



Sunray Engineering Group Limited
新威工程集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8616

ANNUAL REPORT
2023/24



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This report, for which the directors (collectively the "**Directors**" and individually a "**Director**") of Sunray Engineering Group Limited (the "**Company**") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Lam Ka Wing (*Chairman and Chief Executive Officer*)
Ms. Wong Pui Yee Edith

Independent non-executive Directors

Mr. Ng Kwun Wan
Ms. Cho Mei Ting
Mr. Ho Ka Kit

AUDIT COMMITTEE

Mr. Ng Kwun Wan (*Chairman*)
Ms. Cho Mei Ting
Mr. Ho Ka Kit

REMUNERATION COMMITTEE

Ms. Cho Mei Ting (*Chairlady*)
Mr. Ho Ka Kit
Mr. Ng Kwun Wan

NOMINATION COMMITTEE

Mr. Ho Ka Kit (*Chairman*)
Ms. Cho Mei Ting
Mr. Ng Kwun Wan

COMPANY SECRETARY

Mr. Lo Kai Yeung Kenneth
(*Member of the HKICPA*)

AUTHORISED REPRESENTATIVES

Mr. Lam Ka Wing
Mr. Lo Kai Yeung Kenneth

PRINCIPAL BANKER

Bank of China (Hong Kong) Limited
Bank of China Tower
1 Garden Road
Central
Hong Kong

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants
Registered Public Interest Entity Auditor
35/F, One Pacific Place
88 Queensway
Hong Kong

LEGAL ADVISERS AS TO HONG KONG LAW

Hastings & Co.
5/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

CAYMAN ISLANDS REGISTERED OFFICE

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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WEBSITE

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STOCK CODE

08616

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of Directors (the "**Board**") of Sunray Engineering Group Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**"), I am pleased to present the annual report for the year ended 31 March 2024 ("**FY2024**"). The ordinary shares of the Company (the "**Shares**") have been successfully listed on GEM of the Stock Exchange (the "**Listing**") on 23 April 2020 (the "**Listing Date**") by way of share offer (the "**Share Offer**"), which marked a significant milestone for the Group.

FY2024 has been another challenging year as the impacts of COVID-19 have caused pressure worldwide and dampened the development of various industries, with no exception for the construction sector in Hong Kong. The Group's performance has been affected by high material costs, ongoing shortage of skilled labour, and intense competition during the tendering process. In addition, the escalating geopolitical tensions and rising interest rates have contributed to a persistently weak market sentiment in Hong Kong, posing numerous challenges for post-pandemic economy recovery. In response to these challenges, the Group has demonstrated resilience by actively pursuing business opportunities. This includes expanding its customer base and market share as well as optimising resource utilisation and efficiency, in order to maximise returns for the Company's shareholders.

During FY2024, the Group recorded a total revenue of approximately HK\$166.0 million, representing a decrease of approximately HK\$56.8 million or 25.5% as compared to that of approximately HK\$222.8 million for the year ended 31 March 2023. Loss for the year attributable to owners of the Company for FY2024 was approximately HK\$798,000, as compared to a profit of approximately HK\$5.5 million for the year ended 31 March 2023, which was mainly attributable to the decrease in revenue generated from both the provision of building protection works and the supply of building protection products, and the overall decrease in gross profit for FY2024.

Looking forward to 2025, we anticipate that the business environment will remain challenging and competitive. The Group maintains a cautious view on the recovery of the construction sector, and as a result, the financial results of the Group for the year ending 31 March 2025 may potentially be impacted. Nevertheless, we are confident in the prospects of the building protection industry in Hong Kong. The Hong Kong government has shown commitment to investing significantly in various construction projects, particularly those related to public housing and community facilities. We believe that this continued investment will have a positive impact on the construction industry in Hong Kong, and the Group's building protection business stands to benefit from the increased housing supply and higher living quality. In the future, the Group will continue to actively explore and identify higher quality of building protection products, so as to create more reliable building protection solutions for our customers. At the same time, the Directors may also consider other investment opportunities to broaden the sources of income of the Group and eventually mitigate the risks from the competitive construction market.

As part of our corporate social responsibility, the Group remains committed to prioritising safety, health and environmental sustainability in our business operations. The Group advocates the importance of environmental protection to employees, adopts the latest rules and standards relating to the environment and society, uses environmentally friendly products and encourages recycling and reuse of materials in order to promote environmental protection. By continuously improving the environmental sustainability of the Group's business, I believe that the Group could continue to fulfil its responsibilities to both the environment and the community.

Lastly, on behalf of the Board, I would like to take this opportunity to express my sincere gratitude to our shareholders, investors, customers, suppliers, and business partners for their continuous support and trust, and to our management and staff for their commitment, contribution and dedication throughout the years.

Lam Ka Wing

Chairman and Executive Director

Hong Kong, 25 June 2024

MANAGEMENT'S DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is a Hong Kong-based building protection solution provider principally engaged in provision of building protection works and supply of building protection products.

The Group's building protection works generally refer to the selection and use of appropriate building protection products in a building for protection against water, thermal, acoustic and fire. The supply of building protection products refers to identifying, sourcing, promoting and distributing suitable building protection products to the Group's customers to meet their varying needs and requirements. The building protection products supplied by the Group are mainly waterproofing products, tiling products, flooring and other products.

During the year ended 31 March 2024, the Group had taken up 346 projects with an original contract sum of approximately HK\$909.0 million in which the Group had completed 56 projects with an original contract sum of approximately HK\$59.2 million. As at 31 March 2024, the Group had 290 contracts in progress with an original contract sum of approximately HK\$849.8 million.

FINANCIAL REVIEW

Revenue

The table below sets forth a breakdown of our revenue by types of services for the year indicated:

	Year ended 31 March			
	2024		2023	
	HK\$'000	%	HK\$'000	%
Provision of building protection works	121,564	73.3	162,725	73.0
Supply of building protection products	44,383	26.7	60,084	27.0
Total	<u>165,947</u>	<u>100.0</u>	<u>222,809</u>	<u>100.0</u>

The Group's revenue decreased from approximately HK\$222.8 million for the year ended 31 March 2023 to approximately HK\$166.0 million for the year ended 31 March 2024, representing a decrease of approximately HK\$56.8 million, or 25.5%. Such decrease in revenue was primarily due to the decrease in revenue generated from both the provision of building protection works and the supply of building protection products.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Provision of building protection works

Revenue recognised:

	Year ended 31 March	
	2024 HK\$'000	2023 HK\$'000
Public sector projects	61,995	73,908
Private sector projects	59,569	88,817
Total	<u>121,564</u>	<u>162,725</u>

Number of projects by the range of revenue recognised:

	Year ended 31 March	
	2024	2023
HK\$1,000,000 or above	31	30
HK\$100,000 to below HK\$1,000,000	70	75
Below HK\$100,000	245	242
Total	<u>346</u>	<u>347</u>

The Group's revenue recognised from the provision of building protection works decreased from approximately HK\$162.7 million for the year ended 31 March 2023 to approximately HK\$121.6 million for the year ended 31 March 2024, representing a decrease of approximately HK\$41.1 million, or 25.3%. Such decrease was mainly attributable to the decrease in revenue derived from relatively large projects undertaken up by the Group during the year ended 31 March 2024. Revenue recognised from the provision of building protection works for the year ended 31 March 2024 mainly includes (i) Kai Tak Sports Park; (ii) Micro-electronics Centre in Yuen Long; and (iii) a residential property development at Ho Man Tin Station.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Supply of building protection products

The following table sets forth the breakdown of our revenue by types of building protection products for the year indicated:

	Year ended 31 March			
	2024		2023	
	HK\$'000	%	HK\$'000	%
Waterproofing products	34,441	77.6	32,108	53.4
Tiling products	9,821	22.1	24,982	41.6
Flooring and other products	121	0.3	2,994	5.0
Total	<u>44,383</u>	<u>100.0</u>	<u>60,084</u>	<u>100.0</u>

The Group's revenue recognised from the supply of building protection products decreased from approximately HK\$60.1 million for the year ended 31 March 2023 to approximately HK\$44.4 million for the year ended 31 March 2024, representing a decrease of approximately HK\$15.7 million, or 26.1%. Such decrease was mainly attributable to the decrease in demand from customers in Hong Kong for tiling products and flooring and other products.

Cost of Sales and Services

Cost of sales and services decreased from approximately HK\$165.4 million for the year ended 31 March 2023 to approximately HK\$117.0 million for the year ended 31 March 2024, representing a decrease of approximately HK\$48.4 million, or 29.3%. Such decrease in cost of sales and services was mainly attributable to the decrease in material costs and direct staff costs, which are driven by the result of decrease in revenue from the Group's projects for the year ended 31 March 2024..

Gross Profit and Gross Profit Margin

Gross profit decreased from approximately HK\$57.4 million for the year ended 31 March 2023 to approximately HK\$48.9 million for the year ended 31 March 2024, representing a decrease of approximately HK\$8.5 million, or 14.8%. Gross profit margin increased from approximately 25.8% for the year ended 31 March 2023 to approximately 29.5% for the year ended 31 March 2024. Such increase in gross profit margin was mainly due to the increase in gross profit margin derived from the supply of building protection products as compared to the corresponding year in 2023.

Other Income, Gains and Losses

Other income decreased from approximately HK\$1.4 million for the year ended 31 March 2023 to approximately HK\$279,000 for the year ended 31 March 2024, which was mainly due to the absence of subsidy received from the Hong Kong government under the Employment Support Scheme launched in April 2022. Other gains, on a net basis, decreased from approximately HK\$175,000 for the year ended 31 March 2023 to approximately HK\$162,000 for the year ended 31 March 2024. Such decrease in other gains was mainly attributable to the increase in loss on disposal of property and equipment for the year ended 31 March 2024.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Impairment Losses

The Group recorded impairment losses on trade receivables and contract assets (including retention receivables) of approximately HK\$441,000 for the year ended 31 March 2024 as compared to that of approximately HK\$78,000 for the year ended 31 March 2023. Impairment losses under expected credit loss model is calculated using a collective assessment based on appropriate groupings on shared credit risk characteristics of customers, except for balances with credit-impaired debtors which were assessed individually, after considering internal credit ratings, ageing, repayment history and/or past due status of respective debtors.

Selling and Distribution Costs

Selling and distribution costs decreased from approximately HK\$8.9 million for the year ended 31 March 2023 to approximately HK\$6.9 million for the year ended 31 March 2024, representing a decrease of approximately HK\$2.0 million, or 22.5%. Such decrease in selling and distribution costs was mainly attributable to the decrease in transportation cost.

Administrative Expenses

Administrative expenses increased from approximately HK\$40.3 million for the year ended 31 March 2023 to approximately HK\$40.7 million for the year ended 31 March 2024, representing an increase of approximately HK\$0.4 million, or 1.0%. Such increase in administrative expenses was mainly attributable to the increase in general staff costs.

Finance Costs

Finance costs increased from approximately HK\$1.0 million for the year ended 31 March 2023 to approximately HK\$1.4 million for the year ended 31 March 2024, representing an increase of approximately HK\$0.4 million, or 40%. Such increase in finance costs was mainly attributable to the general increase in interest rate on bank borrowings.

Income Tax Expenses

Income tax expenses decreased from approximately HK\$3.2 million for the year ended 31 March 2023 to approximately HK\$752,000 for the year ended 31 March 2024. Such decrease was in line with the decrease in estimated assessable profits of a major operating subsidiary of the Company.

(Loss) profit for the year attributable to owners of the Company

As a result of the foregoing, the Group's loss attributable to owners of the Company amounted to approximately HK\$798,000 for the year ended 31 March 2024, as compared to a profit of approximately HK\$5.5 million for the year ended 31 March 2023.

DIVIDENDS

The Board does not recommend any payment of final dividend for the year ended 31 March 2024 (31 March 2023: Nil).

MANAGEMENT'S DISCUSSION AND ANALYSIS

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2024, the Group had total assets of approximately HK\$253.2 million (31 March 2023: HK\$257.5 million), including bank balances and cash of approximately HK\$35.2 million (31 March 2023: HK\$29.4 million). Such decrease in total assets was mainly attributable to the decrease in contract assets.

Equity attributable to equity holders of the Company as at 31 March 2024 was approximately HK\$186.8 million, representing a decrease of approximately HK\$798,000 as compared to that of approximately HK\$187.6 million as at 31 March 2023.

The total interest-bearing borrowings (including bank borrowings and lease liabilities) of the Group as at 31 March 2024 were approximately HK\$25.6 million (31 March 2023: HK\$27.8 million). The borrowings were secured by the Group's property with a carrying value of approximately HK\$41.1 million as at 31 March 2024 (31 March 2023: HK\$42.6 million).

The Group's financial position remains solid and we have sufficient cash and cash equivalents to meet our liabilities when they become due.

Gearing ratio

The Group's gearing ratio (dividing the total interest bearing borrowings and lease liabilities by equity attributable to equity holders of the Company at the year-end date) decreased from approximately 14.8% as at 31 March 2023 to approximately 13.7% as at 31 March 2024. Such decrease was mainly attributable to the repayment of bank borrowings during the year ended 31 March 2024.

Current ratio

As at 31 March 2024, the Group had net current assets of approximately HK\$137.0 million, representing an increase of approximately HK\$2.6 million as compared to that of approximately HK\$134.4 million as at 31 March 2023. As a result, the Group's current ratio, which was calculated based on the total current assets divided by total current liabilities at the year-end date, increased from approximately 3.0 times as at 31 March 2023 to approximately 3.1 times as at 31 March 2024.

Treasury Policy

The Group has adopted a prudent financial management approach towards its treasury policy and thus maintained a healthy liquidity position throughout the reporting period. The management of the Group regularly reviews the recoverable amounts of contract assets and trade receivables by performing ongoing credit assessments and monitoring prompt recovery and if necessary making adequate impairment losses for irrecoverable amounts. In order to achieve better cost control and minimise the cost of funds, the Group's treasury activities are centralised and cash is generally deposited with leading licensed banks in Hong Kong and denominated in Hong Kong dollars.

PRINCIPAL RISKS AND UNCERTAINTIES

There are certain risks that could adversely affect the Group's operations and financial results. The major uncertainties may include:

- (i) the Group derives revenue from projects and purchase orders of a non-recurrent nature, where there is no guarantee that customers will provide the Group with new business or that the Group will secure new contracts;
- (ii) the Group determines the contract price based on the estimated time and costs involved in the project. An under-estimation or ineffective cost management may adversely affect the Group's financial results;

MANAGEMENT'S DISCUSSION AND ANALYSIS

- (iii) the slow economic recovery from global outbreak of COVID-19 may significantly and adversely impact the Group's business operations and financial performance;
- (iv) the timing of the Group's payment to suppliers may not match the receipt of payment from customers;
- (v) the Group relies on its major subcontractors to help complete the building protection works projects. Any material surges of their charges or any substandard work by subcontractors will affect the Group to a large extent;
- (vi) the Group relies on independent third party suppliers for production of all its own-brand building protection products; and
- (vii) the Group relies on brand owners and manufacturers for the supply of building protection products to satisfy its business operation needs. Failure to secure a steady supply of these products to the Group may adversely affect its results of business operations.

Save as disclosed above, the principal risks and uncertainties affecting the Group as disclosed in the Prospectus remain substantially unchanged since the Listing Date and up to the date of this report. For details and other risks and uncertainties faced by the Group, please refer to the section headed "Risk Factors" in the Prospectus.

The Group will continue to use its best efforts to ensure it has sufficiently mitigated the risks present in its operations and financial position as efficiently and effectively as possible.

FOREIGN CURRENCY FLUCTUATION

The revenue of the Group is mainly denominated in Hong Kong dollars. However, some of our waterproofing products are sourced from overseas countries and the Mainland China and settled in currencies including Euro, US Dollars, Hong Kong dollars and Renminbi. Therefore, the Group is subject to risks associated with foreign exchange rate fluctuations, particularly Hong Kong dollars against Renminbi or Euro. The Group currently has no foreign currency hedging policy and the management will monitor the foreign exchange exposure by closely monitoring the movements of foreign currency rates. The Group will consider hedging significant foreign currency exposure should the need arise.

SEGMENT INFORMATION

Segment information for the Group is presented as disclosed in note 6 to the consolidated financial statements.

CAPITAL STRUCTURE

As at 31 March 2024, the share capital of the Group comprised only ordinary shares. The capital structure of the Group is solely equity attributable to equity holders of the Group, which comprises share capital and reserves. Since the shares of the Company were listed on GEM on 23 April 2020, there has been no change in the capital structure of the Group.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

There were no material acquisition or disposal of subsidiaries, associates or joint ventures during the year ended 31 March 2024.

MANAGEMENT'S DISCUSSION AND ANALYSIS

CAPITAL EXPENDITURE

Save for the acquisition of property and equipment as disclosed elsewhere in this annual report, the Group had no significant capital expenditure during the year ended 31 March 2024.

SIGNIFICANT INVESTMENTS HELD

As at 31 March 2024, the Group did not hold any significant investment (31 March 2023: Nil).

CONTINGENT LIABILITIES

As at 31 March 2024, the Group did not have any significant contingent liabilities (31 March 2023: Nil).

CHARGES ON ASSETS

Save for the mortgaged property acquired as disclosed elsewhere in this annual report, as at 31 March 2024, the Group had no charges on assets (31 March 2023: Nil).

CAPITAL COMMITMENTS

As at 31 March 2024, the Group had no significant capital commitments (31 March 2023: Nil).

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in the Prospectus and this report, the Group did not have any other plan for material investments or capital assets as at the date of this report.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2024, the Group had 109 employees excluding the Directors. Total staff costs incurred excluding Directors' remuneration for the year ended 31 March 2024 were approximately HK\$29.2 million (31 March 2023: HK\$33.6 million). The remuneration package offered to the Group's employees includes salary, commission and discretionary bonus. The Group's remuneration policies are in line with the prevailing market practices and the staff remuneration is determined on the basis of the performance and experience of each individual employee.

USE OF PROCEEDS

The shares of the Company were successfully listed on GEM of the Stock Exchange on the Listing Date. The net proceeds after deducting the underwriting commission and related listing expenses payable by the Company (the "**Net Proceeds**"), were approximately HK\$21.6 million.

As at 31 March 2024, the Group had partially utilised the Net Proceeds in the manner consistent with that mentioned in the section headed "Business Objective, Future Plans and Use of Proceeds" in the Prospectus.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The table below sets forth the breakdown of the intended use and the timeline for utilisation of the Net Proceeds as at the date of this report:

	Intended use of Net Proceeds HK\$'000	Approximate percentage of Net Proceeds %	Amount utilised as at the date of this report HK\$'000	Remaining balance as at the date of this report HK\$'000	Expected timetable (Note)
Acquire additional machinery and equipment for building protection works	2,110	9.8	2,110	—	—
Expand workforce	6,280	29.1	6,280	—	—
Strengthen the Group's financial position for payment of upfront cost	6,700	31.0	6,700	—	—
Expand the Group's building protection product mix and continue to develop its own-brand "DP ChemTech" and "DP" products	6,510	30.1	4,115	2,395	By the end of financial year ending 31 March 2025
	21,600	100.0	19,205	2,395	

Note: The delay in expected timeline of full utilisation of the unutilised Net Proceeds was mainly attributable to the struggling global economy during the year ended 31 March 2024, resulting in adoption by the management of a more prudent approach on the utilisation of the Net Proceeds in anticipation of the challenges, which led to a slowdown of the Group's marketing campaign of its own-brand building protection products.

As disclosed in the table above, approximately HK\$19.2 million of the Net Proceeds from the Listing had been utilised as at 31 March 2024. The unutilised Net Proceeds from the Listing have been placed with a licensed bank in Hong Kong.

As at the date of this report, save as the aforesaid delay in the planned use of unutilised Net Proceeds in relation to the expansion of the Group's building protection product mix, there was no change in the intended use of the Net Proceeds and in the expected timeline as previously disclosed in the annual report of the Company for the year ended 31 March 2023.

The implementation plans for business strategies and the use of net proceeds as stated in the Prospectus were based on the best estimation and assumption of future market conditions made by the Group at the time of preparing the Prospectus. The Group implemented its business strategies and applied the Net Proceeds based on the actual developments of the Group's business and industry, as well as market conditions.

MANAGEMENT'S DISCUSSION AND ANALYSIS

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

The following is a comparison of the Group's business strategies as set out in the section headed "Business Objective, Future Plans and Use of Proceeds" in the Prospectus with the Group's actual implementation progress up to 31 March 2024:

Business strategies as set out in the Prospectus	Actual implementation progress up to 31 March 2024
Acquire additional machinery and equipment for building protection works	<p>The Group had acquired two plural-component proportioning units engineered for waterproofing work projects that require fast, accurate ratio control and excellent spraying quality.</p> <p>The Group had also acquired a total of six spraying machines, two concrete encounters and five pumps for the use in construction sites.</p>
Expand workforce	<p>The Group had recruited one quantity surveyor manager, one quantity surveyor, two project managers, three foremen and one project clerk to support our increasing number of building protection projects, particularly the provision of waterproofing works for a sports park in Kai Tak and a logistics centre at the airport in Hong Kong.</p> <p>The Group continued to offer comprehensive remuneration packages to retain the best available talents in order to cope with the business expansion and achieve the positive growth of the Company.</p>
Strengthen the Group's financial position for payment of upfront cost	<p>The Group had secured several sizeable pipeline projects as disclosed in the Prospectus and had fully utilised such proceeds mainly for the procurement of building protection materials.</p>
Expand the Group's building protection product mix and continue to develop its own-brand "DP ChemTech" and "DP" products	<p>The Group had recruited two sales representatives and a business development manager to promote our own-brand "DP ChemTech" and "DP" products.</p> <p>The Group had engaged testing centres to conduct laboratory tests and certifications on its new waterproofing products.</p> <p>The Group had entered into a cooperation agreement with an independent third party supplier to enhance our product mix of own-brand products. Through this collaboration, the Group has successfully developed 10 types of products, which have undergone laboratory testing and certification, and are ready to be launched in the market.</p>

MANAGEMENT'S DISCUSSION AND ANALYSIS

PROSPECTS

Despite the recent easing of the COVID-19 pandemic, the Group expects that intense competition in tenders from competitors with aggressive pricing strategies, stringent budgets from customers as well as interest rate hikes, rising material costs, subcontracting charges and labour costs will continue to affect the Group's operations and financial performance in the near term.

In view of present economic uncertainties and difficulties, the Group will regularly review its existing asset structure and business strategies and may make necessary adjustments so as to be flexibly prepared for encountering any challenges in the future. With the aim of optimising resource utilisation, the Group will strictly adhere to its cost control policy and will take necessary actions to control costs and drive efficiency to maintain profitability and competitiveness in the market. On the other hand, the Group will also proactively pursue all suitable investment opportunities to diversify the Group's business horizons which will strengthen its overall business development.

Going forward, the Group will stay vigilant and continue to strengthen its market position by expanding its workforce and competing for more building protection work projects in Hong Kong. The Directors remain confident in the prospects of the Group and are committed in creating long-term and sustainable value for the Company and its shareholders.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Lam Ka Wing (林嘉榮) (“Mr. Lam”), aged 63, is an executive Director, chairman of the Board and chief executive officer of our Group. Mr. Lam is the spouse of Mrs. Lam. Mr. Lam founded our Group in 1988 and has over 30 years of experience in the building protection industry. He is primarily responsible for the overall strategic planning and business development and overseeing the daily operation of our Group. Mr. Lam completed secondary education in 1980.

Prior to founding our Group, Mr. Lam worked as a salesperson in a supplier and manufacturer of building protection products from 1986 to 1989. Mr. Lam has been the director of Karcenar Limited and Sunray Engineering (HK) Company Limited since March 1989 and December 2006 respectively and has been responsible for formulating overall business strategies and overseeing daily operations of our Group.

Ms. Wong Pui Yee Edith (汪佩儀) (“Mrs. Lam”), aged 52, is an executive Director of our Group and the spouse of Mr. Lam. She is responsible for overseeing the overall administrative affairs of our Group.

Mrs. Lam obtained her diploma in executive secretarial studies from Sara Beattie College in September 1993.

Prior to joining our Group in July 2018, Mrs. Lam began her career as a secretary to the commercial director at Caldbecks Limited, a company primarily engaged in the trading of wine and spirits, from September 1993 to July 1999. She then joined the group company of Mason Group Holdings Limited (formerly known as Mason Financial Holdings Limited), a company listed on the Stock Exchange (stock code: 273) and primarily engaged in investment and finance related business, as a personnel and administration officer in November 1999 and left as a corporate administration manager in August 2015. She worked in HEC Corporate Services Ltd., a financial services provider, as a corporate administration manager from August 2015 to July 2018 and was responsible for overseeing administrative and human resources matters of the company. Since July 2018, Mrs. Lam has been the human resources and administration manager of our Group and has been responsible for overseeing overall administrative affairs of our Group. Since August 2018, she has become a consultant of Cordoba Homes Management Limited, a property management company and provides advice on various human resources and office administrative matters.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ng Kwun Wan (吳冠雲) (“Mr. Ng”), aged 60, was appointed as an independent non-executive Director of our Group on 18 March 2020. He is also the chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee with effect from the Listing Date. He is responsible for providing independent advice to the Board and advising on corporate governance matters.

Mr. Ng obtained his Bachelor’s degree in Accounting and Finance from the University of Manchester (formerly known as the Manchester Polytechnic) and his Master’s degree majoring in Accounting from the University of New South Wales in July 1988 and May 1990 respectively. He has been a member of Hong Kong Institute of Certified Public Accountants since July 1993.

Mr. Ng has over 20 years of experience in management. From November 1994 to August 2004, he worked for New World Development (China) Limited and New World China Enterprises Projects Limited, both wholly owned subsidiaries of New World Development Company Limited, a company listed on the Stock Exchange (stock code: 17) and engages in the business of property development and property investment, with his last position as a deputy general manager. He then joined Smart Faith Management Limited, a subsidiary of South China Holdings Company Limited, a company listed on the Stock Exchange (stock code: 413) as a general manager of industrial operations in the real estate department, responsible for overseeing the company’s operations in the Tianjin Region, from September 2006 to March 2009. He has also been an independent non-executive director of China Boton Group Company Limited (formerly known as China Flavors and Fragrances Company Limited) since December 2009, the shares of which are listed on the Stock Exchange (stock code: 3318), an independent non-executive director of Zhongzhi Pharmaceutical Holdings Limited since July 2015, the shares of which are listed on the Stock Exchange (stock code: 3737), an independent non-executive director of Asia Energy Logistics Group Limited since July 2020, the shares of which are listed on the Stock Exchange (stock code: 351), and an independent non-executive director of CT Vision S.L. (International) Holdings Limited since 3 December 2021, the shares of which are listed on the Stock Exchange (stock code: 994).

Ms. Cho Mei Ting (曹美婷) (“Ms. Cho”), aged 60, was appointed as an independent non-executive Director of our Group on 18 March 2020. She is also the chairlady of the Remuneration Committee and a member of the Audit Committee and Nomination Committee with effect from the Listing Date. She is responsible for providing independent advice to the Board and advising on corporate governance matters.

Ms. Cho obtained her Bachelor’s degree in Arts from The University of Hong Kong in November 1986. She then obtained her Bachelor’s degree in Laws from Manchester Metropolitan University in September 2000 and further obtained her postgraduate certificate in laws from The University of Hong Kong in June 2001. Ms. Cho is a qualified solicitor in Hong Kong since 2003.

Ms. Cho had worked for several solicitor firms during 2004 to 2010, during which she handled a wide range of legal matters covering matrimonial, commercial and conveyancing matters. From April 2004 to October 2007, Ms. Cho worked as an assistant solicitor in Messrs. Paul W. Tse. She later joined Messrs. Au-Yeung, Cheng, Ho & Tin as a lawyer from October 2007 to August 2010. She then founded Messrs. Cho Mei Ting & Co., Solicitors in 2010 as a sole proprietor. She was an independent non-executive director of China Ludao Technology Company Limited, a company whose shares are listed on the Stock Exchange (stock code: 2023) from October 2013 to July 2017, and an independent non-executive director of C&D Newin Paper & Pulp Corporation Limited (formerly known as Samson Paper Holdings Limited) from January 2022 to May 2022, a company whose shares are listed on the Stock Exchange (stock code: 731).

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Ho Ka Kit (何家傑) (“Mr. Ho”), aged 52, was appointed as an independent non-executive Director of our Group on 18 March 2020. He is also the chairman of the Nomination Committee and a member of the Remuneration Committee and Audit Committee with effect from the Listing Date. He is responsible for providing independent advice to the Board and advising on corporate governance matters.

Mr. Ho is a chartered civil engineer, a chartered structural engineer and a registered structural engineer under the Buildings Ordinance (Cap.123 of the Laws of Hong Kong). Mr. Ho obtained his bachelor’s degree in applied science majoring in civil engineering from The University of Toronto in June 1996. He was admitted as a member of the Institution of Structural Engineer, a member of the Hong Kong Institution of Engineers and a member of the Institution of Civil Engineer since November 2003, August 2004 and December 2007 respectively. He was also admitted as a member of the Hong Kong Concrete Institute and a member of the Hong Kong Institution of Highways and Transportation since January 2014 and June 2015 respectively.

Mr. Ho has over 20 years of experience in the construction industry, specialising in civil and structural engineering. He worked as an engineer in Liu Kwong & Associates Ltd., an architectural and engineering firm, from April 2000 to June 2002, during which he was responsible for performing structural design and site supervision of construction works. He joined Meinhardt (C&S) Ltd., a construction and engineering company, as an engineer II in June 2002 and left as the director of structural works in February 2019 and was responsible for project management and coordination. Since January 2019, Mr. Ho has been a director of Kenith Ho & Associates Limited, a company principally engaged in the provision of architectural and structural engineering consultancy services.

SENIOR MANAGEMENT

Mr. Lo Kai Yeung Kenneth (羅啟洋) (“Mr. Lo”), aged 39, is the financial controller and company secretary of our Group and is responsible for the overall management of financial affairs and corporate secretary matters. Mr. Lo has over 10 years of experience in the fields of accounting, auditing and corporate finance.

Mr. Lo holds a Bachelor’s degree in Mathematics with Statistics for Finance from Imperial College London, the United Kingdom and a Master’s degree in Professional Accounting and Corporate Governance from the City University of Hong Kong. Mr. Lo is a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Lo started his career with Deloitte Touche Tohmatsu as an associate from September 2008 to August 2010 and as a senior associate from September 2010 to December 2012. He then served Donvex Capital Limited as a manager from September 2013 to December 2017. From January 2018 to June 2020, he joined Luk Fook Capital Limited (formerly known as Able Capital Partners Limited) as a senior manager, with his last position as director, during which he handled a wide range of corporate finance matters including takeovers, acquisitions and corporate restructuring. Mr. Lo joined our Group on 26 July 2020 as the financial controller and company secretary of the Company.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Au Yeung Kai Sang (歐陽繼生) (“Mr. Au Yeung”), aged 61, is the project manager of our Group and is responsible for administering activities on sites and overseeing the progress of construction projects. Mr. Au Yeung has over 20 years of experience in the construction industry.

Mr. Au Yeung obtained his diploma in management studies from the Hong Kong Management Association and the Hong Kong Polytechnic University (formerly known as the Hong Kong Polytechnic) in March 1993.

From 1995 to 2006, Mr. Au Yeung worked in a number of construction materials trading and/or manufacturing companies including Daido Group, the holding company of which is listed on the Stock Exchange (stock code: 544), and LP&G Coating Group and was principally responsible for overseeing the sales and marketing department. Prior to joining our Group, he joined B&Q Asia Limited, an indirect subsidiary of Kingfisher Group, an international home improvement retailer listed on the London Stock Exchange (stock code: KGF), as a decoration centre and trade manager and was responsible for overseeing sales and projects in December 2006. Since August 2011, Mr. Au Yeung became a project manager of Sunray Engineering (HK) Company Limited.

COMPANY SECRETARY

Mr. Lo is the company secretary of our Company. Please refer to the paragraph headed “Senior Management” in this section for his biography.

CORPORATE GOVERNANCE REPORT

Pursuant to Rule 18.44(2) of the GEM Listing Rule, the Board is pleased to present hereby the corporate governance report (“**CG Report**”) of the Company for the year ended 31 March 2024.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential in providing a framework for the Company to safeguard the interests of shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has adopted the principles and code provisions as set out in the corporate governance code (“**CG Code**”) contained in Part 2 of Appendix C1 to the GEM Listing Rules as the basis of the Company’s corporate governance practices.

The CG Code has been applicable to the Company with effect from the Listing Date. The Board is of the view that since the Listing Date and up to the date of this report, the Company has complied with all applicable code provisions as set out in the CG Code except for the following code provision C.2.1 of the CG Code, details of which are disclosed in the section headed “Chairman and Chief Executive Officer” of this report.

Code of Conduct for Securities Transactions by Directors

The Company has adopted a Code of Ethics and Securities Transactions (the “**Code**”) on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct regarding securities transactions by Directors. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the required standard of dealings and the Code regarding securities transactions during the year ended 31 March 2024.

The Board has also adopted the Code to regulate all dealings by relevant employees who are likely to be in possession of unpublished inside information of the Company in respect of securities in the Company as referred to in code provision C.1.3 of the CG Code. No incident of non-compliance with the Code by the Company’s relevant employees was noted during the year ended 31 March 2024 after making reasonable enquiry.

BOARD OF DIRECTORS

Board composition

The Board consists of five Directors, including two executive Directors and three independent non-executive Directors. Details of their composition by category are as follows:

Executive Directors

Mr. Lam Ka Wing (Chairman and Chief Executive Officer)

Ms. Wong Pui Yee Edith

Independent non-executive Directors

Mr. Ng Kwun Wan

Ms. Cho Mei Ting

Mr. Ho Ka Kit

Details of the background and qualifications of all Directors are set out in the section headed "Biographical Details of Directors and Senior Management" from pages 14 to 17 of this report. Saved as disclosed above, there is no relationship, including financial, business, family or other material/relevant relationship(s) among members of the Board.

RESPONSIBILITIES OF THE BOARD

The Board oversees the overall management and administration of the business and operations of the Group. The Board is primarily responsible for, among other things, overall development, strategic planning, reviewing and monitoring the business performance, approving the financial statements and annual budgets, internal controls and risk management as well as supervising the management of the Group. The Board delegates to the management the authority and responsibilities of the day-to-day management and operation of the Company. Despite the foregoing delegation, the Board would review and supervise the performance of the management periodically.

The Board may delegate any of its powers, authorities and discretions to committees, consisting of such Director(s) and other person(s) as the Board thinks fit, and it may, from time to time, revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to applicable laws and regulations, including the CG Code, and any regulations which may be imposed on it by the Board.

Regular meetings of the Board will be held to deliberate the strategic policies of the Company including but not limited to significant acquisitions and disposals, review and approve annual budgets, review the performance of the business and approve the public release of periodic financial results. Directors are also provided, at the expense of the Company, with access to independent professional advice in carrying out their obligations when required.

CORPORATE GOVERNANCE REPORT

Appointment, Re-election and Removal of Directors

Each of the executive Directors has entered into a service contract with the Company for a fixed term of three years and will continue thereafter until terminated by not less than three months' notice in writing served by either party. Each of the independent non-executive Directors has respectively entered into a letter of appointment with the Company and is appointed for a fixed term of three years and will continue thereafter until terminated by either party giving not less than one month's written notice to the other party. According to article 108(a) of the articles of association of the Company (the "**Articles**"), at each annual general meeting, one-third of the Directors shall retire from office by rotation provided that each Director is subject to retirement by rotation at least once every three years but is eligible for re-election at an annual general meeting in accordance with the Articles.

Article 112 of the Articles specifies that any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Accordingly, Mrs. Lam and Mr. Ho shall retire at the forthcoming annual general meeting of the Company ("**AGM**"). The retiring Directors, all being eligible, offer themselves for re-election.

Independent non-executive Directors

During the year ended 31 March 2024, the Board comprised of five members, three of which are independent non-executive Directors, which represented more than one-third of the Board. As such, the Company has fully complied with Rules 5.05(1) and 5.05A of the GEM Listing Rules. Mr. Ng, our independent non-executive Director, is a certified public accountant. Accordingly, the Company has fully complied with Rule 5.05(2) of the GEM Listing Rules. For more details regarding the qualifications of Mr. Ng, please refer to the section headed "Biographical Details of Directors and Senior Management" of this report.

The Company has received annual written confirmation from each of the independent non-executive Directors in respect of his/her independence in accordance with the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Company is of the view that all independent non-executive Directors fulfil the relevant independence requirements.

Continuous Professional Development of Directors

Pursuant to code provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. During the year ended 31 March 2024, all Directors participated in continuous professional development by attending a training session in respect of the roles and responsibilities of directors of a company listed on GEM of the Stock Exchange, and further enhance their knowledge by reading related materials. They also from time to time received from the Company updates on laws, rules and regulations which may be relevant to their roles, duties and functions as directors of a listed company on the Stock Exchange.

CORPORATE GOVERNANCE REPORT

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Since the Listing Date and up to the date of this annual report, Mr. Lam was the chairman of the Board and the chief executive officer of the Group. In view of the fact that Mr. Lam has been operating and managing the Group since its establishment, the Directors believe that it is in the best interest of the Group to have Mr. Lam taking up both roles for effective management and business development. Therefore, the Board considers that deviation from code provision C.2.1 of the CG Code is appropriate in such circumstance.

BOARD COMMITTEES

In order to assist the Board in discharging its duties in a more efficient manner, the Board has established, with written terms of reference, three Board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, to oversee particular aspects of the Company's affairs. The Board committees are provided with sufficient resources to discharge their duties. The written terms of reference for each Board committee are in compliance with the GEM Listing Rules and they are published on the websites of the Stock Exchange and the Company accordingly.

Audit Committee

Our Company established the Audit Committee on 18 March 2020 in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. Written terms of reference in compliance with paragraph D.3.3 of the CG Code were adopted. The primary roles of our Audit Committee include, but are not limited to, (a) making recommendations to the Board on the appointment and removal of external auditors; (b) reviewing the financial statements and material advice in respect of financial reporting; and (c) overseeing internal control procedures of the Company. Our Audit Committee consists of three members, namely, Mr. Ng, Ms. Cho and Mr. Ho. Mr. Ng is the chairman of our Audit Committee.

Pursuant to the terms of reference of the Audit Committee, meetings of the Audit Committee shall be held at least twice a year and the external auditor may request a meeting if they consider that one is necessary.

During the year ended 31 March 2024 and up to the date of this annual report, three Audit Committee meetings were held. The summary of the Audit Committee meetings is as follows:

- (a) Met with the external auditor, Deloitte Touche Tohmatsu and approved the audit strategy for year ended 31 March 2024;
- (b) Confirmed the Group's annual results for the year ended 31 March 2024 and opined that the applicable accounting standards and requirements have been complied with and adequate disclosures have been made; and
- (c) Evaluated and agreed the effectiveness of the Company's risk management and internal control systems.

The Group's consolidated financial statements for the year ended 31 March 2024 have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the consolidated financial statements of the Group for the year ended 31 March 2024 have been prepared in compliance with applicable accounting standards, the GEM Listing Rules and that adequate disclosures have been made.

CORPORATE GOVERNANCE REPORT

Nomination Committee

Our Company established the Nomination Committee on 18 March 2020 in compliance with Rule 5.36A of the GEM Listing Rules. Written terms of reference in compliance with paragraph B.3.1 of the CG Code were adopted. The primary roles of our Nomination Committee include, but are not limited to, (a) reviewing the structure, size and composition of the Board on a regular basis; (b) identifying individuals suitably qualified to become Board members; (c) assessing the independence of the independent non-executive Directors; and (d) making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors.

Our Nomination Committee consists of three independent non-executive Directors, being Mr. Ng, Ms. Cho and Mr. Ho. Mr. Ho is the chairman of our Nomination Committee.

Pursuant to the terms of reference of the Nomination Committee, the Nomination Committee should meet at least once a year.

During the year ended 31 March 2024 and up to the date of this annual report, two Nomination Committee meetings were held to (i) review, among other things, the independence of the independent non-executive Directors; (ii) consider the qualifications of the retiring Directors standing for re-election at the forthcoming AGM; (iii) review the structure, size and composition of the Board; and (iv) review the Board diversity policy adopted by the Company. In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider various factors including the candidate's age, gender, character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve board diversity, where appropriate, before making recommendation to the Board. Having reviewed the composition of the Board, the Nomination Committee considered that there is an appropriate balance of board diversity. As at the date of this annual report, the Board has 2 female Directors out of 5 Directors. The Board will maintain at least the current level of female representation on the Board, and in any event not less than the requirements under the GEM Listing Rules.

Remuneration Committee

Our Company established the Remuneration Committee on 18 March 2020 in compliance with Rule 5.34 of the GEM Listing Rules. Written terms of reference in compliance with paragraph E.1.2 of the CG Code were adopted. The primary roles of our Remuneration Committee include, but are not limited to, (a) making recommendations to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group; (b) reviewing performance based remuneration and ensuring none of the Directors determine their own remuneration; and (c) reviewing and approving matters relating to share schemes under Chapter 23 of the GEM Listing Rules.

Our Remuneration Committee consists of three independent non-executive Directors, being Mr. Ng, Ms. Cho and Mr. Ho. Ms. Cho is the chairlady of our Remuneration Committee.

Pursuant to the terms of reference of the Remuneration Committee, the Remuneration Committee should meet at least once a year.

CORPORATE GOVERNANCE REPORT

During the year ended 31 March 2024 and up to the date of this annual report, two Remuneration Committee meetings were held to review the remuneration of the Directors and senior management of the Group. Pursuant to code provision E.1.5 of the CG Code, details of the remuneration of the senior management (other than Directors) by band for the year ended 31 March 2024 is as follows:

	Number of employees
HK\$1,000,001 to HK\$1,500,000	1
HK\$1,500,001 to HK\$2,000,000	2

Details of the remuneration of each Director for the year ended 31 March 2024 are set out in note 12 to the consolidated financial statements.

Corporate Governance Functions

The Board as a whole is responsible for performing the corporate governance functions set out in code provision A.2.1 of the CG Code, namely:

- (i) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (ii) to review and monitor the training and continuous professional development of Directors and senior management;
- (iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) to develop, review and monitor the code of conduct and compliance manual (including in relation to securities trading) applicable to employees and Directors; and
- (v) to review the Company's compliance with the CG Code and the disclosure in the CG Report in the Company's annual reports.

At the Board meeting on 25 June 2024, the Board reviewed the corporate governance measures of the Group and this CG Report and is of the view that the Company has fully complied with the CG Code in the manner as detailed in this CG Report, except for the above code provision C.2.1 of the CG Code.

Summary of Board Diversity Policy

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board diversity policy and procedures for shareholders to propose a person for election as a Director of the Company, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service etc. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

CORPORATE GOVERNANCE REPORT

Board Nomination Policy

The Company adopted a nomination policy in compliance with the CG Code with effect from the Listing Date, which establishes written guidelines for the Nomination Committee to identify suitable individuals to be qualified as Board members and make recommendations to the Board on the selection of individuals nominated for directorships with reference to the formulated criteria. The Board is ultimately responsible for the selection and appointment of new Directors.

The Board, through the delegation of its authority to the Nomination Committee, has used its best efforts to ensure that Directors appointed to the Board have a balance of skills, experience and diversity of perspectives that are required to support the execution of the Company's business strategy.

Nomination Process

The Nomination Committee is responsible for ensuring that the selection criteria are being applied consistently and fairly in the nomination process and confirming the same to the Board when making its recommendation on appointment.

Procedures for Appointment of New Director

Subject to the provisions in the Articles, if the Board recognises the need to appoint a new Director, the Nomination Committee shall identify candidates in accordance with the selection criteria set out in the nomination policy, evaluate the candidates and recommend to the Board accordingly before the Board decides on the appointment based upon its recommendation.

Procedures for Re-election of Director at General Meeting

The Nomination Committee shall review the overall contribution to the Company of the retiring Director and determine whether the retiring Director continues to meet the selection criteria set out in the nomination policy before making recommendation to the Board which shall then make recommendation to shareholders in respect of the proposed re-election of Director at the general meeting.

Procedures for Nomination by Shareholders

The Company's website (www.sunray.com.hk) sets out the procedures for shareholders to propose a person for election as a Director. The proposed candidate shall go through the same review and recommendation procedures by the Nomination Committee.

Selection Criteria

The Nomination Committee will propose a candidate for nomination or a Director for re-election based on (i) merit; (ii) the board diversity policy; (iii) the requirements under the GEM Listing Rules; (iv) the expected contribution to the Board and to ensure the Board has a balance of skills, experience and diversity of perspectives that are required to support the execution of the Company's business strategy; (v) the ability of the candidate to commit and devote sufficient time and attention to the Company's affairs; (vi) the level of independence from the Company, and potential or actual conflicts of interest of the candidate; and (vii) other relevant factors considered on a case-by-case basis.

CORPORATE GOVERNANCE REPORT

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person as it considers appropriate. The Company shall review and reassess the nomination policy and its effectiveness on a regular basis or as required.

Board Meetings and Attendance Records of Directors

Code provision C.5.1 of the CG Code states that the Board should meet regularly and Board meetings should be held at least four times each year at approximately quarterly intervals with active participation of a majority of Directors, either in person or through other electronic means of communication.

During the year ended 31 March 2024 and up to the date of this annual report, five Board meetings were held and an annual general meeting of the Company was held on 18 August 2023.

At the Board meeting held on 25 June 2024, the Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of Rules 5.48 to 5.67 of the GEM Listing Rules and the Company's compliance with the CG Code and disclosure in this CG Report.

The attendance records of each of the Directors at the Board meeting, committee meetings and annual general meeting held during the year ended 31 March 2024 and up to the date of this annual report are set out in the table below:

Name of Directors	Attendance/Number of Meeting				Annual General Meeting
	Board Meeting	Audit Committee	Nomination Committee	Remuneration Committee	
Mr. Lam	5/5	N/A	N/A	N/A	1/1
Mrs. Lam	5/5	N/A	N/A	N/A	1/1
Mr. Ng	5/5	3/3	2/2	2/2	1/1
Ms. Cho	5/5	3/3	2/2	2/2	1/1
Mr. Ho	5/5	3/3	2/2	2/2	1/1

The forthcoming AGM is scheduled to be held on 23 August 2024.

CORPORATE GOVERNANCE REPORT

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

The Directors are responsible for the preparation of the financial statements in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Companies Ordinance (Chapter 622 of Laws of Hong Kong), which give a true and fair view of the state of affairs, profit or loss and cash flow of the Group on a going concern basis.

The Directors acknowledge their responsibility for the preparation of consolidated financial statements of the Group for the year ended 31 March 2024. In preparing the consolidated financial statements for the year ended 31 March 2024, the Board has adopted appropriate and consistent accounting policies and made prudent, fair and reasonable judgments and estimates. The Directors are responsible for maintaining proper accounting records which reflect with reasonable accuracy the state of affairs, operating results, cash flows and equity movement of the Group at any time. The Directors confirm that the preparation of the financial statements of the Group is in accordance with statutory requirements and applicable accounting standards.

The Directors also confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. The statement of auditor about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report.

The reporting responsibilities of the Company's auditor, are set out in the Independent Auditor's Report on pages 75 to 79 of this annual report.

AUDITOR'S REMUNERATION

The fees paid or payable to auditor for the year ended 31 March 2024 are as follows:

Services rendered	Fees paid/ payable HK\$'000
Annual audit services	880
Non-audit services (Note)	142
Total	<u>1,022</u>

Note: Non-audit services mainly consist of tax advisory services provided to the Group.

CORPORATE GOVERNANCE REPORT

COMPANY SECRETARY

Mr. Lo was appointed as the company secretary of the Company on 26 July 2020. He reports to the executive Directors and is responsible for advising the Board on corporate governance matters and ensuring that the Board policy and procedures, and the applicable laws, rules and regulations are followed. All Directors have access to the advice and services from the company secretary to ensure that the Board procedures and all applicable laws are followed and complied with. Furthermore, the company secretary is responsible for facilitating communications amongst Directors as well as with management. During the year ended 31 March 2024, Mr. Lo undertook over 15 hours of professional training to update his skill and knowledge and complied with the relevant professional training requirement under Rule 5.15 of the GEM Listing Rules.

Biographical details of the company secretary of the Company are set out in the section headed “Biographical Details of Directors and Senior Management” of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for the effectiveness of the Group’s risk management and internal control systems in order to safeguard the Group’s assets and the shareholders’ interests and conduct a review on an annual basis. The main features of the risk management and internal control systems of the Group include:

- (i) the identification of potential risks;
- (ii) the assessment and evaluation of risks;
- (iii) the development and continuous updating of mitigation measures; and
- (iv) the ongoing review of internal control procedures to ensure their effectiveness in respects of the Group’s financial, operational, compliance controls and risk management functions.

In order to protect the Group’s assets against improper use and ensure compliance with applicable laws, rules and regulations, the Group has also established organisational structure within such risk management and internal control systems by clearly defining the power and obligations of each department in the Group. The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

CORPORATE GOVERNANCE REPORT

Process used to identify, evaluate and manage significant risks

The Group's risk management process involves the identification, evaluation, response, monitoring and reporting of risks. Such risks include strategic, credit, operational (including administrative, system, human resources and reputation), market, liquidity, legal and regulatory risks, as well as environmental, social and climate-related risks. Exposure to these risks is continuously monitored by the Board through the Audit Committee. After having successfully identified the risks that may potentially affect the Group's business and operations by the management of the Company, the Board will perform risk assessment by prioritising the risks identified to determine key risks that the Group is exposed to and discuss mitigation measures. Besides, existing risk mitigation measures are subject to regular monitoring and review by the management of the Company, which will review the Group's risk management strategies, report such results and make appropriate suggestions to the Board.

The Company has in place policies and procedures in relation to risk management and internal control. The Board, with the support of the Audit Committee, is primarily responsible for overseeing the risk management and internal control systems of the Company and for reviewing their effectiveness. The Company's internal control system and procedures are designed to meet its specific business needs and to minimise its risk exposure. The Company has adopted different internal guidelines, along with written policies and procedures to monitor and lessen the impact of risks which are relevant to its business and control its daily business operations. Management will identify the risks associated with the Group's day-to-day operations for review by the Board. The Board is responsible for evaluating and determining the nature and extent of the risks that the Company is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. The Board oversees management in the design, implementation and monitoring of the risk management and internal control systems. The Board acknowledges that such risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

In preparation for the Listing, the Company engaged an independent internal control consultant to perform a detailed evaluation of the Group's internal control systems including the areas of anti-fraud policy, whistle blowing policy, human resources, anti-corruption, conflict of interest, financial reporting, legal compliance and risk management with the aims of, among other matters, improving the Group's corporate governance and ensuring compliance with the applicable laws and regulations. Based on its internal control review, the independent internal control consultant identified some weaknesses and deficiencies in the internal control systems and remedial actions based upon the recommendations from the independent internal control consultant were taken.

Pursuant to D.2.1 of the CG Code, the Board engaged an independent internal control consultant to review the effectiveness of the Group's risk management and internal control systems to assess their effectiveness and adequacy for the year ended 31 March 2024. With a view to further enhancing the Group's internal control systems on an ongoing basis, the Group will continue to engage external professional advisers to conduct review and consider establishing a formal in-house internal audit department where necessary from time to time, taking into account the development of the business and the scale and complexity of our operation in the future.

The Board, having reviewed the effectiveness of the risk management and internal control systems of the Company through the Audit Committee, considers that the Company's risk management and internal control systems are adequate and effective and no significant control failings or weaknesses were identified for the year ended 31 March 2024. The level of resources, staff qualifications and experience, training programmes and budget of the Company's internal audit and accounting and financial reporting functions were also assessed and considered adequate for the year ended 31 March 2024. The Company will continue to improve its internal control systems. The Board shall conduct such review through the Audit Committee at least once annually.

CORPORATE GOVERNANCE REPORT

Handling and Dissemination of Inside Information

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company is aware of its relevant obligations under the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) (the “SFO”) and the GEM Listing Rules. The Group adopts and implements an information disclosure policy and procedures in order to protect inside information from unauthorised and inaccurate disclosures.

The Group has strictly prohibited unauthorised use of confidential or inside information. Any inside information and any information which may potentially constitute inside information is promptly identified, assessed and escalated to the Chairman and the financial controller to decide on the need for disclosure. The Audit Committee regularly reviews and assesses the effectiveness of the information disclosure policy and procedures and proposes recommendations to the Board.

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide a forum for shareholders to exchange views directly with the Board. Subject to provisions of the applicable laws in the Cayman Islands and GEM Listing Rules, an annual general meeting of the Company should be held each year and at the venue as determined by the Board. Each general meeting, other than an annual general meeting, is called an extraordinary general meeting (“EGM”). To safeguard shareholders’ interests and rights, separate resolutions will be proposed for each substantially separate issue at general meetings. All resolutions put forward at general meetings will be voted on by poll pursuant to the GEM Listing Rules, and poll results will be published on the websites of the Company and GEM after each general meeting.

Rights to Convene EGMs and Procedures by Shareholders

Pursuant to article 64 of the Articles, the Board may, whenever it thinks fit, convene an EGM. Any one or more shareholders, at the date of deposit of the requisition, holding not less than one-tenth of the paid up capital of the Company and having the right of voting at general meetings of the Company shall have the right, by written requisition to the Board or the company secretary, to require an EGM to be called by the Board for the transactions of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. The requisition must be deposited at the registered office or the head office of the Company.

If within 21 days of such deposit, the Board fails to proceed to convene such EGM, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to requisitioner(s) by the Company.

Rights to Put Forward Proposals at General Meetings

The Board is not aware of any provisions allowing shareholders to propose new resolutions at the general meetings under the Articles and the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “Companies Law”). Subject to the provisions of the Articles, eligible Shareholders who wish to move a resolution may by means of requisition convene an EGM following the procedures set out above.

Putting Forward Enquiries to the Board

To put forward any enquiries to the Board, shareholders may send written enquiries to the Company with sufficient contact details. The Company will not normally deal with verbal or anonymous enquires.

CORPORATE GOVERNANCE REPORT

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: 5/F, International Industrial Building, 501-503 Castle Peak Road, Kowloon, Hong Kong

Attention: Board of Directors

Tel: +852 3977 6789

Fax: +852 3977 6728

Email: info@sunrayeng.com.hk

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full names, contact details and identifications in order to give effect thereto. Shareholders' information may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an ongoing dialogue with shareholders and in particular, through annual general meetings and other general meetings. At the annual general meeting of the Company, Directors (or their delegates as appropriate) are available to meet shareholders and answer their enquiries.

The Company maintains a website at www.sunray.com.hk as a communication platform with the shareholders and potential investors, where the latest business development, financial information and other relevant information of the Company are available for public access. The information on the Company's website is updated on a regular basis in order to maintain a high level of transparency.

Information released by the Company, including but not limited to, the publication of interim and annual reports, the publication and posting of notices, announcements and circulars will also be posted to the Stock Exchange's website at the same time.

During the reporting period, the Board has reviewed the shareholders' communication policy and confirmed that it has been effectively implemented.

CONSTITUTIONAL DOCUMENTS

Pursuant to Rule 17.102 of the GEM Listing Rules, the Company has published its memorandum of association and the Articles on the respective websites of the Stock Exchange and the Company. During the year ended 31 March 2023, the shareholders have passed a special resolution on 19 August 2022 approving the adoption of the second amended and restated memorandum and articles of association of the Company. Save as the aforesaid, there has been no changes in the constitutional documents of the Company.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

CORPORATE PROFILE

Sunray Engineering Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”, “**Sunray**”) is a Hong Kong-based building protection solution provider, and its solutions integrate (i) the provision of building protection works with a focus on waterproofing works; and (ii) the supply of building protection products.

Building protection works generally involve the selection and use of appropriate building protection products in a building for water, thermal, acoustic and/or fire protection. In this regard, the Group mainly focuses on waterproofing works. The Group is responsible for the overall management, implementation and supervision of its building protection works projects, the selection and procurement of building protection products, coordination with customers or their consultants, as well as environmental safety and quality control. On the other hand, the Group outsources all labour-intensive building protection works to its subcontractors, such as the application of building protection products to the properties and testing in the manner directed by the Group. With respect to the Group’s business in the supply of building protection products, the Group identifies, sources, promotes and distributes suitable building protection products to its customers to meet their varying needs and requirements.

The Group’s principal business objectives and strategies are to achieve sustainable growth in its business and increase long-term shareholder value, by continuing to actively seek business opportunities in the building protection industry in both private and public sectors in Hong Kong and Macau, hence enhancing its building protection product portfolio. The Group believes it is a well-established building protection solution provider, as it has successfully operated such a business for over 26 years.

To maintain competitiveness in the market and provide outstanding services to customers, the Group places significant focus on long-term sustainable development. The Group is determined to comply with relevant regulations and rules as well as requirements from its stakeholders. Various policies and procedures are established to assist the management in monitoring operational risks regarding the environment and society.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

BOARD STATEMENT

The Board of Directors (the "**Board**") is pleased to present the Environmental, Social and Governance ("**ESG**") Report ("**ESG Report**") of the Group, which reviewed the Group's ESG initiative, plans, performance, as well as its sustainable development in respect of environmental protection, labour practices, business operations, supply chain management, and other issues. As a responsible corporation, the Group views ESG commitments as part of its responsibilities and is committed to incorporating ESG considerations into its decision-making process.

ESG Governance Structure

Governance

The Group conducts a top-down management approach regarding ESG issues and has developed a core governance framework to ensure the alignment of ESG governance with its strategic growth while advocating for ESG integration into its business operations. The structure of ESG governance is divided into two components, namely the Board and the ESG task force (the "**Task Force**").

The Board takes ultimate responsibility for the Group's ESG strategy and reporting, as well as overseeing and managing its ESG-related issues. The members of the Board possess the appropriate skills, experience, knowledge and perspectives necessary to oversee the Group's ESG matters. The Board must hold at least one meeting each year to establish the overall ESG approach, oversee and assess the potential impacts and risks of the ESG issues related to the Group's operation, review the Group's performance against ESG-related targets and the materiality of ESG issues, ensure the effectiveness of the Group's risk management and internal control systems and approve disclosures in ESG reports.

The Task Force consists of representatives from different functional departments of the Group. The Task Force has the responsibility for collecting and analysing the ESG data, identifying and prioritising the Group's ESG issues, monitoring and evaluating the Group's ESG performance, ensuring compliance with ESG-related laws and regulations, as well as preparing ESG reports. The Task Force arranges meetings at least once a year to discuss and review ESG-related issues, including but not limited to the effectiveness of current ESG policies and procedures, the Group's strategic goals in terms of sustainable development, ESG-related risks and opportunities, and progress made against ESG-related goals and targets. The Task Force reports to the Board at least once a year and assists the Board in fulfilling its responsibilities.

Strategy

A well-executed ESG strategy will drive a positive impact and steer the Group towards long-term sustainability. The Board plays a crucial role in forming and refining the overall ESG strategy of the Group. The strategy is designed to achieve the goals on sustaining the planet, caring for employees and partners, as well as upholding standards of corporate governance. It is communicated to all employees for effective implementation and alignment with the Group's ESG goals and targets.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group's strategy is manifested in five core areas:

Conservation: Utilise resources mindfully to decarbonise operations and achieve carbon reduction as well as climate resilience.

Circularity: Use less carbon-intensive and recyclable materials to promote a circular economy.

Innovation: Adopt sustainable technologies and innovative products that improve efficiency and reduce operational costs.

Integrity: Uphold high standards of business conduct and maintain transparency with stakeholders.

Care: Support the continuous development and well-being of employees, communities and business partners.

Risk Management

The Group maintains a comprehensive risk management system and has established a management framework consisting of governance, management and execution. Risk is identified, assessed, and monitored using a top-down approach by the Board and the management. On the other hand, operational personnel at the execution level applies a bottom-up approach to report risks that may stem from the Group's internal systems and procedures, thereby forming an efficient mechanism for risk management and control.

The risks identified will then be evaluated and rated, based on the level of impact and the likelihood of occurrence. Risks that are identified as low will be included in a risk register and monitored so that they may be addressed immediately when the triggers for those risks arise.

For risks that are identified as high, the management will engage in thorough discussion and assessment, develop response strategies, and take corresponding measures to manage and control the risks. These strategies may include risk avoidance and mitigation measures. Processes and internal control activities may be undertaken at the organizational, operational, financial reporting and IT system levels when necessary. These identified risks will also be included in the risk register for continuous monitoring. The response measures will be regularly reviewed to assess their effectiveness and adjusted based on practicality and changing circumstances. Results of risk management will be reported regularly to the Board and the Audit Committee.

Besides applying a rigorous risk management approach, the Group continuously strengthen communication with its employees on various issues, such as the implementation of controls and policies. Additional training covering new legislations, rules and regulations, industry standards, and data security will also be provided to employees as when appropriate.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ABOUT THIS REPORT

The ESG Report summarises the ESG initiatives, plans and performances of the Group and demonstrates its commitment to sustainable development. Should there be any discrepancy between the Chinese and English versions of this ESG Report, the English version shall prevail.

Reporting Period

The ESG Report specifies the ESG activities, challenges and measures being taken from 1 April 2023 to 31 March 2024 (the “**Reporting Period**”, the “**Year**”, “**FY2024**”), as well as the comparative data for the year ended 31 March 2023 (“**FY2023**”) where appropriate.

Reporting Scope

The senior management of the Group has discussed and identified the reporting scope of ESG-related matters based on the materiality principle, the Group’s core business and main revenue source. This ESG Report covers the Group’s key business and operational activities in both Hong Kong and Macau, which are carried out at the offices, construction sites and warehouses of the five subsidiaries listed below, accounting for 100% of the Group’s total revenue:

1. Sunray Engineering (HK) Company Limited
2. Karcenar Limited
3. Tech Link Construction Engineering Limited
4. Fair Building Material Company Limited
5. Karcenar Sunray Engineering Company Limited

The ESG key performance indicator (“**KPI**”) data are gathered only from operations under the Group’s direct operational control. During FY2023, the Group has relocated its Hong Kong office. The Group will continue to assess the major ESG aspects of different businesses and extend the scope of disclosure when and where applicable.

Reporting Framework

This ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “**ESG Reporting Guide**”) as set out in Appendix C2 to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

During FY2024, the Group has established appropriate and effective management policies and internal control systems for ESG issues and confirmed that the disclosed contents comply with the requirements of the ESG Reporting Guide.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Information relating to the corporate governance practices of the Group has been set out in the Corporate Governance Report of this annual report.

During the preparation of the ESG Report, the Group has applied the following reporting principles, which are set out in the ESG Reporting Guide:

Materiality: A materiality assessment was conducted to identify material issues during FY2024, thereby adopting the confirmed material issues as the focus for the preparation of the ESG Report. The materiality of the ESG issues was reviewed and confirmed by the Board and the Task Force. Further details will be mentioned in the sections headed "Stakeholder Engagement" and "Materiality Assessment".

Quantitative: The standards, applicable assumptions and methodologies used in the calculation of KPI data are supplemented by explanatory notes.

Consistency: The approach adopted in preparing the ESG Report is substantially consistent with the one adopted in FY2023, and explanations are provided for data with changes in the scope of disclosure or calculation methodologies.

Confirmation and Approval

Information disclosed in this ESG Report is sourced from internal documents and statistical data of the Group. The ESG Report has been confirmed and approved by the Board in June 2024.

Forward-looking Statements

This Report contains forward-looking statements based on the current expectations, estimates, projections, beliefs, and assumptions of the Group about the businesses and the markets in which it and its subsidiaries operate. The forward-looking statement is not a guarantee of future performance and is subject to market risk, uncertainties, and factors beyond the control of the Group. Therefore, actual outcomes and returns may differ materially from the assumptions and statements in this Report.

CONTACT US

The Group values your feedback to help improve its sustainability management. Please contact us by email at info@sunrayeng.com.hk if you have any questions regarding this ESG Report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

STAKEHOLDER ENGAGEMENT

To prepare for further development and business growth, the Group recognises the importance of intelligence gained from the stakeholders' insights, inquiries and continuous feedback on the Group's business activities. The Group maintains various communication channels with its stakeholders on relevant issues, including its performances and challenges that it has come across. The Group engages with its stakeholders to develop mutually beneficial relationships, seek their views on its business proposals and initiatives, as well as to promote sustainability in the marketplace, workplace, community and environment. The outcomes of these stakeholder engagement processes have been consistently applied to its continuous improvement activities. The following table provides an overview of the Group's key stakeholders and the various platforms and methods of communication used to reach, listen and respond.

Key Stakeholders	Expectations and Concerns	Communication Channels
Government	<ul style="list-style-type: none"> Comply with the laws and regulations Proper tax payment Promote regional economic development and employment 	<ul style="list-style-type: none"> On-site inspections and checks Work report preparation and submission for approval Financial reports and announcements The Group's website
Shareholders and investors	<ul style="list-style-type: none"> Business performance Corporate governance Protection of interests of shareholders Return on investment 	<ul style="list-style-type: none"> Annual general meeting and other shareholder meetings Financial reports and announcements
Employees	<ul style="list-style-type: none"> Health and safety Labour rights Comfortable working environment Career development 	<ul style="list-style-type: none"> Training and orientation Internal meetings and email communication Corporate activities Suggestion box
Customers	<ul style="list-style-type: none"> Quality of services Integrity Business ethics 	<ul style="list-style-type: none"> Business visits Email communication Regular meetings The Group's website
The public and communities	<ul style="list-style-type: none"> Social responsibilities Environmental awareness Contribution to the communities 	<ul style="list-style-type: none"> Charity activities
Suppliers and contractors	<ul style="list-style-type: none"> Timely payment for supplied goods/ services 	<ul style="list-style-type: none"> Business visits Email communication

With these on-going dialogues, the Group obtains a thorough understanding of stakeholders' expectations and concerns. The Group believes stakeholders' contributions will improve its business management as well as decision-making in the Group's long-term development.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

MATERIALITY ASSESSMENT

In order to better understand the opinions and expectations of stakeholders on the ESG performance of the Group, the Group has conducted an annual materiality assessment during FY2024. The specific steps are as follows:

Step 1: Identification – Industry Benchmarking

- The Group has identified a list of material topics by benchmarking against policies, industry standards, and corporate development strategies.

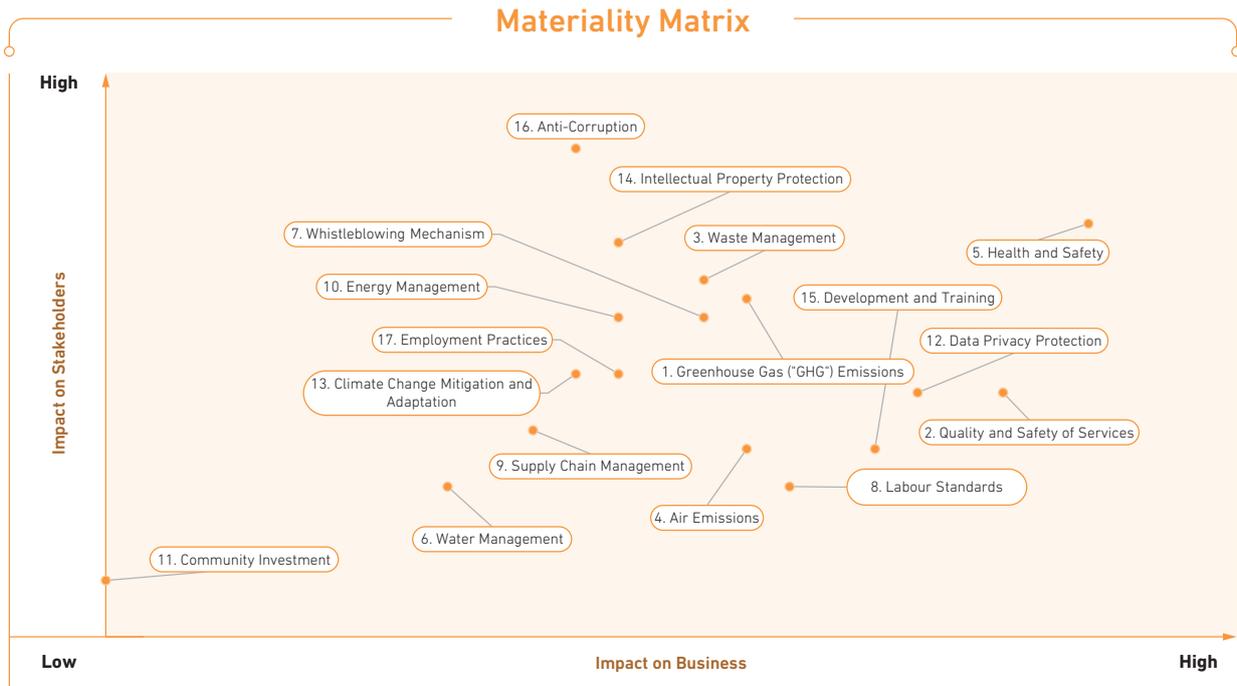
Step 2: Prioritisation – Stakeholder Engagement

- The materiality assessment was conducted in the form of a survey and stakeholders such as employees, customers, and suppliers were invited to assess the importance of each topic. Stakeholders were also given the opportunity to express their views on the Group’s ESG performance through open-ended questions.

Step 3: Validation – Determining Material Issues

- The material topics were analysed and prioritised based on the survey results. Stakeholders’ opinions and the materiality assessment results were reviewed and discussed with management in order to determine the focus of disclosure and the direction for improving ESG performance in the future.

The outcome of the materiality assessment is presented in the form of a materiality matrix and is shown below:



During FY2024, the Group confirmed that it has established appropriate and effective risk management policies and internal control systems for ESG issues and that the disclosed contents are in compliance with the requirements of the ESG Reporting Guide.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ENVIRONMENT ASPECTS

As a building protection solution provider, the Group recognises that it has an obligation to reduce the impact of its operations on the environment and to be accountable for the resources and materials that it uses in its daily operations. To align with the corporate strategy on decarbonisation and address stakeholders' concerns as reflected by the identified material ESG issues, the Group has set environmental targets related to GHG emissions, waste management, and energy consumption. The targets were approved by the Board and the progress is reviewed by the Task Force annually. During FY2024, the targets were reviewed, and the Group's progress has been confirmed by the Task Force. Relevant data and year-on-year comparisons are listed in subsequent sections of the ESG Report. The Group continues to work on environmental protection and minimises its carbon footprint by reviewing the effectiveness of its environmental protection measures regularly in order to achieve long-term sustainability for the environment and community where it operates.

2030 ENVIRONMENTAL TARGETS

To support global efforts in addressing climate change and accelerating the transition to a green and low-carbon economy, we are committed to achieving the "Carbon Neutrality before 2050" goal outlined in Hong Kong's Climate Action Plan announced by the Chief Executive of HKSAR. To assess the effectiveness of the Group's strategies and measures to mitigate the impact of climate change, we have set the following environmental targets at the Group level. We will regularly review and monitor the progress to ensure our actions are effective towards our ESG goals.

Aspects	Unit	Environmental Targets
GHG intensity	tCO ₂ e/employee	Reduce 1~3% by 2030 using 2024 as baseline
Hazardous wastes intensity	tonnes/employee	Reduce 1~3% by 2030 using 2024 as baseline
Non-hazardous wastes intensity	tonnes/employee	Reduce 1~3% by 2030 using 2024 as baseline
Energy consumption intensity	MWh/employee	Reduce 1~3% by 2030 using 2024 as baseline
Water consumption intensity	m ³ /employee	Reduce 1~3% by 2030 using 2024 as baseline

EMISSIONS

The Group has established the Environmental, Social and Governance Policy (the "ESG Policy" regarding emission, use of resources and environment and natural resources to identify, assess, monitor and minimise the adverse impact that its operations may have on the environment. The Group puts great effort into protecting the environment by promoting the importance of environmental protection to its employees, adopting the latest rules and standards relating to the environment and community, using environmentally friendly products as well as encouraging the recycling and reuse of materials. Through continuous improvement in the environmental sustainability of the Group's business, the Group believes it could fulfil its obligations to both the environment and community.

During FY2024, the Group was not aware of any material non-compliance with laws and regulations relating to the air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste that would have a significant impact on the Group, including but not limited to the Air Pollution Control Ordinance, the Waste Disposal Ordinance and the Water Pollution Control Ordinance of Hong Kong, and Law No. 2/91/M Environmental Framework Law of Macau.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Air Emissions

The principal sources of air emissions arising out of the Group's operations were petrol and diesel consumed by vehicles. In response to the aforementioned sources, the Group has actively taken the following measures to control air emissions.

- Plan routes ahead of time to avoid route repetition;
- Encourage the use of public transport;
- Optimise the operation procedure to improve the laden ratio of motor vehicles and lower the vacancy rate; and
- Perform quarterly or yearly maintenance on vehicles to ensure optimal engine performance and fuel use.

Summary of the Group's air emission performance:

Types of air emissions ¹	Unit	FY2024	FY2023
Nitrogen oxides (NO _x)	kg	303.60	225.53
Sulphur oxides (SO _x)	kg	0.35	0.37
Particulate matter (PM)	kg	28.44	21.01

Note(s):

1. The calculation of air emissions is based on "How to prepare an ESG Report-Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange.

GHG Emissions

The major sources of the Group's GHG emissions were petrol and diesel consumed by company vehicles (Scope 1), purchased electricity (Scope 2) and paper waste disposed at landfills, electricity used for processing fresh water and sewage by government departments (Scope 3).

In response to the aforementioned sources and the target set, the Group has established a management system to strictly control the use of company vehicles, as well as reducing electricity consumption and water usage. The relevant measures are mentioned in the above section headed "Air Emissions". In addition, the Group actively adopts measures to reduce energy consumption, and relevant measures will be described in the section headed "Energy Management".

During FY2024, the total GHG emission intensity increased by approximately 6.41% from about 0.78 tCO₂e per employee during FY2023 to about 0.83 tCO₂e per employee during FY2024. The Group has moved its Hong Kong office during FY2023 and the electricity has been recalculated, which increased electricity usage.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Summary of the Group's GHG emission performance:

Indicator ²	Unit	FY2024	FY2023
Scope 1 – Direct GHG emissions	tCO ₂ e	60.45	63.71
– Petrol and diesel used by company vehicles			
Scope 2 – Energy indirect GHG emissions	tCO ₂ e	25.23	19.02
– Purchased electricity			
Scope 3 – Other indirect emissions	tCO ₂ e	4.97⁴	5.07 ⁴
– Paper waste disposed at landfills			
– Electricity used for processing fresh water and sewage by government departments			
Total GHG emissions	tCO₂e	90.65	87.80 ⁴
Intensity³	tCO₂e/employee	0.83	0.78

Note(s):

- GHG emissions data is presented in terms of carbon dioxide equivalent and is based on, but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards" issued by the World Resources Institute and the World Business Council for Sustainable Development, "How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs" issued by the HKEX, the "Global Warming Potential Values" from the Fifth Assessment Report (AR5) of the Intergovernmental Panel on Climate Change (IPCC), 2014 and the "2022 Sustainability Report" published by CLP Holdings Limited.
- As at 31 March 2024, the Group had a total of 109 employees (As at 31 March 2023: 112). This data is used for calculating other intensity data.
- Scope 3 GHG emissions data of FY2023 and FY2024 have been added and total GHG emissions data of FY2023 have been restated.

Waste Management

Hazardous Waste

Due to the Group's business nature, it did not generate a significant amount of hazardous waste during its daily operations. Despite this, the Group has established the Hazardous Substances and Dangerous Goods Procedure to govern the management and disposal of hazardous wastes. Guidelines and requirements for storage, handling, disposal and purchase under the responsibility of managers/supervisors and workers are clearly set out in the procedure. Material Safety Data Sheets are also required for all chemicals in use or stored and must be updated every five years. On the other hand, the Group has set emergency response guidelines for all employees to follow when handling spills or leakage incidents.

Besides, the Group has engaged qualified chemical waste collectors to handle hazardous waste and comply with the relevant environmental rules and regulations. All the chemical waste collectors engaged must obtain a waste collection licence under the Waste Disposal Ordinance of Hong Kong.

During FY2024, the total hazardous waste disposal intensity decreased significantly from about 30.70 kg per employee during FY2023 to about 16.74 kg per employee during FY2024, thus the Group is on track to achieve its aforementioned goal. This can be explained by the Group's effective emission reduction measures and employees' increased awareness of emission reduction.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Summary of the Group's hazardous waste disposal performance:

Types of hazardous wastes	Unit	FY2024	FY2023
Waste paints for waterproofing projects	kg	1,825	3,438
Total hazardous waste disposal	kg	1,825	3,438
Intensity	kg/employee	16.74	30.70

Non-hazardous Waste

The non-hazardous wastes generated by the Group were mainly office papers and construction wastes. The Group has adopted the internal manual to ensure that its waste is segregated into the categories of 'general wastes' and 'construction wastes' before transporting to landfills. To achieve the target, the Group has adopted various waste reduction measures and initiatives to manage waste effectively and encourage the habit of recycling and reusing in its operations. The waste reduction practices adopted by the Group include:

- Encourage double-sided printing and photocopying;
- Promote the usage of e-documents for internal and external communication; and
- Avoid single-use disposable items.

The total non-hazardous wastes disposal intensity decreased by approximately 4.27 % from about 62.98 kg per employee during FY2023 to about 60.29 kg per employee during FY2024, thus the Group is on track to achieve its aforementioned goal. This can be explained by the Group's effective waste reduction measures and employees' increased awareness of waste reduction.

Summary of the Group's non-hazardous waste disposal performance:

Types of non-hazardous wastes	Unit	FY2024	FY2023
Paper ⁵	kg	1,007.98	1,087.73
General waste	kg	3,693.00	3,887.00
Building protection products (such as cement and tiling)	kg	1,871.00	2,079.00
Total non-hazardous waste disposal	kg	6,571.98	7,053.73
Intensity	kg/employee	60.29	62.98

Note(s):

5. The figure does not include recycled paper. During FY2024, the Group has recycled approximately 199.60 kg (FY2023: approximately 219.54 kg) of paper.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Wastewater Discharge

Wastewater can be generated and discharged at both the office and construction sites. As the Group did not operate as the main contractor for any construction projects during FY2024, relevant information on wastewater discharge was therefore not available. The wastewater produced by the office and warehouse of the Group was discharged into the public sewage system, and hence the amount of water consumed by the Group is considered as the amount of sewage discharged. The corresponding water conservation measures are described in the section headed "Water Management".

USE OF RESOURCES

The Group upholds and promotes the principle of effective resource usage and is committed to optimising the use of resources across business operations. The Group has paid attention to the potential environmental impacts brought by the consumption of resources and established related policies and initiatives, including but not limited to those mentioned in the ESG Policy, covering topics on effective utilisation of resources like energy, water, and other natural resources.

Energy Management

Diesel, petrol and electricity were the main types of energy consumed in the business operations of the Group. The Group aims to minimise the environmental impact caused due to its operations by adopting appropriate measures. The Group has formulated policies and procedures related to environmental management, including energy management. To facilitate the reduction in energy use, the Group has implemented the following measures relating to promoting energy conservation:

- Switch off unnecessary lighting and electrical appliances when not in use;
- Make use of light-emitting diode bulbs in the office; and
- Purchase equipment with higher energy efficiency when replacing old equipment.

During FY2024, the Group's total energy consumption intensity increased by approximately 3.40% from about 2.65 MWh per employee during FY2023 to about 2.74 MWh per employee. The Group has moved its Hong Kong office and the electricity has been recalculated, which increased electricity usage. The Group continued to implement effective energy conservation measures and endeavoured to achieve its energy management targets.

Summary of the Group's energy consumption performance:

Types of energy	Unit ⁶	FY2024	FY2023
Direct energy consumption	MWh	233.97	247.66
Petrol	MWh	33.33	37.19
Diesel	MWh	200.64	210.47
Indirect energy consumption	MWh	64.68	48.78
Purchased electricity ⁷	MWh	64.68	48.78
Total energy consumption	MWh	298.65	296.44
Intensity	MWh/employee	2.74	2.65

Note(s):

6. The unit conversion method for energy consumption data is formulated based on the "Energy Statistics Manual" issued by the International Energy Agency.
7. The figure only covered the electricity consumption of offices. Since the Group did not operate as a main contractor for any construction projects during FY2024, the electricity consumption data of construction sites was therefore not available. Besides, due to the limited business activities in the warehouse of the Group, there was no material electricity consumption.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Water Management

Due to the Group's business nature, the Group does not consume a significant amount of water during its business activities. Despite the limited water consumption, the Group still promotes behavioural changes at the office and encourages water conservation. For example, the Group encourages its staff not to keep water taps running while cleaning any items in the pantry. The Group actively promotes the importance of water conservation to its employees. In addition to posting reminders at faucets, the Group also regularly inspects the faucets to prevent leakage.

During FY2024, the Group's total water consumption intensity was approximately 2.74 m³ per employee.

Summary of the Group's water consumption performance:

Indicators	Unit	FY2024	FY2023
Total water consumption	m ³	299.00	357.00
Intensity	m ³ /employee	2.74	3.19

Due to the Group's business nature, the Group does not encounter any problems in sourcing water that is fit for purpose.

Use of Packaging Materials

Due to the Group's business nature, the Group does not produce any building protection products, and only trading activities are involved. Therefore, disclosure on the intensity of total packaging materials used per unit produced is not applicable to the Group.

THE ENVIRONMENT AND NATURAL RESOURCES

As a building protection solution provider, the Group recognises the impacts of its daily operations on the environment and is committed to conducting its business in an environmentally responsible manner. In order to minimise the significant impacts on the environment and natural resources, the Group is committed to implementing the ESG Policy and necessary measures as mentioned in the sections headed "Emissions" and "Use of Resources" in energy conservation, emissions reduction and environmental protection. The Group also promotes environmental awareness amongst its customers, employees, subcontractors, suppliers, business partners and other stakeholders, aiming to mitigate the waste of resources as a whole.

Noise Management

As certain procedures produce noise during construction, which may impact the residents nearby, the Group adopts necessary measures to minimise noise in compliance with the Noise Control Ordinance of Hong Kong. The Group conducts construction during designated times and would set up noise barriers or noise enclosures at the early stages of construction to suppress the noise level. The Group also ensures inspection and maintenance of equipment before use to ensure compliance with the permitted noise level.

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CLIMATE CHANGE

Climate Change Mitigation and Adaptation

The Group recognises the importance of identifying significant climate-related issues and mitigation of the related risks, and therefore it is committed to managing the potential climate-related risks that may impact the Group's business activities. The Group has established the ESG policy and risk management policy in identifying and mitigating different risks, including climate-related risks. The Group has also integrated climate change into its internal control procedures to manage climate-related risks. These risks mainly stem from the following dimensions:

Areas	Actions by Sunray
Governance	The ESG task force responsible for evaluating ESG-related risks and opportunities, including climate-related concerns, reports its findings annually to the Audit Committee. Subsequently, the Audit Committee reports to the Board, which holds oversight over ESG and climate-related matters, as well as the corresponding strategies.
Strategy	Sunray places a high priority on climate-related risks and opportunities across short, medium, and long-term horizons. These considerations are progressively integrated into the Group's businesses, strategies, and financial planning.
Risk Management	ESG and climate-related issues are taken into consideration within our risk management and internal control systems.
Metrics and Targets	We have been measuring and disclosing our energy consumption as well as Scope 1, 2, and 3 emissions. Furthermore, we have set a target to reduce our greenhouse gas (GHG) emissions intensity by 2030, relative to the 2024 baseline.

Physical Risks

The increase in frequency and severity of extreme weather events such as typhoons, storms and heavy rains can disrupt the Group's operations by causing floods, damaging the power grid and communication infrastructures, as well as hindering and injuring its employees and workers who are hired through construction agency when they are at work, especially outdoor construction work or during commutes. These could result in a temporary, permanent or partial halt of the Group's business operations, which exposes the Group to risks associated with non-performance and delayed performance. The extreme weather may also interrupt the supply chain of construction materials due to the delay in material transportation or the disturbance during manufacturing of the construction materials.

To better manage the above-mentioned physical risks, the Group has evaluated the possible extreme weather events that could influence the Group's business operations and has included the relevant risks in the Group's risk management system. Moreover, the Group has formulated a contingency plan to reduce the negative impacts brought on by extreme weather events. When extreme weather events occur or may happen, senior management will react according to the plan and timely communicate with employees about the work arrangement to ensure staff safety and operation continuity. The Group will also from time to time review its response plan, which sets out appropriate solutions for employees to follow, so the employees will know how to respond if any of the essential work arrangements become unavailable due to extreme weather events.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Transition Risks

Policy and Legal Risks

There are more stringent climate legislation and regulations to support the global vision for decarbonisation. For example, the Stock Exchange has required listed companies to enhance their climate-related disclosures in their ESG reports. Stricter environmental laws and regulations may expose enterprises to higher risks of claims and lawsuits. Corporate reputation may also decline due to failure of meeting the compliance requirements for climate change. The Group's related capital investment and compliance costs thus increase.

In response to policy and legal risks as well as reputational risks, the Group regularly monitors existing and emerging trends, policies and regulations relevant to climate change and ensures senior management is aware of the changes in policies or legislation so as to avoid unnecessary costs or non-compliance fines incurred, thereby reducing reputational risks resulting from delayed responses. The Group has also included the abovementioned transition risks in its risk management system, which will be reviewed regularly.

Market Risks

With the advocacy of "Net Zero", a rising global consensus on achieving net zero carbon emissions, and the global vision of decarbonisation, there are increasing numbers of investors and customers who are aware of the importance of combating climate change. If the Group fails to implement effective measures to manage climate risks, its attractiveness to investors and customers may be reduced. To cope with the potential risk of disinvestment and shifts in consumption, the Group intends to maintain high levels of transparency in ESG reporting and its related activities, which can establish trust and confidence between the Group and its investors and customers. The Group also sets targets in different environmental aspects, including GHG emissions, waste management and energy consumption, to reduce its environmental impact and subsequently, mitigate climate change by minimising the environmental footprint of the Group's business operations. The Group regularly reviews the progress towards these targets and the effectiveness of its environmental policies and measures to ensure that the Group's development is aligned with the global trend of climate change mitigation and adaptation.

Supply Chain Risk

As the Group relies on independent suppliers and major subcontractors to supply products and complete the building protection works, any material disruption of such supply and incompleteness of the part of the subcontractors may adversely affect Group's business operations. As such, the Group actively expands its supplier base and explore alternatives to enhance flexibility and reduce dependency on certain suppliers and subcontractors. The Group enhances its digital record-keeping and data management to monitor supply chain data, detect anomalies, and respond swiftly to changes. The Group also strives to work closely with its suppliers and build strong relationships to share critical information and mitigate risks collaboratively. Based on accumulated experience with various suppliers, the Group maintains a supplier list of its preferred suppliers and will only work with them to ensure supply stability.

Opportunities

Apart from the market risks, the global vision of focusing on green alternatives to combat climate change provides the Group with market opportunities. By providing more environmentally-friendly building protection works and product supply, more customers and investors can be attracted.

To grab the opportunities of this prevailing trend, the Group will explore more possibilities for providing greener building protection works with regards to the material use and the design of its works. The Group has also raised the importance of environmental and social performance in sourcing materials and product supply by engaging subcontractors and suppliers with lower carbon footprints and encouraging them to conduct environmentally-friendly practices. The relevant details of procurement will be mentioned in the section headed "Supply Chain Management".

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

SOCIAL ASPECTS

EMPLOYMENT

Employment Practices

The Group believes that employees are important and valuable assets of the Group, and competent employees are the foundation for the long-term business success of the Group. The quality of the Group's services depends on the effective implementation of the projects for which each professional team is responsible. The employment policies of the Group are formally documented in the Employee Handbook, covering working hours, equal opportunities, recruitment, promotion, resignation, compensation benefits, etc. The Group periodically reviews existing policies and employment practices to ensure continuous improvement of its employment standards and competitiveness against service providers in the same industry.

During FY2024, the Group was not aware of any material non-compliance with laws and regulations on compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare that would have a significant impact on the Group, including but not limited to the Employment Ordinance, the Sex Discrimination Ordinance and the Employees' Compensation Ordinance of Hong Kong and Law no. 21/2009 Law for the Employment of Non-resident Workers and Law No. 4/98/M Framework Law on Employment Policy and Labour Rights of Macau.

As of 31 March 2024, the Group had a total of 109 (as of 31 March 2023: 112) employees, excluding the Directors of the Group. The employee composition by gender, age group, employee category, employment type and geographical region was as follows:

Categories	Unit	FY2024	FY2023
By gender			
– Male	no. (%)	76 (69.72)	81 (72.32)
– Female	no. (%)	33 (30.28)	31 (27.68)
By age group			
– 30 years old or below	no. (%)	13 (11.93)	14 (12.50)
– 31-40 years old	no. (%)	22 (20.18)	23 (20.53)
– 41-50 years old	no. (%)	35 (32.11)	38 (33.93)
– 51 years old or above	no. (%)	39 (35.78)	37 (33.04)
By employee category			
– Senior management	no. (%)	3 (2.75)	2 (1.79)
– Middle management	no. (%)	8 (7.34)	8 (7.14)
– General staff	no. (%)	98 (89.91)	102 (91.07)
By employment type			
– Full-time	no. (%)	39 (35.78)	38 (33.93)
– Contract/Short term	no. (%)	70 (64.22)	74 (66.07)
By geographical region			
– Hong Kong	no. (%)	108 (99.08)	111 (99.11)
– Macau	no. (%)	1 (0.92)	1 (0.89)
Overall	no. (%)	109 (100.00)	112 (100.00)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

During FY2024, the Group's overall employee turnover rate^{8,9} was approximately 2.75% (FY2023: approximately 28.21%). The following table shows the employee turnover rate by gender, age group, employee category and geographical region.

Categories ¹⁰	Turnover Rate (%)	
	FY2024	FY2023
By gender		
– Male	2.63	26.09
– Female	3.03	31.25
By age group		
– 30 years old or below	7.69	—
– 31-40 years old	4.55	16.67
– 41-50 years old	2.86	21.43
– 51 years old or above	—	66.67
By geographical region		
– Hong Kong	2.78	28.95
– Macau	—	—
Overall	2.75	28.21

Note(s):

8. Due to the Group's business nature, the figure excludes the frontline workers of the Group.
9. The overall employee turnover rate is calculated by dividing the number of employees leaving employment during the Reporting period by the total number of employees at the end of the Reporting period.
10. The turnover rate by category is calculated by dividing the number of employees in the specified category leaving employment during the Reporting period by the total number of employees in the specified category at the end of the Reporting period.

Recruitment, Promotion and Dismissal

The Group's recruitment and promotion policies have followed the principle of equal opportunities. All employees are hired based on merit and are treated equally, regardless of their nationality, age, race, gender, religion and marital status, etc. The Group's Hiring Policy and Procedures regulate the recruitment procedures with the principles of fairness and justice. The Group periodically assesses the performance of the employees and evaluates their current salaries, bonuses and promotion opportunities. The Group also gives preference to internal promotion to encourage consistent contribution and effort. Unreasonable dismissal under any circumstances is strictly prohibited; dismissal would be based on reasonable and lawful grounds supported by internal policies of the Group.

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Remuneration and Benefits

Compensation and benefits play a critical role in attracting, retaining and motivating the Group's workforce. The Group offers a wide variety of leave entitlements for different circumstances, such as maternity leave, paternity leave, marriage leave, study leave, compassionate leave, and compensation leave. Furthermore, all employees are protected by the Employees' Compensation Ordinance of Hong Kong and Decree-Law No. 40/95/m Legal Regime for Compensation for Damage Arising from Work Accidents and Occupational Diseases of Macau upon joining the Group. The statute provides protection to employees who sustain personal injury by accident or disease arising out of the course of employment.

Working Hours and Rest Periods

The Group supports work-life harmony and balance. The working hours and holidays for employees determined by the Group are in line with local employment laws and the employment contracts with employees. Besides, the Group has organised employee gatherings, which allow employees to enjoy a relaxing moment, build team spirit and to promote a friendly working environment.

Diversity and Equal Opportunities

The Group is committed to creating and maintaining an inclusive and collaborative workplace culture in which all can thrive. The Group is dedicated to maintaining workplaces that are free from discrimination, physical or verbal harassment against any individuals on the basis of race, religion, colour, gender, physical or mental disability, age, place of origin, marital status, and sexual orientation. The Group also has zero tolerance for any form of sexual harassment or abuse in the workplace. Any employee who is intimidated, humiliated, bullied or harassed (including sexual harassment) may report the incident to the employee's representative or file complaints directly to the management representative or the general manager, and the Group will take serious approaches to resolve these issues upon receiving the said complaints.

HEALTH AND SAFETY

The Group is committed to providing a safe and healthy working environment for its employees and subcontractors. The Group understands that the nature of work performed by the Group exposes employees to potential occupational hazards and has therefore set out comprehensive policies and established measures to promote occupational health and safety, ensuring compliance with applicable laws and regulations. During FY2024, the Group was not aware of any material non-compliance with laws and regulations related to providing a safe working environment and protecting employees from occupational hazards that would have a significant impact on the Group, including but not limited to the Occupational Safety and Health Ordinance of Hong Kong and Decree-Law No. 40/95/M Legal Regime for Compensation for Damage Arising from Work Accidents and Occupational Diseases of Macau. Moreover, there were no reported cases of work-related fatalities in the past three years (including FY2024), and 2 Cases: 498 lost days due to work injuries during FY2024 (FY2023: no lost days). The Group provides safety training for employees on the safe operation of construction machinery and equipment, potential dangers at construction sites, related preventive measures, applicable laws and regulations. The objective is to enhance employees' awareness of work safety and reduce the number of lost days due to work-related injuries.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group has incorporated a series of safety guidelines, rules and procedures for different aspects throughout its operating processes, including fire safety, electricity safety, work-related injuries and emergency and evacuation procedures. The following are some of the key safety precautions and measures implemented:

- Regular checks with any necessary maintenance are carried out for all the electrical appliances and machines; and
- Protective equipment is provided to workers according to their positions and job nature.

The Group also provides safety induction training and on-the-job training to employees. The training covers the safe operation of construction machinery and equipment, potential dangers at the construction sites, related preventive measures, applicable laws and regulations in order to raise employees' awareness of work safety.

The Group places a high priority on the well-being of its employees, creating a conducive working environment. The Group has invested in high-quality air purifiers and strategically placed air-purifying plants throughout the office. These approaches create a healthy and comfortable workspace, demonstrating the Group's commitment to the overall well-being of its valued workforce.

DEVELOPMENT AND TRAINING

The Group recognises the importance of providing its staff with the opportunity to continuously improve their professional skill sets and, hence, the quality of the Group's services. The Group encourages the senior management and department heads to carry out proactive coaching and provide detailed guidance to the subordinates in order to meet their current and future business needs.

All the Group's new staff were provided with detailed orientation training from which they would gain an understanding of their job responsibilities, work safety and corporate culture and policies. The Group also provides training to its employees in aspects such as safety and technical skills. To ensure the staff possess certain technical skills, on-the-job coaching would be provided to staff at different positions. Furthermore, the Group promotes lifelong learning among its staff and encourages them to attend different external seminars or trainings, such as first aid and accounting-related training.

During FY2024, approximately 47.50% (FY2023: approximately 38.46%)^{11,12} of the Group's employees participated in training. The average training hours per employee was approximately 3.35 (FY2023: approximately 3.33) hours^{11,13}.

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The percentage of employees trained^{11,14}, breakdown of employees trained^{11,15} and average training hours per employee^{11,16} by gender and employee category were as follows:

Categories	Percentage of employees trained (%)		Breakdown of employees trained (%)		Average training hours per employee (hours)	
	FY2024	FY2023	FY2024	FY2023	FY2024	FY2023
By gender						
– Male	62.50	56.62	78.95	86.67	4.50	5.30
– Female	25.00	12.50	21.05	13.33	1.63	0.50
By employee category						
– Senior management	66.67	100.00	10.52	13.33	9.00	14.00
– Middle management	100.00	75.00	42.11	40.00	7.38	6.75
– General staff	31.03	24.14	47.37	46.67	1.66	1.66

Note(s):

11. The training data excludes the frontline workers of the Group and the employees left.
12. The percentage of employees trained is calculated by dividing the total number of employees trained during the Reporting period by the total number of employees at the end of the Reporting period.
13. The average training hours per employee is calculated by dividing the total number of training hours during the Reporting period by the total number of employees at the end of the Reporting period.
14. The percentage of employees trained by category is calculated by dividing the number of employees trained in the specified category during the Reporting period by the number of employees in the specified category at the end of the Reporting period.
15. The breakdown of employees trained by category is calculated by dividing the number of employees trained in the specified category during the Reporting period by the total number of employees trained at the end of the Reporting period.
16. The average training hours per employee by category is calculated by dividing the number of training hours for employees in the specified category during the Reporting period by the number of employees in the specified category at the end of the Reporting period.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

LABOUR STANDARDS

The Group prohibits the employment of child labour and forced labour. The Group strictly complies with the relevant laws and regulations, including the Employment Ordinance of Hong Kong. The Group has established a well-defined recruitment process in accordance with its Hiring Policy and Procedures that examines the background of candidates. During the recruitment process, the age of the applicant is verified against the identity documents. The Group has also established reporting channels to ensure child labour or forced labour are not employed in the operation. Corrective action will be taken if any faulty information or non-compliance is found.

During FY2024, the Group was not aware of any material non-compliance with laws and regulations related to the prevention of child labour or forced labour that would have a significant impact on the Group, including but not limited to the Employment Ordinance of Hong Kong and Law No. 7/2008 Labour Relations Law of Macau.

SUPPLY CHAIN MANAGEMENT

The Group relies on subcontractors and suppliers to provide different construction materials. The Group is fully aware of the potential environmental and social risks associated with its supply chain and is committed to reducing such risks in collaboration with its subcontractors and suppliers. The Group has formulated relevant policies relating to supply chain management and environmental control during procurement, including the ESG Policy. Before and during the engagement with its subcontractors and suppliers, the Group carries out regular assessments on not only the supplier's corporate conditions, reputation, credibility and quality of the services provided, but also their environmental and social performances and compliance with relevant industrial laws, regulations and standards. The Group also evaluates and assesses the existing subcontractors and suppliers through an annual review and updates the subcontractor and supplier list accordingly.

The Group has also formulated rules to ensure suppliers can compete in an open and fair manner. The Group does not differentiate or discriminate against any suppliers, and it does not allow any forms of corruption or bribery. Employees or other individuals should declare any actual or potential conflict of interest arising out of the business transactions of the Group, and they will not be allowed to participate in the relevant procurement activity.

During FY2024, the Group had a total of 101 suppliers, including subcontractors (FY2023: 90), all of whom were evaluated and engaged according to the Group's procurement practices as mentioned above. The number of suppliers by geographical region of the Group was as follows:

By region	Unit	FY2024	FY2023
Hong Kong	no. (%)	72 (71.29)	69 (76.67)
Asia-Pacific (including Mainland China, Taiwan, Macau and Singapore)	no. (%)	22 (21.78)	15 (16.67)
The United States	no. (%)	4 (3.96)	3 (3.33)
Europe (including Germany and the United Kingdom)	no. (%)	3 (2.97)	3 (3.33)
Total	no. (%)	101 (100.00)	90 (100.00)

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Besides, the Group undertakes onsite inspections regularly to monitor the subcontractors' or suppliers' business procedures to reduce its social and environmental risks along the supply chain. Any non-compliance with the relevant environmental and social rules and regulations discovered during the onsite inspection of subcontractors or suppliers will be promptly reported to the Group's management. A corrective action plan will be carried out by management to remediate the identified risk in a timely manner. The Group maintains a long-term strategic relationship with its subcontractors and suppliers based on the results of the assessment.

To promote environmentally preferable products and services when selecting subcontractors and suppliers, the Group communicates frequently with subcontractors and suppliers about the availability of environmentally preferable products or services as well as products or services that meet certain green standards and specifications. The Group takes initiative to offer environmentally-friendly products and services by informing its subcontractors and suppliers that they will be prioritised in bidding for having such practices. The selection of subcontractors and suppliers is determined by their overall performance, regarding the mentioned criteria, assessment and evaluation, as well as their green practices.

PRODUCT RESPONSIBILITY

The Group places the quality of its services at the core of its operations. The Group is in strict compliance with the related laws and regulations, aiming to provide a high-quality standard of service to its customers.

During FY2024, the Group was not aware of any material non-compliance with laws and regulations concerning health and safety, advertising, labelling and privacy matters relating to products and services that would have a significant impact on the Group, including but not limited to the Personal Data (Privacy) Ordinance and the Trade Descriptions Ordinance of Hong Kong and Law No. 9/2021 Customer Rights Protection Law of Macau.

As a professional building protection solution provider, the Group has limited activities in advertising and labelling matters. The Group strives to ensure information disseminated, such as company brochures and newsletters, is complete, accurate, clear, and in compliance with relevant laws and regulations.

Quality and Safety of Services

The Group has maintained a quality management system in order to execute its Quality Control Policy. The Group's quality management system is part of its project quality plans, which specify the steps to be carried out and complied with throughout the execution of its foundation projects, from the pre-construction stage to the maintenance stage. To ensure that the Group's works meet the required standard, the Group normally assigns one foreman on a full-time basis to each of the construction sites to monitor the quality of foundation work done by its staff and, as the case may be, its subcontractors. The Group's project managers visit the construction sites from time to time and monitor the work quality, the progress of construction projects and ensure that the works are duly completed according to the implementation schedules.

With one of its major businesses being the supply of building protection products, the Group implements timely recalls following the Group's recall procedures if there is any occurrence of quality and safety issues with the sold products to maintain the quality standard of its products. The Group will stop the distribution and sale of the product on the market once potentially unsafe products are identified. The responsible personnel of the Group will record and report the details of the recall, including cause, progress and result. During FY2024, the Group had no record of any products sold or shipped subject to recalls for safety and health reasons, including the building protection products sourced from its suppliers (FY2023: nil).

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Customer Services and Satisfaction

The Group emphasises customers' feedback in response to the quality of products and services. The Group has formulated a set of policies and procedures to handle customers' feedback, inquiries and complaints, which will be recorded in detail and reviewed by the Group's management. The Group will also take appropriate follow-up actions if any feedback or complaint is received in order to improve the quality of products and services. After a complaint is settled, the Group will evaluate the correspondent customers' satisfaction to ensure its professionalism. During FY2024, the Group had no recorded product or service-related complaints received (FY2023: nil). The Group will continue to monitor customer feedback with the utmost care and will strive to maintain the high quality of its products and services. Any issues will be promptly addressed and resolved to the full satisfaction of its valued customers.

Intellectual Property Protection

The Group protects intellectual property rights and regards it as an area of substantial importance. The Group would take active steps to protect its trademarks and other intellectual property rights by completing the necessary filing and registration. For any new trademark to be licensed, the Group shall take all appropriate actions to register and protect trademarks in the jurisdictions in which its operations are carried out.

Data Privacy Protection

The Group fully respects customer data privacy. The Group is committed to preventing customer data leakage or loss and has taken proper measures to safeguard data integrity by restricting access to confidential customer data. All collected customer personal data and properties are only accessible by authorised personnel and handled with care. During FY2024, there were no records of any breaches of customer privacy or loss of data.

ANTI-CORRUPTION

The Group is committed to maintaining a culture of honesty and opposition to fraud and corruption, with zero tolerance towards any kinds of bribery and money laundering activities.

The Group has implemented related policies and procedures, including the Anti-money Laundering Policy, the Anti-corruption Policy, the Fraud Policy Statements and the Code of Ethics and Business Conduct. These policies and procedures outline the principles to which the Group is committed in preventing, reporting and managing fraud, corruption and bribery. The Group has communicated with its employees about these policies and procedures throughout its daily operations. To prevent conflict of interest, the Group has also identified procedures with a relatively high risk on conflict of interest, such as project bidding, recruitment and promotion, etc., and established transparent policies to minimise their impact.

To ensure that all employees can perform their duties with high ethical standards and professionalism, the Group has arranged internal and external anti-corruption and corporate governance training and encouraged employees to actively learn about the latest developments and future trends in global anti-money laundering. During FY2024, the Group's 5 Directors and 3 employees received a total of 7.5 hours and 4.5 hours of anti-corruption training respectively.

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During FY2024, the Group was not aware of any material non-compliance with laws and regulations relating to bribery, extortion, fraud and money laundering that would have a significant impact on the Group, including but not limited to the Prevention of Bribery Ordinance and the Anti-Money Laundering and Counter-Terrorist Financing Ordinance of Hong Kong and Law 19/2009 Prevention and Repression of Corruption in the Private Sector of Macau. The Group also had no records of concluded legal cases regarding corrupt practices brought against it or its employees during FY2024 (FY2023: nil).

Whistleblowing Mechanism

All the Group's employees are required to make a declaration to the management through the reporting channels once there is any actual or potential conflict of interest found. Employees cannot receive any gifts from any external business parties unless prior approval is obtained from management.

The Group has established the Policy on Whistle Blowing internally. Employees can report to relevant department managers or senior management in the event that they identify any irregularities, and the Group will protect the identity of the informer. All cases will be referred to the Financial Controller for investigation, except where the concerns relate to the Director(s). These concerns should be forwarded directly to the Chairman of the Audit Committee. The Chairman of the Audit Committee will then nominate an independent individual to manage the investigation. The Group shall conduct a detailed investigation of the reported event and take appropriate actions according to the result.

COMMUNITY INVESTMENT

Contributing to the community and maintaining a harmonious and prosperous society are crucial for the sustainable development of the Group. The Group strives to nurture corporate culture and practise corporate citizenship in daily work life. The Group has established the Community Investment Policy to support its long-term community investment. The policy sets out particular donation and sponsorship priorities to align the Group's community investment towards development goals. Besides, the Group hopes to foster employees' sense of social responsibility by encouraging them to participate in charitable activities so as to provide greater contributions back to the community. The Group believes that by actively participating in activities that contribute to the community, it is able to enhance the civic awareness of its employees and help them establish the correct values.

During FY2024, the Group will continue to promote industry development and support local education through community investment. The Group has sponsored HK\$23,000 for the Chaplaincy Service, which provides support for the physical and mental health of individuals through the Residential Chaplaincy Service. This also provides support services like counselling. The chaplaincy service helps the community feel more connected and involved. Furthermore, it assists individuals in understanding their values and goals, and in participating within social and community activities through a more constructive manner. In the future, the Group will investigate additional avenues for social participation and community investment, with the objective of fostering social harmony.

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THE ESG REPORTING GUIDE CONTENT INDEX OF THE STOCK EXCHANGE

Mandatory Disclosure Requirements	Section/Declaration
Governance Structure	Board Statement – ESG Governance Structure
Reporting Principles	About This Report – Reporting Framework
Reporting Boundary	About This Report – Reporting Scope

Subject Areas, Aspects, General Disclosures, and KPIs	Description	Section/Declaration
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Aspect A1: Emissions

General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Emissions
KPI A1.1	The types of emissions and respective emissions data.	Emissions – Air Emissions
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions – GHG Emissions
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility)	Emissions – Waste Management
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility)	Emissions – Waste Management
KPI A1.5	Description of emission target(s) set and steps taken to achieve them.	Emissions – GHG Emissions
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Emissions – Waste Management

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Subject Areas, Aspects, General Disclosures, and KPIs	Description	Section/Declaration
Aspect A2: Use of Resources		
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	Use of Resources
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Use of Resources – Energy Management
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility)	Use of Resources – Water Management
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	Use of Resources – Energy Management
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Use of Resources – Water Management
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Use of Resources – Use of Packaging Materials
Aspect A3: The Environment and Natural Resources		
General Disclosure	Policies on minimising the issuer's significant impacts on the environment and natural resources.	The Environment and Natural Resources
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	The Environment and Natural Resources – Noise Management
Aspect A4: Climate Change		
General Disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	Climate Change – Climate Change Mitigation and Adaptation.
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Climate Change – Physical Risks, Transition risks, Opportunities

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, General Disclosures, and KPIs	Description	Section/Declaration
Aspect B1: Employment		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment
KPI B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.	Employment – Employment Practices
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	Employment – Employment Practices
Aspect B2: Health and Safety		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Health and Safety
KPI B2.1	Number and rate of work-related fatalities.	Health and Safety
KPI B2.2	Lost days due to work injury.	Health and Safety
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	Health and Safety

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, General Disclosures, and KPIs	Description	Section/Declaration
Aspect B3: Development and Training		
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Development and Training
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Development and Training
KPI B3.2	The average training hours completed per employee by gender and employee category.	Development and Training
Aspect B4: Labour Standards		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Labour Standards
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	Labour Standards
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	Labour Standards

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, General Disclosures, and KPIs	Description	Section/Declaration
Aspect B5: Supply Chain Management		
General Disclosure	Policies on managing environmental and social risks of the supply chain.	Supply Chain Management
KPI B5.1	Number of suppliers by geographical region.	Supply Chain Management
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	Supply Chain Management
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply Chain Management
Aspect B6: Product Responsibility		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product Responsibility
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Product Responsibility – Quality and Safety of Services
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	Product Responsibility – Customer Services and Satisfaction
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Product Responsibility – Intellectual Property Protection
KPI B6.4	Description of quality assurance process and recall procedures.	Product Responsibility – Quality and Safety of Services
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	Product Responsibility – Data Privacy Protection

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, General Disclosures, and KPIs	Description	Section/Declaration
Aspect B7: Anti-corruption		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti-corruption
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the Reporting period and the outcomes of the cases.	Anti-corruption
KPI B7.2	Description of preventive measures and whistleblowing procedures, and how they are implemented and monitored.	Anti-corruption – Whistleblowing Mechanism
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Anti-corruption
Aspect B8: Community Investment		
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Community Investment
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	Community Investment

DIRECTORS' REPORT

The Directors are pleased to present this Directors' report and the audited consolidated financial statements of the Group for the year ended 31 March 2024.

CORPORATE REORGANISATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 12 February 2019. The Group completed the group reorganisation (the "Reorganisation") on 29 March 2019 in preparation for the Listing, pursuant to which the Company became the holding company of the companies now comprising the Group. Details of the Reorganisation are set out in the section headed "History, Development and Reorganisation" in the Prospectus. The shares of the Company (the "Shares") were listed on GEM of the Stock Exchange on the Listing Date by way of share offer.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and the Group is a Hong Kong-based building protection solution provider principally engaged in provision of building protection works and supply of building protection products.

Details of the principal activities of the principal subsidiaries are set out in note 34 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2024 and the state of affairs of the Company and the Group as at that date are set out in the consolidated financial statements on pages 80 to 139 of this annual report.

The Board does not recommend any payment of final dividend for the year ended 31 March 2024 (31 March 2023: Nil).

FINANCIAL SUMMARY

A summary of the results, and assets and liabilities of the Group announced in the past five years are set out on page 140 of this annual report.

BUSINESS REVIEW

Overview

A review of the business of the Group for the year ended 31 March 2024 and a discussion on the Group's future business development are provided in the "Management's Discussion and Analysis" on pages 4 to 13 of this annual report.

Principal Risks and Uncertainties

The principal risks faced by the Group are set out on pages 8 to 9 of this annual report. As it is a non-exhaustive list, there may be other risks and uncertainties further to the disclosures. Besides, this annual report does not constitute a recommendation or an advice for anyone to invest in the securities of the Company. Investors are advised to make their own judgement or consult professionals before making any investment in the securities of the Company.

Important Events

Save as disclosed in the section headed "Event After the Reporting Period" in this report, the Board has not identified any important events affecting the Group that have occurred since the end of the financial year ended 31 March 2024.

DIRECTORS' REPORT

Key Performance Indicators

The key performance indicators are detailed in the financial review set out in the section headed "Management's Discussion and Analysis" on pages 4 to 13 of this annual report. This discussion constitutes a part of this report.

MAJOR CUSTOMERS, SUPPLIERS AND SUBCONTRACTORS

For the year ended 31 March 2024, the Group's five largest customers accounted for approximately 52.3% (31 March 2023: 58.2%) of the Group's total revenue, while the largest customer of the Group accounted for approximately 31.2% (31 March 2023: 33.8%) of the Group's total revenue.

For the year ended 31 March 2024, the Group's five largest suppliers accounted for approximately 69.3% (31 March 2023: 67.7%) of the Group's total purchases (excluding subcontracting costs incurred), while the largest supplier of the Group accounted for approximately 33.0% (31 March 2023: 34.5%) of the Group's total purchases (excluding subcontracting costs incurred).

For the year ended 31 March 2024, the Group's five largest subcontractors accounted for approximately 87.2% (31 March 2023: 94.0%) of the Group's total subcontracting costs incurred, while the largest subcontractor of the Group accounted for approximately 58.3% (31 March 2023: 61.8%) of the Group's total subcontracting costs incurred.

None of the Directors, their associates or any shareholders who own more than 5% of the Company's issued share capital had any interest in any of the Group's five largest customers, suppliers and subcontractors during the year ended 31 March 2024.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group maintains a good relationship with its employees, and certain policies have been implemented to ensure that its employees are provided with competitive remuneration, good welfare benefits and continuous professional training. The Group also maintains good relationships with its customers and suppliers, without whom success in the Group's operation would be at risk.

DONATIONS

The charitable donations made by the Group amounted to HK\$23,000 for the year ended 31 March 2024 (31 March 2023: HK\$30,000).

DIVIDEND POLICY

The declaration and payment of future dividends will be subject to the decision of our Board having regard to various factors including our operation and financial performance, profitability, business development, prospects, capital requirements and economic outlook. It is also subject to the approval of our shareholders as well as any applicable laws. The historical dividend payments may not be indicative of future dividend trends. We do not have any predetermined dividend payment ratio.

PROPERTY AND EQUIPMENT

Details of the movements in property and equipment of the Group for the year ended 31 March 2024 are set out in note 16 to the consolidated financial statements.

BANK OVERDRAFTS AND BORROWING

Details of bank overdrafts and borrowings of the Group for the year ended 31 March 2024 are set out in note 24 to the consolidated financial statements.

INTEREST CAPITALISED

The Group has not capitalised any interest during the year ended 31 March 2024.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the year ended 31 March 2024 is set out in note 26 to the consolidated financial statements.

RESERVES

Details of movements in reserves of the Group and the Company during the year ended 31 March 2024 are set out in the consolidated statement of changes in equity on page 82 and in note 35 to the consolidated financial statements, respectively.

DISTRIBUTABLE RESERVES OF THE COMPANY

As at 31 March 2024, the Company had distributable reserve of approximately HK\$28.9 million, calculated under the Companies Law (as revised), of the Cayman Islands (31 March 2023: HK\$30.8 million).

PRE-EMPTIVE RIGHTS

There is no provision regarding pre-emptive right under the Articles or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to its existing shareholders.

EQUITY-LINKED AGREEMENTS

Save for the share option scheme as set out below, no equity-linked agreement was entered into by the Group, or existed during the year ended 31 March 2024.

SHARE OPTION SCHEME

The following is a summary of the principal terms of the rules of a share option scheme (the "**Share Option Scheme**") conditionally adopted by the resolutions in writing of the then sole shareholder passed on 18 March 2020 (the "**Adoption Date**"). The Share Option Scheme became effective on the Listing Date. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

(a) Purpose

The Share Option Scheme enables the Company to grant options to subscribe for the Shares (the "**Options**") to any director, employee or officer, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Company or any of the subsidiaries (the "**Eligible Person**"), as incentives or rewards for their contributions to the Group.

DIRECTORS' REPORT

(b) Participants

The basis of eligibility of any person to the grant of any Option shall be determined by the Board from time to time on the basis of his or her contribution or potential contribution to the development and growth of the Group.

(c) Grant of Options

The Board shall not offer the grant of Options to any Eligible Persons after inside information has come to our Company's knowledge until we have announced the information in accordance with the requirements of the GEM Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of (a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the GEM Listing Rules) for the approval of our Company's results for any year, half-year, quarter-year period or any other interim period (whether or not required under the GEM Listing Rules), and (b) the deadline for our Company to publish an announcement of our results for any year, half-year or quarter-year period under the GEM Listing Rules or any other interim period (whether or not required under the GEM Listing Rules), and ending on the date of the results announcement. The period during which no Option may be granted will cover any period of delay in the publication of a result announcement.

Subject to paragraph (k) below, the total number of Shares issued and to be issued upon exercise of the Options granted and to be granted to a participant under the Share Option Scheme and other schemes (including both exercised and outstanding Options) in any 12-month period must not exceed 1% of the Shares from time to time in issue, and provided that if approved by shareholders in general meeting with such participant and his or her close associates (or his or her associates if the participant is a connected person) abstaining from voting, our Company may make a further grant of Options to such participant (the "**Further Grant**") notwithstanding that the Further Grant would result in the total number of Shares issued and to be issued upon exercise of the Options granted and to be granted under the Share Option Scheme and other schemes to such participant (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of the Further Grant representing in aggregate over 1% of the Shares from time to time in issue. In relation to the Further Grant, our Company must send a circular to our shareholders, which discloses, amongst other, information from time to time as required by the GEM Listing Rules, the number and the terms of the Options to be granted. The number and terms (including the exercise price) of Options which is the subject of the Further Grant shall be fixed before the relevant shareholders' meeting and the date of meeting of the Board for proposing the Further Grant should be taken as the date of grant for the purpose of calculating the exercise price.

(d) Exercise Price

The exercise price for any Shares under the Share Option Scheme will be a price determined by the Board and notified to each participant and shall be at least the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the Options, which must be a trading day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant of the relevant Options; and (iii) the nominal value of a Share on the date of the grant.

(e) Maximum number of Shares

- (i) The total number of Shares which may be issued upon the exercise of all Options to be granted under the Share Option Scheme and other Schemes must not in aggregate exceed 10% of the Shares in issue as at the Listing Date (the "**Scheme Mandate**") unless approved by the shareholders pursuant to the terms of the Share Option Scheme. Options lapsed in accordance with the terms of the Share Option Scheme or other schemes will not be counted for the purpose of calculating the Scheme Mandate Limit. On the basis of 1,000,000,000 Shares in issue on the Listing Date, the Scheme Mandate Limit will be equivalent to 100,000,000 Shares, representing 10% of the Shares in issue as at the Listing Date.
- (ii) The Scheme Mandate Limit may be renewed by our shareholders in general meeting provided always that to the extent that the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and other schemes under the Scheme Mandate Limit so renewed must not exceed 10% of the Shares in issue as at the date of such shareholders' approval provided that Options previously granted under the Share Option Scheme and other schemes (including those exercised, outstanding, cancelled or lapsed in accordance with the terms thereof) shall not be counted for the purpose of calculating the Scheme Mandate Limit as renewed. In relation to the shareholders' approval referred to in this paragraph (ii), our Company shall send a circular to our shareholders containing the information from time to time as required by the GEM Listing Rules.
- (iii) Subject to the terms of the Share Option Scheme and the approval of shareholders in general meeting, our Company may also grant Options beyond the Scheme Mandate Limit provided that Options in excess of the Scheme Mandate Limit are granted only to Eligible Persons specifically identified by our Company before such shareholders' approval is sought. In relation to the shareholders' approval referred to in this paragraph (iii), our Company shall send a circular to our shareholders containing such relevant information from time to time as required by the GEM Listing Rules.
- (iv) Notwithstanding the foregoing, no Options may be granted by our Company if the maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and other schemes in aggregate exceeds 30% of the Shares in issue from time to time.

No Option has been granted under the Share Option Scheme since the Listing Date and up to the date of this annual report. Accordingly, the total number of Shares available for issue under the Share Option Scheme is 100,000,000 Shares, representing 10% of the issued Shares as at the date of this annual report.

(f) Time of exercise of Option

An Option may be exercised in accordance with the terms of the Share Option Scheme at any time during the applicable option period, provided that, amongst others, the period within which the Option must be exercised shall not be more than 10 years from the date on which that Option is deemed to have been granted. The exercise of an Option may be subject to the achievement of performance target and/or any other conditions to be notified by the Board to each participant, which the Board may in its absolute discretion determine.

(g) Rights are personal to grantee

An Option shall be personal to the Participant and shall not be assignable or transferable and no participant shall in any way sell, transfer, charge, mortgage, encumber or create any interest whether legal or beneficial in favour of any third party over or in relation to any Option. Any breach of the foregoing by the participant shall entitle our Company to cancel any Option or any part thereof granted to such Participant (to the extent not already exercised) without incurring any liability on our Company.

DIRECTORS' REPORT

(h) Minimum period for which an option must be held before it can be exercised

There is no minimum period for which an option granted must be held before it can be exercised except otherwise imposed by the Board.

(i) Amount payable on application or acceptance of the Option and the period within which payments or calls must or may be made, or loans for such purposes must be repaid

The Eligible Person shall remit HK\$1.00 to our Company as consideration for the grant upon acceptance of the Option. The Option shall be offered for acceptance for a period of not less than 5 business days from the date on which the Option is granted.

(j) Period of Share Option Scheme

The Share Option Scheme shall be valid and effective for a period of 10 years commencing on the Listing Date, after which no further Options will be issued but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects and the Options granted during the life of the Share Option Scheme may continue to be exercisable in accordance with their terms of issue.

The Board may impose such terms and conditions on the offer of Option(s) either on a case-by-case basis or generally as are not inconsistent with the Share Option Scheme, including but not limited to the minimum period for such an Option must be held, if applicable.

(k) Granting of Options to a director, chief executive or substantial shareholder of our Company or any of their respective associates

Any grant of Options to any director, chief executive or substantial shareholder of our Company, or any of their respective associates, must be approved by the independent non-executive directors (excluding any independent non-executive director who is the proposed participant). If a grant of Options to a substantial shareholder of our Company or an independent non-executive director, or any of their respective associates will result in the total number of the Shares issued and to be issued upon exercise of the Options granted and to be granted (including the Options exercised, cancelled and outstanding) to such person in any 12-month period up to and including the date of the grant (i) representing in aggregate over 0.1% (or such other percentage as may from time to time specified by the Stock Exchange) 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 million, such further grant of Options must be approved by our shareholders on a poll in a general meeting. The participant, his or her associates and all core connected persons of our Company must abstain from voting in favour at such general meeting. Our Company will send a circular to our shareholders containing the information as required under the GEM Listing Rules. In addition, shareholders' approval as described above will also be required for any change in terms of the Options granted to a participant who is a substantial shareholder of our Company, an independent non-executive director or any of their respective associates. The circular must contain the following:

- (i) details of the number and terms of the Options (including the exercise price relating thereto) to be granted to each Eligible Person, which must be fixed before the relevant shareholders' meeting, and the date of Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the Exercise Price;
- (ii) a recommendation from our independent non-executive directors (excluding any independent non-executive director who is a proposed participant) to the independent shareholders as to voting; and

(iii) all the information as required under the GEM Listing Rules from time to time.

For the avoidance of doubt, the requirements for the granting of Options to a Director or chief executive of our Company set out in this paragraph do not apply where the Eligible Person is only a proposed Director or proposed chief executive of our Company.

DIRECTORS

The members of the Board during the year ended 31 March 2024 and up to the date of this annual report are:

Executive Directors

Mr. Lam Ka Wing (*Chairman and Chief Executive Officer*)
Ms. Wong Pui Yee Edith

Independent non-executive Directors

Mr. Ng Kwun Wan
Ms. Cho Mei Ting
Mr. Ho Ka Kit

In accordance with article 108(a) of the Articles, at each annual general meeting, one third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Article 112 of the Articles specifies that any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mrs. Lam and Mr. Ho shall retire at the forthcoming AGM and being eligible, offer themselves for re-election.

BIOGRAPHIES OF THE DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and senior management are set out under the section headed "Biographical Details of Directors and Senior Management" as set out on pages 14 to 17 of this annual report.

DIRECTORS' REPORT

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Each of the executive Directors has entered into a service contract with the Company for a fixed term of three years and will continue thereafter until terminated by not less than three months' notice in writing served by either party. The term of service of a Director is subject to retirement by rotation of Directors as set out in the Articles.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company on for a fixed term of three years and will continue thereafter until terminated by either party giving not less than one month's written notice to the other party. The term of service of a Director is subject to retirement by rotation of Directors as set out in the Articles.

Save as disclosed above, none of the Directors, including those to be re-elected at the forthcoming AGM has a service contract with the Company or any of its subsidiaries which is not determinable within one year without payment of compensation, other than statutory compensation.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received annual confirmation of independence pursuant to Rule 18.39B of the GEM Listing Rules from each of the independent non-executive Directors and considers that all the independent non-executive Directors, namely Mr. Ng, Ms. Cho and Mr. Ho, are independent and meet the independent guidelines set out in Rule 5.09 of the GEM Listing Rules.

DIRECTORS' REMUNERATION

In compliance with the CG Code, the Company has established a Remuneration Committee to make recommendations to the Board on the Company's policy and structure for all the Directors' remuneration. The Directors' remuneration is determined by the Board with reference to, inter alia, the experience, responsibility, workload and time devoted to the Group. Details of Directors' remuneration are set out in note 12 to the consolidated financial statements.

FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals of the Group during the year ended 31 March 2024 include two Directors (31 March 2023: two Directors). Details of the five highest paid individuals are set out in note 12 to the consolidated financial statements.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2024, the Group had 109 employees excluding the Directors. The remuneration package offered to the Group's employees includes salary, commission and discretionary bonus. The Group's remuneration policies are in line with the prevailing market practices and the staff remuneration is determined on the basis of the performance and experience of each individual employee.

RETIREMENT BENEFITS SCHEMES

The Group does not forfeit any contribution on behalf of its employee who leave the retirement benefits schemes prior to full vesting. Accordingly, as at 31 March 2024, there were no forfeited contributions available for the Group to reduce its existing level of contributions to the retirement benefits schemes in future years.

PERMITTED INDEMNITY PROVISION

Upon the Listing, the Company has in force indemnity provisions as permitted under the relevant statutes for the benefits of the Directors. The permitted indemnity provisions are provided for in the Company's Articles in respect of potential losses and liability associated with legal proceedings that may be brought against such Directors and the payment of any sum primarily due from the Company that may be liable by the Directors.

The Company has maintained appropriate directors and officers liability insurance and such permitted indemnity provision for the benefit of the Directors is currently in force.

RELATED PARTY TRANSACTIONS

Details of the related party transactions entered into by the Group are set out in note 33 to the consolidated financial statements. Such related party transactions do not fall under the definition of connected transaction or continuing connected transaction under Chapter 20 of the GEM Listing Rules.

CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTION

During the year ended 31 March 2024, the Group has not entered into any connected transactions or continuing connected transactions that are not exempted under the GEM Listing Rules. The Board confirms that the Company has complied with the applicable disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this annual report, at no time during the year ended 31 March 2024 and up to the date of this annual report, have the Directors and the chief executive of the Company and their respective close associates (as defined in the GEM Listing Rules) had any interests in, or had been granted, or exercised any rights to acquire benefits by means of the acquisition of shares in, or debentures of, the Company and/or its associated corporations (within the meaning of SFO).

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Since the Listing Date and up to the date of this annual report, other than members of the Group, none of the Directors or their respective close associates (as defined in the GEM Listing Rules) has interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group. The independent non-executive Directors confirmed that the internal control measures in relation to managing actual or potential conflict of interest of the Group have been properly implemented.

INTERESTS OF CONTROLLING SHAREHOLDERS

The Directors are not aware of any business or interest of the controlling shareholders nor any of their respective associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group during the year ended 31 March 2024.

DIRECTORS' REPORT

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTEREST IN CONTRACT OF SIGNIFICANCE

There was no transaction, arrangement or contract of significance connected to the business of the Group to which the Company, its subsidiaries, or its holding company or any of its fellow subsidiaries was a party and in which any Director or a connected entity of a Director had a direct or indirect material interest, subsisting at the end of the year or at any time during the year.

During the year ended 31 March 2024, no transaction, arrangement or contract of significance had been entered into between the Company, or any of its subsidiaries and the controlling shareholders of the Company or any of its subsidiaries.

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

As at 31 March 2024, the interests or short positions of each of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) ("SFO")) which (a) would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which such Directors and chief executive of the Company were taken or deemed to have under such provisions of the SFO); or (b) would be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (c) would be required, pursuant to Rule 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange, were as follows:

Long positions in the shares of the Company (the "Shares")

Name of Directors	Nature of interest/holding capacity	Number of Shares held	Percentage of shareholding
Mr. Lam ⁽¹⁾	Interest in a controlled corporation	750,000,000	75%
Mrs. Lam ⁽²⁾	Interest of spouse	750,000,000	75%

Notes:

1. These Shares are registered in the name of Ultra Success Industries Limited ("**Ultra Success**"), a company which is wholly-owned by Mr. Lam. Mr. Lam is deemed to be interested in all Shares registered in the name of Ultra Success under the SFO.
2. These Shares represent the Shares held indirectly by Mr. Lam, the spouse of Mrs. Lam, as ultimate beneficial owner. Mrs. Lam is therefore deemed to be interested in all Shares held by Mrs. Lam under the SFO.

Long positions in the shares of associated corporation

Name of Director	Name of associated corporation	Nature of interest/holding capacity	Number of ordinary share held	Percentage of shareheld
Mr. Lam	Ultra Success	Beneficial owner	1	100%

Save as disclosed above, as at 31 March 2024, none of the Directors or the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be recorded into the register required to be kept therein; or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

INTERESTS AND SHORT POSITIONS OF THE SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATION

As at 31 March 2024, so far as it is known to the Directors, the following persons (not being a Director or chief executive of the Company) had or were deemed to have interests in shares or underlying shares of the Company which (i) were recorded in the register required to be kept by the Company under Section 336 of the SFO, or (ii) which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the GEM Listing Rules, or (iii) who were deemed to be, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

Long position in the Shares

Name of shareholder	Nature of interest/holding capacity	Number of Shares held	Percentage of shareholding
Ultra Success	Beneficial owner	750,000,000 ^(Note)	75%

Note: Ultra Success is a company incorporated in the BVI and is wholly-owned by Mr. Lam. Mr. Lam is deemed to be interested in all Shares held by Ultra Success under the SFO. Mrs. Lam, the spouse of Mr. Lam, is therefore also deemed to be interested in all Shares held by Mr. Lam under the SFO.

Save as disclosed above, as at 31 March 2024, the Directors have not been notified by any person who had interests or short positions in the Shares or underlying Shares or debentures of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the GEM Listing Rules.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Shares during the year ended 31 March 2024.

DIRECTORS' REPORT

CORPORATE GOVERNANCE

The Directors recognise the importance of good corporate governance in management and internal procedures to promote and ensure accountability. The Company's corporate governance practices are based on principles and code provisions of the CG Code as set out in Appendix C1 to the GEM Listing Rules. Since the Listing Date and up to the date of this annual report, the Company's corporate governance practices have been complied, except for the code provision C.2.1 of the CG Code. Details of the principal corporate governance practices as adopted by the Company and the Company's compliance with the applicable code provisions are set out in the section headed "Corporate Governance Report" on pages 18 to 30 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this annual report, there is sufficient public float of not less than 25% of the Company's issued share as required under the GEM Listing Rules.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group has adopted risk management and internal control policies to monitor the on-going compliance with the relevant laws and regulations. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group during the year ended 31 March 2024.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to enhancing environmental protection to minimise the impact of its activities on the environment. It is the policy of the Group to promote clean operation and strives to making the most efficient use of resources in its operations, and minimising wastes and emission. During the year ended 31 March 2024, the Group did not record any non-compliance with applicable environmental requirements that resulted in prosecution or penalty being brought against the Group.

USE OF PROCEEDS

The Shares were listed on GEM on the Listing Date. The net proceeds after deducting the underwriting commission and related listing expenses payable by the Company were approximately HK\$21.6 million. Up to 31 March 2024, approximately HK\$19.2 million of the Net Proceeds from the Listing had been utilised. Details are set out in the section headed "Management's Discussion and Analysis" on pages 4 to 13 of this annual report.

SIGNIFICANT INVESTMENTS AND FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 31 March 2024, the Group did not hold any significant investment. Save as disclosed elsewhere in this report, the Group did not have any other plan for material investments or capital assets as at the date of this report.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES OR JOINT VENTURES

There were no material acquisition or disposal of subsidiaries, associates or joint ventures during the year ended 31 March 2024.

MANAGEMENT CONTRACTS

There was no contract concerning the management or administration of the whole or any substantial part of the business of the Company which was entered into or existed during the year ended 31 March 2024.

ANNUAL GENERAL MEETING

The AGM of the Company will be held on 23 August 2024, the notice of which shall be sent to the shareholders of the Company in accordance with the Articles, the GEM Listing Rules and other applicable laws and regulations.

CLOSURE OF THE REGISTER OF MEMBERS OF SHARES

To be eligible to attend and vote in the forthcoming AGM, the register of members of the Company will be closed from Tuesday, 20 August 2024 to Friday, 23 August 2024 (both dates inclusive) during which period no transfer of Shares will be registered. To be qualified for attending and voting at the forthcoming AGM, all Share transfer documents must be lodged with Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Monday, 19 August 2024.

DIRECTORS' REPORT

EVENT AFTER THE REPORTING PERIOD

Save as disclosed elsewhere in this report, subsequent to 31 March 2024 and up to the date of this report, there was no significant event relevant to the business or financial performance of the Group that comes to the attention of the Directors.

AUDITOR

The consolidated financial statements for the year ended 31 March 2024 have been audited by Deloitte Touche Tohmatsu, who will retire at the forthcoming AGM and, being eligible, offer themselves for re-appointment. A resolution will be proposed at the forthcoming AGM of the Company to re-appoint Deloitte Touche Tohmatsu as the auditor of the Company.

There was no change of auditor of the Company since the Listing.

By order of the Board

Sunray Engineering Group Limited

Lam Ka Wing

Chairman and Executive Director

Hong Kong, 25 June 2024

INDEPENDENT AUDITOR'S REPORT

Deloitte.

德勤

TO THE SHAREHOLDERS OF SUNRAY ENGINEERING GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Sunray Engineering Group Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 80 to 139, which comprise the consolidated statement of financial position as at 31 March 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with 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 the 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**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS

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

Key audit matter	How our audit addressed the key audit matter
<p>Recognition of revenue from provision of building protection works</p> <p>We identified recognition of revenue from provision of building protection works as a key audit matter due to its significance to the Group's consolidated financial statements as a whole and involvement of significant management estimates in estimating each contract's outcome and value of works completed.</p> <p>The Group recognised revenue from provision of building protection works of HK\$121,564,000 during the year ended 31 March 2024 as set out in note 5 to the consolidated financial statements.</p> <p>As disclosed in note 4 to the consolidated financial statements, budgeted contract costs and profit margin are prepared by the management of the Group on the basis of quotations from time to time provided by the subcontractors or suppliers of contract materials involved. In order to keep the budget accurate and up-to-date, the management of the Group conducts periodic reviews and revisions of the budgets of contracts by comparing the budgeted amounts to the actual amounts incurred. Such estimate may have impact on the revenue and profit recognised in each period.</p>	<p>Our procedures in relation to the recognition of revenue from provision of building protection works included:</p> <ul style="list-style-type: none">• Obtaining an understanding on how the management of the Group recognises the revenue from provision of building protection works and how the budgeted contract costs are determined;• Agreeing the contract sum and any variation orders to respective signed contracts and the correspondence with customers, on a sample basis;• Checking the estimated total budgeted contract costs against the underlying contracts, quotations or latest payment certificates or invoices issued by subcontractors or suppliers of contract materials, on a sample basis, of individual contracts and understanding the causes for significant revisions of the estimated total budgeted costs, where applicable;• Assessing the accuracy of the actual costs incurred for the year by checking against the payment certificates or invoices issued by subcontractors or suppliers of contract materials, on a sample basis; and• Evaluating the reliability of the estimation made by management of the Group by comparing their budgeted contract costs against actual costs on completed projects, on a sample basis.

INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

INDEPENDENT AUDITOR'S REPORT

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 solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 judgment and maintain professional skepticism throughout the audit. We also:

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

INDEPENDENT AUDITOR'S REPORT

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Kwok Lai Sheung.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
25 June 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2024

	Notes	2024 HK\$'000	2023 HK\$'000
Revenue	5	165,947	222,809
Cost of sales and services		(117,003)	(165,370)
Gross profit		48,944	57,439
Other income	7	279	1,449
Other gains and losses	8	162	175
Impairment losses under expected credit loss model, net of reversal	9	(441)	(78)
Selling and distribution costs		(6,876)	(8,929)
Administrative expenses		(40,689)	(40,310)
Finance costs	10	(1,425)	(1,035)
(Loss) profit before taxation	11	(46)	8,711
Income tax expense	13	(752)	(3,199)
(Loss) profit and total comprehensive (expense) income for the year		(798)	5,512
(Loss) earnings per share			
Basic (HK cents)	14	(0.08)	0.55

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2024

	NOTES	2024 HK\$'000	2023 HK\$'000
Non-current assets			
Property and equipment	16	47,821	51,296
Right-of-use assets	17	4,021	4,953
Rental and other deposits	19	140	277
		<u>51,982</u>	<u>56,526</u>
Current assets			
Inventories	18	16,698	12,989
Trade and other receivables	19	25,806	23,196
Contract assets	20	123,525	135,358
Cash and cash equivalents	21	35,185	29,436
		<u>201,214</u>	<u>200,979</u>
Current liabilities			
Trade and other payables	22	23,986	26,508
Contract liabilities	20	14,880	12,302
Lease liabilities	23	1,815	1,805
Taxation payable		1,175	2,400
Bank borrowings	24	22,325	23,587
		<u>64,181</u>	<u>66,602</u>
Net current assets		<u>137,033</u>	<u>134,377</u>
Total assets less current liabilities		<u>189,015</u>	<u>190,903</u>
Non-current liabilities			
Lease liabilities	23	1,504	2,390
Deferred taxation	25	746	950
		<u>2,250</u>	<u>3,340</u>
Net assets		<u>186,765</u>	<u>187,563</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2024

	NOTES	2024 HK\$'000	2023 HK\$'000
Capital and reserves			
Share capital	26	10,000	10,000
Reserves		176,765	177,563
Total equity		186,765	187,563

The consolidated financial statements on pages 80 to 139 were approved and authorised for issue by the Board of Directors on 25 June 2024 and are signed on its behalf by:

Lam Ka Wing
DIRECTOR

Wong Pui Yee Edith
DIRECTOR

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2024

	Attributable to owners of the Company						
	Share capital	Share premium	Legal reserve	Other reserve	Capital contribution	Retained profits	Total
	HK\$'000 (Note i & ii)	HK\$'000 (Note i & ii)	HK\$'000 (Note iii)	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2022	10,000	31,055	24	49	36,724	104,199	182,051
Profit and total comprehensive income for the year	—	—	—	—	—	5,512	5,512
At 31 March 2023	10,000	31,055	24	49	36,724	109,711	187,563
Loss and total comprehensive expense for the year	—	—	—	—	—	(798)	(798)
At 31 March 2024	10,000	31,055	24	49	36,724	108,913	186,765

Notes:

- (i) On 23 April 2020, the Company issued a total of 250,000,000 new shares of par value of HK\$0.01 each at offer price of HK\$0.24 per share, by way of the public offer and placing. Of the gross total proceeds of HK\$60,000,000, HK\$2,500,000 representing the par value was credited to the Company's share capital, and HK\$57,500,000 before reduction of issue costs of HK\$18,945,000, was credited to the share premium account.
- (ii) The Company capitalised an amount of HK\$7,499,999.99 standing to the credit of the share premium account of the Company towards paying in full at par a total of 749,999,999 shares for allotment and issue to the shareholders of the Company on 23 April 2020. Such shares rank pari passu in all respects with the then existing issued shares of the Company.
- (iii) In accordance with the Article 377 of the Commercial Code of Macau Special Administrative Region, the subsidiaries registered in Macau are required to transfer part of their profits of the accounting period of not less than 25% to legal reserve, until the amount reaches an amount equal to half of the respective share capital.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2024

	2024 HK\$'000	2023 HK\$'000
Operating activities		
(Loss) profit before taxation	(46)	8,711
Adjustments for:		
Loss on disposal of property and equipment	163	81
Depreciation	5,616	6,047
Bank interest income	(177)	(72)
Impairment losses under expected credit loss model, net of reversal	441	78
Finance costs	1,425	1,035
Operating cash flows before movements in working capital	7,422	15,880
(Increase) decrease in inventories	(3,709)	2,667
Increase in trade and other receivables	(2,558)	(1,634)
Decrease (increase) in contract assets	11,477	(16,597)
Decrease in trade and other payables	(2,522)	(973)
Increase (decrease) in contract liabilities	2,578	(2,053)
Cash from (used in) operations	12,688	(2,710)
Hong Kong Profits Tax paid	(2,181)	(5,554)
Hong Kong Profits Tax refunded	—	1,786
Net cash from (used in) operating activities	10,507	(6,478)
Investing activities		
Purchase of property and equipment	(53)	(7,358)
Proceeds from disposal of property and equipment	65	1,001
Withdrawal of a pledged bank deposit	—	821
Interest received	177	72
Net cash from (used in) investing activities	189	(5,464)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2024

	2024 HK\$'000	2023 HK\$'000
Financing activities		
New bank borrowings raised	23,500	—
Payments of lease liabilities	(2,260)	(2,949)
Repayment of bank borrowings	(24,762)	(1,616)
Interest paid	(1,425)	(1,035)
Net cash used in financing activities	<u>(4,947)</u>	<u>(5,600)</u>
Net increase (decrease) in cash and cash equivalents	5,749	(17,542)
Cash and cash equivalents at beginning of the year	<u>29,436</u>	<u>46,978</u>
Cash and cash equivalents at end of the year, represented by bank balances and cash	<u><u>35,185</u></u>	<u><u>29,436</u></u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

1. GENERAL

Sunray Engineering Group Limited (the “**Company**”) was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law Chapter 22 of the Cayman Islands. The Company’s immediate and ultimate holding company is Ultra Success Industries Limited, a limited liability company incorporated in the British Virgin Islands (“**BVI**”). The ultimate controlling shareholder of the Group is Mr. Lam Ka Wing (“**Mr. Lam**”). The shares of the Company are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The address of the Company’s registered office and the principal place of business of the Company are disclosed in the “Corporate Information” section in the annual report.

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in note 34.

The consolidated financial statements are presented in HK\$, which is also the functional currency of the Company.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“**HKFRSS**”)

New and amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Company and its subsidiaries (collectively referred to as the “**Group**”) has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) for the first time, which are mandatorily effective for the Group’s annual periods beginning on 1 April 2023 for the preparation of the consolidated financial statements:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform - Pillar Two model Rules
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies

Except of the amendments to HKFRSs mentioned below, the application of the other new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (CONTINUED)

Impacts on application of Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

The Group has applied the amendments for the first time in the current year. HKAS 1 Presentation of Financial Statements is amended to replace all instances of the term “Material accounting policy information” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments has had no material impact on the Group’s financial positions and performance but has affected the disclosure of the Group’s accounting policies set out in Note 3 to the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (CONTINUED)

Change in accounting policy as a result of application of the HKICPA guidance on the accounting implications of the abolition of the Mandatory Provident Fund (“MPF”) - Long Service Payment (“LSP”) offsetting mechanism in Hong Kong

As disclosed in note 28, the Group has several subsidiaries operating in Hong Kong which are obliged to pay LSP to employees under certain circumstances. Meanwhile, the Group makes mandatory MPF contributions to the trustee who administers the assets held in a trust solely for the retirement benefits of each individual employee. Offsetting of LSP against an employee’s accrued retirement benefits derived from employers’ MPF contributions was allowed under the Employment Ordinance (Cap.57).

In June 2022, the Government of the HKSAR gazetted the Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the “Amendment Ordinance”) which abolishes the use of the accrued benefits derived from employers’ mandatory MPF contributions to offset severance payment and LSP (the “Abolition”). The Abolition will officially take effect on 1 May 2025 (the “Transition Date”). In addition, under the Amendment Ordinance, the last month’s salary immediately preceding the Transition Date (instead of the date of termination of employment) is used to calculate the portion of LSP in respect of the employment period before the Transition Date.

In July 2023, the HKICPA published “Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong” which provides guidance for the accounting for the offsetting mechanism and the impact arising from abolition of the MPF-LSP offsetting mechanism in Hong Kong. In light of this, the Group has implemented the guidance published by the HKICPA in connection with the LSP obligation retrospectively so as to provide more reliable and more relevant information about the effects of the offsetting mechanism and the Abolition.

The application of amendments in the current year had no material impact on the financial statements.

Amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following amendments to HKFRSs that have been issued but are not yet effective:

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ²
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ²
Amendments to HKAS 21	Lack of Exchangeability ³

¹ Effective for annual periods beginning on or after a date to be determined.

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

³ Effective for annual periods beginning on or after 1 January 2025.

The Directors of the Company anticipate that the application of all amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange ("**Listing Rules**") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Material accounting policy information

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiary to bring its accounting policies into line with the Group's accounting policies.

All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Material accounting policy information (Continued)

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good and service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and the revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control of a product or service to a customer. The Group recognises revenue from two major sources, namely (i) provision of building protection works; and (ii) supply of building protection products.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Material accounting policy information (Continued)

Revenue from contracts with customers (Continued)

Specifically, revenue is recognised in profit or loss as follows:

Provision of building protection works

The Group provides the provision of building protection works based on contracts entered with customers. Such contracts are entered into before the services begin. Under the terms of the contracts, the Group is contractually required to perform services at the customers' specified sites that the Group creates or enhances an asset that the customers controls as the Group performs. Revenue from provision of building protection works is therefore recognised over time using input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation. The Group would consider if there is any adjustment required to the input method for uninstalled materials, to ensure that the input method meets the objective of measuring progress towards complete satisfaction of a performance obligation. The management of the Group considers that input method would faithfully depict the Group's performance towards complete satisfaction of these performance obligation under HKFRS 15 "Revenue from Contracts with Customers" ("HKFRS 15").

For contracts that contain variable consideration (i.e. variation order), the Group estimates the amount of consideration to which it will be entitled using the most likely amount, which better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of the reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the change in circumstances during the reporting period.

For warranty embedded to the construction contracts, the Group accounts for the warranty in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets" unless the warranty provides the customer with a service in addition to the assurance that the contracting work complies with the agreed-upon specifications.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Material accounting policy information (Continued)

Revenue from contracts with customers (Continued)

Supply of building protection products

Revenue from the supply of building protection products are recognised at a point in time when the control of goods has transferred, being when the goods have been delivered to the customers' specified location. The goods delivered can only be returned to the Group in case of serious quality defects. A receivable is recognised by the Group when the goods are delivered to the customers as this represents the point in time at which the Group's right to consideration becomes unconditional, as only the passage of time is required before payment of that consideration is due.

Contract assets or liabilities

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9 "Financial Instruments" ("HKFRS 9"). In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Contract asset is recognised when (i) the Group completes the provision of building protection works under such services contracts but yet certified by architects, surveyors or other representatives appointed by customers, or (ii) the customers retain retention money to secure the due performance of the contracts. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer when the Group's right to consideration becomes unconditional other than passage of time. For the provision of building protection works, if the considerations (including advances received from customers) exceeds the revenue recognised to date under the input method, the Group recognises a contract liability for the difference. For the supply of building protection products, the Group recognises a contract liability if an advance payment is received from the customer and the contract liability is recognised as revenue when the Group performs its obligations under the contract.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Material accounting policy information (Continued)

Leases

Definition of 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.

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Right-of-use assets

The cost of right-of-use asset includes:

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

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated to write off the cost of items on a straight line basis over the shorter of its estimated useful life and the lease term.

When the Group obtains ownership of the underlying leased assets at the end of the lease term, upon exercising purchase options, the cost of the relevant right-of-use assets and the related accumulated depreciation and impairment loss are transferred to property and equipment.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Material accounting policy information (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives.

Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognised as expense in the period in which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Government subsidies

Government subsidies are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the subsidies will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such subsidies are presented under "other income".

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Material accounting policy information (Continued)

Employee benefits

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries) after deducting any amount already paid.

Taxation

Income tax expense represents the sum of current and deferred income tax expense.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from (loss) profit before taxation as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Material accounting policy information (Continued)

Taxation (Continued)

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the lease liabilities, and the related assets separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Material accounting policy information (Continued)

Property and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property and equipment.

Depreciation is recognised so as to write off the cost of items of property and equipment over their estimated useful lives using the straight line method. The estimated useful lives and depreciation method are reviewed at the end of the reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Impairment on property and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property and equipment and right-of-use assets are estimated individually, or when it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Material accounting policy information (Continued)

Impairment on property and equipment and right-of-use assets (Continued)

Recoverable amount is the higher of 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 (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, where appropriate, a shorter period to the net carrying amount on initial recognition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

Impairment of financial assets and contract assets subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss (“**ECL**”) model on financial assets (including trade and other receivables, pledged bank deposit, bank balances, rental deposits) and contract assets which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast 12-months ECL (“**12m ECL**”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment is done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables and contract assets. Except for a credit-impaired debtor which was assessed individually, the ECL on these assets are assessed collectively for debtors based on the Group’s internal credit rating, historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and contract assets subject to impairment assessment under HKFRS 9 (Continued)

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12m ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the end of the reporting period with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time of the extent to which the fair value of a financial asset has been less than its amortised cost;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and contract assets subject to impairment assessment under HKFRS 9 (Continued)

(ii) Definition of default

The Group considers an event of default when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

(iii) Credit-impaired financial assets

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

- (a) significant financial difficulty of the issuer or the counterparty;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and/or there is no realistic prospect of recovery. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and contract assets subject to impairment assessment under HKFRS 9 (Continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- nature of financial instruments;
- past-due status; and
- nature and size of debtors.

The grouping is regularly reviewed by the management of the Group to ensure the constituents of each group continue to share similar credit risk characteristics.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12m ECL at the current reporting date.

Interest income 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 amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amounts, with the exception of trade receivables and contract assets where the corresponding adjustment is recognised through a loss allowance account.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by group entities are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, canceled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next twelve months.

Recognition of revenue from provision of building protection works

The Group reviews and revises the estimated total costs to complete the satisfaction of these services as the contract progresses. Budgeted contract costs and profit margin are prepared by the management of the Group on the basis of quotations from time to time provided by the subcontractors or suppliers of contract materials involved. In order to keep the budget accurate and up-to-date, the management of the Group conducts periodic reviews and revisions of the budgets of contracts by comparing the budgeted amounts to the actual amounts incurred. Such estimate may have impact on the revenue and profit recognised in each period.

Recognised amounts of contract revenue from provision of building protection works reflect the management of the Group's best estimate of each contract's outcome and value of works completed, which are determined on the basis of a number of estimates. This includes the assessment of the profitability of on-going construction contracts. The actual outcomes in terms of total costs or revenue may be higher or lower than estimated at the end of the reporting period, which would affect the revenue and profit or loss recognised in future years as an adjustment to the amounts recorded to date.

During the year ended 31 March 2024, the Group recognised revenue from provision of building protection work of HK\$121,564,000 (2023: HK\$162,725,000).

Estimated impairment of trade receivables and contract assets

The management of the Group estimates the amount of impairment loss for ECL on trade receivables and contract assets using a collective assessment based on appropriate groupings on shared credit risk characteristics of customers, except for balances with credit-impaired debtors which were assessed for ECL individually, after considering internal credit ratings of trade debtors, ageing, repayment history and/or past due status of respective debtors. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 31 March 2024, the carrying amount of trade receivables and contract assets are HK\$22,323,000 (2023: HK\$21,402,000) and HK\$123,525,000 (2023: HK\$135,358,000) (net of allowance of HK\$1,054,000 (2023: HK\$969,000) and HK\$997,000 (2023: HK\$641,000)), respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

5. REVENUE

Revenue represents the fair value of amounts received and receivable from provision of building protection works and supply of building protection products.

An analysis of the Group's revenue is as follows:

	2024 HK\$'000	2023 HK\$'000
Contract revenue from provision of building protection works, recognised over time:		
Residential buildings	36,187	31,782
Community facilities (Note)	57,753	71,629
Commercial buildings	27,624	59,314
	<u>121,564</u>	<u>162,725</u>
Contract revenue from supply of building protection products, recognised at a point in time	44,383	60,084
	<u>165,947</u>	<u>222,809</u>

Note: Community facilities include sports centres, theatre, hospitals, power station and other community facilities.

All the Group's provision of building protection works are made directly with customers which are mainly construction companies and contractors in Hong Kong. The period of building protection works normally varies from 1 to 4 years. The customers for supply of building protection products are mainly located in Hong Kong and Macau.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

5. REVENUE (CONTINUED)

Transaction price allocated to the remaining performance obligations

The following table shows the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) as at the end of the reporting period.

	2024 HK\$'000	2023 HK\$'000
Provision of building protection works for:		
Residential buildings	76,576	77,096
Community facilities	109,618	141,602
Commercial buildings	59,398	57,131
	<u>245,592</u>	<u>275,829</u>

Based on the information available to the Group at the end of the reporting period, the management of the Group expects the transaction price allocated to the above unsatisfied (or partially unsatisfied) contracts in respect of provision of building protection works as of 31 March 2024 will be recognised as revenue during the years ending 31 March 2025 to 2028 (2023: the years ended/ending 31 March 2024 to 2027).

As a practical expedient, the Group does not disclose the information about its remaining obligations in respect of supply of building protection products as the contracts have an original expected duration of one year or less.

6. SEGMENT INFORMATION

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (the "CODM") in order for CODM to allocate resources and assess performance. No operating segments identified by the CODM have been aggregated in arriving at the reporting segments of the Group.

Specifically, the Group's reporting and operating segments under HKFRS 8 "Operating Segments" are as follows:

- Provision of building protection works; and
- Supply of building protection products.

The CODM makes decisions according to the operating results of each segment. No analysis of segment assets and segment liabilities is presented as the CODM does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

6. SEGMENT INFORMATION (CONTINUED)

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating segments:

For the year ended 31 March 2024

	Provision of building protection works HK\$'000	Supply of building protection products HK\$'000	Total HK\$'000
Segment revenue - external	121,564	44,383	165,947
Segment results	29,758	19,186	48,944
Other income			279
Other gains and losses			162
Impairment losses under ECL model, net of reversal			(441)
Selling and distribution costs			(6,876)
Administrative expenses			(40,689)
Finance costs			(1,425)
Loss before taxation			(46)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

6. SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (Continued)

For the year ended 31 March 2023

	Provision of building protection works HK\$'000	Supply of building protection products HK\$'000	Total HK\$'000
Segment revenue - external	162,725	60,084	222,809
Segment results	38,542	18,897	57,439
Other income			1,449
Other gains and losses			175
Impairment losses under ECL model, net of reversal			(78)
Selling and distribution costs			(8,929)
Administrative expenses			(40,310)
Finance costs			(1,035)
Profit before taxation			8,711

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies described in note 3. Segment results represent the profit earned by each segment without allocation of other income, other gains and losses, impairment losses under ECL model, net of reversal, selling and distribution costs, administrative expenses and finance costs. This is the measure reported to the CODM for the purposes of resources allocation and assessment of segment performance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

6. SEGMENT INFORMATION (CONTINUED)

Geographical information

The Group's operations are located in Hong Kong and Macau. Analysis of the Group's revenue by geographical location is detailed below:

	2024 HK\$'000	2023 HK\$'000
Hong Kong	149,653	212,239
Macau	16,294	10,570
	<u>165,947</u>	<u>222,809</u>

The Group's non-current assets, excluding financial assets, are substantially situated in Hong Kong.

Information about major customers

Revenue from customers individually contributing over 10% of total revenue of the Group during the year are as follows:

	2024 HK\$'000	2023 HK\$'000
Provision of building protection works and supply of building protection products:		
Customer A	51,711	81,539
Customer B	N/A*	33,576

* Revenue from this customer was less than 10% of the total revenue for the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

7. OTHER INCOME

	2024 HK\$'000	2023 HK\$'000
Bank interest income	177	72
Short-term rental income	—	172
Government subsidies (Note)	—	1,091
Sundry income	102	114
	<u>279</u>	<u>1,449</u>

Note: The government subsidies recognised during the year ended 31 March 2023 were mainly related to the Employment Support Scheme in respect of COVID-19-related subsidies from Hong Kong Government.

8. OTHER GAINS AND LOSSES

	2024 HK\$'000	2023 HK\$'000
Net exchange gain	325	256
Loss on disposal of property and equipment	(163)	(81)
	<u>162</u>	<u>175</u>

9. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

	2024 HK\$'000	2023 HK\$'000
Net impairment losses recognised (reversed) on:		
– trade receivables	85	241
– contract assets	356	(163)
	<u>441</u>	<u>78</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

10. FINANCE COSTS

	2024 HK\$'000	2023 HK\$'000
Interests on:		
– bank borrowings	1,306	912
– lease liabilities	119	123
	<u>1,425</u>	<u>1,035</u>

11. (LOSS) PROFIT BEFORE TAXATION

	2024 HK\$'000	2023 HK\$'000
(Loss) profit before taxation has been arrived at after charging:		
Directors' emoluments (Note 12)	12,313	11,512
Other staff costs	28,176	32,640
Retirement benefit schemes contributions for other staff	1,011	970
Total staff costs	<u>41,500</u>	<u>45,122</u>
Auditor's remuneration	880	850
Variable lease payments in respect of land and buildings which are not included in the measurement of lease liabilities (Note)	3,464	4,550
Cost of inventories recognised as an expense	63,857	101,743
Depreciation of property and equipment	3,728	3,959
Depreciation of right-of-use assets	<u>1,888</u>	<u>2,088</u>

Note: The variable lease payments for certain warehouses are determined according to predetermined unit cost and the usage of storage units of respective warehouses pursuant to terms and conditions that are set out in respective rental agreements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

12. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS AND EMPLOYEES' EMOLUMENTS

Directors' emoluments and chief executive officer's emoluments

Details of the emoluments paid or payable to the directors of the Company and the chief executive officer of the Group during the year are as follows:

	Fees HK\$'000	Salaries and other allowances HK\$'000	Accommodation benefits HK\$'000	Discretionary bonus HK\$'000 (Note)	Retirement benefit schemes contributions HK\$'000	Total HK\$'000
For the year ended 31 March 2024						
<i>Executive directors:</i>						
Mr. Lam (Chief executive officer)	—	7,894	—	1,434	36	9,364
Ms. Wong Pui Yee, Edith	—	1,427	840	232	18	2,517
<i>Independent non-executive directors:</i>						
Mr. Ng Kwun Wan	144	—	—	—	—	144
Ms. Cho Mei Ting	144	—	—	—	—	144
Mr. Ho Ka Kit	144	—	—	—	—	144
Total	432	9,321	840	1,666	54	12,313
For the year ended 31 March 2023						
<i>Executive directors:</i>						
Mr. Lam (Chief executive officer)	—	7,517	321	1,329	36	9,203
Ms. Wong Pui Yee, Edith	—	1,358	280	221	18	1,877
<i>Independent non-executive directors:</i>						
Mr. Ng Kwun Wan	144	—	—	—	—	144
Ms. Cho Mei Ting	144	—	—	—	—	144
Mr. Ho Ka Kit	144	—	—	—	—	144
Total	432	8,875	601	1,550	54	11,512

Note: The discretionary bonus is determined based on the performance of the individuals within the Group and market conditions during the year.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The emoluments of the independent non-executive directors shown above were for their services as the directors of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

12. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (CONTINUED)

Employees' emoluments

The five highest paid individuals of the Group for the year ended 31 March 2024 include two (2023: two) directors. Details of whose emoluments are set out above. Details of the remaining three (2023: three) highest paid individuals are as follows:

	2024 HK\$'000	2023 HK\$'000
Salaries and other allowances	4,364	4,290
Discretionary bonus	178	1,320
Retirement benefit schemes contributions	54	54
	<u>4,596</u>	<u>5,664</u>

The discretionary bonus is determined by reference to individual performance of the employees and approved by the management of the Group.

Their emoluments were within the following bands:

	Number of individuals	
	2024	2023
HK\$1,000,001 to HK\$1,500,000	1	1
HK\$1,500,001 to HK\$2,000,000	2	1
HK\$2,500,001 to HK\$3,000,000	—	1
	<u>3</u>	<u>3</u>

No emoluments were paid by the Group to any of the directors or chief executive officer of the Company or five highest paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors nor the chief executive officer waived agreed to waive any emoluments for both years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

13. INCOME TAX EXPENSE

	2024 HK\$'000	2023 HK\$'000
The tax charge comprises:		
Hong Kong Profits Tax		
Current tax	1,069	3,100
Overprovision in prior years	(113)	(46)
	<u>956</u>	<u>3,054</u>
Deferred tax charge (Note 25)	(204)	145
	<u>752</u>	<u>3,199</u>

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

No provision for Macau Complementary Tax ("CT") is made as the Group has no estimated assessable profits exceeding Macau Pataca ("MOP") 600,000 for both years.

The income tax expense for the year can be reconciled to the (loss) profit before taxation in the consolidated statement of profit or loss and other comprehensive income as follows:

	2024 HK\$'000	2023 HK\$'000
(Loss) profit before taxation	(46)	8,711
Tax at Hong Kong Profits Tax rate of 16.5%	(8)	1,437
Tax effect of expenses not deductible for tax purpose	489	914
Tax effect of income not taxable for tax purpose	(30)	(283)
Tax effect of deductible temporary difference not recognised	188	301
Tax effect of tax losses not recognised	1,133	1,054
Tax concession	(3)	(6)
Tax effect on two-tiered profits tax rates	(165)	(165)
Overprovision in prior years	(113)	(46)
Others	(739)	(7)
Income tax expense	<u>752</u>	<u>3,199</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

14. (LOSS) EARNINGS PER SHARE

The calculation of basic (loss) earnings per share attributable to owners of the Company is based on the following data:

	2024 HK\$'000	2023 HK\$'000
(Loss) earnings:		
(Loss) earnings for the purpose of calculating basic (loss) earnings per share ((loss) profit for the year attributable to owners of the Company)	<u>(798)</u>	<u>5,512</u>
	'000	'000
Number of shares:		
Weighted average number of ordinary shares for the purpose of calculating basic (loss) earnings per share	<u>1,000,000</u>	<u>1,000,000</u>

No diluted (loss) earnings per share was presented for both years ended 31 March 2024 and 2023 as the Group had no potential ordinary shares in issue during both years.

15. DIVIDENDS

No dividend was proposed by the directors of the Company in respect of year ended 31 March 2024 or subsequent to 31 March 2024 (2023: nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

16. PROPERTY AND EQUIPMENT

	Leasehold land and building HK\$'000	Leasehold improvements HK\$'000	Furniture and office equipment HK\$'000	Machinery and equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
COST						
At 1 April 2022	45,258	444	986	3,667	10,019	60,374
Additions	—	5,960	661	605	992	8,218
Disposals	—	—	—	—	(2,175)	(2,175)
At 31 March 2023	45,258	6,404	1,647	4,272	8,836	66,417
Additions	—	—	32	21	—	53
Transfer from right-of-use assets	—	—	—	—	513	513
Disposals	—	—	—	—	(312)	(312)
At 31 March 2024	45,258	6,404	1,679	4,293	9,037	66,671
DEPRECIATION						
At 1 April 2022	1,132	400	879	2,438	7,406	12,255
Provided for the year	1,509	865	140	433	1,012	3,959
Eliminated on disposal	—	—	—	—	(1,093)	(1,093)
At 31 March 2023	2,641	1,265	1,019	2,871	7,325	15,121
Provided for the year	1,509	1,222	191	366	440	3,728
Transfer from right-of-use assets	—	—	—	—	85	85
Eliminated on disposal	—	—	—	—	(84)	(84)
At 31 March 2024	4,150	2,487	1,210	3,237	7,766	18,850
CARRYING VALUES						
At 31 March 2024	41,108	3,917	469	1,056	1,271	47,821
At 31 March 2023	42,617	5,139	628	1,401	1,511	51,296

The Group's leasehold land and building is situated in Hong Kong.

At 31 March 2024, the Group has pledged its leasehold land and building of HK\$41,108,000 (2023: HK\$42,617,000) to a bank to secure the credit facilities granted to the Group.

Depreciation is provided to write off the cost of items of property and equipment over their estimated useful lives using the straight line method as follows:

Leasehold land and building	30 years
Leasehold improvements	Over the shorter of 5 years or the terms of the leases
Furniture and office equipment	3 - 5 years
Machinery and equipment	5 years
Motor vehicles	5 years

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

17. RIGHT-OF-USE ASSETS

For both years, the lease terms of the Group's offices, staff quarter, printing machines and motor vehicles range from 2 - 5 years. Their lease terms are as follows:

Buildings	2 years
Printing machines	5 years
Motor vehicles	5 years

Except for certain motor vehicles, the Group does not have the option to purchase the right-of-use assets for a nominal amount at the end of the lease terms.

	Buildings HK\$'000	Printing machines HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
COST				
At 1 April 2022	5,038	553	1,926	7,517
Additions	1,606	536	2,373	4,515
Early termination of lease contracts	(2,244)	(553)	—	(2,797)
At 31 March 2023	4,400	536	4,299	9,235
Additions	297	—	1,087	1,384
Transfer to property and equipment	—	—	(513)	(513)
At 31 March 2024	4,697	536	4,873	10,106
DEPRECIATION				
At 1 April 2022	3,205	498	492	4,195
Charge for the year	1,256	108	724	2,088
Early termination of lease contracts	(1,475)	(526)	—	(2,001)
At 31 March 2023	2,986	80	1,216	4,282
Charge for the year	953	107	828	1,888
Transfer to property and equipment	—	—	(85)	(85)
At 31 March 2024	3,939	187	1,959	6,085
CARRYING VALUES				
At 31 March 2024	758	349	2,914	4,021
At 31 March 2023	1,414	456	3,083	4,953

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

18. INVENTORIES

	2024 HK\$'000	2023 HK\$'000
Materials of building protection works or products	<u>16,698</u>	<u>12,989</u>

19. TRADE AND OTHER RECEIVABLES

	2024 HK\$'000	2023 HK\$'000
Trade receivables	23,377	22,371
Less: Allowance for impairment	<u>(1,054)</u>	<u>(969)</u>
	22,323	21,402
Other receivables	505	459
Prepayment and deposits	<u>3,118</u>	<u>1,612</u>
	25,946	23,473
Less: Rental and other deposits classified as non-current portion	<u>(140)</u>	<u>(277)</u>
Current portion	<u>25,806</u>	<u>23,196</u>

As at 1 April 2022, the carrying amount of trade receivables is HK\$15,813,000, net of allowance for impairment of HK\$728,000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

19. TRADE AND OTHER RECEIVABLES (CONTINUED)

Trade receivables represent the amounts receivable, after deduction of retention receivables. For provision of building protection works, the trade receivables usually fall due within 14 to 30 days after the work is certified. For supply of building protection products, the Group normally allows a credit period ranging from 15 to 30 days to its customers.

The following is an ageing analysis of trade receivables, net of loss allowance, presented based on the approval dates of work certified or dates of invoices at the end of the reporting period.

	2024 HK\$'000	2023 HK\$'000
0 to 30 days	9,287	14,904
31 to 90 days	7,262	3,210
91 to 180 days	854	1,469
181 to 365 days	2,251	1,244
Over 365 days	2,669	575
	<u>22,323</u>	<u>21,402</u>

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customers. Recoverability of the trade receivables is reviewed by the management of the Group regularly.

As at 31 March 2024, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$13,036,000 (2023: HK\$6,498,000) which are past due. The Group does not hold any collateral over these balances.

In addition, the management of the Group is of the opinion that no event of default occurred for trade receivables past due over 90 days as the balances are still considered fully recoverable based on the management's historical experience on the settlement pattern from these customers.

Details of impairment assessment of trade and other receivables are set out in note 30.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

20. CONTRACT ASSETS/LIABILITIES

	2024 HK\$'000	2023 HK\$'000
Analysed on a gross basis of:		
Contract assets - provision of building protection works	124,522	135,999
Less: Allowance for impairment	(997)	(641)
	<u>123,525</u>	<u>135,358</u>
Contract liabilities		
– provision of building protection works	(12,961)	(10,698)
– supply of building protection products	(1,919)	(1,604)
	<u>(14,880)</u>	<u>(12,302)</u>

As at 1 April 2022, the carrying amount of contract assets is HK\$118,598,000, net of allowance for impairment of HK\$804,000.

As at 31 March 2024, included in carrying amounts of contract assets are retention receivables of HK\$37,392,000 (2023: HK\$33,763,000), net of loss allowance of HK\$572,000 (2023: HK\$520,000).

Retention receivables represent the money retained by the Group's customers to secure the due performance of the contracts. The customers normally withhold 10% of the certified amount payable to the Group as retention money (accumulated up to maximum 5% of contract sum), 50% of which is normally recoverable upon completion of respective projects and the remaining 50% is recoverable after the completion of defect liability period of the relevant contracts or in accordance with the terms specified in the relevant contracts, ranging from 1 year to 2 years from the date of completion of respective projects. The amount is unsecured and interest-free.

The retention receivables, net of loss allowance, included in contract assets are to be settled, based on the expiry of the defect liability period of the relevant contracts or in accordance with the terms specified in the relevant contracts, at the end of the reporting period as follows:

	2024 HK\$'000	2023 HK\$'000
Within one year	10,014	2,020
After one year	27,378	31,743
	<u>37,392</u>	<u>33,763</u>

As at 1 April 2022, the carrying amount of contract liabilities was HK\$14,355,000.

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For the year ended 31 March 2024

20. CONTRACT ASSETS/LIABILITIES (CONTINUED)

At the end of the reporting period, contract liabilities represent advanced payments from customers for unsatisfied performance obligations and are recognised as revenue when the Group performs its obligations under the contracts which are expected to be satisfied within one year.

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

	2024 HK\$'000	2023 HK\$'000
Revenue recognised that was included in the contract liabilities balance at the beginning of the year		
– provision of building protection works	3,006	4,196
– supply of building protection products	1,140	2,791
	<u>4,146</u>	<u>6,987</u>

The changes in contract assets and liabilities are due to (i) changes in the progress of contracting works when the Group satisfies the performance obligations under the contracts, or (ii) reclassification to trade receivables when the Group has unconditional right to the consideration.

The Group applies the simplified approach to provide for ECL prescribed by HKFRS 9 as disclosed in note 30.

21. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include demand deposits and short term deposits for the purpose of meeting the Group's short term cash commitments, which carry interest rates range from 0.00% to 4.52% (2023: 0.00% to 0.75%).

Details of impairment assessment of cash and cash equivalents for both years are set out in note 30.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

22. TRADE AND OTHER PAYABLES

	2024 HK\$'000	2023 HK\$'000
Trade payables	13,235	15,483
Retention payables	6,296	6,273
Accrued expenses	1,386	2,506
Accrued staff costs	3,069	2,246
	<u>23,986</u>	<u>26,508</u>

The following is an ageing analysis of trade payables based on the invoice date at the end of the reporting period:

	2024 HK\$'000	2023 HK\$'000
0-30 days	8,883	9,373
31-90 days	1,128	1,862
Over 90 days	3,224	4,248
	<u>13,235</u>	<u>15,483</u>

The credit period of trade payables ranges from 30 to 90 days.

Retention payables to sub-contractors of contract works are interest-free and payable by the Group after the completion of maintenance period of the relevant contracts or in accordance with the terms specified in the relevant contracts for a period of generally 12 months after completion of the relevant works.

The retention payables are to be settled, based on the expiry of maintenance period, at the end of each reporting period as follows:

	2024 HK\$'000	2023 HK\$'000
Within one year	1,772	1,196
After one year	4,524	5,077
	<u>6,296</u>	<u>6,273</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

23. LEASE LIABILITIES

	2024 HK\$'000	2023 HK\$'000
Lease liabilities payable:		
– Within one year	1,815	1,805
– Within a period of more than one year but not more than two years	952	1,505
– Within a period of more than two years but not more than five years	552	885
	<u>3,319</u>	<u>4,195</u>
Less: Amount due for settlement within 12 months shown under current liabilities	<u>(1,815)</u>	<u>(1,805)</u>
Amount due for settlement after 12 months shown under non-current liabilities	<u>1,504</u>	<u>2,390</u>

For both years, the Group leases various assets as its offices, printing machines and motor vehicles and these lease liabilities are measured at the present value of the lease payments that are not yet paid. The lease terms range from 2 - 5 years. These leases have no terms of renewal clauses. Purchase options are included in certain lease agreements entered by the Group in respect of motor vehicles. No arrangements have been entered into for contingent rental payments on these leased assets.

During the both years, no expenses relating to short-term leases were recognised.

The total cash outflows for leases amounted to HK\$5,843,000 (2023: HK\$7,622,000) for the year.

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group's treasury function.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

24. BANK BORROWINGS

	2024 HK\$'000	2023 HK\$'000
Variable-rate, secured bank borrowings	<u>22,325</u>	<u>23,587</u>
The carrying amounts of the above bank borrowings are repayable*:		
– Within one year	1,698	1,589
– More than one year, but not exceeding two years	1,746	1,656
– More than two years, but not exceeding five years	3,691	4,422
– More than five years	<u>15,190</u>	<u>15,920</u>
Carrying amounts of bank borrowings that contain a repayment on demand clause shown under current liabilities	<u>22,325</u>	<u>23,587</u>

* The amounts due are based on scheduled repayment dates set out in the loan agreements.

At 31 March 2024, the range of effective interest rates on the bank borrowings are 3.875% to 5.59% per annum (2023: 3.98% to 4.37%).

At 31 March 2024, the Group has pledged its leasehold land and building with a carrying value of HK\$41,108,000 (2023: HK\$42,617,000) to secure general banking facilities granted to the Group (Note 16). The bank borrowings are also secured by corporate guarantees provided by the Company.

The bank borrowings at 31 March 2024 carry variable interest rate at Hong Kong Dollar Prime Rate (“**HKD Prime Rate**”) minus 2.25% (2023: ranging from 1.30% to 2.0% over 3-month Hong Kong Interbank Offered Rate (“**HIBOR**”)).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

25. DEFERRED TAXATION

The following are the deferred tax liability (asset) recognised and movements thereon during the current and prior years:

	Accelerated tax depreciation HK\$'000	Unrealised profits HK\$'000	Total HK\$'000
At 1 April 2022	816	(11)	805
Charge to profit or loss	134	11	145
At 31 March 2023	950	—	950
Credit to profit or loss	(204)	—	(204)
At 31 March 2024	746	—	746

At the end of the reporting period, the Group has unused tax losses of approximately HK\$23,851,000 (2023: HK\$16,985,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profit streams.

26. SHARE CAPITAL

	Number of shares	Amount HK\$'000	Shown in consolidated financial statements as HK\$'000
Ordinary share of HK\$0.01 each			
Authorised:			
At 1 April 2022, 31 March 2023 and 31 March 2024	1,560,000,000	15,600	N/A
Issued and paid:			
At 1 April 2022, 31 March 2023 and 31 March 2024	1,000,000,000	10,000	10,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

27. SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") on 18 March 2020. No share options were granted under the Share Option Scheme since its adoption.

The major terms of the Share Option Scheme are summarised as follows:

(a) Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to provide an incentive or a reward to participants for their contribution to the Group.

(b) Eligibility

Eligible participants include employees (any director, employee or officer) and consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Company or any of the subsidiaries.

(c) Maximum number of shares

- (i) Maximum number of shares must not, in aggregate, exceed 30% of the total number of shares in issue from time to time.
- (ii) Total number of shares in respect of which options may be granted shall not exceed 100,000,000 shares, being 10% of the total number of shares in issue as at the listing date, 23 April 2020, unless approved by the shareholders of the Company.

(d) Period of the Share Option Scheme

Subject to any prior termination by the Company, the Share Option Scheme shall be valid and effective for 10 years from the date of adoption.

(e) Maximum entitlement of each participant

Not to exceed 1% of the shares in issue in any 12-month period unless approved by the shareholders.

(f) Payment on acceptance of the share option

HK\$1 is payable by the grantee to the Company on acceptance of the share option offer. The share option will be offered for acceptance for a period not less than 5 business days from the date on which the offer is granted.

(g) Subscription price for shares

Any particular option granted under the Share Option Scheme shall be a price determined by the board of directors at least the higher of:

- (i) the closing price of the shares on the date of grant;
- (ii) the average closing price of the shares for the five trading days immediately preceding the date of grant; and
- (iii) the nominal value of a share on the date of grant.

(h) The remaining life of the Share Option Scheme

Approximately 7 years (expiring on 22 April 2030).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

28. RETIREMENT BENEFITS SCHEMES

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of independent trustees. The Group contributes 5% of relevant payroll costs to the scheme, which contribution is matched by employees but subject to a maximum amount of HK\$1,500 per month for each employee to the scheme.

Pursuant to the Employment Ordinance, Chapter 57, the Group has the obligation to pay LSP to qualifying employees in Hong Kong under certain circumstances (e.g. dismissal by employers or upon retirement), subject to a minimum of 5 years employment period, based on the following formula:

Last monthly wages (before termination of employment) \times 2/3 \times Years of service

Last monthly wages are capped at HK\$22,500 while the amount of long service payment shall not exceed HK\$390,000. This obligation is accounted for as a post-employment defined benefit plan.

Furthermore, the Mandatory Provident Fund Schemes Ordinance passed in 1995 permits the Group to utilise the Group's mandatory MPF contributions, plus/minus any positive/negative returns thereof, for the purpose of offsetting LSP payable to an employee (the "Offsetting Arrangement").

The Amendment Ordinance was gazetted on 17 June 2022, which abolishes the use of the accrued benefits derived from employers' mandatory MPF contributions to offset the LSP. The Abolition will officially take effect on the Transition Date (i.e., 1 May 2025). Separately, the Government of the HKSAR is also expected to introduce a subsidy scheme to assist employers for a period of 25 years after the Transition Date on the LSP payable by employers up to a certain amount per employee per year.

Under the Amendment Ordinance, the Group's mandatory MPF contributions, plus/minus any positive/negative returns, after the Transition Date can continue to be applied to offset the pre-Transition Date LSP obligation but are not eligible to offset the post-Transition Date LSP obligation. Furthermore, the LSP obligation before the Transition Date will be grandfathered and calculated based on the Last monthly wages immediately preceding the Transition Date and the years of service up to that date.

The total cost charged to profit or loss of HK\$1,065,000 (2023: HK\$1,024,000) represents contributions paid or payable to the above schemes by the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

29. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the group entities will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes bank borrowings and lease liabilities disclosed in respective notes, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves as disclosed in the consolidated financial statements.

The management of the Group reviews the capital structure regularly. The Group considers the cost of capital and the risks associated with each class of capital, and will balance its overall capital structure through the payment of dividends, new share issues as well as the raising of new debts or the repayment of the existing debts.

30. FINANCIAL INSTRUMENTS

Categories of financial instruments

	2024 HK\$'000	2023 HK\$'000
Financial assets		
Financial assets at amortised cost	<u>59,901</u>	<u>52,196</u>
Financial liabilities		
Amortised cost	<u>41,856</u>	<u>45,343</u>

Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, pledged bank deposit, bank balances and cash, trade and other payables, lease liabilities and bank borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risks (currency risk and interest rate risk), credit risk and liquidity risk, and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Currency risk

Foreign currency risk refers to the risk that movement in foreign currency exchange rates will affect the Group's financial results and its cash flows. Several group entities have foreign currency sales and purchases, but the management considers the amount of foreign currency sales and purchases to be insignificant. The management considers that the Group is not exposed to significant foreign currency risk in relation to transactions denominated in MOP and United States dollar ("US\$") as MOP is pegged to HK\$ and HK\$ is pegged to US\$ under the pegged exchange system in Hong Kong.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

30. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to pledged bank deposit and lease liabilities. The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances and variable-rate bank borrowings. The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and HKD Prime Rate (2023: HIBOR) arising from the Group's HK\$ denominated borrowings. The Group aims at keeping borrowings at variable rates. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in floating rates and ensure they are within reasonable range. The Group currently does not have any interest rate hedging policy. However, the management monitors the Group's exposure on ongoing basis and will consider hedging interest rate risk should the need arise.

Interest expenses on financial liabilities not measured at fair value through profit or loss:

	2024 HK\$'000	2023 HK\$'000
Financial liabilities at amortised cost	<u>1,306</u>	<u>912</u>

The Group's sensitivity to cash flow interest rate risk has been determined based on the exposure to interest rates for those variable-rate bank balances and bank borrowings at the end of the reporting period and management's assessment of the reasonably possible change in the interest rate assuming that it took place at the beginning of each year and was held constant throughout the respective year.

If interest rates for bank balances and bank borrowings had been 5 basis points and 50 basis points (2023: 5 basis points for bank balances and 50 basis points for bank borrowings) higher, respectively, and all other variables held constant, the potential effect on (loss) profit for the year:

	2024 HK\$'000	2023 HK\$'000
	Decrease (increase) in loss for the year	Increase (decrease) in profit for the year
– Variable-rate bank balances	18	12
– Variable-rate bank borrowings	(112)	(98)
	<u>(94)</u>	<u>(86)</u>

If interest rates had been lowered in an opposite magnitude and all other variables were held constant, the potential effect on the results would be equal and opposite.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

30. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations in relation to each class of recognised financial assets is the carrying amount of these assets as stated in the consolidated statement of financial position at the end of the reporting period.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. The Group reviews the recoverable amounts of trade and other receivables at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the management of the Group considers that the Group's credit risk is significantly reduced.

Trade receivables and contract assets

In order to minimise credit risk, the Group makes periodic collective assessment on the recoverability of trade receivables and contract assets and develops and maintains the Group's credit risk gradings to categorise exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the management of the Group uses other publicly available financial information and the Group's own trading records to rate its major customers and other debtors.

Internal credit rating	Description	Basis for recognising ECL
Strong	The counterparty, as a listed company with strong financial background based on the published financial information publicly available in the market, creditability and good repayment record, has very low probability of default.	Lifetime ECL - not credit-impaired
Good	The counterparty, having no balances past due over 90 days and with good repayment record, has low risk of default.	Lifetime ECL - not credit-impaired
Satisfactory	The counterparty, occasionally having certain balances past due over 90 days and with good repayment record, has moderate default risk.	Lifetime ECL - not credit-impaired
Watch list	The counterparty, usually having balances past due over 90 days, frequently repays after due dates. Requires varying degrees of attention and default risk is of greater concern.	Lifetime ECL - not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired.	Lifetime ECL - credit- impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and/or the Group has no realistic prospect of recovery.	Amount is written off

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

30. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables and contract assets (Continued)

As at 31 March 2024, the Group has concentration of credit risk on trade receivables amounted to HK\$6,295,000 (2023: HK\$3,901,000) which was due from a single customer, representing approximately 28.20% (2023: 16.88%) of the total trade receivables. As at 31 March 2024, trade receivables from the five customers with the most significant balances amounted to HK\$12,528,000 (2023: HK\$13,119,000), representing approximately 56.12% (2023: 56.8%) of the total trade receivables.

In addition, as at 31 March 2024, the Group has concentration of credit risk on contract assets amounted to HK\$36,002,000 (2023: HK\$41,374,000) which was due from a single customer, representing approximately 29.15% (2023: 30.6%) of the contract assets. As at 31 March 2024, contract assets from the five customers with the most significant balances amounted to HK\$82,840,000 (2023: HK\$96,061,000), representing approximately 67.06% (2023: 71.0%) of the contract assets.

In determining the ECL for trade receivables and contract assets, the management of the Group has taken into account the historical default experience and the future prospect of the industries and/or considering various external sources of actual and forecast economic information, as appropriate, as well as any cash flows that are expected from the realisation of the collateral, in estimating the probability of default of each of the trade receivables and contract assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

30. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables and contract assets (Continued)

The following table provides information about the exposure to credit risk and ECL for trade receivables and contract assets which are assessed collectively based on internal credit ratings within lifetime ECL (not credit-impaired). Credit-impaired debtors with gross carrying amount of HK\$1,001,000 and HK\$376,000 for trade receivables and contract assets (2023: HK\$929,000 and HK\$442,000), respectively, was assessed individually.

Internal credit rating	Gross carrying amount			Impairment losses			Total HK\$'000
	Average loss rate %	Trade receivables HK\$'000	Contracts assets HK\$'000	Total HK\$'000	Trade receivables HK\$'000	Contract assets HK\$'000	
As at 31 March 2024							
Strong	0.01	16,246	104,530	120,776	4	14	18
Good	0.21	4,242	238	4,480	9	1	10
Satisfactory	1.13	1,883	1,361	3,244	40	15	55
Watch list	3.28	5	18,017	18,022	—	591	591
		<u>22,376</u>	<u>124,146</u>	<u>146,522</u>	<u>53</u>	<u>621</u>	<u>674</u>

Internal credit rating	Gross carrying amount			Impairment losses			Total HK\$'000
	Average loss rate %	Trade receivables HK\$'000	Contracts assets HK\$'000	Total HK\$'000	Trade receivables HK\$'000	Contract assets HK\$'000	
As at 31 March 2023							
Strong	0.02	16,697	127,851	144,548	4	31	35
Good	0.08	3,537	2,271	5,808	3	2	5
Satisfactory	1.82	711	2,380	3,091	13	43	56
Watch list	4.02	497	3,055	3,552	20	123	143
		<u>21,442</u>	<u>135,557</u>	<u>156,999</u>	<u>40</u>	<u>199</u>	<u>239</u>

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For the year ended 31 March 2024

30. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables and contract assets (Continued)

A trade receivable or contract asset is written off when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. None of the trade receivables that have been written off is subject to enforcement activities.

There has been no change in the estimation techniques or significant assumptions made for both years in assessing the loss allowance for the trade receivables and contract assets.

The management of the Group assessed the expected loss on trade receivables and contract assets collectively based on appropriate groupings on shared credit risk characteristics of customers, except for balances with credit-impaired debtors which were assessed for ECL individually. As at 31 March 2024, the loss allowance for not credit-impaired trade receivables and contract assets were HK\$53,000 (2023: HK\$40,000) and HK\$621,000 (2023: HK\$199,000), respectively.

The movement of the impairment losses in respect of trade receivables and contract assets during the year is as follows:

	Lifetime ECL-not credit-impaired			Lifetime ECL-credit-impaired			Total HK\$'000
	Trade receivables	Contract assets	Subtotal	Trade receivables	Contract assets	Subtotal	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 31 March 2022	55	515	570	673	289	962	1,532
Transfer to credit-impaired	(4)	(3)	(7)	4	3	7	—
Impairment losses recognised	31	90	121	252	150	402	523
Impairment losses reversed	(42)	(403)	(445)	—	—	—	(445)
At 31 March 2023	40	199	239	929	442	1,371	1,610
Impairment losses recognised	40	498	538	87	47	134	672
Impairment losses reversed	(27)	(76)	(103)	(15)	(113)	(128)	(231)
At 31 March 2024	53	621	674	1,001	376	1,377	2,051

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

30. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Other financial assets subject to ECL

For the other receivables including rental deposits with an aggregate gross carrying amount of HK\$2,393,000 (2023: HK\$1,358,000), allowance for impairment was insignificant and thus negligible to be made since the management of the Group considers the probability of default is minimal after assessing the counterparties' financial background and creditability.

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. Allowance for impairment for pledged bank deposit and bank balances was insignificant and thus negligible to be made as the management of the Group considers the probability of default is negligible.

Other than the concentration risk on liquid funds which are deposited with several banks with high credit ratings, trade receivables and contract assets, the Group does not have any other significant concentration of credit risk, with exposure spread over a number of counterparties.

Liquidity risk

In management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities and lease liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

The following table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

30. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity and interest risk tables

	Weighted average interest rate %	On demand or less than 1 month HK\$'000	1 - 3 months HK\$'000	3 months to 1 year HK\$'000	1 - 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amounts HK\$'000
At 31 March 2024							
Non-derivative financial liabilities							
Trade and other payables	N/A	8,884	1,128	4,995	4,524	19,531	19,531
Bank borrowings	4.51	22,325	—	—	—	22,325	22,325
Sub-total		31,209	1,128	4,995	4,524	41,856	41,856
Lease liabilities	3.23	182	408	1,316	1,571	3,477	3,319
At 31 March 2023							
Non-derivative financial liabilities							
Trade and other payables	N/A	9,373	1,896	5,410	5,077	21,756	21,756
Bank borrowings	4.04	23,587	—	—	—	23,587	23,587
Sub-total		32,960	1,896	5,410	5,077	45,343	45,343
Lease liabilities	3.41	166	333	1,417	2,461	4,377	4,195

Bank borrowings with a repayment on demand clause are included in the "on demand or less than 1 month" time band in the above maturity analysis. As at 31 March 2024, the aggregate carrying amounts of these bank borrowings amounted to HK\$22,325,000 (2023: HK\$23,587,000). Taking into account the Group's financial position, the management does not believe that it is probable that the bank will exercise its discretionary rights to demand immediate repayment. The management believes that such bank borrowings will be repaid after the end of the reporting period in accordance with the scheduled repayment dates set out in the loan agreements, details of which are set out in the table below:

	Weighted average interest rate %	On demand or less than 1 month HK\$'000	1 - 3 months HK\$'000	3 months to 1 year HK\$'000	1 - 5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amounts HK\$'000
At 31 March 2024	4.51	220	440	1,980	10,290	18,140	31,070	22,325
At 31 March 2023	4.04	209	418	1,883	9,080	20,511	32,101	23,587

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

30. FINANCIAL INSTRUMENTS (CONTINUED)

Fair value measurement of financial instruments

The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

31. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows used in financing activities.

	Bank borrowings HK\$'000	Lease liabilities HK\$'000	Total HK\$'000
At 31 March 2022	25,203	3,425	28,628
Financing cash flows	(2,528)	(3,072)	(5,600)
Interest expense	912	123	1,035
Early termination of lease contract	—	(796)	(796)
Recognition of lease liabilities	—	4,515	4,515
At 31 March 2023	23,587	4,195	27,782
Financing cash flows	(2,568)	(2,379)	(4,947)
Interest expense	1,306	119	1,425
Recognition of lease liabilities	—	1,384	1,384
At 31 March 2024	22,325	3,319	25,644

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For the year ended 31 March 2024

32. MAJOR NON-CASH TRANSACTIONS

Right-of-use assets of HK\$1,384,000 (2023: HK\$4,515,000) with the corresponding amount of lease liabilities of HK\$1,384,000 (2023: HK\$4,515,000) were recognised for the year ended 31 March 2024.

33. RELATED PARTY TRANSACTIONS

Name of related party	Nature of transaction	As at/For the year ended 31 March	
		2024 HK\$'000	2023 HK\$'000
Mr. Lam	Interest expenses on lease liabilities	43	22
	Lease liabilities (Note)	551	1,348

Note: As at 31 March 2024, lease liabilities to Mr. Lam was HK\$551,000 (2023: HK\$1,348,000). During the year ended 31 March 2023 (2024: Nil), the Group entered into a lease agreement for the use of a residential flat owned by Mr. Lam for two years, with a monthly rental payment of HK\$70,000. The Group has recognised an addition of right-of-use assets and lease liabilities of approximately HK\$1,606,000 and HK\$1,606,000, respectively.

The remuneration of key management personnel who are the directors of the Company during both years were disclosed in note 12.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

34. PARTICULARS OF SUBSIDIARIES

Particulars of the subsidiaries of the Company as at 31 March 2024 and 31 March 2023 are as follows:

Name of subsidiary	Place of incorporation/ establishment	Place of operation	Issued and fully paid share capital/ registered capital	Equity interest attributable to the Company		Principal activity
				2024	2023	
Directly held						
Success Worldwide Group Limited	BVI	Hong Kong	US\$1	100%	100%	Investment holding
Indirectly held						
Tech Link Construction Engineering Limited	Hong Kong	Hong Kong	HK\$2	100%	100%	Supply of building protection products
Fair Building Material Company Limited	Macau	Macau	MOP25,000	100%	100%	Supply of building protection products
Karcenar Limited	Hong Kong	Hong Kong	HK\$2	100%	100%	Provision of building protection works
Sunray Engineering (HK) Company Limited	Hong Kong	Hong Kong	HK\$1	100%	100%	Provision of building protection works
Karcenar Sunray Engineering Company Limited	Macau	Macau	MOP25,000	100%	100%	Provision of building protection works
Profit Partner Investments Limited	BVI	Hong Kong	US\$100	100%	100%	Investment holding
DP ChemTech Limited	Hong Kong	Hong Kong	HK\$2	100%	100%	Inactive
Big Group Asia Limited	BVI	Hong Kong	US\$1	100%	100%	Investment holding
Primary Winner Investment Limited	BVI	Hong Kong	US\$1	100%	100%	Investment holding
Ultimate Power Enterprises Limited	BVI	Hong Kong	US\$1	100%	100%	Investment holding

None of the subsidiaries had any debt securities outstanding at the end of the year or at anytime during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

35. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2024 HK\$'000	2023 HK\$'000
Non-current assets		
Investment in a subsidiary	—#	—#
Amount due from a subsidiary	30,000	30,000
	<u>30,000</u>	<u>30,000</u>
Current assets		
Other receivables	996	878
Amount due from a subsidiary	9,327	9,014
Bank balances	1,562	1,466
	<u>11,885</u>	<u>11,358</u>
Current liabilities		
Other payables	436	333
Amounts due to subsidiaries	2,533	223
	<u>2,969</u>	<u>556</u>
Net current assets	<u>8,916</u>	<u>10,802</u>
Net assets	<u>38,916</u>	<u>40,802</u>
Capital and reserves		
Share capital	10,000	10,000
Reserves	28,916	30,802
Total equity	<u>38,916</u>	<u>40,802</u>

Less than HK\$1,000

Movement of the Company's reserves

	Share premium HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 31 March 2022	31,055	2,004	33,059
Loss and total comprehensive expense for the year	—	(2,257)	(2,257)
At 31 March 2023	31,055	(253)	30,802
Loss and total comprehensive expense for the year	—	(1,886)	(1,886)
At 31 March 2024	<u>31,055</u>	<u>(2,139)</u>	<u>28,916</u>

FINANCIAL SUMMARY

The following table summarises the consolidated results of our Group for the five years ended 31 March, 2020, 2021, 2022, 2023 and 2024:

For the year ended 31 March					
	2024	2023	2022	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
CONSOLIDATED RESULTS					
Revenue	165,947	222,809	199,859	178,943	199,278
Gross profit	48,944	57,439	62,256	58,905	78,063
(Loss) profit before taxation	(46)	8,711	15,241	16,689	25,515
Income tax expense	(752)	(3,199)	(4,388)	(4,247)	(6,135)
(Loss) profit and total comprehensive (expense) income for the year	<u>(798)</u>	<u>5,512</u>	<u>10,853</u>	<u>12,442</u>	<u>19,380</u>
As at 31 March					
	2024	2023	2022	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
CONSOLIDATED ASSETS AND LIABILITIES					
Total assets	253,196	257,505	258,220	220,951	185,455
Total liabilities	(66,431)	(69,942)	(76,169)	(49,753)	(61,954)
Equity attributable to equity holders of the Company	<u>186,765</u>	<u>187,563</u>	<u>182,051</u>	<u>171,198</u>	<u>123,501</u>