lease payments 租賃付款 之現值 \$'000 千元	Total lease payments 租賃付款 總額 \$'000 千元
Within 1 year	一年內	7,942	8,800	2,594	2,690
After 1 year but within 2 years	一年後但於二年內	7,467	7,926	974	1,006
After 2 years but within 5 years	二年後但於五年內	5,167	5,346	167	167
		12,634	13,272	1,141	1,173
		20,576	22,072	3,735	3,863
Less: total future interest expenses	減：未來利息開支總額		(1,496)		(128)
Present value of lease liabilities	租賃負債之現值		20,576		3,735

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

24 TAXATION IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

24 於綜合財務狀況表中稅項

(a) Current taxation

(a) 本期稅項

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Provision for Hong Kong Profits Tax for the year	本年度香港利得稅之準備	26,078	23,869
Provisional Hong Kong Profits Tax paid	已付暫繳香港利得稅	(17,900)	(14,665)
		8,178	9,204
Provision for PRC taxes	中國所得稅之準備	597,791	596,709
		605,969	605,913
Current tax recoverable	本期可收回稅項	(1,153)	(200)
Current tax payable	本期應付稅項	607,122	606,113
		605,969	605,913

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財務報表附註

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

24 TAXATION IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

24 於綜合財務狀況表中稅項(續)

(b) Deferred taxation

(b) 遞延稅項

Deferred tax assets	遞延稅項資產	Tax losses	Temporary difference for property development 物業發展之暫時差異	Accrual for Land Appreciation Tax ("LAT") 土地使用稅之預提	Others	Total
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
At 1 April 2020 as previously reported	如先前呈報 二零二零年 四月一日	(7,409)	(5,643)	-	(2,676)	(15,728)
Adjustments arising from adoption of merger accounting (note 2(b))	就使用合併會計處理方法合併作出之調整(附註2(b))	-	-	(61,017)	-	(61,017)
At 1 April 2020 (restated)	二零二零年四月一日 (已重列)	(7,409)	(5,643)	(61,017)	(2,676)	(76,745)
(Credited)/charged to profit or loss (restated)	於損益(計入)/支銷 (已重列)	(361)	-	(39,843)	1,331	(38,873)
Exchange difference (restated)	兌換差異(已重列)	-	-	(5,478)	-	(5,478)
At 31 March 2021 and 1 April 2021 (restated)	二零二一年 三月三十一日及 二零二一年 四月一日(已重列)	(7,770)	(5,643)	(106,338)	(1,345)	(121,096)
Charged/(credited) to profit or loss	於損益支銷/(計入)	5,193	1,196	(76,162)	(382)	(70,155)
Exchange difference	兌換差異	-	-	(5,764)	-	(5,764)
At 31 March 2022	二零二二年 三月三十一日	(2,577)	(4,447)	(188,264)	(1,727)	(197,015)

Notes to the Financial Statements

財務報表附註

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

24 TAXATION IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

24 於綜合財務狀況表中稅項(續)

(b) Deferred taxation (continued)

(b) 遞延稅項(續)

Deferred tax liabilities	遞延稅項負債	Accelerated depreciation	Fair value gain of investment properties	Capitalisation of loan interests	Total
		加速折舊	公平值之收益	貸款利息資本化	合共
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
At 1 April 2020	二零二零年四月一日	4,191	1,895	8,481	14,567
(Credited)/charged to profit or loss	於損益(計入)/支銷	(74)	297	3,710	3,933
Exchange difference	兌換差異	-	146	-	146
At 31 March 2021 and 1 April 2021	二零二一年三月三十一日及二零二一年四月一日	4,117	2,338	12,191	18,646
(Credited)/charged to profit or loss	於損益(計入)/支銷	(1,530)	492	(1,428)	(2,466)
Exchange difference	兌換差異	-	107	-	107
At 31 March 2022	二零二二年三月三十一日	2,587	2,937	10,763	16,287

Notes to the Financial Statements

財務報表附註

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

24 TAXATION IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

(b) Deferred taxation (continued)

The deferred tax assets and liabilities are offset when there is a legally enforceable right to set off and when the deferred income taxes relate to the same tax jurisdiction. The following amounts, determined after appropriate offsetting, are shown in the consolidated statement of financial position:

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Deferred tax assets	遞延稅項資產	(189,991)	(108,034)
Deferred tax liabilities	遞延稅項負債	9,263	5,584
		(180,728)	(102,450)

At 31 March 2022, in accordance with the accounting policy set out in note 2(u), the Group had unrecognised deferred tax assets of approximately \$19,021,000 (2021: \$25,283,000) primarily representing the tax effect of cumulative tax losses (subject to agreement by relevant tax authorities) which can be carried forward against future taxable income, of which, tax losses of \$115,278,000 (2021: \$153,230,000) can be carried forward indefinitely.

As at 31 March 2021 and 2022, deferred tax liabilities in respect of the 5% dividend withholding tax relating to the distributable profits of the Group's subsidiaries in the PRC were not recognised as the Group controls the dividend policy of the subsidiaries. Based on the assessment made by management as at the end of each reporting period, it was determined that the distributable profits of the Group's subsidiaries in the PRC would not be distributed to the Hong Kong and overseas holding companies in the foreseeable future. The deferred tax liabilities not recognised for the distributable profits earned by the subsidiaries in the PRC amounted to \$68,021,000 and \$96,554,000 as at 31 March 2021 and 2022 respectively.

24 於綜合財務狀況表中稅項(續)

(b) 遞延稅項(續)

當有法定權利可將遞延稅項資產與遞延稅項負債抵銷，而遞延所得稅涉及同一稅務機關，則可將遞延稅項資產與遞延稅項負債互相抵銷。於計入適當抵銷後，下列金額於綜合財務狀況表內顯示：

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Deferred tax assets	遞延稅項資產	(189,991)	(108,034)
Deferred tax liabilities	遞延稅項負債	9,263	5,584
		(180,728)	(102,450)

於二零二二年三月三十一日，按照載於會計政策附註2(u)，本集團未確認遞延稅項資產約19,021,000元(二零二一年：25,283,000元)，主要代表累計稅項虧損之稅項影響(須受有關稅務機關同意)，該金額可與未來繳稅收入抵銷，而稅項虧損約115,278,000元(二零二一年：153,230,000元)可無限期結轉。

於二零二一及二零二二年三月三十一日，由於本公司控制附屬公司之股息政策，故並無就有關本公司中國附屬公司可分派溢利之5%股息預扣稅確認遞延稅項負債。根據管理層於各報告期末作出之評估，本公司附屬公司之可分派溢利釐定為不會於可見將來向香港及海外控股公司分派。於二零二一及二零二二年三月三十一日，未就中國附屬公司賺取之可分派溢利確認之遞延稅項負債分別為68,021,000元及96,544,000元。

Notes to the Financial Statements

財務報表附註

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

25 RETIREMENT BENEFIT OBLIGATIONS

(a) Defined contribution plans

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the “MPF Scheme”), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its employees makes monthly contributions to the scheme at 5% of the employees’ earnings as defined under the Mandatory Provident Fund legislation. Both the Group’s and the employees’ mandatory contributions are subject to a cap of monthly relevant income of \$30,000 and thereafter, contributions are voluntary.

As stipulated by rules and regulations in the PRC, the Group contributes to state-sponsored retirement plans for its employees in the PRC. The Group’s annual contributions to these plans represent defined contributions, and the Group has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

(b) Long service payments

Provision for long service payments represents the Group’s obligations for long service payments to its employees in Hong Kong on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance.

The obligation is calculated using the projected unit credit method, discounted to its present value and reduced by entitlements accrued under the Group’s retirement plans that are attributable to contributions made by the Group. Such long service payment obligations are valued by Roma Appraisals Limited, an independent qualified actuary valuer.

25 退休福利責任

(a) 界定供款計劃

本集團已安排香港僱員參與強制性公積金計劃(「強積金計劃」)。強積金計劃屬於界定供款計劃，由獨立授託人管理。根據強積金計劃，本集團及其僱員每月均按有關僱員之入息(定義見強制性公積金法例)5%對該計劃作出供款。本集團及僱員之每月入息各以30,000元為上限，其後之供款則屬自願性質。

根據中國法律規定，本集團須向為中國僱員而設置之國家資助退休計劃作出供款。本集團向此計劃之年供款為界定供款，及而對其任何實際退休金支出或退休後福利則毋須作出任何承擔。退休僱員之所有退休金支出一概由國家資助之退休計劃責任。

(b) 長期服務金

長期服務金準備為本集團根據香港僱傭條例在若干情況下終止聘用僱員而支付之長期服務金所衍生之責任。

該責任是以預計單位信貸法計算，並計算貼現值及扣除本集團退休計劃下本集團供款所佔之應計權益。該長期服務金責任由獨立合資格精算師羅馬國際評估有限公司估值。

Notes to the Financial Statements 財務報表附註

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

25 RETIREMENT BENEFIT OBLIGATIONS (continued)

(b) Long service payments (continued)

The amounts recognised in the consolidated statement of financial position are determined as follows:

25 退休福利責任(續)

(b) 長期服務金(續)

於綜合財務狀況表確認之金額按下列方式釐定：

	2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Present value of unfunded obligations and liability in the consolidated statement of financial position	6,241	9,149

A portion of the above liability is expected to be paid after more than one year. However, it is not practicable to segregate this amount from the amounts payable in the next twelve months, as future contributions will also relate to future services rendered and future changes in actuarial assumptions and market conditions. The Group expects to pay \$89,000 in contributions to retirement plan for the year ending 31 March 2023 (2022: \$nil).

上述負債之一部分預期將於超過一年後支付。然而，將此金額與於未來十二個月應付之金額分開並不可行，原因為未來供款亦涉及未來提供之服務及未來精算假設及市場情況之改變。於截至二零二三年三月三十一日止年度內，本集團預期向界定退休福利計劃支付供款89,000元(二零二二年：無)。

Notes to the Financial Statements 財務報表附註

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

25 RETIREMENT BENEFIT OBLIGATIONS (continued)

(b) Long service payments (continued)

The amounts recognised in the consolidated statement of profit or loss and other comprehensive income are as follows:

25 退休福利責任(續)

(b) 長期服務金(續)

於綜合損益及其他全面收入表確認之金額如下：

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Current service cost	本期服務成本	166	242
Interest on obligation	責任利息	124	76
Total amounts recognised in profit or loss (note 28(a))	於損益已確認之總金額 (附註28(a))	290	318
Net actuarial (gains)/losses recognised in other comprehensive income	於其他全面收入已確認 之精算淨(收益)/ 虧損	(2,934)	671
Total	總值	(2,644)	989

The current service cost and the net interest on obligation were included in the “general and administrative expenses” in the consolidated statement of profit or loss.

本期服務成本及淨責任利息已包括於綜合損益表中一般及行政費用內。

Notes to the Financial Statements 財務報表附註

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

25 RETIREMENT BENEFIT OBLIGATIONS (continued)

(b) Long service payments (continued)

Movements in the provision for long service payments of the Group are as follows:

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Beginning of the year	年初	9,149	8,162
Remeasurements:	重新計量：		
– Actuarial losses arising from demographic assumptions	– 由人口假設所產生之精算虧損	359	996
– Actuarial gains arising from changes in financial assumptions	– 由財務假設改變所產生之精算收益	(988)	(1,029)
– Actuarial (gains)/losses arising from experience adjustment	– 由經驗調整所產生之精算(收益)/虧損	(2,305)	704
		(2,934)	671
Payments made during the year	年內已付供款	(264)	(58)
Refund received during the year	年內收到退款	–	56
Current service cost	本期服務成本	166	242
Interest cost	利息成本	124	76
End of the year	年底	6,241	9,149

The weighted average duration of the obligation is 12.4 years (2021: 9.6 years).

界定福利責任之加權平均期限為12.4年(二零二一年：9.6年)。

Notes to the Financial Statements 財務報表附註

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

25 RETIREMENT BENEFIT OBLIGATIONS (continued)

(b) Long service payments (continued)

Significant actuarial assumptions and sensitivity analysis are as follows:

		2022 二零二二年 Per annum 每年	2021 二零二一年 Per annum 每年
Discount rate	貼現率	2.15%	2.09%
Expected rate of future salary increases	未來薪酬之預期增長率	2.50%	3.00%

The below analysis shows how the provision for long service payments as at 31 March 2022 and 2021 would have increased/(decreased) as a result of 0.50% change in the significant actuarial assumptions:

		2022 二零二二年		2021 二零二一年	
		Increase in 0.50% 增加0.50% \$'000 千元	Decrease in 0.50% 減少0.50% \$'000 千元	Increase in 0.50% 增加0.50% \$'000 千元	Decrease in 0.50% 減少0.50% \$'000 千元
Discount rate	貼現率	(413)	452	(414)	445
Expected rate of future salary increases	未來薪酬之 預期增長率	718	(668)	11	(21)

The above sensitivity analysis is based on the assumption that changes in actuarial assumptions are not correlated and therefore it does not take into account the correlations between the actuarial assumptions.

25 退休福利責任(續)

(b) 長期服務金(續)

重要精算之假設及敏感度分析如下：

		2022 二零二二年 Per annum 每年	2021 二零二一年 Per annum 每年
Discount rate	貼現率	2.15%	2.09%
Expected rate of future salary increases	未來薪酬之預期增長率	2.50%	3.00%

於二零二二年及二零二一年三月三十一日，重要精算假設增加／(減少)0.50%對長期服務金準備之影響分析如下：

		2022 二零二二年		2021 二零二一年	
		Increase in 0.50% 增加0.50% \$'000 千元	Decrease in 0.50% 減少0.50% \$'000 千元	Increase in 0.50% 增加0.50% \$'000 千元	Decrease in 0.50% 減少0.50% \$'000 千元
Discount rate	貼現率	(413)	452	(414)	445
Expected rate of future salary increases	未來薪酬之 預期增長率	718	(668)	11	(21)

以上敏感度分析是基於假定改變精算假設之間沒有互相關聯，因此沒有計算彼此相互關聯之影響。

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財務報表附註

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

26 REVENUE, OTHER INCOME/GAINS

26 收入、其他收入／收益

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內與客戶之合約收入		
Sales of merchandise	商品銷售		
– Metal and plastic business	– 五金塑膠業務	1,920,032	1,895,368
– Electronic manufacturing services business	– 電子專業代工業務	1,154,981	898,006
		3,075,013	2,793,374
Sale of properties	物業銷售	938,421	679,424
		4,013,434	3,472,798
Other income/gains:	其他收入／收益：		
Fixed rental income	固定租金收入	4,421	3,980
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	1,158	271
Loss on disposal of other financial assets	出售其他金融資產之虧損	–	(690)
Government grants received (note (i))	獲得之政府資助金(附註(i))	2,033	9,194
Written off of other receivables	其他應收賬款撇銷	–	(20,010)
Others (note (ii))	其他(附註(ii))	3,157	9,856
		10,769	2,601

Notes to the Financial Statements

財務報表附註

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

26 REVENUE, OTHER INCOME/GAINS (continued)

Notes:

- (i) During the year ended 31 March 2021, the Group successfully applied for and received funding support of \$6,029,000 from the Employment Support Scheme under the Anti-epidemic Fund, set up by the Hong Kong SAR Government. The purpose of the funding was to provide financial support to enterprises to retain their employees who would otherwise be made redundant. Under the terms of the grant, the Group was required not to make redundancies during the subsidy period and to spend all the funding on paying wages to the employees.

During the year ended 31 March 2022, the Group received subsidies of \$2,033,000 (2021:\$2,570,000) from the PRC government. The purposes of these subsidies are to encourage the use of high-technologies machineries, promote the development of human resources and to provide financial support to enterprise during the COVID-19 pandemic.

- (ii) During the year ended 31 March 2021, the Group successfully applied for and received refund of Value-added Tax (“VAT”) of \$6,624,000 from the VAT refund mechanism introduced by the China’s State Council in effective from 1 April 2019.

As at 31 March 2022, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group’s existing contracts is \$979,075,000 (2021 (restated): \$1,017,036,000). These amounts represent revenue expected to be recognised in the future from pre-completion sales contracts for properties under development. The Group will recognise the expected revenue in future when the properties are accepted by the customer, or deemed as accepted according to the contract, whichever is earlier and is expected to occur from 12 to 24 months from the contract date.

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to revenue such that the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts for sales of electronic products that had an original expected duration of one year or less.

26 收入、其他收入／收益(續)

附註：

- (i) 截至二零二一年三月三十一日年度內，本集團成功申請由香港特區政府成立之防疫抗疫基金下之保就業計劃及收取6,029,000元基金支援。該資助之目的是為企業提供財務支援，以保留可能會被遣散之僱員。根據資助之條款，本集團被要求在補貼期間不得裁員，並將所有資助用於支付員工工資。

截至二零二二年三月三十一日年度內，本集團亦收取2,033,000元(二零二一年：2,570,000元)由中國政府之補貼，該補貼之目的是鼓勵使用高科技機器、提升人才培訓及由2019冠狀病毒病疫情間之財務支援。

- (ii) 截至二零二一年三月三十一日年度內，本集團成功申請由國務稅提倡由二零一九年四月一日起生效之增值稅期末留抵稅額退稅及收取退回增值稅金額6,624,000元。

於二零二二年三月三十一日，現有合約下分配至剩餘履約責任之累計交易額為979,075,000元(二零二一年(已重列)：1,017,036,000元)。該金額代表在未來確認之預售在建物業銷售合約之預計收入。本集團將確認未來預計收入，當客戶接受該物業或根據合同被視為已接受時，以較早者為準及預計此會由合同日期起12至24個月發生。

由於本集團已對其收入應用香港財務報告準則第15號第121段之實際權宜方法，因此上述資料並不包括有關倘本集團根據原預期年期為一年或以下達成剩餘履行商品銷售責任而將有權收取之收入之資料。

Notes to the Financial Statements

財務報表附註

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

27 EXPENSES BY NATURE

27 按性質分類之費用

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Carrying amount of inventories sold*	已售出存貨之賬面值*	2,148,846	1,969,902
Carrying amount of properties sold (note 15(b))	已售物業之賬面值(附註15(b))	228,150	185,699
Depreciation and amortisation of property, plant and equipment (note 6)	物業、廠房及設備之 折舊及攤銷(附註6)	97,118	88,453
Amortisation of intangible assets (note 8)	無形資產之攤銷 (附註8)	1,548	1,543
Employee benefit expenses (including directors' remuneration) (note 28(a))	僱員福利開支(包括董 事酬金)(附註28(a))	496,038	391,158
Rental expenses of short-term leases	短期租賃租金	6,126	4,938
Net exchange loss/(gain)	匯兌虧損/(收益)淨額	683	(2,483)
Auditors' remuneration	核數師酬金	3,800	3,700
Recognition of loss allowance for trade and bills receivable (note 12)	貿易及票據應收賬款 虧損撥備之確認 (附註12)	2,002	-
Reversal of write-down of obsolete and slow-moving inventories	陳舊及滯銷存貨撇減之 回撥	(396)	-
Listing expenses (note)	上市費用(附註)	9,962	8,093
Other expenses	其他支出	64,204	81,588
		3,058,081	2,732,591
Representing:	代表：		
Cost of revenue	收入成本	2,865,071	2,526,421
Distribution and selling expenses	分銷及銷售費用	43,559	46,456
General and administrative expenses	一般及行政費用	149,451	159,714
		3,058,081	2,732,591

* The carrying amount of inventories sold excluded depreciation and amortisation of property, plant and equipment, employee benefit expenses and rental expenses.

* 已售出存貨之賬面值不包括物業、廠房及設備之折舊及攤銷、僱員福利開支及租賃租。

Note: The listing expenses in both years were incurred for a possible spin-off and separate listing of the real estate business of the Group on the Main Board of The Stock Exchange of Hong Kong Limited by way of introduction. Included in the listing expenses, HK\$2,700,000 (2021: HK\$1,700,000) is related to auditor's remuneration to KPMG.

附註：兩年度之上市費用為本集團房地產業務可能以介紹方式於香港聯交所主板之分拆並單獨上市所產生。包括在上市開支中2,700,000元(二零二一年：1,700,000元)與畢馬威會計師事務所之核數師酬金有關。

Notes to the Financial Statements 財務報表附註

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

28 EMPLOYEE BENEFIT EXPENSES – INCLUDING DIRECTORS' REMUNERATION

(a) Employee benefit expenses during the year are as follows:

28 僱員福利支出—包括董事酬金

(a) 年內僱員福利支出如下：

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Wages and salaries	薪酬及工資	461,272	384,009
Contributions to defined contribution retirement plans	界定供款退休計劃之供款	30,708	6,831
Provision for long service payments (note 25(b))	長期服務金準備 (附註25(b))	290	318
Share option expenses (note 19(d))	購股權支出 (附註19(d))	3,768	–
		496,038	391,158

Notes to the Financial Statements

財務報表附註

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

28 EMPLOYEE BENEFIT EXPENSES – INCLUDING DIRECTORS' REMUNERATION (continued)

(b) Directors' remuneration

Directors' remuneration disclosed pursuant to section 383 of the Hong Kong Companies Ordinance and Part 2 of the Companies Ordinance (Disclosure of Information about Benefits of Directors) Regulation is as follows:

28 僱員福利支出—包括董事酬金(續)

(b) 董事酬金

根據香港《公司條例》第383章及公司條例之第二部份(有關董事福利之披露資料)規例之董事酬金披露如下：

		2022 二零二二年					
Name of director 董事名稱	Fees 袍金 \$'000 千元	Salary 薪金 \$'000 千元	Discretionary & director's bonuses 酌情發放之花紅 \$'000 千元	Employer's contributions to retirement plans 退休金計劃之僱主供款 \$'000 千元	Share-based payments (note) 以股份支付報酬(附註) \$'000 千元	Total 合共 \$'000 千元	
<i>Executive directors</i> 執行董事							
Mr. Ho Cheuk Fai 何焯輝先生	-	4,772	3,899	-	-	8,671	
Mr. Zhao Kai 趙凱先生	-	1,280	3,607	22	252	5,161	
Ms. Chan Ming Mui, Silvia 陳名妹小姐	-	918	2,078	18	252	3,266	
Mr. Chan Raymond 陳毅文先生	-	1,059	2,289	18	252	3,618	
<i>Non-executive directors</i> 非執行董事							
Mr. Ho Cheuk Ming 何卓明先生	220	-	40	-	-	260	
Mr. Ho Kai Man 何啟文先生	-	477	194	18	38	727	
<i>Independent non-executive directors</i> 獨立非執行董事							
Mr. Fong Hoi Shing 方海城先生	150	-	-	-	-	150	
Mr. Yam Chung Shing 任重誠先生	150	-	-	-	-	150	
Dr. Lau Kin Wah 劉健華博士	150	-	-	-	-	150	

Notes to the Financial Statements

財務報表附註

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

28 EMPLOYEE BENEFIT EXPENSES – INCLUDING DIRECTORS' REMUNERATION (continued)

(b) Directors' remuneration (continued)

28 僱員福利支出—包括董事酬金(續)

(b) 董事酬金(續)

Name of director	董事名稱	Fees 袍金 \$'000 千元	Salary 薪金 \$'000 千元	2021 二零二一年		Total 合共 \$'000 千元
				Discretionary bonuses 酌情發放之花紅 \$'000 千元	Employer's contributions to retirement plans 退休金計劃之僱主供款 \$'000 千元	
<i>Executive directors</i>		<i>執行董事</i>				
Mr. Ho Cheuk Fai	何焯輝先生	–	4,736	3,293	–	8,029
Mr. Zhao Kai	趙凱先生	–	1,224	3,110	10	4,344
Ms. Chan Ming Mui, Silvia	陳名妹小姐	–	890	1,686	18	2,594
Mr. Chan Raymond	陳毅文先生	–	1,032	1,947	18	2,997
<i>Non-executive directors</i>		<i>非執行董事</i>				
Mr. Ho Cheuk Ming	何卓明先生	244	–	40	–	284
Mr. Ho Kai Man	何啟文先生	–	476	163	18	657
<i>Independent non-executive directors</i>		<i>獨立非執行董事</i>				
Mr. Fong Hoi Shing	方海城先生	130	–	–	–	130
Mr. Yam Chung Shing	任重誠先生	130	–	–	–	130
Mr. So Wai Chun (resigned on 1 December 2020)	蘇偉俊先生(二零二零年十二月一日辭任)	90	–	–	–	90
Dr. Lau Kin Wah (was appointed on 1 December 2020)	劉健華博士(二零二零年十二月一日獲委任)	50	–	–	–	50

Note: These represent the estimated value of share options granted to the directors under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payments as set out in note 2(t). The details of these share options, including the principal terms and number of options granted, are disclosed in note 19 to the financial statements.

附註：此代表根據本公司購股權計劃授予董事之估計購股權價值。此等購股權價值是根據本集團載於附註2(t)以股份支付報酬之會計政策計算。此等購股權之詳情，包括主要條款及授股權數量，於本財務報表附19中披露。

Notes to the Financial Statements

財務報表附註

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

28 EMPLOYEE BENEFIT EXPENSES – INCLUDING DIRECTORS' REMUNERATION (continued)

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include four (2021: four) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining one (2021: one) individuals during the year are as follows:

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Basic salaries and allowances	基本薪金及津貼	847	869
Discretionary bonus	酌情發放之花紅	971	782
Contributions to retirement plans	退休計劃之供款	18	18
Share-based payment	以股份支付報酬	126	-
		1,962	1,669

The emoluments fell within the following band:

該等酬金在下列組合範圍內：

		Number of individuals 人士數目	
		2022 二零二二年	2021 二零二一年
\$1,500,001 to \$2,000,000	1,500,001元至 2,000,000元	1	1

Notes to the Financial Statements 財務報表附註

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

29 FINANCE INCOME, NET

29 財務收入，淨額

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
<hr/>			
Finance costs	財務成本		
– Interest expense from financial liabilities measured at amortised cost	– 按攤銷成本計量之金融負債利息支出	36,454	36,991
– Interest expenses on lease liabilities	– 租賃負債之利息支出	678	219
Less: interest expenses capitalised into property under development for sale (note)	減：待沽在建物業利息支出資本化(附註)	(22,394)	(29,235)
		14,738	7,975
<hr style="border-top: 1px dashed #ccc;"/>			
Finance income	財務收入		
– Interest income from financial assets measured at amortised cost	– 按攤銷成本計量之金融資產利息收入	(16,690)	(10,956)
– Other interest income from financial assets measured at FVOCI (recycling)	– 按公平值計入其他全面收入(可轉回)計量之金融資產其他利息收入	(377)	(423)
		(17,067)	(11,379)
<hr style="border-top: 1px dashed #ccc;"/>			
Finance income, net	財務收入，淨額	(2,329)	(3,404)

Note: The borrowing costs have been capitalised at a rate of 4.14% (2021: 4.13%) per annum.

附註：借貸成本以年利率4.14%(二零二一年：4.13%)被資本化。

Notes to the Financial Statements

財務報表附註

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

30 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

The amount of taxation charged to consolidated statement of profit or loss represents:

30 於綜合損益表中所得稅

於綜合損益表支銷之稅項如下：

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Current taxation	本期稅項		
Hong Kong Profits Tax	香港利得稅		
– Current year	– 本年度	26,078	23,869
– Over provision in prior years	– 往年之超額準備	(71)	(787)
PRC taxes	中國稅項		
– Corporate Income Tax	– 企業所得稅	200,354	121,917
– Land Appreciation Tax	– 土地增值稅	268,740	193,496
Deferred taxation (note 24(b))	遞延稅項(附註24(b))	(72,621)	(34,940)
		422,480	303,555

Hong Kong Profits Tax has been provided at the rate of 16.5% (2021: 16.5%) on the estimated assessable profit for the year for all Group companies incorporated in Hong Kong.

The Group's operations in the PRC are subject to Corporate Income Tax Law of the PRC at the standard tax rate of 25% (2021: 25%), except for one PRC subsidiary of the Group was rewarded with Certificate of High and New Technology Enterprise and entitled for a tax reduction from 25% to 15% for a period of three years, effective from 1 January 2020. Land Appreciation Tax is levied on properties in mainland China developed by the Group for sale, at progressive rates ranging from 30% to 60% on the appreciation of land value, which under the applicable regulations is calculated based on the revenue from sale of properties less deductible expenditure including lease charges of land use rights, borrowing costs and all property development expenditure.

所有於香港成立之集團公司乃根據本期之估計應課稅溢利按16.5%(二零二一年：16.5%)之稅率計提香港利得稅準備。

本集團於中國之業務須遵守中國企業所得稅法按標準稅率25%(二零二一年：25%)納稅，除了一家本集團中國附屬公司獲頒高新技術企業證書，並可以三年內(即二零二零年一月一日起生效)獲減稅，稅率由25%減至15%。本集團於中國內地開發作銷售用途之物業需按土地增值金額以累進稅率30%至60%基準繳交土地增值稅。按照適用法例，土地增值金額乃根據物業銷售收入減可扣減項目(包括土地使用權租賃費用、借貸成本及所有物業發展開支)而釐定。

Notes to the Financial Statements 財務報表附註

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

30 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (continued)

Reconciliation between income tax expense and accounting profit at applicable tax rates:

30 於綜合損益表中所得稅(續)

所得稅支出與按適用稅率計算之會計溢利之調節：

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Profit before taxation	除稅前溢利	971,582	748,883
Less: Land Appreciation Tax	減：土地增值稅	(268,740)	(193,496)
Profit before Hong Kong Profits Tax and Corporate Income Tax	除香港利得稅及企業所得稅前溢利	702,842	555,387
Notional tax calculated at applicable income tax rate	按適用稅率計算之假設稅項	152,685	130,048
Associate's results reported net of tax	聯營公司業績，扣除稅項	(192)	(245)
Income not subject to taxation	無須課稅之收入	(27,556)	(39,851)
Expenses not deductible for taxation purposes	不可扣稅之支出	28,345	21,546
Temporary difference not recognised	未確認之暫時差異	812	(679)
Overprovision for Hong Kong taxation in prior years	往年之香港稅項之超額準備	(71)	(787)
Utilisation of previously unrecognised tax losses	使用往年未確認稅項虧損	(369)	(111)
Unused tax losses not recognised	未確認之未使用稅項虧損	86	138
Hong Kong Profits Tax and Corporate Income Tax	香港利得稅及企業所得稅	153,740	110,059
Land Appreciation Tax	土地增值稅	268,740	193,496
Income tax expense	所得稅支出	422,480	303,555

Notes to the Financial Statements 財務報表附註

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

31 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to equity shareholders of the Company by the weighted average number of ordinary shares in issue during the year.

Diluted earnings per share is calculated by dividing the profit attributable to equity shareholders of the Company by weighted average number of ordinary shares in issue after adjusting the potential dilutive effect of the outstanding options during the year.

31 每股溢利

每股基本溢利乃根據本公司權益持有人應佔溢利除以年內已發行之普通股加權平均數計算。

攤薄後每股溢利乃根據本公司權益持有人應佔溢利除以年內已發行之普通股加權平均數及調整潛在攤薄影響之尚未行使購股權計算。

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
Profit attributable to equity shareholders of the Company (\$'000)	本公司權益持有人應佔溢利(千元)	549,102	445,328
Weighted average number of ordinary shares in issue (in thousand shares)	已發行普通股之加權平均數(千股)	2,016,576	1,999,077
Effect of outstanding share options (in thousand shares)	尚未行使購股權之影響(千股)	5,102	12,860
Weighted average number of ordinary shares (diluted) in issue (in thousand shares)	已發行普通股(攤薄)之加權平均數(千股)	2,021,678	2,011,937
Basic earnings per share (HK cents)	每股基本溢利(港仙)	27.2	22.3
Diluted earnings per share (HK cents)	攤薄後每股溢利(港仙)	27.2	22.1

Notes to the Financial Statements

財務報表附註

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

32 DIVIDENDS

(a) Dividends payable to equity shareholders of the Company attributable to the year

	2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Interim dividend declared and paid of HK 4.5 cents per ordinary share (2021: HK4.0 cents per ordinary share)	88,762	80,298
Special dividend declared and paid of HK1.0 cent per ordinary share (2021: HK0.5 cent per ordinary share)	22,190	10,037
Final dividend proposed after the end of the reporting period of HK4.0 cents per ordinary share (2021: HK7.0 cents per ordinary share)	80,852	140,871
	191,804	231,206

The final dividend proposed after the end of the reporting period have not been recognised as a liability at the end of the reporting period.

於報告期末後擬派之末期股息於報告期末並未確認為負債。

(b) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

	2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Final dividend in respect of the previous financial year, approved and paid during the year, of HK7.0 cents per ordinary share (2021: HK5.0 cents per ordinary share)	141,259	99,882

(b) 屬於上一財政年度，並於年內批准及派發之應付本公司權益持有人之股息

就上一財政年度，已批准及已於年內派發之末期股息每普通股7.0港仙(二零二一年：每普通股5.0港仙)

Notes to the Financial Statements

財務報表附註

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

33 COMMITMENTS AND CONTINGENT LIABILITIES

The Group had the following significant commitments and contingent liabilities which were not provided for in the consolidated financial statements:

(a) Capital commitments

The Group had the following authorised and contracted capital commitments at 31 March 2022:

Purchase of property, plant and equipment

購買物業、廠房及設備

72,923

25,972

(b) Planned expenditure

At 31 March 2022, the Group has contracted for further property development expenditure and the related costs of internal fixtures and fittings amounted to \$16,440,000 (2021: \$135,904,000).

(c) Guarantees

(i) At 31 March 2022, the Company has given guarantees totaling approximately \$1,648,927,000 (2021: \$1,455,509,000) to financial institutions in connection with the banking facilities granted to its subsidiaries. Such banking facilities utilised as at 31 March 2022 amounted to approximately \$1,201,184,000 (2021: \$917,466,000).

(ii) The Group has provided guarantees to banks to secure the mortgage arrangements of certain property buyers. At 31 March 2022, the outstanding guarantees to the banks amounted to \$855,859,000 (2021 (restated): \$497,480,000) which will be released upon the completion of the transfer procedures with the property buyers in respect of the legal title of the properties.

33 承擔及或然負債

本集團有以下未有於本綜合財務報表上計提準備之重要承擔及或然負債：

(a) 資本承擔

於二零二二年三月三十一日本集團有以下已授權及簽約之資本承擔：

2022
二零二二年
\$'000
千元

2021
二零二一年
\$'000
千元

(b) 計劃支出

於二零二二年三月三十一日，本集團已訂約進一步物業發展開支及相關內部裝置及配件成本為16,440,000元(二零二一年：135,904,000元)。

(c) 擔保

(i) 於二零二二年三月三十一日，本公司給予財務機構有關提供銀行融資予其他附屬公司之總擔保金額約為1,648,927,000元(二零二一年：1,455,509,000元)。於二零二二年三月三十一日，已使用之銀行融資約為1,201,184,000元(二零二一年：917,466,000元)。

(ii) 本集團已向銀行提供擔保，以擔保若干購房者之按揭安排。於二零二二年三月三十一日，尚未償還之銀行擔保總額為855,859,000元(二零二一年(已重列)：497,480,000元)，將於完成與房產購買者有關合法產權之轉讓手續後解除。

Notes to the Financial Statements

財務報表附註

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

33 COMMITMENTS AND CONTINGENT LIABILITIES

(continued)

(c) Guarantees (continued)

(ii) (continued)

The directors do not consider the Group will sustain a loss under these guarantees as the bank has the rights to sell the property and recovers the outstanding loan balance from the sale proceeds if the property buyers have default payment. The Group has not recognised any deferred income in respect of these guarantees as its fair value is considered to be insignificant.

33 承擔及或然負債(續)

(c) 擔保(續)

(ii) (續)

董事認為本集團將不會因這些擔保而蒙受損失，因為銀行有權出售該些物業，並且若購房者有違約付款，則可從出售收益中收回未償還之貸款餘額。由於其公平值並非顯著，因此本集團並未就這些擔保確認任何遞延收入。

34 MATERIAL RELATED PARTY TRANSACTIONS

(a) Transactions with related parties

34 主要關連人士交易

(a) 與關連人士之交易

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Sales of goods:	銷售貨物：		
Sales of finished goods to related companies	向關連公司銷售製成品	58	157
Sales of properties to related parties	向關連人士銷售物業	-	4,374
Others:	其他：		
Rental income from an associate	向聯營公司收取租金收入	291	271
Consultancy fee charged by an associated company	支付顧問費予聯營公司	726	690
Rental charged by a related company	支付租金予關連公司	2,880	3,935
Purchase of machinery from an associate	向聯營公司購買機器	10,220	14,504
Repair and maintenance charged by an associate	支付維修及保養費予聯營公司	5,306	4,838
Rental income from a related company	向關連公司收取租金收入	206	206
Management fee income from related companies	向關連公司收取管理費收入	640	640
Payment of acquisition of Jiaxuntong and Kar Info International (note 2(b))	收購嘉訊通及Kar Info International之付款(附註2(b))	45,725	-

Notes to the Financial Statements

財務報表附註

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

34 MATERIAL RELATED PARTY TRANSACTIONS

(continued)

(b) Balances with related parties

34 主要關連人士交易(續)

(b) 與關連人士之結餘

		2022 二零二二年	2021 二零二一年 (Restated) (已重列)
		\$'000 千元	\$'000 千元
Amount due to an associate (note 10)	應付聯營公司賬款 (附註10)	1,532	1,669
Amounts due to related companies	應付關連公司賬款	3,664	4,032
Amount due from Dongguan Jiale (note (i))	應收東莞嘉樂之賬款 (附註(i))	2,114	514,033
Amount due from other related companies	應收其他關連公司賬款	37,838	1,912
Amounts due from related companies	應收關連公司賬款	39,952	515,945

The amounts due from/to an associate and related companies are unsecured, interest-free and repayable on demand.

應收／應付聯營公司及關連公司賬款為無抵押，不計利息，並在要求時償還。

Note:

附註：

- (i) Represents the amount due from Dongguan Jiale, a new entity established as a result of the Corporate Division as set out in note 2(b). The amount was paid by Jiaxuntong to Dongguan Jiale prior to the Corporate Division to support its ordinary business operations.

- (i) 應收東莞嘉樂(載於附註2(b)一間因分立而新成立之實體)之賬款，此金額代表於分立前由嘉訊通代東莞嘉樂支付之日常營運。

During the year ended 31 March 2022, the amount due from Dongguan Jiale of approximately RMB276,278,000 (equivalent to \$331,533,000) was settled by debt assumption as part of the consideration in pursuant to the Jiaxuntong Acquisition Agreement, and the amount was debited to the merger reserve as set out in note 20(c)(ii).

截至二零二二年三月三十一日止年內，應收東莞嘉樂之賬款約人民幣276,278,000元(相當於331,533,000元)已根據嘉訊通收購協議作為代價之一部分以債務承擔方式結清，該款項已於收購事宜之完成日期借記至附註20(c)(ii)所載合併儲備。

Notes to the Financial Statements

財務報表附註

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

34 MATERIAL RELATED PARTY TRANSACTIONS

(continued)

(c) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 28(b) and certain of the highest paid employees as disclosed in note 28(c), is as follows:

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
Short-term employee benefits	短期僱員福利	28,436	25,570
Post-employment benefits	離職福利	148	136
Share-based payment	以股份支付報酬	970	-
		29,554	25,706

Total remuneration is included in "employee benefit expenses" (see note 28(a)).

總酬金包括在「僱員福利支出」內(見附註28(a))。

(d) Applicability of the Listing Rules relating to connected transactions

Except for the rental charged by a related company as disclosed in note 34(a) that constitute connected transactions, none of the related party transaction mentioned above falls under the definition of connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules.

(d) 與關連交易有關之上市規則之適用性

除了於附註34(a)所載之支付租金予關連公司，向關連公司收取租金收入及管理費收入構成關連交易外，以上提及之關連人士交易並無列入上市規則第14A章所界定之關連交易或持續關連交易。

Notes to the Financial Statements

財務報表附註

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

35 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

35 公司層面之財務狀況表

		Note	2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
ASSETS	資產			
Non-current assets	非流動資產			
Interests in subsidiaries	於附屬公司之投資		710,653	851,401
Other financial assets	其他金融資產		13,443	13,123
			724,096	864,524
Current assets	流動資產			
Amount due from a subsidiary	應收附屬公司賬款		103,915	101,000
Prepayments, deposits and other receivables	預付款、按金及其他應收賬款		1,048	1,312
Current tax recoverable	本期可收回稅項		77	157
Cash and cash equivalents	現金及銀行等價物		4,297	11,984
			109,337	114,453
Total assets	資產總值		833,433	978,977
EQUITY	權益			
Capital and reserves attributable to equity shareholders of the Company	本公司權益持有人應佔股本及儲備			
Share capital	股本	18	202,131	201,244
Other reserves	其他儲備	20	501,767	492,533
Retained earnings	保留溢利	20	90,043	247,458
Total equity	權益總值		793,941	941,235

Notes to the Financial Statements

財務報表附註

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

35 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION (continued)

35 公司層面之財務狀況表(續)

		2022 二零二二年 \$'000 千元	2021 二零二一年 \$'000 千元
LIABILITIES	負債		
Non-current liabilities	非流動負債		
Provision for long service payments	長期服務金準備	553	782
Current liabilities	流動負債		
Accruals and other payables	應計費用及其他付賬款	38,939	36,960
Total liabilities	負債總值	39,492	37,742
Total equity and liabilities	權益及負債總值	833,433	978,977
Net current assets	流動資產淨值	70,398	77,493
Total assets less current liabilities	資產總值減流動負債	794,494	942,017

Approved and authorised for issue by the board of directors on 27 June 2022.

於二零二二年六月二十七日由董事會批准及授權刊發。

Ho Cheuk Fai
何焯輝
Director
董事

Chan Ming Mui, Silvia
陳名妹
Director
董事

Notes to the Financial Statements

財務報表附註

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

36 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 March 2022, the directors regard TMF (B.V.I.) Limited, which beneficially owns 40.45% of the Company's equity interests, to be the immediate and ultimate controlling party of the Company. Mr. Ho Cheuk Fai, Ms. Ho Po Chu, and Mr. Ho Cheuk Ming are the beneficial owners of TMF (B.V.I.) Limited. TMF (B.V.I.) Limited is incorporated in the British Virgin Islands and does not produce financial statements available for public use.

37 COMPARATIVE FIGURES

As a result of the application of AG 5, certain comparative figures have been restated. Further details are disclosed in Note 2(b).

In addition, following the agenda decision *Demand deposits with restrictions on use arising from a contract with a third party* published by the IFRS Interpretations Committee in April 2022, the Group has voluntarily changed its accounting policy and has reclassified restricted deposits of \$275,785,000 as cash and cash equivalents at 31 March 2021 to better reflect the nature of those deposits.

36 直接及最終控制人士

於二零二二年三月三十一日，董事認為TMF (B.V.I.) Limited，實益擁有本公司40.45%股份利益，並為本公司之直接及最終控制人士。何焯輝先生、何寶珠女士及何卓明先生為TMF (B.V.I.) Limited之實益擁有人。TMF (B.V.I.) Limited於英屬處女群島成立及沒有公開其財務報表。

37 比較數字

由於應用「會計指引第5號」，若干比較數字已重列。進一步詳情披露於附註2(b)。

此外，根據國際財務報告準則解釋委員會於二零二二年四月公佈之因與第三方簽訂之合同而產生使用限制之活期存款之議程決定，本集團已自願更改其會計政策，並已於二零二一年三月三十一日之275,785,000元受限制存款重新分類為現金及現金等價物，以更好地反映這些存款之性質。

Notes to the Financial Statements

財務報表附註

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

38 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2022

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and a new standards, HKFRS 17, *Insurance contracts*, which are not yet effective for the year ended 31 March 2022 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

38 已頒佈但尚未於截至二零二二年三月三十一日止年度生效之修訂、新準則及詮釋可能構成之影響

直至本財務報表發表當日，香港會計師公會頒佈了多項於截至二零二二年三月三十一日止年度尚未生效之修訂及新準則，香港財務報告準則第17號「保險合同」，而並未於本財務報表內採納。下列為其中可能與本集團有關。

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

Amendments to HKFRS 3, <i>Reference to the Conceptual Framework</i> 香港財務報告準則第3號(修訂本)「引用概念框架」	1 January 2022 二零二二年一月一日
Amendments to HKAS 16, <i>Property, Plant and Equipment: Proceeds before Intended use</i> 香港會計準則第16號(修訂本)「物業、廠房及設備：擬定用準則之所得款項」	1 January 2022 二零二二年一月一日
Amendments to HKAS 37, <i>Onerous Contracts – Cost of Fulfilling a contract</i> 香港會計準則第37號(修訂本)「虧損性合約—約成本」	1 January 2022 二零二二年一月一日
Annual Improvements to HKFRSs 2018–2020 Cycle 香港財務報告準則2018至2020年之年度改進	1 January 2022 二零二二年一月一日
Amendments to HKAS 1, <i>Classification of Liabilities as Current or Non-current</i> 香港會計準則第1號(修訂本)「負債歸類為流動或非流動」	1 January 2023 二零二三年一月一日
Amendments to HKAS 1 and HKFRS Practice Statement 2, <i>Disclosure of Accounting Policies</i> 香港會計準則第1號及香港財務報告準則實務報表第2號「會計政策披露」	1 January 2023 二零二三年一月一日
Amendments to HKAS 8, <i>Definition of Accounting Estimates</i> 香港會計準則第8號(修訂本)「會計估計之定義」	1 January 2023 二零二三年一月一日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正在評估這些修訂及新準則在初次應用期間之影響。截至目前，已確定若干方面可能對綜合財務報表並無產生重大影響。

Five-year Financial Summary 五年財務摘要

The results of the Group for the last five financial years ended 31 March 2022 and the assets and liabilities of the Group as at 31 March 2018, 2019, 2020, 2021 and 2022 are as follows:

本集團截至二零二二年三月三十一日止五個財政年度之業績，於二零一八年、二零一九年、二零二零年、二零二一年及二零二二年三月三十一日之資產及負債如下：

CONSOLIDATED RESULTS

綜合業績

		Year ended 31 March 截至三月三十一日止年度				
		2022 二零二二年	2021 二零二一年 (Restated) (已重列)	2020 二零二零年	2019 二零一九年	2018 二零一八年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Revenue	收入	4,013,434	3,472,798	2,902,208	2,651,169	2,919,880
Operating profit	經營溢利	968,089	743,992	380,780	315,837	264,191
Finance income	財務收入	17,067	11,379	4,462	2,743	1,542
Finance costs	財務成本	(14,738)	(7,975)	(24,858)	(19,187)	(14,883)
Share of profits of an associate	應佔聯營公司收益	1,164	1,487	1,354	693	872
Profit before taxation	除稅前溢利	971,582	748,883	361,738	300,086	251,722
Income tax	所得稅	(422,480)	(303,555)	(111,472)	(78,700)	(34,015)
Profit for the year from continuing operations	年度溢利來自持續經營業務	549,102	445,328	250,266	221,386	217,707
Loss for the year from discontinued operations	年度虧損來自已終止經營業務	-	-	-	-	(35,414)
Profit for the year	年度溢利	549,102	445,328	250,266	221,386	182,293
Attributable to:	應佔：					
Equity shareholders of the Company	本公司權益持有人	549,102	445,328	250,266	221,386	182,563
Non-controlling interests	非控股權益	-	-	-	-	(270)
		549,102	445,328	250,266	221,386	182,293

Five-year Financial Summary 五年財務摘要

CONSOLIDATED ASSETS AND LIABILITIES

綜合資產及負債

		At 31 March 三月三十一日				
		2022 二零二二年	2021 二零二一年 (Restated) (已重列)	2020 二零二零年 (Restated) (已重列)	2019 二零一九年	2018 二零一八年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
ASSETS	資產					
Non-current assets	非流動資產	1,309,610	1,007,922	954,602	867,636	900,492
Current assets	流動資產	3,756,456	3,422,966	2,739,848	1,596,282	1,743,125
Total assets	資產總值	5,066,066	4,430,888	3,694,450	2,463,918	2,643,617
EQUITY	權益					
Share capital	股本	202,131	201,244	199,384	199,183	199,456
Reserves	儲備	1,494,421	1,495,462	1,176,431	967,677	988,826
Total equity	權益總值	1,696,552	1,696,706	1,375,815	1,166,860	1,188,282
LIABILITIES	負債					
Non-current liabilities	非流動負債	490,888	632,330	838,550	564,815	502,588
Current liabilities	流動負債	2,878,626	2,101,852	1,480,085	732,243	952,747
Total liabilities	負債總值	3,369,514	2,734,182	2,318,635	1,297,058	1,455,335
Total equity and liabilities	權益及負債總值	5,066,066	4,430,888	3,694,450	2,463,918	2,643,617

Five-year Financial Summary

五年財務摘要

Notes:

1. As set out in Note 2(b) to the financial statements, the Group has applied AG5 to account for business combination under common control in current year and retrospective adjustments have been made. The financial information for the consolidated assets and liabilities as at 31 March 2020 and 2021 and the consolidated results for the year ended 31 March 2021 have been restated accordingly to conform with the current year's presentation. For the interests of shareholders, financial information for consolidated assets and liabilities as at 31 March 2018 and 2019 and the consolidated results for the year ended 31 March 2018, 2019 and 2020 are not restated.
2. The Group adopted HKFRS 16, *Leases*, with effect from 1 April 2019. As a result, the Group has changed its accounting policies in respect of the lessee accounting model. In accordance with the transitional provisions of the standard, the changes in accounting policies were adopted by way of opening balance adjustments to recognise right-of-use assets and lease liabilities as at 1 April 2019. After initial recognition of these assets and liabilities, the Group as a lessee was required to recognise interest expenses accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Figures in year earlier than 2019 were stated in accordance with the policies applicable in those years.

附註

1. 如財務報表附註2(b)所載，本集團應用會計指引第5號於本年度及追溯調整共同控制合併之合併入賬，本財務摘要按符合本年度呈報已重列二零二零年及二零二一年之綜合資產及負債及截至二零二一年三月三十一日止之綜合業績。為了股東之利益，二零一八年及二零一九年之綜合資產及負債及截至二零一八年、二零一九年及二零二零年三月三十一日止之綜合業績並沒有重列。
2. 由於採納香港財務報告準則第16號「租賃」，自二零一九年四月一日起，本集團已更改有關承租人會計模式之會計政策。根據該準則之過渡性規定，採用會計政策變更，以期初餘額調整之方式調整為截至二零一九年四月一日之已確認使用權資產和租賃負債。在初始確認這些資產和負債後，本集團作為承租人必須確認租賃負債之未償餘額所產生之利息支出和使用權資產之折舊，而不是先前之租金確認政策，在租賃期內，經營租賃產生之費用以租賃年期按直線法將租金支出確認。早於二零一九年之數字是根據當年適用之政策列示。

Properties Held by the Group 本集團持有之物業

As at 31 March 2022 於二零二二年三月三十一日

PROPERTIES UNDER DEVELOPMENT FOR SALE

待沽在建物業

Location 地點	Site area 土地面積 (sq.m.) (平方米)	Lease expiry 租賃限期	Stage of Completion 發展進度	Percentage holding 持有百分比
Jin San Jiao Development Zone, Dongping Village, Zhangning Town, Boluo County, Huizhou City, Guangdong Province, The People's Republic of China (note) 中國廣東省惠州市博羅縣長寧鎮 東平村金三角開發區內地段 (附註)	4,798	2087 (residential purpose) 2057 (commercial purpose) 二零八七年 (住宅用地) 二零五七年 (商業用地)	Under Construction 在建中	100%

Note: The construction is expected to be completed in the third quarter of 2022.

附註：工程預計於二零二二年第三季竣工。

Properties Held by the Group 本集團持有之物業

As at 31 March 2022 於二零二二年三月三十一日

COMPLETED PROPERTIES HELD FOR SALE

待沽物業

	Location 地點	Unsold area 未售面積 (sq.m.) (平方米)	Gross floor area 樓面面積 (sq.m.) (平方米)	Lease expiry 租賃限期	Percentage holding 持有百分比
1	Unit 25B, Sunlight Court, Castfast Villas, Fenggang Town, Dongguan City, Guangdong Province, The People's Republic of China 中國廣東省東莞市鳳崗鎮 嘉輝豪庭日輝閣25樓B號	165	165	2062 二零六二年	100%
2	Unit 16A, Twilight Court, Castfast Villas, Fenggang Town, Dongguan City, Guangdong Province, The People's Republic of China 中國廣東省東莞市鳳崗鎮 嘉輝豪庭彩輝閣16樓A號	148	148	2062 二零六二年	100%
3	Unit 25C, Skylight Court, Castfast Villas, Fenggang Town, Dongguan City, Guangdong Province, The People's Republic of China 中國廣東省東莞市鳳崗鎮 嘉輝豪庭雲輝閣25樓C號	143	143	2062 二零六二年	100%
4	"Forest Town", Phase 3, Castfast Villas, Fenggang Town, Dongguan City, Guangdong Province, The People's Republic of China 中國廣東省東莞市鳳崗鎮 嘉輝豪庭三期「森鎮」	3,033	3,685	2084 (residential purpose) 2054 (commercial purpose) 二零八四年 (住宅用地) 二零五四年 (商業用地)	100%

Properties Held by the Group 本集團持有之物業

As at 31 March 2022 於二零二二年三月三十一日

COMPLETED PROPERTIES HELD FOR SALE (continued)

待沽物業(續)

	Location 地點	Unsold area 未售面積 (sq.m.) (平方米)	Gross floor area 樓面面積 (sq.m.) (平方米)	Lease expiry 租賃限期	Percentage holding 持有百分比
5	Phase 4, Castfast Villas, Fenggang Town, Dongguan City, Guangdong Province, The People's Republic of China 中國廣東省東莞市鳳崗鎮 嘉輝豪庭第四期「逸峯」	53,153	76,498	2085 (residential purpose) 2055 (commercial purpose) 二零八五年 (住宅用地) 二零五五年 (商業用地)	100%
6	Phase 5, Castfast Villas, Fenggang Town, Dongguan City, Guangdong Province, The People's Republic of China 中國廣東省東莞市鳳崗鎮 嘉輝豪庭第五期「逸峯」	94,302	100,195	2085 (residential purpose) 2055 (commercial purpose) 二零八五年 (住宅用地) 二零五五年 (商業用地)	100%

Properties Held by the Group 本集團持有之物業

As at 31 March 2022 於二零二二年三月三十一日

PROPERTIES HELD FOR INVESTMENT

物業持作投資

	Location 地點	Existing use 用途	Percentage holding 持有百分比
1	East of Jingyi Road and South of Wenzhuang Road, Yixing Economic Development Zone, Wuxi City, Jiangsu Province, The People's Republic of China 中國江蘇省無錫市 宜興經濟開發區 文莊路南側 荊邑路東側	Idle 空置	100%
2	Wenzhuang Road, Yixing Economic Development Zone, Wuxi City, Jiangsu Province, The People's Republic of China 中國江蘇省無錫市 宜興經濟開發區文莊路	Idle 空置	100%

Note: The above properties are either freehold, held on long or medium-term leases or have no specified lease term.

附註：以上物業為租賃土地、長期契約及中期契約持有或沒有指定租賃期。



嘉利國際控股有限公司
Karrie International Holdings Limited