

Dragon Rise Group Holdings Limited 龍昇集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock code 股份代號 : 6829

▶ 2023/24 ANNUAL REPORT 年報



CONTENTS

目錄

2-3	Corporate Information 公司資料
4-5	Chairman's Statement 主席報告
6-19	Management Discussion and Analysis 管理層討論及分析
20-26	Biographical Details of the Directors and Senior Management 董事及高級管理層履歷資料
27-43	Corporate Governance Report 企業管治報告
44-58	Environmental, Social and Governance Report 環境、社會及管治報告
59-69	Directors' Report 董事會報告
70-78	Independent Auditor's Report 獨立核數師報告
79	Consolidated Statement of Profit or Loss 綜合損益表
80	Consolidated Statement of Comprehensive Income 綜合全面收益表
81-82	Consolidated Statement of Financial Position 綜合財務狀況表
83	Consolidated Statement of Changes in Equity 綜合權益變動表
84-85	Consolidated Statement of Cash Flows 綜合現金流量表
86-163	Notes to the Consolidated Financial Statements 綜合財務報表附註
164	Summary of Financial Information 財務資料概要

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Yip Yuk Kit (*Chairman*) (*Chief Executive Officer*)
Mr. Cheung Chun Fai

Independent Non-executive Directors

Mr. Chan Ka Yu
Mr. Lee Kwok Lun
Mr. Chan Wa Shing

AUDIT COMMITTEE

Mr. Lee Kwok Lun (*Chairman*)
Mr. Chan Ka Yu
Mr. Chan Wa Shing

REMUNERATION COMMITTEE

Mr. Chan Ka Yu (*Chairman*)
Mr. Yip Yuk Kit
Mr. Chan Wa Shing

NOMINATION COMMITTEE

Mr. Yip Yuk Kit (*Chairman*)
Mr. Lee Kwok Lun
Mr. Chan Ka Yu

COMPANY SECRETARY

Mr. Leung Hoi Ki

AUTHORISED REPRESENTATIVES

Mr. Cheung Chun Fai
Mr. Leung Hoi Ki

REGISTERED OFFICE

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 09, 28/F, North Tower
Concordia Plaza
1 Science Museum Road
Tsim Sha Tsui
Kowloon
Hong Kong

董事會

執行董事

葉育杰先生(*主席*)(*行政總裁*)
張振輝先生

獨立非執行董事

陳家宇先生
李國麟先生
陳華勝先生

審核委員會

李國麟先生(*主席*)
陳家宇先生
陳華勝先生

薪酬委員會

陳家宇先生(*主席*)
葉育杰先生
陳華勝先生

提名委員會

葉育杰先生(*主席*)
李國麟先生
陳家宇先生

公司秘書

梁海祺先生

授權代表

張振輝先生
梁海祺先生

註冊辦事處

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

總部及香港主要營業地點

香港
九龍
尖沙咀
科學館道1號
康宏廣場
北座28樓09室

CORPORATE INFORMATION 公司資料

LEGAL ADVISER

As to Hong Kong Law

ZM Lawyers
Solicitors, Hong Kong
20/F, Central 88
Nos. 88-98 Des Voeux Road Central
Central
Hong Kong

法律顧問

有關香港法律

ZM Lawyers
香港律師
香港
中環
德輔道中88-98號
中環88·20樓

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

開曼群島股份過戶登記總處

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
2103B, 21/F
148 Electric Road
North Point
Hong Kong

香港股份過戶登記分處

寶德隆證券登記有限公司
香港
北角
電氣道148號
21樓2103B室

AUDITOR

Grant Thornton Hong Kong Limited
11/F, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

核數師

致同(香港)會計師事務所有限公司
香港
銅鑼灣
恩平道28號
利園二期11樓

PRINCIPAL BANK

The Hongkong and Shanghai Banking Corporation Limited
1 Queen's Road Central
Hong Kong

主要來往銀行

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香港
皇后大道中1號

COMPANY'S WEBSITE

www.kitkee.com.hk

公司網站

www.kitkee.com.hk

STOCK CODE

6829

股份代號

6829

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Dragon Rise Group Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group"), I am pleased to present the annual report of the Group for the year ended 31 March 2024 (the "Review Year").

With the lifting of COVID-19 restrictions, Hong Kong has resumed normal travel and trade with mainland China and other regions. Measures such as social distancing and vaccine passports that affected residents' daily lives and businesses have been completely abolished. These changes have directly impacted various business sectors, and signs of business recovery have emerged. Overall, Hong Kong's GDP growth rate of 3.2% in 2023, compared to negative growth in 2022, demonstrates its resilience.

The construction industry in Hong Kong experienced a recovery and returned to normalcy in 2023. The lifting of COVID-19 restriction measures has allowed construction sites to increase their workforce, enabling them to operate more efficiently. Additionally, the reopening of borders with the PRC and other countries has facilitated the transportation of construction materials, making it more convenient and cost-effective.

The recovery of the industry has directly resulted in an increase in output. According to data from the Census and Statistics Department of the Government of Hong Kong Special Administrative Region (the "Government"), the preliminary results for 2023 show that the total nominal value of construction projects completed by major contractors amounted to HK\$271 billion, representing an increase of 8.8% compared to 2022. In the piling and foundation industry where our Group operates, the nominal value for 2023 is approximately HK\$21,468 million, showing a significant growth compared to HK\$14,477 million in 2022.

The Group is primarily engaged in undertaking foundation works in Hong Kong as a subcontractor. During the Review Year, the Group's total revenue amounted to approximately HK\$945.9 million, increasing approximately 20.3% compared to HK\$786.2 million from the year ended 31 March 2023 ("Last Year"). With the increase in revenue, it recorded a gross profit of HK\$39.5 million, an increase of approximately 63.2% from Last Year's HK\$24.2 million.

致各位股東：

本人謹代表龍昇集團控股有限公司(「本公司」及其附屬公司(統稱「本集團」))董事(「董事」)會(「董事會」)，欣然提呈本集團截至二零二四年三月三十一日止年度(「回顧年度」)之年報。

隨著COVID-19限制解除，香港已恢復與中國內地及其他地區正常旅遊及貿易往來。影響居民日常生活及事務的社會隔離及疫苗護照等措施已完全取消。該等變化已直接影響到各行各業，企業復甦跡象經已浮現。總體而言，與二零二二年的負增長相比，香港於二零二三年的本地生產總值增長率為3.2%，展現其韌性。

二零二三年，香港建造業經歷復甦並恢復正常。COVID-19限制措施解除後，建築工地得以增加勞動力，從而提高運營效率。此外，與中國及其他國家的邊境重開亦促進建築材料的運輸，使其更方便及更具成本效益。

行業復甦已直接帶來產量的增加。根據香港特別行政區政府(「政府」)統計處的數據，二零二三年的初步統計結果顯示，主要承建商完成的建築工程總面值達2,710億港元，較二零二二年增加8.8%。在本集團經營的打樁及地基行業中，二零二三年的面值約為214.68億港元，與二零二二年的144.77億港元相比顯著增長。

本集團主要以分包商的身份在香港承接地基工程。於回顧年度，本集團的總收益約為945.9百萬港元，較截至二零二三年三月三十一日止年度(「去年」)的786.2百萬港元增加約20.3%。由於收益增加，因此本集團錄得39.5百萬港元的毛利，較去年的24.2百萬港元增加約63.2%。

CHAIRMAN'S STATEMENT 主席報告

In the future, there are numerous potential business opportunities for the foundation industry. The Chief Executive's Policy Address, released on 25 October 2023, highlighted the Government's plans to develop the Northern Metropolis in the northern part of the New Territories as a subcentre for the city. This planned development presents potential project opportunities for various professionals in the construction industry. However, the construction industry has been and will continue to face challenges including rising cost of labour and volatility in material prices. Factors such as changes in population structure, emigration, and difficulties in attracting young people to join the industry continue to contribute to a shortage of labour supply in the local construction sector.

For our Group, the future is marked by a mix of opportunities and challenges. However, amidst any changes in the external landscape, we remain unwavering in our dedication to delivering services of the highest quality to ensure customer satisfaction and upholding rigorous production safety standards to safeguard our employees' working environment. We firmly believe that only through these commitments can we sustain and thrive in the long run.

Beyond our core foundation works business, we are strategically expanding into new markets and sectors. This includes exploring opportunities in nearby regions and deepening cooperation with other corporations. Leveraging our expertise and capital, we are actively seeking opportunities to diversify our operations, with a sincere commitment to sustainable development.

As the Chairman of the Board, I would like to express my deep gratitude for the diligent work of all employees in the Group, the trust bestowed upon us by our valued customers, and the unwavering support from our shareholders. We are determined to continuously strive for excellence and seize opportunities both within Hong Kong and beyond, with the aim of achieving greater accomplishments to reward our shareholders.

Yip Yuk Kit
Chairman and Executive Director

未來，地基行業將面臨眾多潛在商機。行政長官於二零二三年十月二十五日發表的施政報告中強調，政府計劃在新界北部發展北部都會，作為城市副中心。該項發展計劃為建築行業的各類專業人士提供潛在的項目機會。然而，建造業一直並將繼續面臨各種挑戰，包括勞動力成本上升及材料價格波動。人口結構變化、移民以及難以吸引年輕人加入該行業等因素繼續導致本地建造業勞動力供應短缺。

就本集團而言，展望未來，機遇與挑戰並存。然而，無論外部環境發生任何變化，我們仍將堅定不移致力提供最優質服務，確保客戶滿意，並堅持嚴格的安全生產標準，保障僱員良好的工作環境。我們堅信，只有通過該等承諾，我們方可長期保持蓬勃發展。

除了我們的核心地基工程業務外，我們正策略性地拓展新市場及領域。這包括在鄰近地區發掘機會，深化與其他企業的合作。我們利用專業知識及資本，正積極尋求業務多元化的機會，真誠致力於可持續發展。

作為董事會主席，本人謹此向本集團全體員工的辛勤工作、尊貴客戶對我們的信任，以及股東對我們堅定不移的支持，致以由衷謝意。我們決心繼續精益求精，把握香港區內及以外的機遇，以取得更大的成就回報股東。

主席兼執行董事
葉育杰

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INDUSTRY OVERVIEW

2023 was a year of comprehensive economic recovery for Hong Kong, with the annual GDP growth rate reaching 3.2%, primarily attributed to the resumption of normal operations across various industries after the lifting of COVID-19 epidemic control measures.

The provisional data released by the Government's Department of Census and Statistics in March 2024 shows that the construction industry in Hong Kong has exhibited a robust growth trajectory. Overall, in 2023, the nominal total value of construction projects completed by major contractors reached HK\$271 billion, marking an 8.8% increase compared to the previous year. After accounting for the impact of price changes and calculating in real terms, the actual total value in 2023 showed a significant growth of 9.9% compared to 2022. Additionally, as of December 2023, the number of public construction sites in Hong Kong stood at 845, indicating a year-on-year increase of 9.0%.

The foundation industry in which our Group operates has experienced a significant recovery, influenced by favourable market conditions. Official data shows that in 2023, the nominal value of piling and foundation projects reached HK\$21,468 million, marking a 48.3% increase from HK\$14,477 million in 2022, far exceeding the overall level of the construction industry. This growth rate can be attributed to the increase in new construction sites, as foundation work is the initial phase of the construction process, thereby benefiting first from industry recovery.

BUSINESS REVIEW AND OUTLOOK

The Group is a seasoned subcontractor in Hong Kong's construction industry, with three decades of experience, mainly engaging in foundation works for commercial and residential building construction. The Group has developed the experience and capability to offer a comprehensive range of foundation construction and related services. It specialises in (i) ELS and pile cap construction works; (ii) disposal of excavated materials from piling; and (iii) ancillary services including dismantling of shoring, site formation, steel fixing and site clearance. Kit Kee Engineering Limited ("Kit Kee Engineering"), the principal operating subsidiary, is registered with the Construction Industry Council under the Subcontractor Registration Scheme under the sub-register of the structural and civil trade group.

行業概覽

二零二三年是香港經濟全面復甦的一年，全年本地生產總值增長率達到3.2%，主要歸功於COVID-19疫情控制措施解除後各行各業恢復正常運營。

政府統計處二零二四年三月公佈的臨時數據顯示，香港建造業呈現強勁增長態勢。總體而言，於二零二三年，由主要承建商完成的建築工程名義總值達2,710億港元，較去年增加8.8%。計入價格變動的影響並按實際價值計算後，二零二三年的實際總值較二零二二年大幅增長9.9%。此外，截至二零二三年十二月，香港的公共建築工地數目為845個，同比增加9.0%。

獲有利市場條件帶動，本集團從事的地基行業顯著復甦。官方數據顯示，於二零二三年，打樁及地基項目的名義價值達到214.68億港元，較二零二二年的144.77億港元增加48.3%，遠超建築行業的整體水平。該增長率可歸因於新建築工地增加，乃由於地基工程屬建築過程的初始階段，故最先受益於行業復甦。

業務回顧及展望

本集團乃於香港建造業屹立三十年的分包商，經驗豐富，主要從事商住樓宇的地基建築工程。本集團已累積足夠經驗及實力去提供全面地基工程及相關服務。本集團的專業領域包括(i)厚積挖掘及樁帽工程；(ii)處置打樁的挖掘物料；及(iii)配套服務(包括拆除側向承托、地盤平整、紮固鋼筋及地盤清理)。主要營運附屬公司杰記工程有限公司(「杰記工程」)於建造業議會根據分包商註冊制度於結構及土木行業組別分冊註冊。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

During the Review Year, the Group had been awarded 8 projects with a total original contract sum of approximately HK\$1,255 million. The year's overall revenue reached HK\$945.9 million, an increase of 20.3% compared to the year ended 31 March 2023. The Group's gross profit amounted to HK\$39.5 million, an increase of approximately 63.2% compared to HK\$24.2 million for the year ended 31 March 2023.

Looking ahead, in addition to the integrated development of the Northern Metropolis in the northern New Territories, the Government has planned a series of new infrastructure projects in various districts of Hong Kong for different purposes, including transportation, housing, and education. The Development Bureau anticipates that approximately 3,370 hectares of land will be available for development in the next decade. Private construction projects may not be as extensive as Government initiatives, but new residential developments are still continuously being planned. These plans and data present favourable prospects for the future of the foundation industry.

Although the overall volume of construction projects is expected to increase in the foreseeable future, the construction industry in Hong Kong is already well-developed, with a multitude of contractors at each stage of the construction process. Consequently, the competition for securing project contracts is highly intense. Additionally, the ageing population and a lack of interest among young people in pursuing careers in the construction industry have led to a shortage of labour, which is also a significant factor impacting the development of the construction industry. Data indicates that as of December 2023, there were a total of 2,397 vacant positions for construction workers. However, with the implementation of more lenient policies on importing foreign labour, this situation may potentially be mitigated in the future.

As a seasoned market player, our Group will seize the opportune moment of Hong Kong's booming construction industry to strive for more business opportunities. At the same time, we will actively expand our presence beyond Hong Kong, particularly by deepening cooperation with corporations in the PRC and other regions, aiming to broaden our influence and achieve higher returns. Simultaneously, the Group is expanding its business horizons to acquire more diversified sources of income, by venturing into the trading of construction materials such as silica, sand, cement, and steel, as well as modular integrated construction, and new energy sector. Leveraging the Group's capital strength and reputation as a listed company, the Board aims to create synergies across these related business lines and strengthen the Group's long-term growth.

於回顧年度，本集團獲授8個項目，原合約總額約為1,255百萬港元。本年度的總收益達到945.9百萬港元，較截至二零二三年三月三十一日止年度增加20.3%。本集團的毛利為39.5百萬港元，較截至二零二三年三月三十一日止年度的24.2百萬港元增加約63.2%。

展望未來，除新界北部的北部都會區綜合發展外，政府亦已於香港各區規劃一系列新基建項目，包括交通、房屋及教育等不同用途。發展局預計，未來十年將有約3,370公頃的土地可供開發。私人建設項目可能不如政府的舉措廣泛，惟新住宅開發項目仍在不斷規劃。該等計劃及數據為地基石業的未來發展提供有利的前景。

雖然於可預見未來，建築工程的總量預期增加，但香港建造業已非常發達，在建築過程的各個階段均有眾多承包商。因此，爭取項目合同的競爭非常激烈。此外，人口老齡化及年輕人缺乏興趣投身建造業導致勞動力短缺，亦是影響建造業發展的重要因素。數據顯示，截至二零二三年十二月，合共2,397名建築工人職位空缺。然而，隨著實施更寬鬆的輸入外勞政策，該情況可能於未來得以緩解。

作為經驗豐富的市場參與者，本集團將把握香港建造業蓬勃發展的機遇，爭取更多商機。與此同時，我們將積極拓展香港以外的業務，特別是與中國及其他地區的企業深化合作，旨在擴大影響力，獲取更高回報。與此同時，本集團亦將拓展業務領域，涉足硅石、砂石、水泥、鋼材等建築材料貿易，以及組裝合成建築及新能源領域，以獲取更多元化的收入來源。董事會旨在利用本集團的資本實力及作為上市公司的聲譽，在該等相關業務領域創造協同效應，促進本集團長期增長。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

For the Review Year, the revenue of the Group has increased by approximately HK\$159.7 million, or approximately 20.3% compared to Last Year, from approximately HK\$786.2 million to approximately HK\$945.9 million. The increase was primarily attributable to an increase in contract revenue due to an increase in the number of projects with revenue contribution during the Review Year.

The Board regards the Group's business was a single operating segment and reviews the overall results of the Group as a whole to make decisions about resources allocation. Accordingly, no segment analysis information is presented and no separate analysis of segment information by geographical segment is presented as the Group's revenue and non-current assets are mainly attributable to a single geographical region, which is Hong Kong.

Gross Profit and Gross Profit Margin

Our direct costs increased by approximately HK\$144.4 million or approximately 19.0% from approximately HK\$762.0 million for the Last Year to approximately HK\$906.4 million for the Review Year.

The gross profit of the Group has increased by approximately HK\$15.3 million, or approximately 63.2% compared to Last Year, from approximately HK\$24.2 million to approximately HK\$39.5 million. The gross profit margin for the Review Year was approximately 4.2%, compared to that for the Last Year of approximately 3.1%. The increase in gross profit margin was mainly due to the relatively high profit margin for certain projects.

Other Losses/Gains, Net

Other losses, net mainly included Government grants and subsidies, changes in fair value on investment property and exchange differences. For the Review Year, other losses, net amounted to approximately HK\$0.2 million as compared with other gains, net approximately HK\$7.1 million for Last Year. The decrease in other gains, net for the Review Year was mainly due to the Government grants and subsidies under the Anti-epidemic Fund of approximately HK\$7.8 million recognised for the Last Year.

財務回顧

收益

於回顧年度，本集團收益由去年約786.2百萬港元增加約159.7百萬港元或約20.3%至約945.9百萬港元。該增加主要由於回顧年度內有收入貢獻的項目數量增加導致合約收益增加所致。

董事會將本集團的業務視為單一經營分部，並審閱本集團整體之業績，以就資源分配作出決策。因此，並無呈報部分分析資料，而由於本集團的收益及非流動資產主要來自單一地區(香港)，故並無呈報按地域分部劃分的分部資料之單獨分析。

毛利及毛利率

我們的直接成本由去年約762.0百萬港元增加約144.4百萬港元或約19.0%至回顧年度約906.4百萬港元。

本集團的毛利由去年約24.2百萬港元增加約15.3百萬港元或約63.2%至約39.5百萬港元。回顧年度的毛利率約為4.2%，而去年約為3.1%。毛利率增加主要由於若干項目利潤率相對較高所致。

其他虧損／收益，淨額

其他虧損，淨額主要包括政府補助及補貼、投資物業的公平值變動及匯兌差額。於回顧年度，其他虧損，淨額約為0.2百萬港元，而去年其他收益，淨額約為7.1百萬港元。回顧年度其他收益，淨額減少主要是由於去年確認了在「防疫抗疫基金」項下的政府補助及補貼約7.8百萬港元。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Administrative Expenses

For the Review Year, the administrative expenses increased by approximately HK\$5.8 million or approximately 26.4% compared to Last Year, from approximately HK\$22.0 million to approximately HK\$27.8 million. The increase was primarily due to (1) an increase in staff costs included in administrative expenses of approximately HK\$1.4 million, (2) an increase in marketing expenses of approximately HK\$1.4 million and (3) an increase in consulting fees for new business development of approximately HK\$1.6 million for the Review Year.

Expected Credit Loss (“ECL”) Allowance on Trade Receivables and Contract Assets, net

For the Review Year, the impairment under ECL allowance on trade receivables and contract assets increased by approximately HK\$3.6 million compared to Last Year, from approximately HK\$74,000 to approximately HK\$3.7 million. The increase was mainly due to the slow recovery of the local economic environment, the financial conditions and repayment abilities of the customers in the Group’s business have been adversely affected.

Finance Costs

For the Review Year, the finance costs amounted to approximately HK\$1.0 million as compared to Last Year of approximately HK\$186,000. The increase was primarily due to the increase in balance of bank borrowings during the Review Year.

Income Tax Expense

For the Review Year, the income tax expense increased by approximately HK\$1.5 million or approximately 136.4% compared to the Last Year, from approximately HK\$1.1 million to approximately HK\$2.6 million. Such increase was mainly due to the increase in taxable income for the Review Year.

Net Profit

For the Review Year, the net profit amounted to approximately HK\$4.2 million, as compared to approximately HK\$7.9 million from Last Year. Our net profit margin for the Review Year was approximately 0.4%, as compared with approximately 1.0% for Last Year. The decrease in the net profit margin for the Review Year was mainly due to the combined effect of the increase in ECL allowance on trade receivables and contract assets, net and the decrease in other gains during the Review Year.

行政開支

於回顧年度，行政開支由去年的約22.0百萬港元增加約5.8百萬港元或約26.4%至約27.8百萬港元。該增加主要是由於回顧年度(1)計入行政開支的員工成本增加約1.4百萬港元；(2)營銷開支增加約1.4百萬港元；及(3)新業務開發諮詢費增加約1.6百萬港元所致。

計提貿易應收款項及合約資產的預期信貸虧損(「預期信貸虧損」)撥備，淨額

於回顧年度，計提貿易應收款項及合約資產的預期信貸虧損減值由去年約74,000港元增加約3.6百萬港元至約3.7百萬港元。增加主要因於當地經濟環境復甦緩慢，本集團業務客戶的財務狀況及還款能力受到不利影響。

財務費用

於回顧年度，財務費用約為1.0百萬港元，而去年則約為186,000港元。該增加主要是由於回顧年度銀行借款的結餘增加所致。

所得稅開支

於回顧年度，所得稅開支由去年約1.1百萬港元增加約1.5百萬港元或約136.4%至約2.6百萬港元。該增加主要是由於回顧年度應課稅收入增加所致。

淨溢利

於回顧年度，淨溢利約為4.2百萬港元，而去年則約為7.9百萬港元。我們於回顧年度的淨利率約為0.4%，而去年則約為1.0%。回顧年度淨利率減少主要是由於回顧年度計提貿易應收款項及合約資產的預期信貸虧損撥備，淨額增加及其他收益減少的綜合影響所致。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Key Financial Ratio

主要財務比率

		Notes	As at 31 March 2024 於二零二四年 三月三十一日	As at 31 March 2023 於二零二三年 三月三十一日
		附註		
Current ratio	流動比率	(1)	2.7 times 倍	6.2 times 倍
Gearing ratio	資產負債比率	(2)	23.0%	1.3%
Return on total assets	總資產回報率	(3)	1.0%	2.6%
Return on equity	股本回報率	(4)	1.6%	3.0%
Net profit margin	純利率	(5)	0.4%	1.0%

Notes:

1. Current ratio is calculated as current assets divided by current liabilities as at the respective reporting dates.
2. Gearing ratio is calculated as total borrowings (including lease liabilities) divided by the total equity as at the respective reporting dates.
3. Return on total assets is calculated as profit for the year divided by the total assets as of the respective reporting dates.
4. Return on equity is calculated as profit for the year divided by the total equity as of the respective reporting dates.
5. Net profit margin is calculated as profit divided by the revenue for the respective reporting years.

附註：

1. 流動比率乃按各報告日期的流動資產除以流動負債計算。
2. 資產負債比率乃按各報告日期的借款總額(包括租賃負債)除以總權益計算。
3. 總資產回報率乃按本年度溢利除以各報告日期總資產計算。
4. 股本回報率乃按本年度溢利除以各報告日期權益總額計算。
5. 純利率乃按各報告年度溢利除以收益計算。

Current Ratio

Our Group's current ratio decreased from approximately 6.2 times as at 31 March 2023 to approximately 2.7 times as at 31 March 2024. The decrease was mainly due to the increase in bank borrowings as at 31 March 2024.

Gearing Ratio

Our Group's gearing ratio increased from approximately 1.3% as at 31 March 2023 to approximately 23.0% as at 31 March 2024. The increase was primarily due to the increase in bank borrowings as at 31 March 2024.

流動比率

本集團的流動比率由二零二三年三月三十一日約6.2倍減少至二零二四年三月三十一日約2.7倍，主要是由於二零二四年三月三十一日銀行借款增加所致。

資產負債比率

本集團的資產負債比率由二零二三年三月三十一日約1.3%增加至二零二四年三月三十一日約23.0%，主要是由於二零二四年三月三十一日銀行借款增加所致。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Return on Total Assets

Our Group's return on total assets amounted to approximately 1.0% as at 31 March 2024, as compared to the return on total assets of approximately 2.6% as at 31 March 2023. The decrease in ratio was primarily due to the decrease in net profit for the Review Year.

Return on Equity

Our Group's return on equity amounted to approximately 1.6% as at 31 March 2024, as compared to the return on equity of approximately 3.0% as at 31 March 2023. The decrease in ratio was primarily due to the decrease in net profit for the Review Year.

Net Profit Margin

Our Group's net profit margin amounted to approximately 0.4% as at 31 March 2024, as compared to the net profit margin of approximately 1.0% as at 31 March 2023. The slight decrease was mainly due to the combined effect of the increase in ECL allowance on trade receivables and contract assets, net and the decrease in other gains for the Review Year.

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors are aware that the Group is exposed to various risks and uncertainties. The following are the key risks and uncertainties faced by the Group:

Industry Risks

The future development of the foundation industry and the availability of foundation projects in Hong Kong depends largely on the continued development of the property market in Hong Kong. The nature, extent and timing of available foundation projects will be determined by an interplay of a variety of factors, including the Government's policies on the property market in Hong Kong, its land supply and public housing policy, the investment of property developers and the general conditions and prospects of Hong Kong's economy. These factors may affect the availability of foundation projects in Hong Kong. If there is any slowdown (in terms of transaction volume and price) of the property market in Hong Kong, there is no assurance that the availability of foundation projects in Hong Kong would not decrease significantly and our Group's business and financial position and prospect may be adversely and materially affected.

總資產回報率

本集團的總資產回報率由二零二三年三月三十一日約2.6%下跌二零二四年三月三十一日約1.0%。回報率有所下跌主要是由於於回顧年度淨溢利減少所致。

股本回報率

本集團的股本回報率由二零二三年三月三十一日約3.0%減少二零二四年三月三十一日約1.6%。股本回報率有所下跌主要是由於於回顧年度淨溢利減少所致。

純利率

本集團的純利率由二零二三年三月三十一日約1.0%減至二零二四年三月三十一日約0.4%。有關輕微減少主要是由於於回顧年度計提貿易應收款項及合約資產的預期信貸虧損撥備，淨額增加及其他收益減少的綜合影響所致。

主要風險及不確定因素

董事認為本集團面對各種風險及不確定因素，本集團面對的主要風險及不確定因素如下：

行業風險

地基行業的未來發展及可供發展的香港地基項目主要視乎香港物業市場是否持續發展。可供發展地基項目的性質、規模及時間，將視乎各類因素的相互作用，包括政府的香港物業市場政策、土地供應及公共房屋政策、物業發展商投資及香港經濟的普遍狀況及前景。該等因素可能影響香港可供發展的地基項目。倘香港物業市場放緩(就成交量及價格而言)，概不保證香港可供發展的地基項目不會銳減，而本集團的業務、財務狀況及前景可能遭受重大不利影響。



MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Compliance Risks

Many aspects of our business operation are governed by various laws and regulations and Government policies. There is no assurance that the Government will not extend the scope of the existing laws and regulations or interpretation of new Government policies. Further, we may not be able to respond to any such changes in a timely manner. Such changes may also increase our costs and burden in complying with them, which may materially and adversely affect our business, financial condition and results of operation. In particular, if there are any changes to and/or imposition of the requirements for qualification in the foundation industry in relation to environment protection and labour safety, and we fail to meet the new requirements in a timely manner or at all, our business operation will be materially and adversely affected.

Our executive Directors would hold regular meetings to ensure the Group's operations are in compliance with all applicable statutory requirements.

Uncertainties in Construction Progress

Unexpected geological or sub-soil conditions

Prior to commencement of the foundation works, the customers would normally provide ground investigation reports to the Group. However, information contained in these reports may not be sufficient to reveal the actual geology beneath the construction site due to limitation in the scope of the underground investigation works that can be carried out at the site and/or other technical limitations. There may be discrepancies between the actual geological conditions and the findings set out in these investigation reports, and the investigation may not be able to reveal the existence of rocks or to identify any antiquities, monuments or structures beneath the site.

All these may eventually present potential issues and uncertainties in the carrying out of our foundations works, such as the possible increase in the complexity of the project resulting from additional work procedures, workers, equipment and times required to deal with any unexpected existence of rocks, antiquities or monuments, which may also lead to additional costs to be incurred. Nevertheless, in case of any significant unexpected difficult geological or sub-soil conditions, the Group may incur additional costs in dealing with such unforeseen conditions, which may lead to cost overruns and may thus materially and adversely affect the Group's business operation and financial position.

合規風險

我們業務營運的很多方面受到多項法律及規例以及政府政策的監管。無法保證政府不會擴大現有法律及規例或新政府政策詮釋的範圍。此外，我們或無法及時應對任何有關變動。該等變動亦可能會增加我們的合規成本及負擔，或會對我們的業務、財務狀況及經營業績產生重大不利影響。具體而言，倘地基行業有關環境保護及勞工安全的資格規定出現任何變動及／或強制規定且我們未能及時或未能遵守新規定，則我們的業務營運將受到重大不利影響。

我們的執行董事將定期舉行會議，以確保本集團營運遵守所有適用法定規定。

施工進度的不確定性

不可預料的地質或底土情況

開始地基工程之前，客戶一般會向本集團提供地面調查報告。然而，由於可於工地進行的地下調查工程的範圍限制及／或其他技術限制，該等報告所載資料未必足以揭示建築工地下的實際地質情況。實際地質狀況與該等調查報告載列的結果或會有所差異，而調查未必能夠發現工地下存在石塊或任何古董、文物或構築物。

以上種種最終均構成進行地基工程的潛在問題及不確定性，譬如，由於需增加工序、工人、設備及時間處理任何預期外的石塊、古董或文物，最終可能加大項目難度，而有關情況亦將會產生額外成本。然而，倘出現任何預料之外的重大地質或底土難題，本集團或會因處理該等無法預料的情況而產生額外成本，導致成本超支，如此或會對本集團業務營運及財務狀況造成重大不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Damage of various underground service utilities

Services utilities may be laid underground or below carriageways and footways in Hong Kong. The Group may be obstructed by those service utilities when carrying out foundation works. There is no assurance that damage to those utilities will not occur during the foundation works. Accordingly, the Group may be liable to the costs for the repair of such damaged service utilities to the extent not covered by insurance.

Failure to Guarantee New Business

Our revenue is typically derived from projects which are non-recurrent in nature and our customers are under no obligation to award projects to us. During the Review Year, we secured new businesses mainly through direct invitation for quotation or tender by customers. There is no assurance that (i) we would be invited to provide quotations or participate in the tendering process for new projects; and (ii) our submitted quotations and tenders would be selected by customers. There is no guarantee that the Group will be able to secure new businesses from customers. The number and scale of projects from which the Group derives revenue from may vary significantly from period to period, and it may be difficult to forecast the volume of future business. In the event that the Group fails to secure new contracts or there is a significant decrease in the number of tender invitations or contracts available for bidding in the future, the business and financial positions and prospect of the Group could be materially and adversely affected.

Nevertheless, the Group considers that a public listing status enable us to enjoy several competitive advantages, such as transparent financial disclosures, enhanced internal control and corporate governance practices. Our Directors believe the customers would give weight to these competitive edges when they select and engage subcontractors for foundation services.

破壞各種地下公用服務設施

香港的公用服務設施可能鋪設於地下或在行車道及行人道以下。本集團在進行地基工程時，或會受到該等公用服務設施的妨礙。無法保證在地基工程過程中不會破壞該等設施。因此，若無保險保障，本集團或須承擔維修受損的公用服務設施的成本。

無法保證獲得新業務

我們的收益通常來自非經常性項目，我們的客戶並無責任向我們授出項目。於回顧年度，我們主要從客戶直接報價或招標邀請獲取新業務。概不保證(i)我們會就新項目獲邀請提供報價或參與招標程序；及(ii)我們所提呈的報價及標書將獲客戶選中。概不保證本集團能從客戶獲得新業務。本集團產生收益的項目數量及規模在不同期間內或會大相徑庭，且可能難以預測未來的業務量。倘若本集團未能獲得新合約或日後可供競標的招標邀請或合約數量銳減，則本集團的業務、財務狀況及前景可能蒙受重大不利影響。

儘管如此，本集團認為公開上市地位使我們能享有若干競爭優勢，例如透明的財務披露、加強內部控制及企業管治常規。董事認為，客戶於甄選及委聘分包商提供地基服務時會重視該等競爭優勢。



MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

ENVIRONMENTAL POLICIES

In undertaking foundation works, our operations may result in: (i) emission of air pollutants; (ii) emission of noise from construction activities; (iii) discharge of effluent from construction activities; and (iv) disposal of construction waste. Therefore, our foundation works are subject to the requirements of the following laws and regulations in relation to the environmental protection.

The laws and regulations which have a significant impact on the Group includes, among others, Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong), Air Pollution Control (Non-road Mobile Machinery) (Emission) Regulation (Chapter 311Z of the Laws of Hong Kong) (the "NRMM Regulation"), Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong), Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong), Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong), Dumping at Sea Ordinance (Chapter 466 of the Laws of Hong Kong), Environmental Impact Assessment Ordinance (Chapter 499 of the Laws of Hong Kong) and Public Health and Municipal Services Ordinance (Chapter 132 of the Laws of Hong Kong).

The Group is committed to minimise the adverse impact on the environment resulting from our business activities. In order to comply with the applicable environmental protection laws, the Group has established an environmental management system in accordance with the ISO 14001:2015 international standards. Since January 2017, the environmental management system of Kit Kee Engineering has been certified to be in accordance with the requirements of the ISO 14001:2015 standards. Our environmental management system includes measures and work procedures governing environmental protection compliance that are required to be followed by our employees and our subcontractors.

As at 31 March 2024, the Group has 139 machines regulated under the NRMM Regulation and out of which 38 machines were exempted and 101 machines were approved by the Hong Kong Environmental Protection Department under the NRMM Regulation. In compliance with the NRMM Regulation on the emissions of machinery, all of the 38 exempted machines are expected to be phased out. To keep the Group abreast of the industry changes due to the implementation the NRMM Regulation, we plan to acquire new machines and equipment which are more environmental friendly and are able to obtain approval under the NRMM Regulation if applicable.

環境政策

承接地基工程時，我們的營運可能造成：(i)空氣污染物的排放；(ii)建造活動的噪音排放；(iii)建造活動的污水排放；及(iv)建築廢料的棄置。因此，我們的地基工程受下列有關環境保護的法例及規例規定所限。

對本集團有重大影響的法例及規例其中包括《空氣污染管制條例》(香港法例第311章)、《空氣污染管制(非道路移動機械)(排放)規例》(香港法例第311Z章)(「非道路移動機械規例」)、《噪音管制條例》(香港法例第400章)、《水污染管制條例》(香港法例第358章)、《廢物處置條例》(香港法例第354章)、《海上傾倒物料條例》(香港法例第466章)、《環境影響評估條例》(香港法例第499章)及《公眾衛生及市政條例》(香港法例第132章)。

本集團致力於盡量減少業務活動對環境的任何不利影響。為符合適用的環保法律，本集團已根據 ISO 14001:2015國際標準設立環境管理體系。自二零一七年一月以來，杰記工程的環境管理體系已獲認證符合ISO 14001:2015標準的要求。環境管理體系包括我們的僱員及分包商均須遵守的規管環境保護合規性的措施及工作程序。

於二零二四年三月三十一日，本集團有139台受非道路移動機械規例規管的機械，其中38台及101台分別獲香港環境保護署根據非道路移動機械規例豁免及核准。為遵守有關機械排放的非道路移動機械規例，所有38台豁免機器預期將淘汰。為了讓本集團緊跟因實施非道路移動機械規例導致的行業變化，我們計劃購買更加環保且可獲得非道路移動機械規例項下批准(如適用)的新機器及設備。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

During the Review Year, as far as the Board and the management are aware, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that has material impact on the business and operation of the Group.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS, SUPPLIERS AND SUB-CONTRACTORS Employees

The Group considers its employees the key to sustainable business growth and also recognises its employees as its valuable assets. Further, in light of the shortage of skilled labour in the local construction industry, it is crucial to maintain a competitive remuneration package and fringe benefits for our potential and existing employees. In this regard, the Group provides comprehensive remuneration package includes salary, discretionary bonuses and other cash subsidies to attract, motivate and retain appropriate and suitable employees to serve the Group. In general, our Group determines employee salaries based on each employee's qualifications, position and seniority. Our Group has designed an annual review system to assess the performance of our employees, which forms the basis of our decisions with respect to salary raises, bonuses and promotions. The Group also provides on-the-job training and development opportunities to enhance its employees' career development and learning.

Customers

The Group is aware of the risk of customer concentration, and sought to reduce the reliance on major customer by undertaking more sizable projects for other customers.

Besides that, the Group believes a strong and good relationship with customers would increase its recognition and visibility in the foundation industry. As such, the Group values the views and opinions of all customers through various means and channels, including regular review and analysis on customer feedback.

The Group also believes that a strong and good relationship with customers can further develop new business opportunities in the foundation industry.

遵守相關法律及法規

於回顧年度，就董事會及管理層所知，本集團概無嚴重違反或不遵守適用法律及法規的情況，以致對本集團業務及營運產生重大影響。

與僱員、客戶、供應商及分包商的主要關係 僱員

本集團認為僱員是達致業務可持續發展的關鍵所在，亦將僱員視為寶貴資產。此外，鑒於當地建造業的熟練工人供應短缺，維持我們潛在及現有僱員具有競爭力的薪酬待遇及附加福利尤為重要。就此而言，本集團提供包括工資、酌情花紅及其他現金補貼在內的全面薪酬待遇，以吸引、激勵及挽留適當及合適的僱員為本集團服務。一般而言，本集團根據每位僱員的資格、職位及資歷確定僱員薪資。為評估僱員績效，本集團制定一項年度審查制度，形成我們決定加薪、花紅及晉升的依據。本集團亦提供在職培訓及發展機會以加強僱員的職業發展及學習。

客戶

本集團注意到客戶集中的風險，透過承接更多其他客戶的大規模項目，務求減低對主要客戶的依賴。

此外，本集團相信，與客戶維持深厚良好的關係將提升其在地基行業的認可度及知名度。因此，本集團通過不同方法及渠道(包括定期審閱及分析客戶反饋)了解所有客戶的觀點及意見。

本集團亦相信，與客戶建立牢固良好的關係，可進一步發展在地基行業的新業務機遇。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Suppliers and Sub-contractors

The Group has developed stable and strong working relationships with suppliers and sub-contractors to meet the Group's customers' needs in an effective and efficient manner. The Group works closely with the suppliers and sub-contractors to make sure the tendering, procurement and sub-contracting are conducted in an open, fair and just manner. The Group's requirements and standards are also well-communicated to them before the commencement of the project.

LIQUIDITY, FINANCIAL POSITION AND CAPITAL STRUCTURE

During the Review Year, there has been no change in capital structure of the Group. The Group continued to finance its working capital with internally generated cash flows and bank borrowings.

As at 31 March 2024, the Company's issued capital was HK\$12.0 million and the number of its issued ordinary shares was 1,200,000,000 shares of HK\$0.01 each.

As at 31 March 2024, the Group had total cash, bank balances and pledged deposits of approximately HK\$134.0 million (31 March 2023: approximately HK\$96.3 million).

TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policy. The Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities, and other commitments can meet its funding requirements all the time.

Pledge of Assets

As at 31 March 2024, the Group had pledged (i) an investment property situated in Hong Kong of approximately HK\$3.9 million (31 March 2023: approximately HK\$4.5 million); (ii) approximately HK\$19.8 million and RMB13.0 million bank deposits (31 March 2023: approximately HK\$10.2 million and RMB13.0 million bank deposits); and (iii) corporate guarantee given by the Company in order to secure bank facilities granted to Kit Kee Engineering.

供應商及分包商

本集團與供應商及分包商建立穩定且牢固的合作關係，以有效及高效地滿足本集團客戶的需求。本集團與供應商及分包商緊密合作，確保招標、採購及分包過程公開、公平及公正。本集團於項目動工前已向彼等清楚說明本集團的規定及標準。

流動資金、財務狀況及資本架構

於回顧年度，本集團資本架構並無變動。本集團繼續以內部產生現金流量及銀行借款為其提供營運資金。

於二零二四年三月三十一日，本公司已發行股本為12.0百萬港元及已發行普通股數目為每股面值0.01港元的1,200,000,000股股份。

於二零二四年三月三十一日，本集團有現金總額、銀行結餘及已抵押存款約134.0百萬港元(二零二三年三月三十一日：約96.3百萬港元)。

庫務政策

本集團已就庫務政策採取審慎的財務管理方法。董事會密切監督本集團流動資金狀況，以確保本集團資產、負債及其他承擔的流動資金架構可一直滿足其資金需求。

資產抵押

於二零二四年三月三十一日，本集團已就杰記工程獲授銀行融資而抵押(i)位於香港的投資物業約3.9百萬港元(二零二三年三月三十一日：約4.5百萬港元)；(ii)約19.8百萬港元及人民幣13.0百萬元的銀行存款(二零二三年三月三十一日：約10.2百萬港元及人民幣13.0百萬元的銀行存款)；及(iii)本公司提供的企業擔保。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

FOREIGN EXCHANGE EXPOSURE

As the Group only operates in Hong Kong and all of the revenue and transactions arising from its operations were settled in Hong Kong dollars, the Directors are of the view that the Group's foreign exchange rate risks are insignificant. Thus, the Group has not entered into any derivative contracts to hedge against the foreign exchange rate risk for the Review Year.

During the Review Year, the Group placed a portion of its cash reserves in RMB in certificates of deposit for interest return, and we incurred an exchange loss of approximately HK\$1.0 million (For Last Year: approximately HK\$1.3 million).

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 March 2024 and 2023, the Group had no capital commitments for acquiring machine.

As at 31 March 2024 and 2023, the Group had been involved in a number of claims, litigations and potential claims against the Group in relation to work-related injuries and non-compliances. The Directors are of the opinion that the claims, litigations and non-compliances are not expected to have a material impact on the consolidated financial statements, and the outcome for potential claims is uncertain. Accordingly, no provision has been made to the consolidated financial statements.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

During the Review Year, the Group did not have any significant investment held, nor any material acquisitions or disposals of subsidiaries or associated companies.

FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

Save as disclosed in the prospectus of the Company dated 26 January 2018 (the "Prospectus"), the Group did not have any other plans for material investments or capital assets during the Review Year.

外匯風險

由於本集團僅於香港經營業務，經營產生的所有收益及交易均以港元結算，故董事認為本集團匯率風險不大。因此，回顧年度本集團並無訂立任何衍生工具合約以對沖匯率風險。

本集團於回顧年度投放一部分人民幣現金儲備於存款證以獲得利息回報，並產生匯兌虧損約1.0百萬港元(去年：約1.3百萬港元)。

資本承擔及或然負債

於二零二四年及二零二三年三月三十一日，本集團就收購機械而言並無擁有資本承擔。

於二零二四年及二零二三年三月三十一日，本集團涉及多項針對本集團的工傷以及不合規事件的申索、訴訟及潛在申索。董事認為該等申索、訴訟及不合規事件預期不會對綜合財務報表造成重大影響，且潛在申索的結果為不確定。因此，概無於綜合財務報表作出撥備。

重大投資、重大收購或出售附屬公司及聯營公司

於回顧年度，本集團並無持有任何重大投資，亦無重大收購或出售附屬公司或聯營公司事項。

未來重要投資或資本資產計劃

於回顧年度，除本公司日期為二零一八年一月二十六日的招股章程(「招股章程」)所披露者外，本集團並無任何其他重要投資或資本資產計劃。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

USE OF PROCEEDS

The net proceeds received by the Group, after deducting related expenses, were approximately HK\$91.9 million. These proceeds are intended to be applied in accordance with the proposed application set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus. Such uses include: (i) enhancing the construction machinery fleet; (ii) strengthening the workforce and manpower; (iii) reinforcing sales and marketing efforts; and (iv) funding of general working capital. Details of the use of the proceeds are listed as below:

所得款項用途

扣除相關開支後，本集團收取的所得款項淨額約為91.9百萬港元。該等所得款項擬按招股章程「未來計劃及所得款項用途」一節所載建議用途動用。該等用途包括：(i)擴充建築機械車隊；(ii)加強人手及人力；(iii)加強銷售及營銷力度；及(iv)撥付一般營運資金。所得款項用途詳情載列如下：

		Planned use of proceeds	Amount utilised up to 31 March 2024 直至 二零二四年 三月三十一日的 已動用款項 HK\$'000 千港元	Balance of unutilised amount up to 31 March 2024 直至 二零二四年 三月三十一日的 未動用款項結餘 HK\$'000 千港元
Enhancing the construction machinery fleet	擴充建築機械車隊	60,311	60,311	-
Strengthening the workforce and manpower	加強人手及人力	19,272	19,272	-
Reinforcing sales and marketing efforts	加強銷售及營銷力度	4,761	4,761	-
Funding of general working capital	撥付一般營運資金	7,596	7,596	-
Total	總計	91,940	91,940	-

As at 31 March 2024, the net proceeds were fully utilised.

於二零二四年三月三十一日，所得款項淨額已悉數動用。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2024, we employed a total of 338 full-time employees (including two executive Directors but excluding three independent non-executive Directors), as compared to a total of 304 full-time employees as at 31 March 2023. The remuneration packages that the Group offers to employees includes salary, discretionary bonuses and other cash subsidies. In general, the Group determines employee salaries based on each employee's qualifications, position and seniority. The Group has designed an annual review system to assess the performance of its employees, which forms the basis of its decisions with respect to salary raises, bonuses and promotions. The Group also adopted a share option scheme whereby qualified participants may be granted options to acquire shares in the Company. The total staff cost incurred by the Group for the Review Year was approximately HK\$140.0 million compared to approximately HK\$157.8 million of Last Year.

The remuneration of the Directors is decided by the Board upon the recommendation from the remuneration committee of the Company having regard to the Group's operating results, individual performance and comparable market statistics.

DIVIDENDS

The Board has resolved not to recommend the declaration of final dividend for the Review Year (For Last Year: nil).

僱員及薪酬政策

於二零二四年三月三十一日，我們共僱用338名全職僱員(包括兩名執行董事但不包括三名獨立非執行董事)，而二零二三年三月三十一日共僱用304名全職僱員。本集團向僱員提供的薪酬待遇包括工資、酌情花紅及其他現金補貼。一般而言，本集團根據每位僱員的資格、職位及資歷確定僱員薪資。為評估僱員績效，本集團制定一項年度審核制度，形成我們釐定加薪、花紅及晉升的依據。本集團亦已採納一項購股權計劃，據此合資格參與者可獲授購股權以收購本公司股份。回顧年度，本集團產生的僱員成本總額約為140.0百萬港元，而去年約為157.8百萬港元。

董事薪酬由董事會根據本公司薪酬委員會的建議並參考本集團經營業績、個人表現及同類市場統計數字而釐定。

股息

董事會議決不建議宣派回顧年度的末期股息(去年：無)。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷資料

Biographical Details of the Directors and Senior Management are set out as follows:

DIRECTORS

Executive Directors

Mr. YIP Yuk Kit (葉育杰) (“Mr. Yip”), aged 68, is one of the controlling shareholders, the chairman of the Board, an executive Director and chief executive officer of the Group. He joined the Group in August 1993 and is one of the founders of the Group. He is also a director of each and every wholly-owned subsidiary of the Group.

Mr. Yip is responsible for the overall business development and business strategies of the Group. He has more than 45 years of experience in the foundation industry. In 1977, Mr. Yip commenced his business of earthwork and air compressor rental in Hong Kong through Kit Kee Mechanics* (杰記機械) which was first registered as a sole proprietorship. In 1986, Mr. Yip established Kit Kee Engineering Company* (杰記工程公司) where he engaged in ELS and foundation works in Hong Kong. On 19 August 1993, Mr. Yip co-founded Kit Kee Engineering where Mr. Yip is responsible for overseeing the projects and business development. From August 1993 and up to the present, Mr. Yip is the managing director of Kit Kee Engineering.

Mr. Yip has entered into a service agreement with the Company for an initial term of three years commencing on 8 February 2018 and will continue thereafter until terminated in accordance with the terms of the agreement. The amount of emoluments paid for the year ended 31 March 2024 to Mr. Yip is set out in note 12 to the consolidated financial statements for the year ended 31 March 2024 of the Company’s annual report. Such remuneration/emoluments will be reviewed annually by the Board and the remuneration committee and he is also entitled to a discretionary bonus with reference to his performance and the operating results of the Group.

Mr. Yip has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the latest practicable date, he was interested in 890,000,000 Shares held through Fame Circle (representing 74.2% of the aggregate number of Shares in issue). Save as disclosed above, Mr. Yip was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”) as at the latest practicable date. Save as disclosed above, Mr. Yip does not have any relationship with any other Directors, senior management or substantial shareholder or controlling shareholder of the Company.

* For identification purpose only

董事及高級管理層履歷資料載列如下：

董事

執行董事

葉育杰先生(「葉先生」)，68歲，為本集團控股股東之一、董事會主席、執行董事兼行政總裁。葉先生於一九九三年八月加入本集團並為本集團創始人之一。彼亦為本集團各個及每個全資附屬公司的董事。

葉先生負責本集團整體業務發展及業務策略。葉先生擁有逾45年地基石業經驗。於一九七七年，葉先生於香港透過杰記機械(當時初步註冊為獨資經營)開展其土方工程及空氣壓縮機租賃業務。於一九八六年，葉先生在香港成立杰記工程公司，從事挖掘及側向承托及地基工程。於一九九三年八月十九日，葉先生共同創立杰記工程，而葉先生負責監管項目及業務開發。葉先生自一九九三年八月至今為杰記工程的董事總經理。

葉先生已與本公司訂立服務協議，自二零一八年二月八日起計，初步為期三年，並將於此後持續有效直至根據協議之條款終止為止。截至二零二四年三月三十一日止年度已支付予葉先生之酬金數額載於本公司截至二零二四年三月三十一日止年度年報之綜合財務報表附註12。有關薪酬／酬金將由董事會及薪酬委員會每年進行檢討，及彼亦有權享有參照其表現及本集團之經營業績釐定之酌情花紅。

葉先生過去三年並無於證券在香港或海外任何證券市場上市之公眾公司擔任任何董事職務。於最後實際可行日期，彼於透過Fame Circle持有之 890,000,000股股份(相當於已發行股份總數之74.2%)中擁有權益。除上文所披露者外，於最後實際可行日期，葉先生並無擁有任何證券及期貨條例(「證券及期貨條例」)第XV部所界定的股份權益。除上文所披露者外，葉先生與本公司任何其他董事、高級管理層或主要股東或控股股東並無任何關係。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷資料

Mr. CHEUNG Chun Fai (張振輝) (“Mr. Cheung”), aged 54, is an executive Director of the Group. He joined the Group in October 1996.

Mr. Cheung is responsible for the overall management and business operations of the Group. Mr. Cheung has over 25 years of experience in the foundation industry. Mr. Cheung was a technician at Fugro-McClelland Geotechnical Services (Hong Kong) Limited from July 1990 to September 1991 and a resident technical officer (laboratory) of Maunsell Consultants Asia Limited from December 1991 to January 1993. From March 1993 to April 1995, Mr. Cheung worked in the Water Suppliers Department of the Government as a technical officer. He then worked in High-Point Rendel (HK) Limited as a technical officer from May 1995 to June 1996 and was a site engineer at Hsin Chong (Foundations) Limited from June 1996 to September 1996. Mr. Cheung joined the Group in October 1996 as a site engineer. He was subsequently promoted to the position of project manager in 2006 and was further promoted to the position of director in 2017. Mr. Cheung obtained a Higher Diploma in Building from the City University of Hong Kong in November 1995.

Mr. Cheung has entered into a service agreement with the Company for an initial term of three years commencing on 8 February 2018 and will continue thereafter until terminated in accordance with the terms of the agreement. The amount of emoluments paid for the year ended 31 March 2024 to Mr. Cheung is set out in note 12 to the consolidated financial statements for the year ended 31 March 2024 of the Company's annual report. Such remuneration/ emoluments will be reviewed annually by the Board and the remuneration committee and he is also entitled to a discretionary bonus with reference to his performance and the operating results of the Group.

Mr. Cheung has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

張振輝先生(「張先生」)，54歲，為本集團執行董事，於一九九六年十月加入本集團。

張先生負責本集團的整體管理及業務營運。張先生擁有逾25年地基石業經驗。張先生自一九九零年七月至一九九一年九月擔任Fugro-McClelland Geotechnical Services (Hong Kong) Limited 的技術員；自一九九一年十二月至一九九三年一月擔任茂盛(亞洲)工程顧問有限公司常駐技術員(實驗室)。張先生自一九九三年三月至一九九五年四月任職於政府水務署，擔任技術專員。其後張先生於一九九五年五月至一九九六年六月任職於High-Point Rendel (HK) Limited，擔任技術專員，及自一九九六年六月至一九九六年九月擔任新昌(地基工程)有限公司地盤工程師。張先生於一九九六年十月加入本集團任地盤工程師，其後於二零零六年晉升為工程項目經理，於二零一七年再度晉升為董事。張先生於一九九五年十一月取得香港城市大學建築專業高級文憑。

張先生已與本公司訂立服務協議，自二零一八年二月八日起計，初步為期三年，並將於此後持續有效直至根據協議之條款終止為止。截至二零二四年三月三十一日止年度已支付予張先生之酬金數額載於本公司截至二零二四年三月三十一日止年度年報之綜合財務報表附註12。有關薪酬／酬金將由董事會及薪酬委員會每年進行檢討，及彼亦有權享有參照其表現及本集團之經營業績釐定之酌情花紅。

張先生過去三年並無於證券在香港或海外任何證券市場上市之公眾公司擔任任何董事職務。彼與本公司任何其他董事、高級管理層、主要或控股股東並無任何關係，亦無擁有任何股份權益，須根據證券及期貨條例第XV部予以披露。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷資料

Independent Non-executive Directors

Mr. CHAN Ka Yu (陳家宇) (“Mr. KY Chan”), aged 45, was appointed as an independent non-executive Director on 18 January 2018. He has entered into a letter of appointment for a fixed term of three years with effect from 8 February 2018 and will continue thereafter until terminated in accordance with the terms of the appointment. He is entitled to an annual director’s fee of HK\$180,000. Mr. KY Chan is mainly responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Company. He is the chairman of the remuneration committee, and a member of each of the audit committee and nomination committee. Save as disclosed above, Mr. KY Chan does not hold any position in the Group.

Mr. KY Chan has over 15 years of working experience in professional accounting, financial reporting, compliance services and corporate finance such as initial public offerings. Since June 2013, he has been working as the chief financial officer of Virtual Mind Holding Company Limited (天機控股有限公司) (stock code: 1520), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. KY Chan obtained a degree of Bachelor of Commerce in Accounting from Hong Kong Shue Yan University in October 2009. He is a member of Hong Kong Institute of Certified Public Accountants since March 2009. Mr. KY Chan is currently an independent non-executive director of TS Wonders Holding Limited (stock code: 1767), the shares of which are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. KY Chan has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

獨立非執行董事

陳家宇先生(「陳家宇先生」)，45歲，於二零一八年一月十八日獲委任為獨立非執行董事，陳先生已訂立委任函，自二零一八年二月八日起生效，固定年期為三年，將於此後持續有效直至根據委任條款終止為止。陳家宇先生有權享有年度董事袍金 180,000港元。陳家宇先生主要負責獨立監督管理及就本公司策略、表現、資源及行為準則事宜提供獨立判斷。彼為薪酬委員會主席及審核委員會及提名委員會成員。除上文所披露者外，陳家宇先生並無於本集團擔任任何職務。

陳家宇先生擁有逾15年專業會計、財務申報、合規服務及企業融資(如首次公開發售)的工作經驗。自二零一三年六月起，彼一直擔任天機控股有限公司(股份代號：1520)(其股份於聯交所主板上市)之財務總監。

陳家宇先生於二零零九年十月取得香港樹仁大學會計學商業學士學位。彼自二零零九年三月起為香港會計師公會會員。陳家宇先生目前為TS Wonders Holding Limited(股份代號：1767)(其股份於聯交所主板上市)之獨立非執行董事。

除上文所披露者外，陳家宇先生過去三年並無於證券在香港或海外任何證券市場上市之公眾公司擔任任何董事職務。彼與本公司任何董事、高級管理層、主要或控股股東並無關連，亦無於股份中擁有任何根據證券及期貨條例第XV部規定須予披露之權益。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷資料

Mr. LEE Kwok Lun (李國麟) (“Mr. Lee”), aged 40, was appointed as an independent non-executive Director on 18 January 2018. He has entered into a letter of appointment for a fixed term of three years with effect from 8 February 2018 and will continue thereafter until terminated in accordance with the terms of the appointment. He is entitled to an annual director’s fee of HK\$180,000. Mr. Lee is mainly responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Company. He is the chairman of the audit committee and a member of the nomination committee. Save as disclosed above, Mr. Lee does not hold any position in the Group.

Mr. Lee has over 15 years of experience in accounting, audit, corporate finance and financial management. Mr. Lee obtained a degree of Bachelor of Arts (Hons) in Accounting from the University of Hertfordshire in September 2006. He is a member of the Association of Chartered Certified Accountants since January 2013 and a member of the Hong Kong Institute of Certified Public Accountants since September 2013. Mr. Lee is currently an independent non-executive Director of Wing Chi Holdings Limited (stock code: 6080), and Ever Reach Group (Holdings) Company Limited (stock code: 3616), the shares of which are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Lee has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

李國麟先生(「李先生」)，40歲，於二零一八年一月十八日獲委任為獨立非執行董事，李先生已訂立委任函，自二零一八年二月八日起生效，固定年期為三年，將於此後持續有效直至根據委任條款終止為止。李先生有權享有年度董事袍金 180,000港元。李先生主要負責獨立監督管理及就本公司策略、表現、資源及行為準則事宜提供獨立判斷。彼為審核委員會主席及提名委員會成員。除上文所披露者外，李先生並無於本集團擔任任何職務。

李先生於會計、審計、企業融資及財務管理方面具有逾15年豐富經驗。李先生於二零零六年九月獲得赫特福德大學會計學榮譽學士學位。自二零一三年一月及二零一三年九月起，彼分別為英國特許公認會計師公會及香港會計師公會會員。李先生目前分別為榮智控股有限公司(股份代號：6080)及恒達集團(控股)有限公司(股份代號：3616)(該等公司股份於聯交所主板上市)的獨立非執行董事。

除上文所披露者外，李先生過去三年並無於證券在香港或海外任何證券市場上市之公眾公司擔任任何董事職務。彼與本公司任何董事、高級管理層、主要或控股股東並無關連，亦無於股份中擁有任何根據證券及期貨條例第XV部規定須予披露之權益。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷資料

Mr. CHAN Wa Shing (陳華勝) (“Mr. WS Chan”), aged 62, was appointed as an independent non-executive Director on 26 March 2019. He has entered into a letter of appointment for a fixed term of three years with effect from 1 April 2019 and will continue thereafter until terminated in accordance with the terms of the appointment. He is entitled to an annual director’s fee of HK\$180,000. Mr. WS Chan is mainly responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Company. Save as disclosed above, Mr. WS Chan does not hold any position in the Group.

Mr. WS Chan, is a barrister-at-law of Hong Kong. He joined the Hong Kong Police Force in 1986 and retired in 2016 with his last position being chief superintendent. During his employment with the Hong Kong Police Force, he was called to the bar in Hong Kong in 1996.

Mr. WS Chan graduated with a bachelor of science in pharmacology from the University of Portsmouth (previously known as Portsmouth Polytechnic) in 1983. He obtained a postgraduate diploma in business studies from London School of Economics in 1985 and further obtained a master degree in public administration from the University of Hong Kong in 1998.

Save as disclosed above, Mr. WS Chan has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Saved as disclosed above, there was no change to any information required to be disclosed in relation to any Director pursuant to Rule 13.51(2)(a) to (e) and (g) of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) during the Review Year. The Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2) (h) to (v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

陳華勝先生(「陳華勝先生」)，62歲，於二零一九年三月二十六日獲委任為獨立非執行董事，陳先生已訂立委任函，自二零一九年四月一日起生效，固定年期為三年，將於此後持續有效直至根據委任條款終止為止。陳華勝先生有權享有年度董事袍金 180,000港元。陳華勝先生主要負責獨立監督管理及就本公司策略、表現、資源及行為準則事宜提供獨立判斷。除上文所披露者外，陳華勝先生並無於本集團擔任任何職務。

陳華勝先生，為香港大律師。彼於一九八六年加入香港警務處，於二零一六年離職時為總警司。於香港警務處任職期間，彼於一九九六年取得香港大律師資格。

陳華勝先生於一九八三年畢業於 University of Portsmouth(前稱為Portsmouth Polytechnic)，獲得藥理學學士學位。彼於一九八五年獲得倫敦經濟學院商科研究生文憑，並於一九九八年獲香港大學公共管理碩士學位。

除上文所披露者外，陳華勝先生過去三年並無於證券在香港或海外任何證券市場上市之公眾公司擔任任何董事職務。彼與本公司任何董事、高級管理層、主要或控股股東並無關連，亦無於股份中擁有任何根據證券及期貨條例第XV部規定須予披露之權益。

除上文所披露者外，於回顧年度根據聯交所證券上市規則(「上市規則」)第13.51(2)(a)至(e)及(g)條須予披露的有關任何董事的任何資料概無變動。董事會並不知悉任何資料須根據上市規則第13.51(2)(h)至(v)條的規定予以披露，亦無任何其他事宜須提請股東垂注。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷資料

Senior Management

Mr. CHAN Ho Shing (陳浩成) (“Mr. HS Chan”), aged 55, has been the contracts manager of Kit Kee Engineering since July 2005. He is mainly responsible for overseeing tender process, contract management, administration and quality assurance matters.

Mr. HS Chan obtained a Certificate in Building Studies from the Morrison Hill Technical Institute (currently known as the Hong Kong Institute of Vocational Education (IVE) (Morrison Hill)) in July 1988, a Higher Certificate in Building Studies from the Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in November 1990.

Mr. HS Chan has 35 years of experience in the foundation industry. Prior to joining our Group, Mr. HS Chan worked for various construction companies in various capacities. He was a site foreman at Kin Ming & Co. (健明公司) from August 1987 to August 1988 and an assistant quantity surveyor at Gammon Construction Limited from October 1988 to July 1992. He was employed by Fanta (CFC) Construction Co. Limited from August 1992 and later left with his last position being commercial manager. Mr. HS Chan was a quantity surveyor at Yat Ming Construction Co., Limited from July 1997 to May 2005.

Mr. HS Chan is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

高級管理層

陳浩成先生(「陳浩成先生」)，55歲，自二零零五年七月起為杰記工程合約經理，主要負責監管投標程序、合約管理、行政工作及品質保證事宜。

陳浩成先生於一九八八年七月取得摩理臣山工業學院(目前稱作香港專業教育學院摩理臣山分校)建築學證書，於一九九零年十一月取得香港理工大學(前稱香港理工學院)建築學高級證書。

陳浩成先生擁有35年地基行業經驗。於加入本集團前，陳浩成先生曾就職於多家建築公司擔任不同職務。陳浩成先生自一九八七年八月至一九八八年八月擔任健明公司地盤管工；自一九八八年十月至一九九二年七月擔任金門建築有限公司助理工料測量師；彼自一九九二年八月受僱於迅達(中福)建築有限公司及其後離職，最後任職商務經理。陳浩成先生自一九九七年七月至二零零五年五月擔任一鳴建築有限公司工程測量師。

陳浩成先生與本公司任何其他董事、高級管理層、主要或控股股東並無任何關係，亦無擁有任何股份權益，須根據證券及期貨條例第XV部予以披露。



BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷資料

Mr. LEUNG Hoi Ki (梁海祺) (“Mr. Leung”), aged 35, has been the financial controller of our Group since January 2017. He is primarily responsible for the management of financial, accounting and company secretarial matters of our Group.

Mr. Leung received a degree of Bachelor of Business Administration in Accountancy from the Hong Kong Polytechnic University in October 2011. Mr. Leung was admitted as a Certified Public Accountant in March 2015. He has over 10 years of accounting experience. From September 2011 to May 2014, he was employed by BDO Limited, with his last position being a senior associate of the Assurance Department. From June 2014 to November 2014, Mr. Leung worked as a senior accountant at the Assurance Department of Ernst & Young. From December 2014 to January 2017, he was employed by KPMG with his last position being a manager.

Mr. Leung has been appointed as the company secretary of Easy Smart Group Holdings Limited (怡俊集團控股有限公司), a company listed on the Stock Exchange (Stock Code: 2442), with effect from 9 May 2023.

Mr. Leung is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares, which are required to be disclosed pursuant to Part XV of the SFO.

梁海祺先生(「梁先生」)，35歲，自二零一七年一月起擔任本集團財務總監，主要負責管理本集團財務、會計及公司秘書事宜。

梁先生於二零一一年十月取得香港理工大學會計學商業管理學士學位。梁先生於二零一五年三月獲認可為會計師。梁先生擁有逾10年會計經驗。梁先生自二零一一年九月至二零一四年五月受僱於香港立信德豪會計師事務所有限公司，最後任職審計部門高級審計員；自二零一四年六月至二零一四年十一月，梁先生擔任安永會計師事務所審計部門的高級會計師；自二零一四年十二月至二零一七年一月，彼受僱於畢馬威會計師事務所，最後任職經理。

梁先生於二零二三年五月九日獲委任為怡俊集團控股有限公司(一間於聯交所上市的公司，股份代號：2442)的公司秘書。

梁先生與本公司任何其他董事、高級管理層、主要或控股股東並無任何關係，亦無擁有任何股份權益，須根據證券及期貨條例第XV部予以披露。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Group recognises the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve effective accountability. The Group is committed to maintaining good corporate governance to safeguard the interest of shareholders and to achieve effective accountability because the Group believes that is the best way to maximise our shareholder's value.

The Company has adopted the corporate governance code (the "CG code") contained in Appendix C1 to the Listing Rules. Pursuant to code provision C.2.1 of the CG Code, the roles of the chairman of the Board ("the Chairman") and the chief executive officer of the Company (the "Chief Executive Officer") should be separated and should not be performed by the same individual. Mr. Yip was the Chairman and Chief Executive Officer during the Review Year. As Mr. Yip has been assuming day-to-day responsibilities in operating and managing Kit Kee Engineering since August 1993, the Board is of the view that it is in the best interest of the Group to have Mr. Yip taking up both roles for effective management and business development.

Save for the above deviation, the Board considers that during the period from 8 February 2018 (the "Listing Date") to 31 March 2024, the Company has complied with all the code provisions set out in the CG Code.

本集團認可在本集團管理架構及內部監控程序內引入良好企業管治元素的重要性，藉以達致有效的問責制。本集團致力於維持良好的企業管治，以保障股東利益及達致有效的問責制，乃由於本集團認為此乃實現股東價值最大化的最佳方式。

本公司已採納上市規則附錄C1所載企業管治守則（「企業管治守則」）。根據企業管治守則的守則條文第C.2.1條，本公司董事會主席（「主席」）與本公司行政總裁（「行政總裁」）之角色應分開而不應由同一人擔任。於回顧年度，葉先生兼任主席與行政總裁。鑒於葉先生自一九九三年八月以來一直承擔杰記工程的日常經營管理職責，董事會認為由葉先生兼任兩職有助有效管理及業務發展，符合本集團最佳利益。

除上述偏離外，董事會認為自二零一八年二月八日（「上市日期」）至二零二四年三月三十一日期間，本公司已遵守企業管治守則所載所有守則條文。



CORPORATE GOVERNANCE REPORT 企業管治報告

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed issuers (the “Model Code”) as set out in Appendix C3 of the Listing Rules as its own code of conduct regarding Directors’ securities transactions. Having made specific enquiries of the Directors, all the Directors have confirmed that they have complied with the requirements of the Model Code during the period from the Listing Date and up to the date of this annual report.

THE BOARD Composition

The Company is committed to the view that the Board should include a balanced composition of executive Directors and non-executive Directors (including independent non-executive Directors so that there is a strong independent element on the Board, which can effectively exercise independent judgement. As at the date of this report, the Board is chaired by Mr. Yip and comprised of five members including two executive Directors and three independent non-executive Directors.

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

Executive Directors

Mr. Yip Yuk Kit (*Chairman*) (*Chief Executive Officer*)
Mr. Cheung Chun Fai

Independent Non-executive Directors

Mr. Chan Ka Yu
Mr. Lee Kwok Lun
Mr. Chan Wa Shing

上市發行人董事進行證券交易的標準守則

本公司已採納上市規則附錄C3上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事進行證券交易的行為守則。經向董事作出特定詢問，全體董事確認彼等於自上市日期起至本年報日期止期間已遵守標準守則的規定。

董事會 組成

本公司堅持認為董事會中執行董事及非執行董事(包括獨立非執行董事)之構成應當平衡，從而使董事會中擁有可有效行使獨立判斷的強大獨立元素。於本報告日期，董事會由葉先生擔任主席，包括五名成員，其中包括兩名執行董事及三名獨立非執行董事。

董事履歷資料載於本報告「董事及高級管理層履歷資料」一節。

執行董事

葉育杰先生(*主席*)(*行政總裁*)
張振輝先生

獨立非執行董事

陳家宇先生
李國麟先生
陳華勝先生

Board Diversity Policy

The Board has adopted a board diversity policy (the “Board Diversity Policy”) since the Listing Date. The summary of the Board Diversity Policy is disclosed as below:

- the Company recognises the benefits of having a diverse Board to enhance the quality and effectiveness of the Board;
- in designing the Board’s composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- all Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board;
- the selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board; and
- the nomination committee of the Board will report on the Board’s composition under diversified perspectives, monitor the implementation of the Board Diversity Policy, review the Board Diversity Policy to ensure effectiveness and recommend for any revisions to the Board for consideration and approval.

Independent Non-executive Directors

The independent non-executive Directors have been appointed by the Company for an initial fixed term of three years commencing either from 8 February 2018 or from 1 April 2019 and shall continue thereafter unless and until terminated by either the Company or the Director giving to the other three months of notice in writing and subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company.

The independent non-executive Directors have brought in a wide range of business and financial expertise, experience and independent judgement to the Board. Through active participation in the Board meetings and serving on various Board committees, all independent non-executive Directors will continue to make various contributions to the Company.

董事會成員多元化政策

自上市日期起，董事會已採納董事會成員多元化政策（「董事會成員多元化政策」）。董事會成員多元化政策之概要披露如下：

- 本公司認可設置多元化董事會對提升董事會質素及效能裨益良多；
- 本公司在設計董事會成員組成時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期；
- 董事會所有委任均以用人唯才為原則，並在考慮人選時憑客觀條件充分顧及董事會成員多元化的裨益；
- 甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事會提供的貢獻作決定；及
- 董事會提名委員會將從多元化角度就董事會組成作報告、監督董事會成員多元化政策實施、檢討董事會成員多元化政策以確保行之有效，及向董事會提出修訂建議，供其考慮及審批。

獨立非執行董事

獨立非執行董事已獲本公司委任，自二零一八年二月八日起或自二零一九年四月一日起初始固定年期為三年，其後將繼續獲委任，除非及直至由本公司或董事向另一方發出三個月的書面通知予以終止則另作別論，並須根據本公司組織章程細則的規定，在本公司股東週年大會上輪值退任及重選連任。

獨立非執行董事為董事會提供了多個領域的業務及財務專業知識、經驗及獨立判斷。透過積極參與董事會會議及任職於不同的董事委員會，全體獨立非執行董事將繼續為本公司作出多重貢獻。



CORPORATE GOVERNANCE REPORT 企業管治報告

Throughout the Review Year, the Company had three independent non-executive Directors, meeting the requirements of the Listing Rules that the number of independent non-executive Directors must represent at least one-third of the Board members, and that at least one of the independent non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise.

Each of the independent non-executive Directors has given an annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. As at the date of this annual report, the Company is of the view that all independent non-executive Directors are independent in accordance with the relevant requirements under the Listing Rules.

Appointment, Re-election and Removal of Directors

Each of the Directors has entered into a service agreement or a letter of appointment with the Company for a specific term and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the amended and restated memorandum and articles of association (the “Restated Articles”).

In accordance with article 108 of the Restated Articles, at each annual general meeting, one third of the Directors for the time being will retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the number of retiring Directors. The Directors who shall retire in each year will be those who have been longest in the office since their last re-election or appointment but as between persons who become or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

In accordance with article 112 of the Restated Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM of the Company and shall then be eligible for re-election.

In accordance with article 108 of the Restated Articles, Mr. Chan Ka Yu and Mr. Lee Kwok Lun will retire as Directors by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

在整個回顧年度，本公司委任三名獨立非執行董事，符合上市規則要求獨立非執行董事人數須至少佔董事會成員三分之一，至少有一名獨立非執行董事具備合宜的專業資質或會計或相關財務管理經驗的規定。

各獨立非執行董事已根據上市規則第3.13條向本公司發出年度獨立性確認書。於本年報日期，本公司根據上市規則的相關規定，認為全體獨立非執行董事乃屬獨立。

委任、重選及罷免董事

各董事已與本公司訂立具特定年期的服務協議或委任函，服務協議或委任函可根據當中所列終止條文以及經修訂及重列組織章程大綱及細則（「經重列細則」）所載董事輪值退任條文予以終止。

根據經重列細則第108條，於每屆股東週年大會上，當時三分之一的董事應輪值告退。然而，倘董事人數並非三的倍數，則退任董事人數以最接近但不少於三分之一的人數為準。每年須退任的董事為自上次獲重選連任或委任以來任期最長的董事，惟倘多名董事均於同一日任職或獲重選連任，則以抽籤決定須告退的董事名單（彼等之間另有協定則除外）。

根據經重列細則第112條，獲董事會委任以增加現有董事會成員名額的董事的任期僅至本公司下屆股東週年大會為止，並可於該大會上膺選連任。

根據經重列細則第108條，陳家宇先生及李國麟先生將作為輪值退任董事，並符合資格及願意於本公司應屆股東週年大會上膺選連任。

Role and Responsibilities

The Board is responsible for the overall management of the Group and all day-to-day operations and management of the Company's business has been delegated to management under the leadership of the chief executive officer of the Company.

The principal roles of the Board are:

- set long term objectives and strategies;
- approve major policies and guidelines;
- prepare and approve financial statements, annual report and interim report;
- approve major capital expenditures, acquisition and disposals;
- approve connected transactions;
- approve material borrowings and expenditures;
- review and monitor of internal control and risk management; and
- declare and recommend the payments of dividends.

No corporate governance committee has been established and the Board is responsible for the corporate governance functions of the Company, which includes:

- develop and review the Company's policies and practices on corporate governance;
- review and monitor the training and continuous professional development of directors and senior management;
- review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- develop, review and monitor the code of conduct and compliance manual applicable to employees and directors; and
- review the Company's compliance with the CG Code and disclosure in the corporate governance report.

The Directors will review the Group's corporate governance policies and compliance with the CG code each financial year and comply with the "comply or explain" principle in the corporate governance report.

角色及職責

董事會負責本集團的整體管理，而本公司所有業務的日常經營管理已授權予管理層在本公司行政總裁的領導下開展。

董事會的主要角色為：

- 制定長期目標及策略；
- 批准重要政策及指引；
- 編製及批准財務報表、年度報告及中期報告；
- 批准重大資本開支、收購及出售事項；
- 批准關連交易；
- 批准重大借貸及開支；
- 檢討及監督內部監控及風險管理；及
- 宣派及建議派付股息。

並未成立企業管治委員會，而董事會承擔本公司企業管治職能，其中包括：

- 制定及檢討本公司企業管治政策及常規；
- 檢討及監督董事及高級管理層的培訓及持續專業發展；
- 檢討及監督本公司為遵守法例法規規定採取的政策及常規；
- 制定、審閱及監督適用於僱員及董事的行為準則及合規手冊；及
- 檢討本公司遵守企業管治守則的情況及在企業管治報告中作出披露。

董事將審閱本集團的企業管治政策，並於各財政年度遵守企業管治守則，採用企業管治報告中的「遵守或解釋」原則。

CORPORATE GOVERNANCE REPORT 企業管治報告

Directors' Insurance

The Company has arranged appropriate insurance coverage for all directors in relation to the discharge of their responsibilities.

Directors' Training and Professional Development

The Company, from time to time, provides in-house training for the Directors in the form of seminars, workshops and/or reading relevant material on the latest development of applicable laws, rules and regulations, management, financial and business issues to develop and refresh their knowledge and skills. The above training costs are borne by the Company.

The Directors are required to provide the Company with details of the training's records. Based on those training's record, the Directors received the following training during the Review Year:

董事保險

本公司已就全體董事履行彼等責任為彼等安排合宜的保險。

董事培訓及專業發展

本公司不時向董事提供內部培訓，形式包括內容關乎適用法例、規則及法規最新發展、管理、財務及業務事項的研討會、研習會及／或組織閱讀相關資料，以發展及更新彼等的知識及技能。上述培訓的成本由本公司承擔。

董事須向本公司提供培訓記錄的詳細資料。根據該等培訓記錄，董事已於回顧年度接受以下培訓：

		Type of trainings 培訓類型
Mr. Yip Yuk Kit	葉育杰先生	A and B A及B
Mr. Cheung Chun Fai	張振輝先生	A and B A及B
Mr. Chan Ka Yu	陳家宇先生	A and B A及B
Mr. Lee Kwok Lun	李國麟先生	A and B A及B
Mr. Chan Wa Shing	陳華勝先生	A and B A及B
A:	attending seminars/conferences/forums	A : 出席研討會／會議／論壇
B:	reading newspapers, journals and updates relating to the economy, general business, corporate governance and directors' duties and responsibilities	B : 閱覽報紙、刊物及關乎經濟、整體業務、企業管治及董事職責及責任的最新資料

Board and General Meetings

The Board meets regularly with at least 14 days' advanced notice being provided for quarterly meetings. For all other Board meetings, notice will be given in a reasonable time in advance. The Directors are allowed to include any matter in the agenda that is required for discussion and resolution at the meeting. To enable the Directors to be properly briefed on issues arising at each of the Board meetings and to make informed decisions, an agenda and the accompanying Board papers will be sent to all Directors at least three days before the intended date of the Board meeting, or such other period as agreed.

Minutes of the Board and committee meetings are prepared and kept by the company secretary of the Company, and are open for inspection by Directors upon request. All Directors have access to the advice and services of the company secretary, and are allowed to seek external professional advice if needed.

The Board seeks to maintain an ongoing dialog with the Shareholders through the holding of general meetings. The Board and external auditor will attend the general meeting to answer any questions that may be raised by the Shareholders. A separate resolution shall be proposed at the general meetings to address each separate issue.

During the Review Year, the Board held four meetings and one general meeting. The attendance record of each member of the Board is set out below:

董事會會議

董事會定期舉行會議，並於召開季度會議前發出至少14日之通知。就所有其他董事會會議而言，將會提前於合理時間發出通知。董事獲准將任何事宜納入須於會上討論及決議的會議議程。為使董事妥為知悉各董事會會議將予提呈之事宜及作出知情決定，會議議程連同董事會文件將於董事會會議擬定舉行日期前至少3日（或協定的有關其他時期）送交全體董事。

董事會及董事委員會會議的會議記錄由本公司公司秘書編製及保管，且於董事要求時可供其查閱。全體董事可向公司秘書尋求建議及服務，並獲准於需要時尋求外部專業建議。

董事會透過舉行股東大會尋求與股東之間的持續對話。董事會及外部核數師將參加股東大會回答股東可能提出的任何問題。於股東大會將提呈獨立決議案解決各項獨立事宜。

於回顧年度，董事會舉行四次會議及一次股東大會，而各董事會成員出席記錄載列如下：

		Board Meetings attended/ Board Meetings convened	General Meetings attended/ General Meetings convened
		出席董事會會議次數/ 舉行董事會會議次數	出席股東大會次數/ 舉行股東大會次數
Mr. Yip Yuk Kit (<i>Chairman</i>)	葉育杰先生(主席)	4/4	1/1
Mr. Cheung Chun Fai	張振輝先生	4/4	1/1
Mr. Chan Ka Yu	陳家宇先生	4/4	1/1
Mr. Lee Kwok Lun	李國麟先生	4/4	1/1
Mr. Chan Wa Shing	陳華勝先生	4/4	1/1

CORPORATE GOVERNANCE REPORT 企業管治報告

Subsequent to the Review Year and up to the date of this report, the Board held one meeting and the attendance record of each member of the Board is set out below:

於回顧年度後及直至本報告日期，董事會舉行一次會議，而各董事會成員出席記錄載列如下：

		Meeting attended/ Meeting convened 出席會議次數/ 舉行會議次數
Mr. Yip Yuk Kit (<i>Chairman</i>)	葉育杰先生(主席)	1/1
Mr. Cheung Chun Fai	張振輝先生	1/1
Mr. Chan Ka Yu	陳家宇先生	1/1
Mr. Lee Kwok Lun	李國麟先生	1/1
Mr. Chan Wa Shing	陳華勝先生	1/1

BOARD COMMITTEES

To facilitate the work of the Board, the Board has established three board committees to oversee specific aspects of the Company's affairs, namely audit committee (the "Audit Committee"), remuneration committee (the "Remuneration Committee") and nomination committee (the "Nomination Committee"). Each board of committee has its own terms of reference relating to its authority and duties, which have been approved by the Board and are reviewed periodically. The terms of reference of each committee are available on the websites of the Company and the Stock Exchange.

Each board of committee has been provided with sufficient resources to discharge its duties and, upon reasonable request, is able to seek independent professional advice in appropriate circumstances, at the Company's expense.

董事委員會

為便於董事會工作，董事會已成立三個董事委員會監督本公司事務的特定範疇，即審核委員會(「審核委員會」)、薪酬委員會(「薪酬委員會」)及提名委員會(「提名委員會」)。每個董事委員會就其權限及職責制定各自的職權範圍，並已由董事會批准及定期檢討。於本公司及聯交所網站可查閱每個委員會的職權範圍。

每個董事委員會均已獲提供充足資源履行其職責，及於合理要求時可在適當情況下尋求獨立專業意見，費用由本公司承擔。

Audit Committee

The Company established an Audit Committee on 18 January 2018 with written terms of reference in compliance with the CG code. The primary roles of the Audit Committee include, but are not limited to, (a) making recommendations to our Board on the appointment, reappointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal; (b) monitoring the integrity of our financial statements and annual reports and accounts, half-yearly reports and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgements contained in them; and (c) reviewing our financial controls, internal control and risk management systems.

The Audit Committee consists of three members who are all independent non-executive Directors, namely, Mr. Chan Ka Yu, Mr. Lee Kwok Lun and Mr. Chan Wa Shing. Mr. Lee Kwok Lun is the Chairman of the Audit Committee.

During the Review Year, the Audit Committee held three meetings and the attendance record of each member of the Audit Committee is set out below:

審核委員會

本公司於二零一八年一月十八日成立審核委員會並採納符合企業管治守則的書面職權範圍。審核委員會的主要職責包括但不限於(a)就委任、重新委任及罷免外聘核數師向董事會提供建議，批准外聘核數師薪酬及其委聘條款以及其離職或免職的任何問題；(b)監督財務報表及年度報告及賬目、半年度報告及(倘為刊發而編製)季度報告的完整性，審閱當中載列的重大財務申報判斷；及(c)檢討我們的財務控制、內部監控及風險管理體系。

審核委員會包括三名成員，由全體獨立非執行董事組成，即陳家宇先生、李國麟先生及陳華勝先生。李國麟先生為審核委員會主席。

於回顧年度，審核委員會舉行三次會議，而各審核委員會成員出席記錄載列如下：

		Meeting attended/ Meeting convened 出席會議次數/ 舉行會議次數
Mr. Lee Kwok Lun (<i>Chairman</i>)	李國麟先生(主席)	3/3
Mr. Chan Ka Yu	陳家宇先生	3/3
Mr. Chan Wa Shing	陳華勝先生	3/3



CORPORATE GOVERNANCE REPORT 企業管治報告

Subsequent to the Review Year and up to the date of this report, the Audit Committee held two meetings, and the following is a summary of the work performed by the Audit Committee during the Review Year and up to the date of this report:

- reviewed the annual results of the Group for the year ended 31 March 2024;
- reviewed the Group's financial information, financial report system, risk management and internal control procedures;
- reviewed the Company's Auditor's independence and objectivity;
- made recommendations to the Board on the re-appointment of the Company's external auditor;
- reviewed the Company's external auditor's management letter, significant findings and recommendations;
- reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- reviewed and discussed the reports from the Company's external consultant with the management; and
- met with the Company's external auditor, in the absence of the management.

There had been no disagreement between the Board and the Audit Committee from the Listing Date and up to the date of this report.

於回顧年度後及直至本報告日期，審核委員會舉行兩次會議，審核委員會於回顧年度至本報告日期所進行的工作概述如下：

- 審閱本集團截至二零二四年三月三十一日止年度的年度業績；
- 審閱本集團財務資料、財務報告體系、風險管理及內部監控程序；
- 檢討本公司核數師的獨立性及客觀性；
- 就重新委任本公司外聘核數師向董事會提供建議；
- 審閱本公司外聘核數師管理函、重大發現及建議；
- 檢討資源充足與否、員工資質及經驗、培訓計劃及本公司會計及財務申報職能預算；
- 審閱及與管理層討論本公司外聘顧問發出的報告；及
- 在管理層不在場的情況下，與本公司外聘核數師會面。

自上市日期及直至本報告日期，董事會與審核委員會之間並無任何分歧。

Remuneration Committee

The Company established a Remuneration Committee on 18 January 2018 with written terms of reference in compliance with the CG code. The primary roles of the Remuneration Committee include, but are not limited to, (a) making recommendations to our Board on our policy and structure for the remuneration of all of our Directors and senior management personnel and on the establishment of a formal and transparent procedure for developing remuneration policy; (b) reviewing and approving our management's remuneration proposals with reference to our Board's corporate goals and objectives; and (c) making recommendations to our Board on the remuneration of non-executive Directors.

The Remuneration Committee consists of an executive Director, namely Mr. Yip Yuk Kit and two independent non-executive Directors, namely Mr. Chan Ka Yu and Mr. Chan Wa Shing. Mr. Chan Ka Yu is the Chairman of the Remuneration Committee.

The remuneration of the Directors and senior management is determined with reference to the responsibilities, workload, the time devoted and the performance of the Group. The Remuneration Committee also ensures that no individual will be involved in determining his own remuneration.

During the Review Year, the remuneration of senior management is listed as below by band:

Band of remuneration	薪酬範圍	No. of person 人數
nil-HK\$1,000,000	0至1,000,000港元	2

Further details of the Directors' and chief executives' emoluments and the five highest paid individuals is set out in note 12 to the consolidated financial statements.

薪酬委員會

本公司於二零一八年一月十八日成立薪酬委員會並採納符合企業管治守則的書面職權範圍。薪酬委員會的主要職責包括但不限於(a)就我們全體董事及高級管理人員的薪酬政策及結構以及就設立正式透明的薪酬政策制定程序向董事會提供建議；(b)參照董事會的企業目標及宗旨審閱及批准管理層的薪酬方案；及(c)就非執行董事的薪酬向董事會提供建議。

薪酬委員會由一名執行董事(即葉育杰先生)及兩名獨立非執行董事(即陳家宇先生及陳華勝先生)組成。陳家宇先生為薪酬委員會主席。

董事及高級管理層的薪酬乃參照彼等的職責、工作量、服務本集團年限及本集團的表現釐定。薪酬委員會亦確保概無人士將參與釐定自身薪酬。

於回顧年度，高級管理層的薪酬範圍列示如下：

有關董事及最高行政人員以及五大高薪人士的薪酬詳情載於綜合財務報表附註12。

CORPORATE GOVERNANCE REPORT 企業管治報告

During the Review Year, the Remuneration Committee held one meeting and the attendance record of each member of the Remuneration Committee is set out below:

於回顧年度，薪酬委員會舉行一次會議，而各薪酬委員會成員出席記錄載列如下：

		Meeting attended/ Meeting convened
		出席會議次數/ 舉行會議次數
Mr. Chan Ka Yu (<i>Chairman</i>)	陳家宇先生(主席)	1/1
Mr. Yip Yuk Kit	葉育杰先生	1/1
Mr. Chan Wa Shing	陳華勝先生	1/1

Subsequent to the Review Year and up to the date of this report, the Remuneration Committee held one meeting, and the following is a summary of the work performed by the Remuneration Committee during the Review Year and up to the date of this report:

於回顧年度後及直至本報告日期，薪酬委員會舉行一次會議，薪酬委員會於回顧年度及直至本報告日期所進行的工作概述如下：

- considered the remuneration paid to Directors and senior management with reference to their responsibilities, workload, the time devoted and the performance of the Group, as well as remuneration paid by other comparable listed companies;
- reviewed and made recommendations on the management remuneration proposals with reference to the corporate goals and objectives of the Board; and
- made recommendations to the Board on the remuneration of independent non-executive Directors.
- 參照董事及高級管理層的職責、工作量、服務本集團年限及本集團的表現，以及其他可資比較上市公司支付者，考慮董事及高級管理層薪酬；
- 參照董事會的企業目標及宗旨審閱及就管理層的薪酬方案提供建議；及
- 就獨立非執行董事之薪酬向董事會提供建議。

Nomination Committee

The Company established a Nomination Committee on 18 January 2018 with written terms of reference in compliance with the CG code. The primary roles of the Nomination Committee include, but are not limited to, (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of our Board at least annually and making recommendations on any proposed changes to our Board to complement our corporate strategy; (b) identifying individuals suitably qualified to become our Board members and selecting or making recommendations to our Board on the selection of individuals nominated for directorships; (c) assessing the independence of our independent non-executive Directors; and (d) making recommendations relating to nomination procedures, process and criteria.

The Nomination Committee consists of an executive Director, namely Mr. Yip Yuk Kit and two independent non-executive Directors, namely Mr. Chan Ka Yu and Mr. Lee Kwok Lun. Mr. Yip Yuk Kit is the Chairman of the Nomination Committee.

During the Review Year, the Nomination Committee held one meeting and the attendance record of each member of the Nomination Committee is set out below:

Mr. Yip Yuk Kit (<i>Chairman</i>)	葉育杰先生(主席)
Mr. Chan Ka Yu	陳家宇先生
Mr. Lee Kwok Lun	李國麟先生

Subsequent to the Review Year and up to the date of this report, the Nomination Committee held one meeting. The Nomination Committee had reviewed the Board Diversity Policy and reported on the Board's composition under diversified perspectives, and had monitored the implementation of the Board Diversity Policy. The Nomination Committee had also recommended to re-elect Mr. Chan Ka Yu and Mr. Lee Kwok Lun at the forthcoming AGM.

提名委員會

本公司於二零一八年一月十八日成立提名委員會並採納符合企業管治守則的書面職權範圍。提名委員會的主要職責包括但不限於(a)至少每年檢討一次董事會的架構、規模及組成(包括技能、知識及經驗)並就董事會的任何建議變更提供建議以與我們的企業策略互補；(b)物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；(c)評估獨立非執行董事的獨立性；及(d)就提名程序、過程及標準提供意見。

提名委員會由一名執行董事(即葉育杰先生)及兩名獨立非執行董事(即陳家宇先生及李國麟先生)組成。葉育杰先生為提名委員會主席。

於回顧年度，提名委員會舉行一次會議，而各提名委員會成員出席記錄載列如下：

Meeting attended/ Meeting convened 出席會議次數/ 舉行會議次數

1/1
1/1
1/1

回顧年度後及直至本報告日期，提名委員會舉行一次會議，提名委員會已檢討董事會成員多元化政策，及從多元化角度就董事會組成作出報告，並監督董事會成員多元化政策的實施。提名委員會亦已建議於應屆股東週年大會上重選陳家宇先生及李國麟先生。

CORPORATE GOVERNANCE REPORT 企業管治報告

DIRECTORS' AND AUDITOR'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Group. The Directors also acknowledge their responsibility to ensure the financial statements are published in a timely manner. The Directors are not aware of any material uncertainty that may cast significant doubt upon the Group's ability to continue as a going concern.

The Auditor's reporting responsibilities are set out in the section headed "Independent Auditor's Report" in this report.

AUDITOR'S REMUNERATION

For the Review Year, the fee paid/payable to Grant Thornton Hong Kong Limited by the Group, is set out as follows:

		HK\$ 港元
Audit services	審核服務	1,046,700
Non-audit services	非審核服務	157,500

The amount of fee incurred for the non-audit services represented HK\$157,500 of the service fee paid to Grant Thornton Hong Kong Limited in relation to review of interim financial information. The Audit Committee was satisfied that non-audit services for the Review Year did not affect the independence of the auditor.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for the Company's risk management and internal control systems, and for reviewing its effectiveness.

In meeting its responsibility, the departmental heads of the Group have to complete a risk management and internal control self-assessment questionnaires, identify and evaluate those significant risks and confirm to the management that appropriate internal control policies and procedures have been established and properly complied with. The management then reviewed the findings and summarised all material issues to the Board and Audit Committee annually. Review of risk management and internal control functions are conducted on an annual basis.

董事及核數師就財務報表的責任

董事知悉彼等編製本集團財務報表之責任。董事亦知悉彼等確保財務報表適時刊發的責任。董事並不知悉可能導致對本集團持續經營能力產生重大懷疑的任何重大不確定性因素。

核數師的申報責任載於本報告「獨立核數師報告」一節。

核數師酬金

就回顧年度，本集團已付／應付致同(香港)會計師事務所有限公司的費用載列如下：

就非審核服務產生的費用指就審閱中期財務資料支付予致同(香港)會計師事務所有限公司的服務費用157,500港元。審核委員會信納回顧年度的非審核服務並不影響核數師的獨立性。

風險管理及內部監控

董事會確認負責本公司的風險管理及內部監控系統及檢討其成效。

在履行彼等責任時，本集團各部門領導須完成風險管理及內部監控自我評估問卷、識別及評估該等重大風險及向管理層確認已制定及妥為遵守適當的內部監控政策及程序。管理層其後會審核結果並每年將所有重大問題匯總提交董事會及審核委員會。本集團會按年度基準審閱風險管理及內部監控職能。

The Group has established guidelines and procedures for the approval and control of expenditures, to ensure the reliability of the financial reporting, effectiveness and efficiency of operation and the compliance with applicable laws and regulations. Whilst these guidelines and procedures are designed to identify, monitor, report and follow up on risks that could adversely impact the achievement of the Group's business objectives, they do not provide absolute assurance against material misstatement, errors, losses, fraud or non-compliance.

Although the Company does not have an internal audit function, the Board has put in place adequate measures to perform the internal audit function at different aspects of the Group. The Group has engaged an independent internal control consultant to review the effectiveness and efficiency of the Group's risk management and internal control systems in relation to the financial, operational and compliance controls, and the results were summarised and discussed with the Audit Committee and the Board. The Audit Committee and the Board are satisfied with the effectiveness and adequacy of the risk management and internal control systems of the Group.

INSIDE INFORMATION POLICY

The Company has established policy for ensuring that inside information is disseminated to the public in an equal and timely manner in accordance with applicable laws and regulations. Procedures such as limit access to inside information to those who need to know and requiring external parties to execute confidentiality agreement have been implemented by the Company to guard against mishandling of inside information. The Company also reminds those relevant personnel and other professional parties to preserve confidentiality of the inside information until it is publicly disclosed.

COMPANY SECRETARY

The Company has appointed Mr. Leung Hoi Ki, who is responsible for facilitating the Board process, as well as communications among the Directors, with shareholders and management. Mr. Leung has confirmed that for the Review Year, he has taken no less than 15 hours of professional training to upgrade his skills and knowledge. The biography of Mr. Leung is set out in the section headed "Biographical Details of the Directors and Senior Management" in this report.

本集團已制定批准及控制開支的指引及程序，以確保財務報告的可靠性、營運的效益及效率以及遵守適用法律法規。儘管該等指引及程序旨在識別、監察、報告及跟進可能對本集團實現業務目標有不利影響的風險，但無法絕對保證避免重大失實陳述、錯誤、損失、詐騙或不合規。

儘管本公司並未設置內部審核職能，但董事會已採取充分措施以對本集團不同範疇履行內部審核職能。本集團委聘一名獨立內部控制顧問檢討本集團財務、經營及合規控制相關風險管理及內部監控體系的效能及效益，檢討結果會與審核委員會及董事會總結及討論。審核委員會及董事會信納本集團的風險管理及內部監控體系乃屬有效及充分。

內幕消息政策

本公司已制定政策，以確保內幕消息根據適用法例及法規公平及適時地向公眾發佈。本公司執行多項程序，例如限制接觸內幕消息的人士及要求外界人士簽署保密協議，以避免不當處理內幕消息。本公司亦提醒相關人員及其他專業人士將內幕消息保密，直至公開披露為止。

公司秘書

本公司已委任梁海祺先生負責推動董事會進程，以及促進董事之間及董事與股東及管理層之間的溝通。梁先生確認於回顧年度，彼已接受不少於15小時之專業培訓以提高其技能及豐富其知識。梁先生的履歷載於本報告「董事及高級管理層履歷資料」一節。

CORPORATE GOVERNANCE REPORT 企業管治報告

SHAREHOLDERS' RIGHTS

Procedures for Convening General Meetings by Shareholders

Pursuant to Article 64 of the Restated Articles, the Board may, whenever it thinks fit, convene an extraordinary general meeting.

Extraordinary general meetings shall also be convened on the requisition of one or more shareholder holding, at the date of deposit of requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings.

Such requisition shall be made in writing to the Board or the Company Secretary by mail at Unit 09, 28/F, North Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisition(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 the requisitioner(s) by the Company.

Procedures for Putting Forward Proposals at Shareholders' Meeting

Shareholders are requested to follow Article 64 of the Restated Articles for including a resolution at an extraordinary general meeting. The requirements and procedures are set out above in the paragraph headed "Procedures for Convening General Meetings by Shareholders".

Pursuant to Article 113 of the Restated Articles, no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the registration office. The period for lodgment of the notices required will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

股東權利

股東召開股東大會之程序

根據經重列細則第64條，董事會可於其認為合適的時間召開股東特別大會。

股東特別大會亦可應一名或多名股東要求召開，惟該等股東於提出要求當日須持有不少於十分之一之附帶權利於股東大會上投票之本公司繳足股本。

有關請求須以書面形式向董事會或公司秘書提出(郵寄至香港九龍尖沙咀科學館道1號康宏廣場北座28樓09室)，藉以要求董事會就處理有關要求所指明之任何事務而召開股東特別大會。有關會議須於提出要求後兩個月內召開。如董事會在提出要求日起計21日內未能安排召開有關會議，則請求人(或多名請求人)可按相同方式自行召開會議，而該(等)請求人因董事會未能妥為召開會議而招致的所有合理費用概由本公司賠償。

於股東大會上提呈議案之程序

股東須根據經重列細則第64條在股東特別大會上提呈決議案。相關規定及程序載於上文「股東召開股東大會之程序」一段。

根據經重列細則第113條，除非一項有意推舉該名人士擔任董事的書面通知及一項該被推舉人士簽發表明其願意選舉之書面通知已呈交至總部或註冊辦事處，否則任何人士(退任董事除外)無權在任何股東大會上應選出任董事(除非由董事會推選)。遞交所須通知的期間應不早於指定為進行選舉而召開的股東大會通告寄發之翌日，且不遲於該股東大會召開日期前七日，而向本公司發出該等通知之最短期間須為至少七日。

Procedures by which Enquiries may be Put to the Board

The Group values feedback from shareholders on its efforts to promote transparency and foster investor relationship. Shareholders are welcomed to send their enquiries to the Board by post to the principal place of business set out in the section headed “Corporation Information” in this report or by email at info@dragonrise-group.com.

INVESTOR RELATIONS

The Board strives to maintain on-going dialogue with shareholders and the investment community, the Company has established a shareholders’ communication policy to set out the Company’s procedures in providing the shareholders and investment community with ready, equal and timely access to balanced and understandable information about the Company.

Latest information on the Group including, but not limited to annual and interim reports, circulars, announcements and notices of annual general meetings are updated on the website of the Stock Exchange (www.hkexnews.hk) and on the website of the Company (www.kitkee.com.hk).

In addition, the Company regards the annual general meeting as the primary forum for communication by the Company with its shareholders and for shareholder participation. Shareholders are encouraged to attend the annual general meeting, where all Board members and external auditor are available to answer questions on the Group’s business.

The annual general meeting will be held on Friday, 16 August 2024, the notice of which shall be sent to the shareholders of the Company at least 20 clear business days prior to the meeting.

In light of the availability of various channels to communicate with the shareholders, the Board considered the implementation and effectiveness of the shareholders’ communication policy to be effective and adequate during the years.

SIGNIFICANT CHANGES IN CONSTITUTIONAL DOCUMENTS

Save for the adoption of the Restated Articles for the purpose of the Listing, during the Review Year, there had been no significant changes in the constitutional documents of the Company.

向董事會作出查詢之程序

本集團十分重視股東的回應，藉以提高透明度及促進投資者關係。歡迎股東將有關查詢寄送至本報告「公司資料」一節所載的主要營業地點或發送郵件至info@dragonrise-group.com，向董事會作出查詢。

投資者關係

董事會致力於與股東及投資人士保持持續對話，且本公司已制定股東通訊政策，載列本公司以完備、公平與適時方式向股東及投資人士提供關乎本公司的均衡及易於理解的資料的程序。

有關本集團的最新資料包括但不限於在聯交所網站(www.hkexnews.hk)及本公司網站(www.kitkee.com.hk)更新的年度及中期報告、通函、公告及股東週年大會通告。

此外，本公司將股東週年大會視為實現本公司與股東溝通及實現股東參與的重要會議。本公司謹此建議全體股東出席股東週年大會，會上全體董事會成員及外聘核數師將就本集團之業務作答。

股東週年大會將於二零二四年八月十六日(星期五)召開，本公司將於會議召開日期前至少20個完整營業日向本公司股東寄發會議通告。

鑒於已有多種渠道與股東溝通，董事會認為年內股東通訊政策的實施及有效性為有效及足夠。

章程文件之重要變動

除就上市採納經重列細則外，於回顧年度，本公司之章程文件並無重大變動。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

INTRODUCTION

Dragon Rise Group Holdings Limited and its operating subsidiary, namely Kit Kee Engineering Limited (“KKE” or the “Company”) (Collectively, called “DRG” or “the Group”) are a long-established subcontractor of foundation works services in Hong Kong. Our services are mainly required in the construction of commercial and residential buildings. We principally provides excavation and lateral support works, pile cap construction works, and the disposal of excavated materials from piling and ancillary services, including dismantling of shoring, site formation, steel fixing and site clearance, in Hong Kong.

The board of Directors (the “Board”) is fully committed to formulating and implementing ESG strategies. Its ESG performance is supervised by the Board members. Relevant risks and opportunities have been embedded into the Group’s strategic goals, which are also closely aligned with the overall mission and vision on sustainability. While developing the Group’s goals, we firmly adhered to principles of good corporate governance and had carefully considered our activities’ influences on the environment and the Hong Kong society. Corporate social responsibilities were also integrated into the Group’s business strategy and management approach.

The Group is delighted to present the Environmental, Social and Governance (“ESG”) Report for the year ended 31 March 2024 (“Review Year”) in the following to illustrate and highlight our efforts and performance in achieving sustainable development in both the environment and social aspects.

This ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide as set out in Appendix C2 to the Rules Governing the Listing of Securities on Main Board of the Stock Exchange of Hong Kong Limited (“the Listing Rules”) (“ESG Reporting Guide”), with the aim to inform relevant parties and stakeholders of our policies, measures and performance regarding environmental, social and governance issues. To ensure a comprehensive ESG reporting, we would continuously take note of different ESG issues and assess their relevance to our ESG reporting.

REPORTING PRINCIPLES AND BOUNDARY

This Report mainly covers the major operation of the Group in Hong Kong which is provision of foundation works service. Information in this Report was sourced from the official documents, statistical data and operational information of the Group. We adhered to the reporting principles of the ESG Guide, namely “Materiality”, “Quantitative”, “Balance” and “Consistency” principles that are described below.

緒言

龍昇集團控股有限公司及其營運附屬公司杰記工程有限公司(「杰記工程」或「本公司」)(統稱「龍昇集團」或「本集團」)為香港歷史悠久的地基工程服務分包商。我們服務需求主要源自商業及住宅樓宇的建設。我們主要在香港提供挖掘及側向承托與樁帽工程、處置打樁的挖掘物料及配套服務(包括拆除側向承托、地盤平整、紮固鋼筋及地盤清理)。

董事會(「董事會」)全面致力於制定及落實環境、社會及管治策略。董事會成員負責監督其環境、社會及管治表現。本集團的戰略目標當中已計及相關風險及機遇，與可持續發展的整體使命和願景密切保持一致。於制定本集團目標時，我們堅定地奉行良好企業管治的原則，並已審慎考慮我們的活動對環境及香港社會的影響。本集團亦將企業社會責任納入其業務策略及管理方針。

本集團欣然於下文呈列截至二零二四年三月三十一日止年度(「回顧年度」)的環境、社會及管治(「環境、社會及管治」)報告，以闡述及強調我們為實現可持續發展而在環境及社會方面作出的努力及表現。

本環境、社會及管治報告乃根據香港聯合交易所有限公司主板證券上市規則(「上市規則」)附錄C2所載的環境、社會及管治報告指引(「環境、社會及管治報告指引」)而編製，旨在讓有關人士及持份者了解我們有關環境、社會及管治事宜的政策、措施及表現。為確保全面的環境、社會及管治報告，我們會持續關注不同的環境、社會及管治事宜，並評估其與我們環境、社會及管治報告的相關性。

報告原則及界限

本報告主要涵蓋本集團於香港的主要業務營運，即提供地基工程服務。本報告所載資料來源自本集團的官方文件、統計數字及經營資料。我們遵守環境、社會及管治指引的報告原則，即下文所述的「重要性」、「量化」、「平衡」及「一致性」原則。

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

Materiality: The Group has identified key ESG issues through its annual materiality assessment Topics that are relevant and important to the stakeholder and the Group are covered in this Report.

Quantitative: Key performance indicators (KPIs) in this Report explained its purpose and are applicable for comparisons.

Balance: An unbiased picture of the Group's performance is provided in this Report.

Consistency: Consistent methodologies are adopted over time to allow meaningful comparisons of ESG data.

BOARD STATEMENT

The Group's internal strategies, policies and procedures are designed with the objective of creating sustainable values for its stakeholders and minimising the Group's unavoidable environmental impacts generated from operation. The Board has ultimate responsibility for ensuring the effectiveness of the Group's ESG management.

The governance structure is led by the Board while power and authority are delegated to the management of the Group. The management of the Group has embedded ESG issues in the Group's overall direction and strategies, and is responsible for establishing an ESG strategy, managing risk management, and keeping updated on regulatory updates with assistance from key members of the operational department (the "ESG workgroup"). The ESG workgroup is responsible for identifying business related ESG issues, determining the Group's ESG goals and target, monitoring ESG performance and reporting to the management. All business entities and departments are covered by the risk governance structure and risk management process of the Group.

The Board, the management and the ESG workgroup organise and hold an ESG management meeting quarterly to review the implementation of ESG work, the content of policy and strategies established, and the goals and targets set so as to ensure that appropriate policy and effective ESG risk management are in place.

STAKEHOLDER COMMUNICATION

Communication with stakeholders is extremely crucial to our group, we insist on continually seeking opportunities to do so. We work to thoroughly understand the needs and expectations of various stakeholders through daily communication, the Group's official website, e-mail, and other channels and respond to them. The Group has established a communication mechanism for stakeholder expectations and concerns and proactively builds a relationship of mutual trust. The people and groups that significantly influence the Group's activities or are significantly affected by its operations serve as our key stakeholder group.

重要性：本集團已通過每年重要性評估識別關鍵環境、社會及管治問題。本報告涵蓋與持份者及本集團相關的重要議題。

量化：本報告中的關鍵績效指標(KPI)解釋其目的並適用於比較。

平衡：於本報告中不偏不倚地提供本集團的表現。

一致性：隨著時間推移採用一致的方法，以允許對環境、社會及管治數據進行有意義的比較。

董事會聲明

本集團的內部策略、政策及議程旨在為持份者創造可持續價值及降低本集團營運對環境的不可避免影響。董事會對確保本集團環境、社會及管治方面的管理成效負有最終責任。

本集團實行董事會制的企業管治架構，並將有關權力及權限授權予本集團管理層。本集團管理層已將環境、社會及管治議題納入本集團的整體方向及策略，由營運部門主要人員(「環境、社會及管治工作組」)協助制定環境、社會及管治策略、維持風險管理及監管更新。環境、社會及管治工作組負責識別業務相關的環境、社會及管治問題，確定本集團的環境、社會及管治目標及指標，監控環境、社會及管治表現並向管理層報告。本集團風險管治架構及風險管理流程涵蓋所有業務實體及部門。

董事會、管理層及環境、社會及管治工作組按季組織及舉行環境、社會及管治管理會議，以檢討及落實環境、社會及管治工作、訂立政策及策略的內容以及目標及指標，確保實行適當政策及有效環境、社會及管治管理。

持份者溝通

與持份者的溝通對本集團至關重要，我們致力持續尋求促進溝通的機會。我們透過日常溝通、本集團官方網站、電郵及其他渠道全面了解不同持份者的需要及訴求。本集團就持份者的訴求及關切制定溝通機制，積極建立互信關係。對本集團業務造成重大影響或受本集團業務重大影響的人士及群體，構成我們的關鍵持份者群體。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

MATERIALITY ASSESSMENT

The Group conducts materiality assessment annually to identify the material ESG factors. The Board and the ESG workgroup have taken part in the assessment to be one of the key stakeholders to provide opinions on the selection of material ESG factors.

In the materiality assessment, we first identify potential ESG reporting issues. The issues are then being analysed to determine the importance to the Group's stakeholders and business in aspects such as the Group's strategies, market development and stakeholders' concerns. Following this, the identified ESG issues are listed, discussed and given priority. Finally, it is evaluated and approved by the management.

I. ENVIRONMENTAL

I.1 Environmental Policies

The Group complies with its industry relevant environmental laws, regulations, codes of practice, and other requirements. The Group implements different measures to avoid, reduce or control pollution where technically and economically feasible in order to reduce greenhouse gas emissions and air emissions to safeguard the health of both our workers and our stakeholders.

- **Air pollution control:** ensure strict compliance with the Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong) in areas including "construction dust" and "open burning".

Procedures are set up to mitigate and control dust or air pollutants emission. The procedures cover areas relevant to storing, handling and transporting construction materials, using tools and vehicles, and using eco-friendly fuel.

- **Waste control:** ensure strict compliance with the Waste Disposal (Chemical Waste) (General) Regulation (Chapter 354C of the Laws of Hong Kong) in the handling of "general waste", "construction waste" and "chemical waste".

Procedures are set up for handling and disposing wastes, setting up and maintaining waste storage conditions, and regulating protective gear for personnel handling different types of wastes.

重要性評估

本集團每年進行重要性評估以識別重要的環境、社會及管治因素。董事會及環境、社會及管治工作組已參與評估，成為關鍵持份者之一，就重要環境、社會及管治因素的選擇提供意見。

在進行重要性評估時，我們首先確定潛在環境、社會及管治報告事宜，然後對有關事宜展開分析，以釐定在本集團策略、市場開發及持份者關切等方面對本集團持份者及業務重要性。其後，我們編製確定環境、社會及管治事宜的清單，並就此展開討論及進行排序。最後，管理層會對有關清單進行評估及審批。

I. 環境

I.1 環境政策

本集團遵守其行業相關環境法律、法規、行為準則及其他規定。在技術及經濟上可行的情況下，本集團實施不同措施避免、減少或控制污染，以在技術上及以經濟上可行的方式減少溫室氣體排放及廢氣排放，保障我們的工人及持份者的健康。

- **空氣污染管制：**確保在「建造工程塵埃」及「露天焚燒」等方面嚴格遵守《空氣污染管制條例》(香港法例第311章)。

本集團制定程序減輕及控制塵埃或空氣污染物的排放。有關程序涵蓋與儲存、處理及運輸建築材料、使用工具與車輛及使用環保燃料有關的方面。

- **廢物管制：**確保在處理「一般廢物」、「建築廢物」及「化學廢物」時嚴格遵守《廢物處置(化學廢物)(一般)規例》(香港法例第354C章)。

本集團制定程序處理及處置廢物、確立及維持廢物儲存條件並為處理不同類型廢物的人員調配防護裝備。

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

- **Noise pollution control:** ensure strict compliance with the Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong) in terms of “construction time regulation” and “construction noise mitigation and control”.

Procedures are set up to regulate the allowable time and the specific types of equipment for conducting percussive piling works. Measures to mitigate the impact of noise pollution such as choosing tools that would emit less noise, scheduling noisy works to be further away from residential areas, schools and hospitals, and installing noise shields around equipment that is expected to emit a lot of noise.

- **Water pollution control:** ensure strict compliance with the Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong) concerning sewage that would result from concrete works, vehicle cleaning, other construction procedures, and site canteen and toilet facilities.

Procedures are set up to regulate the discharge of waste water into designated waste water discharge points. Measures to prevent leakage of waste water into non-designated discharge point are instructed to foremen to control the impact of waste water to the neighbouring communities.

We ensure that the execution of all construction works complies with the relevant laws and regulations, namely, the Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong), the Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong), the Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong) and the Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong).

During the Review Year, the Group was not aware of any material non-compliance with laws and regulations relating to greenhouse gas emissions and air emissions and generation of hazardous and non-hazardous waste that would have a significant impact on the Group.

- **噪音污染管制：**確保在「建築時間規定」及「建築噪音緩解及控制」方面嚴格遵守《噪音管制條例》(香港法例第400章)。

本集團制定程序規管進行撞擊式打樁工程的許可時間及特定設備類型。本集團採取措施減輕噪音污染的影響，如選擇噪音較小的工具、將嘈雜的工程安排在遠離住宅區、學校及醫院的地方以及在預期會產生大量噪音的設備周圍安裝隔音屏障。

- **水污染管制：**確保就因混凝土工程、車輛清潔、其他建築程序以及工地食堂及衛生間設施產生的污水嚴格遵守《水污染管制條例》(香港法例第358章)。

本集團制定程序規定將廢水排放至指定的廢水排放點。管工根據指示採取措施防止廢水滲漏至非指定排放點，以控制廢水對鄰近社區的影響。

我們確保所有建築工程的執行均遵守相關法律法規，即《空氣污染管制條例》(香港法例第311章)、《噪音管制條例》(香港法例第400章)、《水污染管制條例》(香港法例第358章)及《廢物處置條例》(香港法例第354章)。

於回顧年度，本集團概不知悉任何重大違反有關溫室氣體排放及廢氣排放以及產生有害與無害廢物的法律法規而對本集團產生重大影響的情況。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

1.2 Emissions

Plants, machineries and vehicles consuming fossil fuels is the major source of greenhouse gas emissions from our operations.

The following presents the Group's Greenhouse Gas ("GHG") emissions for the Review Year:

GHG emissions from use of vehicles

Aspects 1.1 層面 1.1	Unit 單位	2024 二零二四年	2023 二零二三年
Nitrogen Oxides 氮氧化物	gram 克	355,178	364,821
Respiratory Suspended Particles 可吸入懸浮顆粒	gram 克	29,296	30,172

In 2022, the Group set target to reduce 10% of GHG emissions by 2027, using 2022 as the baseline year. To manage the exhausts from our machineries and to comply with the Air Pollution Control (Non-road Mobile Machinery) (Emission) Regulation (Chapter 311Z of the Laws of Hong Kong), all our machineries to be used at construction sites comply with the prescribed emission standards. Further, all our plants, machineries and motor vehicles use diesels with sulphur content not exceeding 0.005%.

1.3 Use of Resources

In 2022, the Group set target to reduce 10% of energy consumption by 2027, using 2022 as the baseline year. The Group is committed to minimizing the impact of its business activities to the environment by following the below principles:

- comply with all the legal requirements and contractual obligations relevant to the environmental aspects in the construction contracts in which the Group engaged.
- reduce and avoid creating wastes.
- obtain and renew the mandatory environmental licenses, registrations and permits.
- turn off the air-conditioning system at night or when leaving the office.

1.2 排放物

消耗礦物燃料的廠房、機器及車輛是我們營運中溫室氣體排放的主要來源。

下文列示本集團於回顧年度的溫室氣體(「溫室氣體」)排放物：

使用車輛的溫室氣體排放物

	2024 二零二四年	2023 二零二三年
Nitrogen Oxides 氮氧化物	355,178	364,821
Respiratory Suspended Particles 可吸入懸浮顆粒	29,296	30,172

於二零二二年，本集團已設定目標，以二零二二年為基準年，計劃在二零二七年前內減少10%的溫室氣體排放。為管理機器所排放的廢氣及遵守《空氣污染管制(非道路移動機械)(排放)規例》(香港法例第311Z章)，我們在建築工地使用的所有機器均符合規定的排放標準。此外，我們的所有廠房、機器及汽車均使用含硫量不超過0.005%的柴油。

1.3 資源使用

於二零二二年，本集團已設定目標，以二零二二年為基準年，計劃在二零二七年前減少10%的耗能量。本集團致力通過遵循以下原則盡量減少其業務活動對環境的影響：

- 遵守本集團所訂立建築合約內與環境方面有關的所有法律規定及合約責任。
- 減少及避免造成浪費。
- 取得強制性環境牌照、註冊及許可證並續期。
- 在夜間或離開辦公室時關閉空調系統。

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

- keep the office temperature at 25°C in summer.
- use LED lights or energy-saving lighting at our office.

The following presents the Group's direct energy consumption for the Review Year:

Direct Energy Consumption in total and intensity

Aspects 2.1 層面2.1	Unit 單位
Electricity Usage 用電量	kWh 千瓦時
Electricity Usage Intensity 用電密度	kWh/office 千瓦時／辦公室

Owing to the nature of our operations, other than the consumption of drinking water, our operations do not require the use of water or raw materials or other natural resources. There is also an absence of packing materials involved in our operations. As such, the Group has not placed emphasis on the development of policies in these areas.

1.4 Waste Management

Due to the nature of our construction works, our major non-hazardous waste is construction and demolition ("C&D") materials composed principally of soil. To control air pollution during transportation of C&D materials to landfills, we ensure the dump trucks used by our subcontractors are installed with a mechanical cover system which is in good service condition to cover the dump bed containing the C&D materials. Further, all dump trucks exiting construction sites are required to have the dust or debris on top of the mechanical to be cleaned so as not to obstruct its operation or pollute areas close to the vicinity of construction sites.

Although we are well aware of potential pollutions C&D materials can bring to the environment, the Group is unable to control the quantity of C&D materials to be disposed in a project. The required disposal quantity is stipulated in the construction program in the construction contract, and the program is designed by the main contractor or the employer to the contract.

- 夏季將辦公室溫度保持在25°C。
- 在辦公室使用LED燈或節能照明設備。

本集團於回顧年度的直接能源消耗呈列如下：

直接能源消耗總量及密度

	2024 二零二四年	2023 二零二三年
Electricity Usage 用電量	11,021	11,229
Electricity Usage Intensity 用電密度	11,021	11,229

由於我們的業務性質，除消耗飲用水外，我們的業務並不需要使用水或原材料或其他自然資源。我們的業務亦不涉及包裝材料。因此，本集團並無著重制定該等範疇的政策。

1.4 廢物管理

由於我們建築工程的性質，我們的主要無害廢物為主要由土壤組成的拆建（「拆建」）物料。為控制拆建物料運往堆填區期間產生的產空氣污染，我們確保我們的分包商所使用的泥頭車均安裝使用狀況良好的機械蓋系統，以覆蓋裝有拆建物料的泥頭車車廂，此外，所有駛離建築工地的泥頭車均須清理機械頂部的塵土或雜物，以免妨礙其運作或污染鄰近建築工地的區域。

儘管我們知悉拆建物料會對環境帶來潛在污染，本集團無法控制項目中將要處置的拆建物料數量。建築合約中的施工方案規定所需處置數量，並由主要承包商或發包人對合約進行方案設計。

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

Regarding hazardous waste, the Group does not produce any from its operations and thus consider ESG reporting in this aspect is irrelevant to the Group. During the Review Year, the Group had 20 projects that disposed of soil as compared to 22 for the year ended 31 March 2023. The following presents the relevant comparison:

Non-hazardous waste in total and intensity

Aspects 1.4 層面 1.4	Unit 單位	2024 二零二四年	2023 二零二三年
Construction disposal: Soil 建築處置物：土壤	tonnes 噸	2,694,926	1,914,684
Construction disposal intensity 建築處置物密度	tonnes/per construction projects 噸／每個建築項目	134,746	87,031

The soil that is required to be disposed as a part of our operations are disposed of in designated locations as prescribed under applicable laws. The quantity of soil to be disposed of is determined by our customers and is otherwise proportionate to the number of projects undertaken by the Company. As such, the Company does not have a reduction policy that may apply to the disposal of soil.

The main type of waste disposed of in the course of the Company's operations is that of soil. The Company is not required to dispose of hazardous waste.

1.5 Climate Change

The Group recognises the importance of the identification and mitigation of significant climate-related matters; therefore, the Group is committed to managing the potential climate-related risks which may impact the Group's business activities. The Group has established risk management policy in identifying and mitigating different risks including climate-related risks. The Board meets regularly and cooperates closely with key management to identify and evaluate climate-related risks and to formulate strategies to manage the identified risks.

就有害廢物而言，本集團的業務並無產生任何有害廢物，故認為有關此方面的環境、社會及管治與本集團無關。於回顧年度，本集團擁有20個須處置土壤的項目，而截至二零二三年三月三十一日止年度則為22個。相關比較呈列如下：

無害廢物總量及密度

Aspects 1.4 層面 1.4	Unit 單位	2024 二零二四年	2023 二零二三年
Construction disposal: Soil 建築處置物：土壤	tonnes 噸	2,694,926	1,914,684
Construction disposal intensity 建築處置物密度	tonnes/per construction projects 噸／每個建築項目	134,746	87,031

作為我們業務的一部分，須予處置的土壤會按照適用法例規定於指定地點處置。將予處置的土壤數量由我們的客戶決定，如若不然則與本公司承接的項目數量成比例。因此，本公司並無可能適用於處置土壤的減排政策。

本公司的業務過程中所處置的主要廢物類型為土壤。本公司毋須處置有害廢物。

1.5 氣候變化

本集團明白識別及減低重大氣候相關問題的重要性；因此，本集團致力管理可能會影響本集團的業務活動的潛在氣候相關風險。本集團在識別及減低不同風險(包括氣候相關風險)方面制訂了風險管理政策。董事會定期舉行會議，並與主要管理層緊密合作，以識別及評估氣候相關風險，並制定策略去管理所識別的風險。

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

Through the above method, the Group identified the material impacts on the Group's business arising from the following risks:

Climate-related matters

Physical Risks

The increased frequency and severity of extreme weather such as typhoons, storms and heavy rains can disrupt the Group's operations by damaging the power grid and communication infrastructures, and injuring its employees during their work, leading to reduced capacity and decreased in productivity, or expose the Group to risks associated with non-performance and delayed performance. To minimise the potential risks and hazards, the Group has flexible working arrangements and precautionary measures during bad or extreme weather conditions.

Transition Risks

The Group anticipates that there will be more stringent climate legislations and regulations to support the global vision of carbon neutrality. From a listed company's perspective, we acknowledge the increasing requirements of climate-related information disclosures. One example is the update of the ESG Reporting Guide in respect to significant climate-related impact disclosures of an issuer. Stricter environmental laws and regulations may expose enterprises to higher risks of claims and lawsuits. Corporate reputation may also decline due to failure to meet the compliance requirements for climate change. The related capital investment and compliance costs thus increase. In response to the policy and legal risks as well as reputation risks, the Group regularly monitors existing and emerging trends, policies and regulations relevant to climate and be prepared to alert the top management where necessary to avoid cost increments, non-compliance fines and/or reputational risks due to delayed response.

透過上述方法，本集團識別出從以下風險產生並對本集團的業務造成的重大影響：

氣候相關問題

實體風險

極端天氣事件，例如颱風、風暴及大雨的頻率和嚴重程度增加，可能會破壞電網和通信基礎設施，干擾本集團的營運，以及傷害我們在工作期間的員工，導致我們產能下降及生產力減低，或令本集團面臨與不履約及延遲履約有關的風險。為盡量減低潛在風險及危險，本集團於惡劣或極端天氣情況下設有彈性工作安排及預防措施。

過渡風險

本集團預計將有更嚴格的氣候法例法規來支持全球碳中和願景。從上市公司的角度來看，我們認為氣候相關訊息披露的要求正不斷提高。例如，環境、社會和管治報告指引更新了有關發行人的重大氣候相關影響的披露。更嚴格的環境法例法規可能會使企業面臨更高的索賠和訴訟風險。企業聲譽也可能因未能達到氣候變化的合規要求而下降。公司相關的資本投資和合規成本亦會因此增加。為應對政策及法律風險以及聲譽風險，本集團定期監測與氣候變化有關的現有及新興趨勢、政策及法規，並準備在必要時提醒高級管理層，以避免成本增加、違規罰款及／或因反應遲緩而導致的聲譽風險。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

II. SOCIAL

II.1 Employment and Labor Practices

Employees are our most invaluable assets. It is our priority to ensure that the occupational health and safety of all employees, subcontractor workers and the surrounding communities to our construction sites is adequately maintained. Our comprehensive Safety Management System provides a framework for monitoring and evaluating the implementation of our safety policies and measures. We further strive to continuously improve our workplace safety policies in accordance with guidance received from the Labor Department from time to time.

It is also our aim to enhance the well-being and development of our employees. As an equal opportunity employer, the Group has put in place policies to ensure that it treats all employees on an equal footing in matters related to, among others, recruitment, promotion, appraisals, discipline, remuneration and benefits, compensation and dismissal, and working hours and rest periods. An employee's age, gender, family status, sexual orientation, physical disability, ethnicity and religion would not affect his career with us. During the Review Year, we received no complaints regarding discrimination issues from any of our stakeholders. Needless to say, we ensured that no child nor forced labor was employed by the Group.

Apart from providing competitive remuneration and benefits, we continue to support and nurture our employees through staff development and training programmes.

The Group has devised a staff handbook for its employees to understand important information relating to the Group's human resources policies, rules, and work ethics surrounding employment. It is an essential tool in helping to define the expectations of both the management and the employees, and also to protect them from unfair and/ or inconsistent treatment and discrimination.

During the Review Year, there was no incidence of labor dispute or litigation regarding compliance to the Employment Ordinance (Chapter 57). Save as disclosed above, the Group complied with all relevant laws with respect to employment and labor, and child and forced labor.

II. 社會

II.1 僱傭及勞工常規

僱員是我們最寶貴的資產。我們的首要任務是確保充分維護全體僱員、分包商工人及我們建築工地周邊社區的職業健康與安全。我們全面的安全管理體系為監督及評估安全政策及措施的落實提供了框架。我們將根據不時自勞工處接獲的指引，進一步努力持續完善我們的工作場所安全政策。

我們亦力求提高僱員的福祉及促進其發展。作為提供平等機會的僱主，本集團已制定政策，確保於(其中包括)招聘、晉升、評估、紀律、薪酬及福利、補償與解僱以及工時與休假相關事宜方面平等對待所有僱員。僱員的年齡、性別、家庭狀況、性取向、身體殘疾、種族及宗教不會影響其於本集團的職業。於回顧年度，我們並無收到任何持份者對於歧視問題的投訴。毋庸置疑，我們已確保本集團並無僱用童工，亦無強迫勞動。

除提供具競爭力的薪酬及福利外，我們亦通過員工發展及培訓計劃不斷支持及培養僱員。

本集團已為其僱員制定員工手冊，以了解有關本集團人力資源政策、規則及就業相關職業道德的重要資料。員工手冊在幫助確立管理層及僱員的預期以及在保障彼等免受不公正及/或不一致的待遇及歧視方面發揮重要作用。

於回顧年度，並無發生有關《僱傭條例》(第57章)合規方面的勞資糾紛或訴訟。除上文所披露者外，本集團遵守所有有關僱傭及勞工、童工及強迫勞動的相關法例。

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

Workforce

The Group had employed 338 full-time employees as at 31 March 2024, all of whom are from Hong Kong. Out of the total number of staff, 300 of our employees were male and 38 of them were female. Majority of the workforce were within the 41–70 age group, accounting for 259 of our staff, while 77 employees were under 40 years old. Since our business nature is mostly labour intensive, majority of our staff are male. The Group plans to employ at least 45 female employees by 2027.

During the Review Year, the Group's overall full-time employee turnover rate was approximately 31%. The employee turnover rate for male and female were approximately 32% and 18% respectively. Majority turnover was within the 41-70 age group, accounting for 81% of our staff. The employee turnover rate for under 40 age group was approximately 19%.

II.2 Health and Safety

The management of the Group is responsible for the overall health and safety of employees. The Group has been accredited with, and our policies follow, OHSAS 18001:2007 for our occupational health and safety management system.

We place emphasis on occupational health and work safety and provide safety training to our staff covering topics such as our safety measures and procedures for reporting accidents. Due to the nature of works in construction sites, risks of accidents or injuries to workers are inherent. As such, we devised a safety management system to govern our site workers and subcontractors.

Work injuries will be reported according to our internal guidelines which was set up with reference to the work injury reporting requirement by the Labor Department. Based on our safety management system, we ensured safety and health of our employees in connection with the use, handling, storage and transport of articles and substances; providing all necessary information, instructions, training and supervision for ensuring safety and health; providing and maintaining safe access to and egress from the workplaces; and providing and maintaining a safe and healthy working environment.

During the Review Year, 15 incidents of work injuries arose, which led to 4,547 lost labor days (FY2023: 15 incidents of work injuries occurred, which led to 4,546 lost labor days). The Group is pleased to report that no fatality cases related to our employees occurred during the Review Year.

員工團隊

於二零二四年三月三十一日，本集團聘用了338名全職僱員。彼等全部來自香港。在員工總數當中，300名僱員為男性，38名為女性。大部分員工的年齡介乎41至70歲，佔259名員工；77名員工的年齡在40歲以下。由於我們的業務性質主要為勞動密集型，因此大部分員工均為男性。本集團計劃於二零二七年前聘用最少45名女性僱員。

於回顧年度，本集團的整體全職僱員流失率約為31%。男性及女性僱員的流失率分別約為32%及18%。僱員流失主要集中於41至70歲的年齡層，佔員工數目81%。40歲以下年齡層的僱員流失率約為19%。

II.2 健康與安全

本集團管理層負責僱員的整體健康與安全。本集團的職業健康與安全管理體系已通過OHSAS 18001:2007認證，且我們的政策遵循此標準。

我們重視職業健康及工作安全，並向員工提供安全培訓，內容涵蓋我們的安全措施及事故報告程序等主題。鑒於建築工地的工作性質，意外事故或工傷為固有風險。因此，我們已制定安全管理體系，以管理我們的工地工人及分包商。

工傷將根據我們的內部指引予以報告，有關指引乃參考勞工處的工傷報告要求制定。根據我們的安全管理體系，我們確保僱員在使用、處理、儲存及運輸物品及物質方面的安全及健康；提供所有必要的資料、指引、培訓及監督，以確保安全及健康；提供及維持進出工作場所的安全途徑；提供及維持安全與健康的工作環境。

於回顧年度，已發生15宗工傷事故，造成損失4,547個工作日（二零二三財年：已發生15宗工傷事故，造成損失4,546個工作日）。本集團欣然呈報，於回顧年度並無發生任何與僱員有關的死亡事故。

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

Our safety officer and board of directors are responsible for overseeing our Group's health and safety management system to ensure our compliance with the relevant statutory requirements. A safety committee meeting is held on a monthly basis with our foremen for reviewing the health and safety issues related to our operations. Under the direction of our safety officer, our foremen are responsible for monitoring on-site implementation of our safety management system.

Save as disclosed above, the Company complied with all relevant laws with respect to the provision of a safe working environment and protecting employees from occupational hazards.

II.3 Training and Development

The knowledge and skill levels of our employees are vital to the Group's success, and hence we provide sufficient training and development programmes to allow them to excel at their work.

Our training programmes range from professional and technical training to personal development skills and our employees are required to attend an induction training to ensure they thoroughly understood the Group's safety and health policies. In addition, the Group provides adequate job and safety training to employees to equip them with the required safety knowledge and work skills to tackle situations and challenges to be encountered at diverse work sites.

During the Review Year, the percentage breakdown of employees trained and the average training hours per employee, by gender and employee category are as follows:

我們的安全主任及董事會負責監督本集團的健康與安全管理體系，以確保我們遵守相關法定要求。每月與管工舉行安全委員會會議，以檢討與我們的營運有關的健康與安全問題。根據安全主任的指示，我們的管工負責監察安全管理體系的現場實施情況。

除上述披露者外，本公司已遵守所有與提供安全工作環境及保護僱員免受職業危疾有關的相關法例。

II.3 培訓及發展

僱員的知識及技能水平對本集團的成功至關重要，因此，我們提供充足的培訓及發展計劃，使其能夠勝任工作。

我們的培訓計劃涵蓋專業及技術培訓以至個人發展技能，且僱員須參加入職培訓，以確保彼等徹底了解本集團的安全及健康政策。此外，本集團為僱員提供充分的工作及安全培訓，以使彼等具備所需的安全知識及工作技能，可應對在不同工作場所遇到的情況及挑戰。

於回顧年度，按性別及僱員類別劃分的受訓僱員百分比及每名僱員平均受訓時數明細如下：

		Percentage of employees trained 受訓僱員百分比 (%)	Average training hours per employee 每名僱員 平均受訓時數 (hours) (小時)
By Gender	按性別劃分		
• Female	• 女性	100	15.2
• Male	• 男性	100	12.3
By Employee Category	按僱員類別劃分		
• Senior Management	• 高級管理層	100	24.0
• Middle Management	• 中級管理層	100	24.0

III. OPERATING PRACTICES

III.1 Supply Chain Management

As mentioned, our quality management system which governs our daily operation for quality control and improvement meets the requirements of ISO 9001:2015. Our internal policies and thus the procurement process are governed by this standard. Apart from background, reputation, cost and ability, important consideration also include if the supplier has applicable ISO certificate for environment and social management certificate. We maintain an approved suppliers list set up by the board of directors. Only suppliers meeting our stringent quality standards can be added to the list for our purchases.

Under our policies, our Purchasing Department will only purchase supplies from these approved suppliers to ensure quality of our purchases. During the Review Year, the Group had engaged 43 (FY2023: 51) suppliers and subcontractors while all of them were located in Hong Kong. Further, with reference to the quality requirement of our construction projects, our project staff or the directors would also pay visits to suppliers to communicate our requirements, while at the same time inspect the suppliers' warehouse to conduct a sample check on the quality of the goods. Upon reception of goods at project sites, the foremen are responsible for the inspection of the delivered goods to ensure they can meet our quality requirements before settling payment.

For subcontractors' quality management, similar to that of purchasing, we maintain a list of approved subcontractors. Regular inspection on the quality of works and progress as delivered by our subcontractors would be performed by our project managers. We have made it clear to our subcontractors that compliance with the labor laws and regulations is mandatory when handling safety and employment matters at construction sites.

During the Review Year, the Group did not identify any non-compliances in relation to safety and labor laws and regulations.

III. 營運慣例

III.1 供應鏈管理

如上文所述，用於監管我們日常營運的質量控制及改進的質量管理體系符合ISO 9001:2015的要求。我們的內部政策及採購流程乃按該標準監管。除背景、聲譽、成本及能力外，重要的考慮因素亦包括供應商是否擁有適用的ISO環境及社會管理證書。我們設有由董事會制定的認可供應商名單。只有符合我們嚴格質量標準的供應商方能加入採購名單。

根據我們的政策，我們的採購部僅會向該等認可供應商中採購物資，以確保採購質量。於回顧年度，本集團聘用了43(二零二三財年：51)個供應商及分包商。該等供應商及分包商均位於香港。此外，參考我們建築項目的質量要求，我們的項目人員或董事亦會拜訪供應商，以傳達我們的要求，同時視察供應商的倉庫，對貨物質量進行抽樣檢查。於項目工地接收貨物時，管工負責檢查已交付的貨物，確保在結算付款前該等貨物能夠符合我們的質量要求。

對於分包商的質量管理，與採購類似，我們設有一份認可分包商名單。我們的項目經理定期檢查分包商交付的工程質量及進展。我們向分包商明確說明，在處理建築工地的安全及僱傭事項時必須遵守勞動法律法規。

於回顧年度，本集團並未發現任何與安全及勞動法律法規有關的不合規情況。



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

III.2 Product Responsibility

Achieving and maintaining high quality standard for projects are the most important for the sustainable growth of the Group. The Group strives to maintain good relationship with our major customers to establish good reputation and to gain future business opportunity.

Acknowledging our responsibility in protecting intellectual property rights, we protect intellectual property rights by not infringing other's intellectual property rights and purchasing licensed software from authorised suppliers.

In relation to data privacy, the Group manages all information provided by clients, employees, business partners in accordance with the related laws and regulations such as Personal Data (Privacy) Ordinance to ensure that information is under proper protection.

During the Reporting Period, the Group was not aware of any material non-compliance with any laws and regulations in Hong Kong related to product health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress including but not limited to, the Trade Descriptions Ordinance and Personal Data (Privacy) Ordinance, that would have a significant impact to the Group. There was no complaint received during the Reporting Period. Given the Group's business nature, the Group was not involved in the sale of products, therefore disclosure on product recall procedures and number of products recalled are not applicable.

III.2 產品責任

實現和保持項目的高質量標準是本集團可持續發展的重中之重。本集團致力與主要客戶維持良好關係，以建立良好聲譽及爭取未來商機。

我們認識到保護知識產權的責任，因此通過不侵犯他人知識產權並從授權供應商購買正版軟件，以保障知識產權。

在資料私隱方面，本集團根據相關法律法規(如個人資料(私隱)條例)管理客戶、僱員、業務夥伴提供的所有資料，確保資料得到妥善保護。

於報告期間，本集團未發現任何嚴重違反與產品健康與安全、廣告、標籤和與所提供的產品和服務有關的隱私問題以及補救方法的香港法律法規，包括但不限於《商品說明條例》和《個人資料(隱私)條例》而對本集團產生重大影響的情況。於報告期間未有收到投訴。鑑於本集團的業務性質，本集團不涉及產品銷售，因此產品召回程序和召回產品數量的披露資料並不適用。

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

III.3 Anti-corruption

Over the years, we have witnessed no incidences of suspected or actual bribery, extortion, fraud and money laundering activities occurring within the Group. We stand firmly by our anti-corruption policies and procurement practices as stated in our internal manuals which comply with applicable laws. Acceptance of kickbacks, commissions or any form of benefit is strictly prohibited during any procurement exercise, contract negotiation or other business dealings.

During the Reporting Period, the Group was not aware of any material non-compliance with any laws and regulations in Hong Kong related to bribery, extortion, fraud and money laundering including but not limited to, the Prevention of Bribery Ordinance, that would have a significant impact to the Group.

III.4 Conflict of Interest Management

In order to prevent employees and directors from not taking corresponding measures because of their personal interests, the Group has formulated the "Declaration of Interest" which provides guidelines and procedures to employees and directors in exercising their utmost good faith and honesty in all transactions involving their duties and under no circumstances use their positions or knowledge gained for their own personal benefits. Employees and directors must ensure that there is no conflict of interest between their personal interests and their duties, obligations and responsibilities to the Group. Those who have or have had a personal relationship with related person where a conflict of interest is perceived should provide written declarations at the earliest possible opportunity.

III.5 Whistleblowing Mechanism

Committed to the highest possible standards of openness, probity and accountability, the Group expects and encourages our employees and directors who have concerns about any suspected misconduct or malpractice within the Group to come forward and voice those concerns. Therefore, the Group adopts a "Whistleblowing Policy" for all levels and operations. Complainants are assured of protection against unfair dismissal, victimisation or unwarranted disciplinary action, even if the concerns turn out to be unsubstantiated. The Audit Committee is responsible for monitoring and reviewing the effectiveness of the "Whistleblowing Policy" and make recommendations for further improvement based on investigation results.

III.3 反貪污

過去數年，我們已見證本集團內並無發生任何涉嫌賄賂或實際賄賂、勒索、欺詐或洗錢活動。我們堅決支持內部手冊(遵守適用法律)中所述的反貪污政策及採購慣例。於任何採購工作、合約洽談或其他業務交往過程中，嚴禁收受回扣、佣金或任何形式的福利。

於報告期間，本集團並不知悉任何重大違反與賄賂、勒索、欺詐及洗錢有關的香港法例法規(包括但不限於《防止賄賂條例》)且會對本集團產生重大影響的情況。

III.4 利益衝突管理

為防止僱員及董事出於個人利益不採取相應措施，本集團已制定「利益聲明書」，當中向僱員及董事提供指引及程序，助其在涉及彼等職責的所有交易中運用最大真誠及誠信，且在任何情況下不得利用職位或知識謀取個人私利。僱員及董事必須確保彼等的個人利益與其對本集團負有的職責、義務及責任之間概不存在利益衝突。如認為存在利益衝突，該等與關聯方擁有或一直擁有個人關係的人士須盡早提供書面聲明。

III.5 舉報機制

本集團致力於盡可能達到最高水準的開放、廉潔及問責，期望並鼓勵任何注意到本集團內部涉嫌不當行為或不良行為的僱員及董事挺身而出，揭發相關行為。因此，本集團對所有級別及業務均採取「舉報政策」。投訴人可得到確切保障，即使最後證實舉報屬不實時，亦不會遭到不公平解僱、危害或不當紀律處分。審核委員會負責監督及審閱「舉報政策」的有效性，及根據調查結果提出進一步改進建議。



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

III.6 Community Investment

During the Review Year, the Group actively engaged in various charity activities, reflecting our commitment to giving back to the community.

In October 2023 and February 2024, through the arrangement of Financial Asia Group, we brought Cantonese opera performances and gifts to the Caritas Elderly Centre in Yuen Long, bringing joy and warmth to the elderly in the neighbourhood.

These initiatives underscore our dedication to supporting and uplifting the less fortunate members of our community. We will continue to seek opportunities to contribute positively to society and enhance the well-being of those in need.

IV. FUTURE APPROACH TO SUSTAINABLE DEVELOPMENT

In the future, we will:

- continue to raise our staff and subcontractors' awareness in relation to environmental protection;
- maintain the highest standards for occupational health and safety to protect our staff members and the communities located in the vicinity of our operations; and
- further extend our care to the community by participating in more charity services.

III.6 社區投資

於回顧年度內，本集團積極參與各種慈善活動，踐行我們回饋社會的承諾。

於二零二三年十月及二零二四年二月，透過金仁亞洲的安排，我們為元朗明愛老人中心帶來了粵劇表演和禮物，為社區的長者帶來了歡樂和溫暖。

這些舉措彰顯了我們對支持和幫助社區中弱勢群體的承諾。我們將繼續尋找機會積極回饋社會，改善有需要人士的福祉。

IV. 未來可持續發展的方式

我們將於未來：

- 繼續提高僱員及分包商的環保意識；
- 維持職業健康與安全的最高標準，以保護我們的員工及位於我們業務營運範圍附近的社區人員；及
- 通過參與更多慈善服務，進一步展現我們對社區的關懷。

DIRECTORS' REPORT

董事會報告

The Board is pleased to submit this annual report together with the audited financial statements of the Group for the Review Year.

PRINCIPAL ACTIVITIES

The Company is an investment holding company, the principal activities of its principal subsidiaries are set out in note 15 to the consolidated financial statements.

REORGANISATION AND SHARE OFFER

The Company was incorporated in the Cayman Islands on 22 February 2017 as an exempted company with limited liability. The Shares were listed on the Main Board of the Stock Exchange on 8 February 2018.

Pursuant to the Reorganisation, the Company became the holding company of the Group on 21 August 2017.

RESULTS/BUSINESS REVIEW

The results of the Group for the Review Year are set out in the section headed "Consolidated Statement of Profit or Loss" and "Consolidated Statement of Comprehensive Income" on page 79 to 80 in this report. The business review of the Group for the Review Year is set out in the section headed "Management Discussion and Analysis" on pages 6 to 19.

SHARE CAPITAL

Details of movement in the share capital of the Company during the Review Year are set out in note 24 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Group during the Review Year are set out in the section headed "Consolidated Statement of Changes in Equity" on page 83.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31 March 2024, calculated under the Companies Law of Cayman Islands amounted to approximately HK\$63.9 million (31 March 2023: HK\$67.1 million).

FINAL DIVIDEND

The Board has resolved not to recommend the declaration of a final dividend for the Review Year.

董事會欣然呈列本年報以及本集團回顧年度經審核財務報表。

主要活動

本公司為一家投資控股公司，其主要附屬公司的主要活動載於綜合財務報表附註15。

重組及股份發售

本公司於二零一七年二月二十二日在開曼群島註冊成立為獲豁免有限公司。本公司股份於二零一八年二月八日在聯交所主板上市。

根據重組，本公司於二零一七年八月二十一日成為本集團控股公司。

業績／業務回顧

本集團於回顧年度的業績載於本報告第79及80頁「綜合損益表」及「綜合全面收益表」章節。本集團於回顧年度的業務回顧載於第6至19頁「管理層討論及分析」一節。

股本

本公司於回顧年度的股本變動詳情載於綜合財務報表附註24。

儲備

本集團於回顧年度的儲備變動詳情載於第83頁「綜合權益變動表」一節。

可分配儲備

本公司可分配儲備乃根據開曼群島公司法計算，於二零二四年三月三十一日約為63.9百萬港元(二零二三年三月三十一日：67.1百萬港元)。

末期股息

董事會已議決不建議就回顧年度宣派末期股息。



DIRECTORS' REPORT 董事會報告

PURCHASE, SALE OR REDEMPTION OF THE GROUP'S SECURITIES

During the Review Year, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Group's securities.

PROPERTY, PLANT AND EQUIPMENT

Details of movement in property, plant and equipment of the Group during the Review Year are set out in note 13 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Restated Articles or the Laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

CORPORATE GOVERNANCE

Information on the corporate governance practices adopted by the Company are set out in the section headed "Corporate Governance Report" on pages 27 to 43 in this report.

ANNUAL GENERAL MEETING ("AGM")

The 2024 AGM will be held on 16 August 2024. The notice of the AGM will be published and dispatched to shareholders of the Company in the manner as required by the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

The Hong Kong branch register of members of the Company will be closed from 13 August 2024 to 16 August 2024 (both dates inclusive) for the purpose of ascertaining shareholders' entitlement to attend and vote at the forthcoming AGM. No transfer of shares may be registered on those dates. In order to qualify for the shareholders' entitlement to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates should be lodged with the Company's Branch Registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, 2103B, 21/F, 148 Electric Road, North Point Hong Kong not later than 4:30 p.m. on 12 August 2024.

購買、出售或贖回本集團證券

於回顧年度，本公司及其任何附屬公司概無購買、出售或贖回本集團任何證券。

物業、機械及設備

本集團於回顧年度的物業、機械及設備變動詳情載於綜合財務報表附註13。

優先購買權

經重列細則或開曼群島法例概無條文訂明優先購買權，致使本公司須按比例向現有股東發售新股份。

企業管治

本公司採納企業管治常規之資料載於本報告第27至43頁「企業管治報告」一節。

股東週年大會(「股東週年大會」)

二零二四年股東週年大會將於二零二四年八月十六日舉行。股東週年大會通告將按上市規則規定方式適時公佈及寄發予本公司股東。

暫停辦理過戶登記

本公司香港股份過戶登記分處將於二零二四年八月十三日至二零二四年八月十六日(包括首尾兩日)暫停辦理股份過戶登記，以確定股東合資格出席應屆股東週年大會並於會上投票。於該等日期將暫停辦理股份過戶登記手續。為確保股東符合資格出席股東週年大會並於會上投票，所有過戶文件連同有關股票須於二零二四年八月十二日下午四時三十分前，送達本公司香港股份過戶登記分處寶德隆證券登記有限公司(地址為香港北角電氣道148號21樓2103B室)。

DIRECTORS

The Directors of the Company during the Review Year and up to the date of this report are:

Executive Directors

Mr. Yip Yuk Kit (*Chairman*)
Mr. Cheung Chun Fai

Independent Non-executive Directors

Mr. Chan Ka Yu
Mr. Lee Kwok Lun
Mr. Chan Wa Shing

In accordance with article 108 of the Restated Articles, at each annual general meeting, one third of the Directors for the time being will retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the number of retiring Directors. The Directors who shall retire in each year will be those who have been longest in the office since their last re-election or appointment but as between persons who become or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

In accordance with article 112 of the Restated Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM of the Company and shall then be eligible for re-election.

In accordance with article 108 of the Restated Articles, Mr. Chan Ka Yu and Mr. Lee Kwok Lun will retire as Directors by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

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

董事

本公司於回顧年度及截至本報告日期的董事如下：

執行董事

葉育杰先生(主席)
張振輝先生

獨立非執行董事

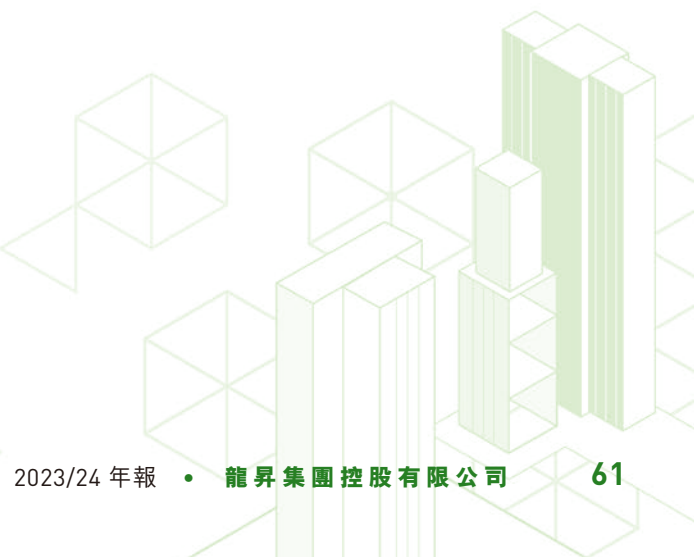
陳家宇先生
李國麟先生
陳華勝先生

根據經重列細則第108條，於每屆股東週年大會上，當時三分之一的董事應輪值告退。然而，倘董事人數並非三的倍數，則退任董事人數以最接近但不少於三分之一的人數為準。每年須退任的董事為自上次獲重選連任或委任以來任期最長的董事，惟倘多名董事均於同一日任職或獲重選連任，則以抽籤決定須告退的董事名單(彼等之間另有協定則除外)。

根據經重列細則第112條，獲董事會委任以增加現有董事會成員名額的董事的任期僅至本公司下屆股東週年大會為止，並可於該大會上膺選連任。

根據經重列細則第108條，陳家宇先生及李國麟先生將作為輪值退任董事，並符合資格及願意於本公司應屆股東週年大會上膺選連任。

本公司已接獲各獨立非執行董事根據上市規則第 3.13條寄發的年度獨立性確認書。本公司認為全體獨立非執行董事乃屬獨立。





DIRECTORS' REPORT 董事會報告

DIRECTORS' SERVICE CONTRACTS

Details of Director's service contracts are set out in the section headed "Biographical Details of the Directors and Senior Management" on pages 20 to 26.

None of the Directors being proposed for re-election at the forthcoming AGM has a service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

COMPETING INTERESTS

The Directors confirm that neither the controlling shareholders of the Company nor their respective close associates is interested in a business apart from the Group's business which competes or is likely to compete, directly or indirectly, with the Group's business during the Review Year, and is required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

NON-COMPETITION UNDERTAKINGS

As disclosed in the prospectus of the company dated 26 January 2018, Mr. Yip and Fame Circle Limited (the "Controlling Shareholders") entered into a deed of non-competition in favour of the Company on 18 January 2018 regarding the non-competition undertakings given by each of the Controlling Shareholders in favour of the Company (for itself and as trustee for its subsidiaries) (the "Non-competition Undertakings"). A summary of the principal terms of the Non-competition Undertakings is set out in the section headed "Relationship with our Controlling Shareholders" of the prospectus of the Company.

The Controlling Shareholders have provided a written confirmation to the Company confirming that he/it has fully complied with the Non-competition Undertakings. The independent non-executive Directors have reviewed the confirmations of the Controlling Shareholders and were satisfied that the Controlling Shareholders have fully complied with the terms of the Non-competition Undertakings during the Review Year. No new competing business was reported by the Controlling Shareholders throughout the Relevant Period.

SUMMARY OF FINANCIAL INFORMATION

A summary of the results and assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements in this report, is set out on page 164.

董事服務合約

董事服務合約的詳情載於第20至26頁「董事及高級管理層履歷資料」一節。

概無擬於應屆股東週年大會上膺選連任之董事與本集團任何成員公司訂有服務合約(不可由本集團於一年內終止而毋須支付賠償(法定賠償除外))。

競爭權益

董事確認，於回顧年度，本公司控股股東及彼等各自緊密聯繫人概無於直接或間接與本集團業務構成競爭或可能構成競爭的業務(本集團業務除外)中擁有任何權益，且須根據上市規則第8.10條予以披露。

不競爭契據

誠如本公司日期為二零一八年一月二十六日的招股章程所披露者，葉先生及Fame Circle Limited(「控股股東」)於二零一八年一月十八日以本公司為受益人訂立了不競爭契據，內容有關各控股股東以本公司為受益人(為其自身及作為附屬公司的信託人)作出的不競爭契據(「不競爭契據」)。有關不競爭契據的主要條款的概要載於本公司招股章程「與控股股東的關係」一節。

控股股東已向本公司作出書面確認，確認其已全面遵守不競爭契據。獨立非執行董事已審閱控股股東的確認函，並信納控股股東已於回顧年度內全面遵守不競爭契據的條款。於整個相關期間，控股股東概無報告任何新競爭業務。

財務資料概要

本集團最近五個財政年度的業績以及資產及負債的概要，乃摘錄自本報告經審核綜合財務報表，載於第164頁。

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance coverage for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising from corporate activities.

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

No Director, or any entity connected with a Director, had any material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the Review Year.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as otherwise disclosed, no contract of significance to which the Company, its holding companies, or any of its subsidiaries was a party or contract of significance for the provision of services to the company, its holding companies, or any of its subsidiaries, and in which the controlling shareholders' of the Company had a material interest, either directly or indirectly, subsisted or at any time during the Review Year.

MANAGEMENT CONTRACTS

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

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management of the Group are set out in the section headed "Biographical Details of the Directors and Senior Management" on pages 20 to 26.

EMOLUMENT POLICY FOR DIRECTORS

A remuneration committee is set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group. The Remuneration Committee recommends Directors' remuneration to the Board by reference to the benchmarking of the market. The Company also looks into individual Director's competence, duties, responsibilities, performance and the results of the Group in determining the exact level of remuneration for each Director.

獲准許彌償條文

針對董事及高級管理層可能面對因企業活動產生的法律訴訟，本公司已為董事及職員安排適當的責任保險。

董事於重大交易、安排或合約中的權益

於回顧年度內，概無董事或與董事有關連的任何實體於本公司或其任何附屬公司為訂約方之一且對本集團業務而言屬重大的任何交易、安排或合約中擁有任何直接或間接權益。

控股股東於重大合約的權益

除另有披露者外，於回顧年度內任何時間概無存有本公司、其控股公司或任何其附屬公司為訂約方之重大合約或向本公司、其控股公司或任何其附屬公司提供服務之重大合約，而本公司控股股東於當中直接或間接擁有重大權益。

管理合約

於回顧年度，概無訂立或存在有關管理及施行本公司全部或任何重大部分業務的合約。

董事及高級管理層履歷資料

本集團董事及高級管理層履歷資料載於第20至26頁「董事及高級管理層履歷資料」一節。

董事薪酬政策

已設立的薪酬委員會旨在檢討本集團薪酬政策及本集團所有董事及高級管理層薪酬架構。薪酬委員會通過參考市場基準向董事會建議董事薪酬。本公司在釐定各董事的實際薪酬水平時亦調查個別董事的工作能力、職務、責任、表現及本集團業績。

DIRECTORS' REPORT 董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' EMOLUMENTS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors' and chief executives' emoluments and the five highest paid individuals are set in note 12 to the consolidated financial statements.

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

As at 31 March 2023, the interests and short positions of the Directors or chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of the associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which, pursuant to section 352 of the SFO, have been entered in the register referred to therein, or have been, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") in the Listing Rules, notified to the Company and the Stock Exchange, were as follows:

Long Position in Our Shares

Name of Directors	Capacity/Nature	Number of ordinary Shares held/interested in 持有／擁有權益 的普通股數目	Percentage of shareholding 股權百分比
董事姓名	身份／性質		
Mr. Yip Yuk Kit 葉育杰先生	Interest in a controlled corporation (Note) 受控法團的權益(附註)	890,000,000 890,000,000	74.17% 74.17%

Note: The Company will be owned as to 74.17% by Fame Circle Limited. Fame Circle Limited is legally and beneficially owned as to 100% by Mr. Yip. Under the SFO, Mr. Yip is deemed to be interested in the same number of Shares held by Fame Circle Limited.

董事及最高行政人員以及五大高薪人士薪酬

董事及最高行政人員以及五大高薪人士薪酬詳情載於綜合財務報表附註12。

董事及最高行政人員於本公司及其相聯法團股份、相關股份及債權證中的權益

於二零二三年三月三十一日，本公司董事或最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部規定須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例有關條文被當作或被視作擁有的權益或淡倉)，或根據證券及期貨條例第352條，須記錄於該條所指登記冊的權益及淡倉，或根據上市規則上市公司董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

於股份的好倉

Name of Directors	Capacity/Nature	Number of ordinary Shares held/interested in 持有／擁有權益 的普通股數目	Percentage of shareholding 股權百分比
董事姓名	身份／性質		
Mr. Yip Yuk Kit 葉育杰先生	Interest in a controlled corporation (Note) 受控法團的權益(附註)	890,000,000 890,000,000	74.17% 74.17%

附註：本公司將由Fame Circle Limited擁有74.17%。Fame Circle Limited由葉先生合法及實益擁有全部權益。根據證券及期貨條例，葉先生被視為於Fame Circle Limited所持相同數目股份中擁有權益。

Long Position in the Shares of Associated Corporation

於相聯法團股份中的好倉

Name of Directors	Name of associated corporation	Capacity/Nature	Number of ordinary shares held/interested in 持有／擁有權益的普通股數目	Percentage of interest 權益百分比
董事姓名	相聯法團名稱	身份／性質		
Mr. Yip Yuk Kit	Fame Circle Limited	Beneficial interest	50,000	100%
葉育杰先生	Fame Circle Limited	實益權益	50,000	100%

Save as disclosed above, as at 31 March 2024, none of the Directors had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange under the Model Code.

除上文所披露者外，於二零二四年三月三十一日，概無董事於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有任何權益或淡倉，須根據證券及期貨條例第352條記錄於登記冊，或根據標準守則知會本公司及聯交所。

INTERESTS OF SUBSTANTIAL AND OTHER SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES

主要股東及其他股東於股份及相關股份的權益

As at 31 March 2024, so far as is known to the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who are, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group, or which would be required, pursuant to section 336 of the SFO, to be entered in the register required referred to therein, were as follows:

就董事所知，於二零二四年三月三十一日，下列人士(並非本公司董事或最高行政人員)於股份或相關股份擁有根據證券及期貨條例第XV部第2及3分部規定須知會本公司及聯交所的權益或淡倉，或直接或間接擁有附帶權利可在任何情況下於本公司或本集團任何其他成員公司股東大會上投票的任何類別股本的面值10%或以上權益，或須根據證券及期貨條例第336條登記於規定所述登記冊：

Name	Capacity/Nature	Number of ordinary Shares held/interested in 持有／擁有權益的普通股數目	Percentage of interest 權益百分比
名稱／姓名	身份／性質		
Fame Circle Limited	Beneficial interest (Note 1)	890,000,000	74.17%
Fame Circle Limited	實益權益(附註1)	890,000,000	74.17%
Ms. Yip Lai Ping	Interest of spouse (Note 2)	890,000,000	74.17%
葉麗萍女士	配偶權益(附註2)	890,000,000	74.17%

DIRECTORS' REPORT 董事會報告

Notes:

1. Fame Circle is owned as to 100% by Mr. Yip. Mr. Yip is the sole director of Fame Circle. Under the SFO, Mr. Yip is deemed to be interested in the same number of Shares held by Fame Circle.
2. Ms. Yip is the spouse of Mr. Yip. Under the SFO, Ms. Yip is deemed to be interested in the same number of Shares in which Mr. Yip is interested.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") on 18 January 2018 which will remain in force for ten years from that date. The remaining life of the Share Option Scheme is approximately five years. The purpose of the Share Option Scheme is to attract and retain the best available personnel of our Group, and to allow the participants of the scheme an opportunity to have a personal stake in the Company.

Eligible participants of the Share Option Scheme include any employee (full-time or part-time), director, consultant or advisor of any member of the Group, or any substantial shareholder of the Company, or any distributor, contractor, supplier, agent, customer, business partner or service provider of any member of the Group. The basis of eligibility of any participant to the grant of an option under the scheme will be determined by the Board from time to time based on their contribution or potential contribution to the development and growth of the Group.

The number of shares issuable under options granted to each eligible participant in accordance with the Share Option Scheme shall be limited to 30% of the shares of the Company in issue from time to time, and limited to 10% of the shares in issue as at the date of the Company's listing.

Each grant of options to a Director, chief executive or substantial shareholder of the Company (or any of their respective associates) must be approved by our independent non-executive Directors (excluding independent non-executive Director who is the grantee of the option). Where any grant of options to a substantial shareholder or an independent non-executive Director (or any of their respective associates) would result in the Company's shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in excess of 0.1% of the issued shares of the Company in aggregate and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, is subject to shareholders' approval in advance in general meeting.

附註：

1. Fame Circle由葉先生全資擁有。葉先生為Fame Circle的唯一董事。根據證券及期貨條例，葉先生被視為於Fame Circle所持的相同數目股份中擁有權益。
2. 葉女士為葉先生的配偶。根據證券及期貨條例，葉女士被視為於葉先生擁有權益的相同數目股份中擁有權益。

購股權計劃

本公司於二零一八年一月十八日採納了一項購股權計劃（「購股權計劃」），其將自該日起十年內有效。購股權計劃的餘下年期約為五年。購股權計劃的目的為吸引及挽留本集團最優秀的人才，以及向計劃參與者提供一個於本公司擁有個人權益的機會。

購股權計劃的合資格參與者包括本集團任何成員公司的任何僱員（全職或兼職）、董事、顧問，或本公司任何主要股東，或本集團任何成員公司的任何分銷商、承建商、供應商、代理、客戶、業務合夥人或服務供應商。參與者是否有資格獲授計劃項下的購股權，將由董事會不時根據該等人士對本集團發展及增長所作的貢獻或潛在貢獻而決定。

根據購股權計劃可授予每名合資格參與者的可發行股份數目應以本公司不時已發行股份的30%為限，以及於本公司上市日期已發行股份的10%為限。

向董事、本公司行政總裁或主要股東（或彼等各自任何聯繫人）授出購股權必須獲獨立非執行董事（不包括身為購股權承授人的獨立非執行董事）批准。倘向主要股東或獨立非執行董事（或彼等各自任何聯繫人）授出購股權將導致本公司於任何十二個月期間內因悉數行使向有關人士已授出或將予授出之購股權（包括已行使、註銷及尚未行使之購股權）而已發行及須予發行之股份總值超過本公司已發行股份之0.1%，及根據本公司於各授出日期股份之收市價計算之總值超過5百萬港元，則須得到股東於股東大會上事先批准。

The exercise price of options is determined by the Board, but shall be at least the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the par value of the Company's shares.

As at the date of this annual report, the total number of securities of the Company available for issue under the Share Option Scheme was 120,000,000, representing 10% of the issued shares as at the date of this annual report. No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since its adoption on 18 January 2018, and there is no outstanding share option as at 31 March 2024.

ARRANGEMENT TO ACQUIRE SHARES OR DEBENTURES

At no time during the Review Year and up to the date of this report was the Company or any of its subsidiaries or a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any body corporate.

MAJOR SUPPLIERS AND CUSTOMERS

The percentage of sales and purchases for the Review Year attributable to the Group's major customers and suppliers are as follows:

Sales

– the largest customer	40.4% (For the year ended 31 March 2023: 49.4%)
– five largest customers	91.1% (For the year ended 31 March 2023: 93.2%)

Purchases

– the largest supplier	22.0% (For the year ended 31 March 2023: 23.6%)
– five largest suppliers	38.3% (For the year ended 31 March 2023: 52.9%)

None of the Directors, their close associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the major customers or suppliers noted above.

購股權的行使價將由董事會釐定，惟至少須為下列最高者：(i)本公司股份在購股權授出當日(須為營業日)在聯交所每日報價表上之收市價；(ii)緊接授出購股權日期前五個營業日本公司股份在聯交所每日報價表上之平均收市價；及(iii)本公司股份面值。

於本年報日期，本公司根據購股權計劃可供發行的證券總數為120,000,000，佔本年報日期已發行股份的10%。自二零一八年一月十八日採納之日起，概無購股權根據購股權計劃授出、行使、註銷或失效，於二零二四年三月三十一日，概無未行使購股權。

收購股份或債權證安排

於整個回顧年度及直至本報告日期，本公司或其任何附屬公司或任何一方概無訂立任何安排，致使本公司董事可透過收購本公司或任何法人團體的股份或債權證而取得利益。

主要供應商及客戶

於回顧年度，本集團主要客戶及供應商應佔的銷售及採購百分比載列如下：

銷售

– 最大客戶	40.4% (截至二零二三年三月三十一日止年度：49.4%)
– 五大客戶	91.1% (截至二零二三年三月三十一日止年度：93.2%)

採購

– 最大供應商	22.0% (截至二零二三年三月三十一日止年度：23.6%)
– 五大供應商	38.3% (截至二零二三年三月三十一日止年度：52.9%)

概無董事、彼等緊密聯繫人或任何股東(據董事所悉，擁有本公司股本5%以上)於上述主要客戶或供應商中擁有權益。



DIRECTORS' REPORT 董事會報告

RELATED PARTIES TRANSACTIONS

Details of the significant related party transactions undertaken in the normal course of business are set out in the note 28 to the consolidated financial statements, and none of which constitutes a discloseable connected transaction as defined under the Listing Rules.

SUBSIDIARIES

Details of the subsidiaries of the Company are set out in note 15 to the consolidated financial statements.

USE OF PROCEEDS

The details of the use of proceeds for the Review Year is set out in the section headed "Management Discussion and Analysis" on pages 6 to 19 in this report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained a sufficient amount of public float for its Shares as required under the Listing Rules during the Review Year and up to the date of this report.

RETIREMENT SCHEME

The Group participates in the mandatory provident fund prescribed by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). Save as the aforesaid, the Group did not participate in any other pension schemes during the Review Year.

AUDITOR

The consolidated financial statements for the Review Year have been audited by Grant Thornton Hong Kong Limited, who will retire and, being eligible, offer itself for re-appointment at the forthcoming annual general meeting of the Company. There has been no change in the auditor of the Company since its Listing.

關聯方交易

在日常業務過程中進行的重大關聯方交易詳情載於綜合財務報表附註28，而當中並無任何交易構成上市規則界定的須予披露關連交易。

附屬公司

本公司附屬公司詳情載於綜合財務報表附註15。

所得款項用途

所得款項於回顧年度的使用詳情載於本報告第6至19頁「管理層討論及分析」一節。

充足公眾持股量

根據本公司公開可得之資料及據董事所悉，董事確認於回顧年度及直至本報告日期，本公司就其股份一直維持上市規則規定的充足公眾持股量。

退休計劃

本集團參與香港法例第485章《強制性公積金計劃條例》規定的強制性公積金。除前文所述者外，本集團於回顧年度並無參與任何其他退休金計劃。

核數師

回顧年度之綜合財務報表已由致同(香港)會計師事務所有限公司審核，而該公司將退任及合資格並願意於本公司應屆股東週年大會上接受續聘。本公司核數師自上市以來並無變更。

EVENTS AFTER THE REVIEW YEAR

There have been no material events occurring after 31 March 2024 and up to the date of this report.

回顧年度後事項

於二零二四年三月三十一日及直至本報告日期，概無發生任何重大事項。

By Order of the Board
Dragon Rise Group Holdings Limited
Yip Yuk Kit
Chairman and executive Director

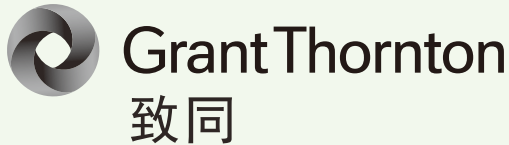
Hong Kong, 25 June 2024

承董事會命
龍昇集團控股有限公司
主席兼執行董事
葉育杰

香港，二零二四年六月二十五日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



To the members of Dragon Rise Group Holdings Limited
(incorporated in the Cayman Islands with limited liability)

致龍昇集團控股有限公司股東
(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Dragon Rise Group Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 79 to 164, which comprise the consolidated statement of financial position as at 31 March 2024, and the consolidated statement of profit or loss, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with 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.

KEY AUDIT MATTERS

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

意見

吾等已審核第79至164頁所載龍昇集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，綜合財務報表包括於二零二四年三月三十一日的綜合財務狀況表及截至該日止年度的綜合損益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策資料概要。

吾等認為，綜合財務報表已按照香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映貴集團於二零二四年三月三十一日的綜合財務狀況及其截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定妥為編製。

意見基礎

吾等已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。吾等於該等準則項下的責任已在本報告「核數師對審核綜合財務報表之責任」一節中詳述。根據香港會計師公會之職業會計師道德守則(「守則」)，吾等獨立於貴集團且已遵守守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證可充足及適當地為吾等的審核意見提供基礎。

關鍵審核事項

根據吾等的專業判斷，關鍵審核事項為吾等審核本期間綜合財務報表的最重要事項。吾等在整體審核綜合財務報表及就此形成意見時處理此等事項，而不會就此等事項單獨發表意見。

KEY AUDIT MATTERS (continued)

Accounting for construction contracts

Refer to the summary of significant accounting policies in note 2.14, note 4(a) for the critical accounting judgements involved and note 5 to the consolidated financial statements.

關鍵審核事項 (續)

建築合約的會計處理

Key Audit Matter

How our audit addressed the Key Audit Matter

The Group recognised revenue and costs from construction contracts amounted to approximately HK\$911,778,000 and HK\$873,455,000 respectively for the year ended 31 March 2024.

The Group's revenue and costs of construction contracts are recognised based on output method by reference to the direct measurements of the value of the services transferred to the customer to date relative to the remaining services promised under the contract. The value of the services transferred to customer to date is measured according to the progress certificate (by reference to the construction works certified by the customers or their agents). When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable.

These transactions require the management's estimation and judgement of the contract revenue, direct cost and variation works, if any, which may have an impact on the accounting for construction contract and corresponding profit margin incurred, we therefore identified such as a key audit matter.

Our audit procedures in relation to the construction contracts included the following:

- understanding the basis of estimation of the budgets through discussion with the management who is responsible for the budgeting of the construction contracts, and evaluating the reasonableness of the estimated profit margins by taking into account of the profit margins of historical similar projects;
- inspecting the key terms and conditions of construction contracts and verifying the total contract revenue;
- assessing and checking, on a sample basis, the accuracy of the budgeted construction revenue by agreeing to contract sum or variation orders as set out in the construction contracts or the agreements entered with customers;
- selecting, on a sample basis, the construction contracts to examine management's budget of the cost components to actual cost incurred, such as cost of materials, subcontracting charges and labour costs, etc. We compared the budgeted construction costs to the supporting documents including but not limited to invoices, quotations and rate of labour costs, etc.; and
- evaluating the management's assessment on revenue recognised from the construction contracts, on a sample basis, based on the latest progress certificates issued by the customers or their agents, including the certified contract work and variation orders, if any, and discussing with management and the respective project managers about the progress of the projects and cost incurred for work performed but not certified.

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

KEY AUDIT MATTERS (continued)

Estimation of expected credit losses on trade receivables and contract assets

Refer to the summary of significant accounting policies in note 2.7, note 4(b) for the critical accounting estimates involved, note 16, note 18 and note 32.4 to the consolidated financial statements.

關鍵審核事項(續)

計量貿易應收款項及合約資產的預期信貸虧損

Key Audit Matter

How our audit addressed the Key Audit Matter

As at 31 March 2024, the net carrying amount of trade receivables and contract assets amounted to HK\$28,726,000 and HK\$228,219,000 respectively (net of expected credit losses ("ECL") of HK\$27,000 and HK\$5,501,000, respectively), accounted for approximately 61% of the Group's total assets in aggregate.

Management performed periodic review on the status of construction projects and individual credit evaluations on significant customers. These evaluations focused on the customer's settlement history and current and future ability to pay, and took into account the information specific to the customer as well as pertaining to the current and future economic environment in which the customer operates. Independent valuer was engaged by the management for the valuation of the ECL as at reporting date.

We identified the ECL measurement on trade receivables and contract assets as a key audit matter due to the significant management's judgements and estimates involved in the ECL assessment.

Our audit procedures in relation to the management's assessment on the ECL measurement of trade receivables and contract assets included:

- understanding, evaluating and validating the design of the controls over impairment assessment of trade receivables and contract assets. Those controls related to the identification of events that triggered the provision for impairment of receivables from construction contracts and estimation of the impairment provisions;
- obtaining management's assessment on the collectability of individual significant customers, and corroborating management's assessment against relevant supporting evidence, including credit history and financial capability of these customers;
- evaluating the independent external valuer's competence, capabilities and objectivities;
- consulting the independent valuer engaged by the management and obtaining the independent ECL valuation report to reassess the ECL allowance of trade receivables and contract assets; and
- assessing the reasonableness of management's ECL allowance estimates by examining the information used by the independent valuer engaged by the management to form such judgement, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information.

KEY AUDIT MATTERS (continued)
Accounting for construction contracts

請參閱綜合財務報表附註2.14的重大會計政策概要、附註4(a)有關所涉及的主要會計判斷及附註5。

關鍵審核事項

截至二零二四年三月三十一日止年度，貴集團分別確認建築合約收益及成本約911,778,000港元及873,455,000港元。

貴集團建築合約收益及成本參考迄今已轉讓予客戶之服務之價值之直接計量，相對合約下承諾提供的餘下服務之價值根據輸出法確認。迄今已轉讓予客戶的服務的價值乃根據進度證明(參照客戶或其代理認證的建築工程)計量。當建築合約的結果無法可靠估計時，合約收益僅於有可能收回已產生合約成本時確認。

該等交易要求管理層對合約收益、直接成本及工程變更(如有)作出估計及判斷而可能對建築合約及已產生相應利潤率造成影響。因此，吾等將此識別為關鍵審核事項。

關鍵審核事項(續)
建築合約的會計處理

吾等的審核如何處理關鍵審核事項

吾等就建築合約進行之審核程序包括以下各項：

- 透過與負責進行建築合約預算的管理人員討論了解預算的估計基準，及計及過往類似項目的利潤率，評估估計利潤率的合理性；
- 檢查建築合約的主要條款及條件及核實總合約收益；
- 通過同意建築合約或與客戶訂立的協議中所載的合約金額或變更單，抽樣評估及檢查預算合約收益的準確性；
- 抽樣選擇建築合約以檢查管理層對所產生實際成本的成本組成部分的預算，如材料成本、分包費及勞工成本等。吾等會對比預算建築成本與證明文件，包括但不限於發票、報價及勞務成本價格等；及
- 根據客戶或其代理出具的最新進度證明，包括核實的合約工程及變更單(如有)，抽樣評估管理層對建築合約確認收益的估計及與管理層及各項目經理討論項目進度及已進行工程所產生但尚未核證的成本。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

KEY AUDIT MATTERS (continued)

Estimation of expected credit losses on trade receivables and contract assets

請參閱綜合財務報表附註2.7的重大會計政策概要、附註4(b)有關所涉及的主要會計估計、附註16、附註18及附註32.4。

關鍵審核事項

於二零二四年三月三十一日，貿易應收款項及合約資產的賬面淨值分別為28,726,000港元及228,219,000港元(分別扣除預期信貸虧損(「預期信貸虧損」)27,000港元及5,501,000港元後)，合共佔 貴集團總資產約61%。

管理層定期審閱建築項目的進度，以及對主要客戶進行個別信貸評估。該等評估主要關注客戶的結算記錄及目前及未來付款的能力，並計及客戶及客戶經營所在的目前及未來經濟環境相關之特定資料。管理層委聘獨立估值師以就於報告日期的預期信貸虧損進行估值。

由於管理層於評估預期信貸虧損時須作出重大判斷及估計，吾等將貿易應收款項及合約資產的預期信貸虧損計量識別為關鍵審核事項。

關鍵審核事項(續)

計量貿易應收款項及合約資產的預期信貸虧損

吾等的審核如何處理關鍵審核事項

吾等就管理層評估貿易應收款項及合約資產的預期信貸虧損計量進行之審核程序包括以下各項：

- 了解、評估及測試貿易應收款項及合約資產的減值評估的控制的設計。該等控制與觸發計提建築合約應收款項減值撥備及估計減值撥備的事件之識別有關；
- 獲得管理層對個別重大客戶的可收回程度的評估，以及使用相關證據(包括該等客戶的信貸歷史及財務能力)核實管理層的評估；
- 評估獨立外部估值師的能力及客觀性；
- 諮詢管理層委聘的獨立估值師，以及取得獨立預期信貸虧損評估報告，以重新評估貿易應收款項及合約資產的預期信貸虧損撥備；及
- 透過檢查管理層委聘的獨立估值師於作出判斷時所用的資料，包括測試過往違約數據的準確性、根據目前經濟狀況及前瞻性資料評估過往虧損率是否已獲適當調整，評估管理層對預期信貸虧損撥備的估計的合理性。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the 2024 annual report of the Company, 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 FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors assisted by the Audit Committee are responsible for overseeing the Group's financial reporting process.

其他資料

董事須對其他資料負責。其他資料包括 貴公司二零二四年年報內所載之全部資料，惟不包括綜合財務報表及相關核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對其他資料發表任何形式的核證結論。

審核綜合財務報表時，吾等的責任為閱讀其他資料，於此過程中，考慮其他資料是否與綜合財務報表或吾等於審核過程中所了解的情況有重大抵觸，或者似有重大失實陳述。基於吾等已完成的工作，倘吾等認為其他資料有重大失實陳述，吾等須報告該事實。於此方面，吾等並無任何事項須報告。

董事對綜合財務報表之責任

董事負責按香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而公平的綜合財務報表，以及進行董事認為必要之內部控制，確保綜合財務報表之編製不存在由於欺詐或錯誤而導致的重大失實陳述。

在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適當情況下披露與持續經營相關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事監督 貴集團的財務報告流程。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report 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 judgement and maintain professional skepticism throughout the audit. We also:

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

核數師對審核綜合財務報表之責任

吾等的目的為對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大失實陳述取得合理保證，並出具載有吾等意見的核數師報告。吾等按協定的委聘條款，僅向閣下(作為一個整體)報告，除此之外本報告無其他用途。吾等並不就本報告內容對其他人士負責或承擔責任。

合理保證為高水平的保證，惟不能保證根據香港審計準則進行的審核總能識別存在重大失實的陳述。失實陳述可由欺詐或錯誤引致，倘合理預期其單獨或匯總後，可能影響綜合財務報表使用者依賴該等綜合財務報表所作出的經濟決定，則被視為屬重大失實陳述。

根據香港審計準則進行審核時，吾等運用專業判斷，於整個審核過程中保持專業懷疑態度，吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大失實陳述的風險，因應該等風險設計及執行審核程序，以及獲取充足及適當的審核憑證，作為吾等提供意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致出現重大失實陳述的風險高於未能發現因錯誤而導致出現重大失實陳述的風險。
- 了解與審核相關的內部監控，以設計在有關情況下屬適當的審核程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。

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

- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

**核數師對審核綜合財務報表之責任
(續)**

- 總結董事採用持續經營會計基礎的適當性，並根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性因素，從而可能導致對貴集團的持續經營能力產生重大懷疑。倘吾等認為存在重大不確定性因素，則有必要在核數師報告中提請注意綜合財務報表中的相關披露。假若有關的披露不足，則修訂吾等的意見。吾等的結論乃基於截至核數師報告日止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營業務。
- 評估綜合財務報表的整體列報方式、結構及內容(包括披露)以及綜合財務報表是否公平反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充足適當的審核憑證，以便對綜合財務報表發表意見。吾等負責貴集團審核的指導、監督及執行。吾等對審核意見承擔全部責任。

吾等與審核委員會溝通審核的計劃範圍及時間以及重大審核發現，其中包括吾等於審核時識別的內部監控的任何重大不足之處。

吾等亦向審核委員會提交聲明，表明吾等已遵守有關獨立性的相關道德要求，並就所有可能合理認為會影響吾等獨立性的關係及其他事項以及為減低威脅而採取的行動或所採取的防範措施(如適用)與審核委員會溝通。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

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

Grant Thornton Hong Kong Limited
Certified Public Accountants
11th Floor, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong SAR

25 June 2024

Kan Kai Ching
Practising Certificate No.: P07816

核數師對審核綜合財務報表之責任 (續)

從與審核委員會進行溝通的事項中，吾等決定該等對本期綜合財務報表審核最為重要的事項，即構成關鍵審核事項。吾等在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，若合理預期於吾等報告中註明該事項造成的負面後果將超過其產生的公眾利益，則吾等決定不在報告中註明該事項。

致同(香港)會計師事務所有限公司
執業會計師
香港特別行政區
銅鑼灣
恩平道28號
利園二期11樓

二零二四年六月二十五日

簡啟正
執業證書編號：P07816

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Revenue	收益	5	945,852	786,209
Direct costs	直接成本		(906,389)	(762,014)
Gross profit	毛利		39,463	24,195
Other (loss)/gain, net	其他(虧損)/收益, 淨額	6	(177)	7,127
Administrative expenses	行政開支		(27,759)	(22,023)
Expected credit losses ("ECL") allowance on trade receivables and contract assets, net	貿易應收款項及合約資產的預期信貸虧損(「預期信貸虧損」)撥備, 淨額		(3,733)	(74)
Finance costs	財務費用	7	(1,000)	(186)
Profit before income tax	除所得稅前溢利	8	6,794	9,039
Income tax expense	所得稅開支	9	(2,626)	(1,116)
Profit for the year	年內溢利		4,168	7,923
Profit for the year attributable to:	以下人士應佔年內溢利:			
Equity holders of the Company	本公司權益持有人		4,188	7,923
Non-controlling interests	非控股權益		(20)	-
			4,168	7,923
			HK cents	HK cents
			港仙	港仙
Earnings per share attributable to equity holders of the Company	本公司權益持有人應佔之每股盈利			
Basic and diluted	基本及攤薄	11	0.35	0.66

* The notes on pages 86 to 164 are an integral part of these consolidated financial statements.

* 第86至164頁之附註構成該等綜合財務報表之不可分割部分。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Profit for the year	年內溢利		4,168	7,923
Other comprehensive gain: <i>Items that may be reclassified subsequently to profit or loss:</i>	其他全面收益： 其後可能重新分類至損益計 算表的項目：			
Exchange differences on translation of overseas operations	換算海外業務的匯兌差額		27	-
Total comprehensive income for the year attributable to equity holders of the Company	本公司權益持有人應佔之 年度全面收益總額		4,195	7,923

* The notes on pages 86 to 164 are an integral part of these consolidated financial statements.

* 第86至164頁之附註構成該等綜合財務報表之不可分割部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2024 截至二零二四年三月三十一日止年度

	Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	13	21,712	35,179
Investment property	14	3,910	4,480
Trade and other receivables	16	–	168
Financial asset at fair value through profit and loss	17	1,000	–
		26,622	39,827
Current assets			
Trade and other receivables	16	30,377	39,867
Contract assets	18	228,219	132,070
Cash, bank balances and pledged deposits	19	133,962	96,261
		392,558	268,198
Current liabilities			
Trade and other payables	20	(85,673)	(40,490)
Contract liabilities	18	(464)	(99)
Borrowings	21	(58,505)	(1,883)
Lease liabilities	22	(806)	(876)
Current tax liabilities		(1,585)	–
		(147,033)	(43,348)
Net current assets		245,525	224,850
Total assets less current liabilities		272,147	264,677
Non-current liabilities			
Borrowings	21	(2,000)	–
Lease liabilities	22	(521)	(618)
Deferred tax liabilities	23	(1,791)	(777)
		(4,312)	(1,395)
Net assets		267,835	263,282

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

As at 31 March 2024 截至二零二四年三月三十一日止年度

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	24	12,000	12,000
Reserves	儲備	25	255,497	251,282
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益		267,497	263,282
Non-controlling interests	非控股權益		338	–
TOTAL EQUITY	總權益		267,835	263,282

Approved and authorised for issue by the Board of Directors on 25 June 2024.

獲董事會於二零二四年六月二十五日批准及授權刊發。

Mr. Yip Yuk Kit
葉育杰先生
Director
董事

Mr. Cheung Chun Fai
張振輝先生
Director
董事

* The notes on pages 86 to 164 are an integral part of these consolidated financial statements.

* 第86至164頁之附註構成該等綜合財務報表之不可分割部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

		Share capital	Share premium*	Translation Reserve*	Other reserve*	Retained earnings*	Total	Non-controlling interests	Total
		股本	股份溢價*	換算儲備*	其他儲備*	保留盈利*	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 April 2022	於二零二二年四月一日結餘	12,000	96,898	-	686	145,775	255,359	-	255,359
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	7,923	7,923	-	7,923
Balance at 31 March 2023	於二零二三年三月三十一日結餘	12,000	96,898	-	686	153,698	263,282	-	263,282
Balance at 1 April 2023	於二零二三年四月一日結餘	12,000	96,898	-	686	153,698	263,282	-	263,282
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	4,188	4,188	(20)	4,168
Exchange differences on translation of overseas operations	換算海外業務的匯兌差額	-	-	27	-	-	27	-	27
Total comprehensive income for the year	年內全面收益總額	-	-	27	-	4,188	4,215	(20)	4,195
Transaction with owners	與擁有人交易								
Capital injection by a non-controlling interest	一名非控股權益的注資	-	-	-	-	-	-	358	358
Balance at 31 March 2024	於二零二四年三月三十一日結餘	12,000	96,898	27	686	157,886	267,497	338	267,835

* The reserves accounts comprise the Group's reserves of HK\$255,497,000 (2023: HK\$251,282,000) as at 31 March 2024 in the consolidated statement of financial position.

* 該等儲備賬目包括本集團於二零二四年三月三十一日的綜合財務狀況表中255,497,000港元(二零二三年: 251,282,000港元)的儲備。

* The notes on pages 86 to 164 are an integral part of these consolidated financial statements.

* 第86至164頁之附註構成該等綜合財務報表之不可分割部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

	Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Cash flows from operating activities	經營活動所得現金流量		
Profit before income tax	除所得稅前溢利	6,794	9,039
Adjustments for:	就以下各項作出調整：		
Depreciation	折舊	18,449	21,678
ECL allowance on:	以下項目的預期信貸虧損撥備：		
– contract assets, net	– 合約資產，淨額	3,968	321
– trade receivables, net	– 貿易應收款項，淨額	(235)	(247)
Changes in fair value of investment property	投資物業公平值變動	570	310
Interest income	利息收入	(1,202)	(722)
Finance costs	財務費用	1,000	186
Net foreign exchange loss	匯兌虧損淨額	842	1,034
Operating profit before working capital changes	營運資金變動前經營溢利	30,186	31,599
Decrease in trade and other receivables	貿易及其他應收款項減少	9,893	6,820
Increase in contract assets	合約資產增加	(100,117)	(52,865)
Increase in trade and other payables	貿易及其他應付款項增加	45,450	5,159
Increase in contract liabilities	合約負債增加	365	54
Cash used in operations	經營所用現金	(14,223)	(9,233)
Tax paid	已支付稅項		
– Hong Kong profits tax	– 香港利得稅	(12)	–
– Overseas tax	– 海外稅項	(15)	–
Net cash used in operating activities	經營活動所用現金淨額	(14,250)	(9,233)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Cash flows from investing activities				
Purchase of property, plant and equipment	投資活動所得現金流量 購買物業、機械及設備	13	(4,188)	(9,950)
Purchase of financial asset at fair value through profit and loss	購買按公平值計入損益的金融資產	17	(1,000)	-
Purchase of financial asset at amortised cost	購買按攤銷成本列賬的金融資產		(14,079)	(17,532)
Redemption of financial asset at amortised cost	贖回按攤銷成本列賬的金融資產		14,079	17,532
Interest received	已收利息	6	1,202	722
(Repayment to)/advanced from a director	(還款予一名董事)/來自一名董事的墊款		(267)	1,047
Increase in pledged bank deposits	已抵押銀行存款增加		(9,600)	(5,000)
<i>Net cash used in investing activities</i>			(13,853)	(13,181)
Cash flows from financing activities				
Proceeds from bank borrowings	融資活動所得現金流量 銀行借款所得款項	21	62,150	3,136
Repayments of bank borrowings	償還銀行借款	21	(5,633)	(7,892)
Proceed from corporate bond	公司債券所得款項		2,000	-
Principal portion of lease liabilities	租賃負債的本金部分	22	(961)	(768)
Capital contribution from a non-controlling interest	一名非控股權益的注資		358	-
Interest paid	已付利息		(895)	(186)
<i>Net cash from/(used in) financing activities</i>			57,019	(5,710)
Net increase/(decrease) in cash and cash equivalents			28,916	(28,124)
Cash and cash equivalents at the beginning of the year	現金及現金等價物增加/(減少)淨額 於年初的現金及現金等價物		71,082	99,206
Cash and cash equivalents at the end of the year (note 19)			99,998	71,082

* The notes on pages 86 to 164 are an integral part of these consolidated financial statements.

* 第86至164頁之附註構成該等綜合財務報表之不可分割部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

1. GENERAL INFORMATION

Dragon Rise Group Holdings Limited (“the Company”) was incorporated in the Cayman Islands as an exempted company with limited liability. The Company’s shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The addresses of the registered office and principal place of business of the Company are disclosed in “Corporate Information” section to the annual report. As at 31 March 2024, the directors considered the Company’s immediate and ultimate holding company is Fame Circle Limited (“Fame Circle”), a company incorporated in the British Virgin Islands (the “BVI”) and is wholly owned by Mr. Yip Yuk Kit (“Mr. Yip”, Mr. Yip and Fame Circle each being a “Controlling Shareholder”).

The Company is an investment holding company. The principal activities of the Company’s subsidiaries are set out in note 15 to the consolidated financial statements.

The consolidated financial statements for the year ended 31 March 2024 were approved for issue by the Board of Directors on 25 June 2024.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the accounting principles generally accepted in Hong Kong.

1. 一般資料

龍昇集團控股有限公司(「本公司」)在開曼群島註冊成立為獲豁免有限公司。本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司註冊辦公室及主要營業地點的地址披露於本年報「公司資料」一節。於二零二四年三月三十一日，董事認為本公司直接及最終控股公司為Fame Circle Limited(「Fame Circle」)，一家於英屬處女群島(「英屬處女群島」)註冊成立的公司，由葉育杰先生(「葉先生」，葉先生及Fame Circle各自為一名「控股股東」)全資擁有。

本公司為投資控股公司，其附屬公司主要業務載於綜合財務報表附註15。

截至二零二四年三月三十一日止年度的該等綜合財務報表於二零二四年六月二十五日獲董事會批准刊發。

2. 重大會計政策概要

2.1 編製基準

該等綜合財務報表乃按香港財務報告準則(「香港財務報告準則」)(該統稱包括由香港會計師公會(「香港會計師公會」)頒佈的所有適用個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)及香港公認會計原則編製。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

The consolidated financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance (“CO”) and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The material accounting policies that have been used in the preparation of these consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented in the consolidated financial statements. The adoption of new or amended HKFRSs and the impacts on the Group’s consolidated financial statements, if any, are disclosed in note 3.

The consolidated financial statements have been prepared on the historical cost basis except for investment property and financial asset at fair value through profit and loss, which are stated at fair value. The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the functional currency of the Group, and all values are rounded to the nearest thousands (“HK\$’000”), except when otherwise indicated.

It should be noted that accounting estimates and assumptions are used in preparation of the consolidated financial statements. Although these estimates are based on management’s best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

2. 重大會計政策概要(續)

2.1 編製基準(續)

綜合財務報表亦符合香港公司條例(「公司條例」)的適用披露規定及聯交所證券上市規則(「上市規則」)的適用披露規定。

編製該等綜合財務報表採用的主要會計政策概述於下文。該等政策於綜合財務報表呈列的所有年度貫徹應用。採納新訂或經修訂香港財務報告準則及對本集團綜合財務報表的影響(如有)於附註3披露。

綜合財務報表已根據歷史成本法編製，惟投資物業及按公平值計入損益的金融資產按公平值列賬。綜合財務報表以港元(「港元」)列示，港元亦為本集團功能貨幣。除另有指示外，所有價值均約整至最接近千元(「千港元」)。

謹請留意，編製綜合財務報表時採用會計估計及假設。雖然該等估計乃基於管理層對當前事件及行動的最佳認知及判斷，但實際結果可能與該等估計有異。涉及較高度度判斷或複雜性之範疇或對綜合財務報表屬重大之假設及估計之範疇，於附註4披露。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.2 Basis of consolidation

The consolidated financial statements for the year ended 31 March 2024 incorporate the financial statements of the Company and its subsidiaries (collectively, the "Group"). The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies.

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

The Group includes the income and expenses of a subsidiary in the consolidated financial statements from the date it gains control until the date when the Group ceases to control the subsidiary.

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Non-controlling interests represent the equity on a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

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

2. 重大會計政策概要(續)

2.2 綜合基準

截至二零二四年三月三十一日止年度的綜合財務報表包括本公司及其附屬公司(統稱「本集團」)的財務報表。附屬公司的財務報表按與本公司相同的報告期間採用一致會計政策編製。

附屬公司為本集團控制的實體。當本集團因參與該實體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該實體的權力影響此等回報時，本集團即控制該實體。評估本集團是否擁有對該實體的權力時，僅考慮本集團及其他方所持有關該實體的實質權利。

本集團自取得附屬公司控制權之日起將附屬公司的收入及開支列入綜合財務報表，直至本集團不再擁有附屬公司控制權之日為止。

於編製綜合財務報表時，集團內公司間交易、結餘及集團公司之間交易的未變現收益及虧損會對銷。附屬公司的財務報表中呈報的金額已作出必要調整，以確保與本集團採納的會計政策一致。

非控股權益指不直接或間接歸屬於本公司的一間附屬公司權益，而本集團尚未與該等權益的持有人達成任何其他條款，其將導致本集團整體上具有合同性質符合金融負債定義的該等利益的義務。

非控股權益於綜合財務狀況表及綜合權益變動表中呈列為權益，並與本公司擁有人應佔權益分開列示。本集團業績中的非控股權益乃呈列於綜合損益及其他全面收益表，作為年度溢利或虧損及全面收益在非控股權益與本公司擁有人之間的分配。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.2 Basis of consolidation (continued)

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. Cost also includes directly attributable costs of investment.

The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the end of the reporting period. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

2.3 Foreign currency translation

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the end of the reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the end of the reporting period retranslation of monetary assets and liabilities are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated (i.e. only translated using the exchange rates at the transaction date).

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rates at the end of the reporting period. Income and expenses have been converted into the HK\$ at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the translation reserve in equity.

2. 重大會計政策概要(續)

2.2 綜合基準(續)

於本公司財務狀況表中，除非附屬公司乃持作銷售或納入出售組別，否則附屬公司按成本減任何減值虧損列賬。成本亦包括直接應佔投資成本。

附屬公司業績由本公司於報告期末按已收及應收股息基準入賬。所有股息不論以被投資方的收購前或收購後溢利撥付均於本公司損益中確認。

2.3 外幣換算

於綜合實體之獨立財務報表內，外幣交易按交易當日之現行匯率換算為個別實體之功能貨幣。於報告期末，外幣計值的貨幣資產及負債均按該日的外匯匯率換算。因結算該等交易及因報告期末換算貨幣資產及負債所產生之匯兌收益及虧損，均於損益確認。

以外幣計值按歷史成本計量之非貨幣項目概不重新換算(即僅使用交易日期的匯率換算)。

於綜合財務報表內，原以本集團呈列貨幣以外之貨幣呈列之海外業務所有個別財務報表，均已轉換為港元。資產及負債按報告期末之收市匯率換算為港元。收入及開支按交易當日之匯率或按報告期間之平均匯率(倘匯率並無出現顯著波動)轉換為港元。上述步驟產生之任何差額已於其他全面收益確認及於權益內之換算儲備獨立累計。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.4 Property, plant and equipment

Property, plant and equipment (other than right-of-use assets) are stated at cost less accumulated depreciation and impairment losses (see note 2.8). Cost includes expenditure that is directly attributable to the acquisition of the asset. Costs of right-of-use assets are described in note 2.11. Depreciation commences when the assets are ready for their intended use.

Depreciation is provided to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Plant and machinery	20–30%
Motor vehicles	30%
Furniture, fixtures and equipment	20%
Leasehold improvements	Shorter of lease term or 5 years

Accounting policy for depreciation of right-of-use assets is set out in note 2.11.

The assets' residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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

2. 重大會計政策概要(續)

2.4 物業、機械及設備

物業、機械及設備(除了使用權資產之外)乃按成本減累計折舊及減值虧損入賬(見附註2.8)。成本包括購買資產的直接應佔開支。使用權資產的成本載於附註2.11。當資產可用於擬定用途時，即開始計算折舊。

折舊按估計可使用年期以直線法撇銷資產成本減其剩餘價值計提，所採用年率如下：

廠房及機械	20–30%
汽車	30%
傢俬、固定裝置及 設備	20%
租賃物業裝修	租期或5年 (以較短者為準)

使用權資產折舊的會計政策載於附註2.11。

資產的剩餘價值、折舊方法及可使用年期於各報告期末進行檢討及調整(如適用)。

廢棄或出售時產生的收益或虧損按銷售所得款項與資產賬面值間的差額釐定，並於損益確認。

其後成本僅在項目相關的未來經濟利益將會流入本集團及能夠可靠計量項目成本時，方會在適當情況下計入資產賬面值或確認為獨立資產。更換部分的賬面值終止確認。維修及保養等所有其他成本，均於產生的財務期間自損益扣除。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.5 Investment properties

Investment properties are land and buildings which are owned or held under a leasehold interest to earn rental income and/or for capital appreciation.

On initial recognition, investment property is measured at cost, and subsequently at fair value, unless its fair value cannot be reliably determined at that time.

Cost includes expenditure that is directly attributable to the acquisition of the investment property.

Fair value is determined by external professional valuers, with sufficient experience with respect to both the location and the nature of the investment property. The carrying amounts recognised at the end of the reporting period reflect the prevailing market conditions at the end of the reporting period.

Gains or losses arising from either changes in the fair value or the sale of an investment property are included in profit or loss in the period in which they arise.

2.6 Financial instruments

Recognition and derecognition

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

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all of its risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

2. 重大會計政策概要(續)

2.5 投資物業

投資物業是指為賺取租金收入及／為資本增值而以租賃權益擁有或持有的土地及建築物。

初步確認時，投資物業按成本計量，除非在當時其公平值不能可靠釐定，則之後再按公平值計量。

成本包括因收購投資物業直接產生的開支。

公平值由在投資物業所在位置及性質方面經驗豐富的外界專業估值師釐定。於報告期末確認的賬面值反映報告期末的現行市況。

投資物業的公平值變動或出售所產生的收益或虧損計入產生期間的損益。

2.6 金融工具

確認及終止確認

金融資產及金融負債在本集團成為金融工具合約條文的訂約方時確認。

當金融資產的現金流量的合約權利到期，或金融資產及其絕大部分風險及回報轉移時，金融資產終止確認。金融負債於其責任已履行、註銷或屆滿時獲終止確認。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.6 Financial instruments (continued)

Financial assets

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with HKFRS 15 “Revenue from Contracts with Customers” (“HKFRS 15”), all financial assets are initially measured at fair value, in case of a financial asset not at fair value through profit or loss (“FVTPL”), plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in the consolidated statement of profit or loss and other comprehensive income.

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost;
- FVTPL; or
- fair value through other comprehensive income.

The classification is determined by both:

- the entity’s business model for managing the financial asset; and
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs and “Other (loss)/gain, net” except for ECL allowance of financial assets which is presented as a separate item in profit or loss.

2. 重大會計政策概要(續)

2.6 金融工具(續)

金融資產

金融資產的分類及初始計量

除不包含重大融資成分且按交易價格按照香港財務報告準則第15號「客戶合約收益」(「香港財務報告準則第15號」)計量的貿易應收款項外，所有金融資產初步按公平值計量，倘金融資產並非按公平值計入損益(「按公平值計入損益」)，加上直接歸屬於收購該金融資產的交易成本。按公平值計入損益的金融資產的交易成本於綜合損益及其他全面收益表支銷。

金融資產(不包括指定及有效作對沖工具之金融資產)分為以下類別：

- 攤銷成本；
- 按公平值計入損益；或
- 按公平值計入其他全面收益。

分類由以下兩者決定：

- 實體管理金融資產的業務模式；及
- 金融資產的合約現金流量特徵。

所有與損益中確認的金融資產相關的收入及開支均在財務成本及「其他(虧損)/收益，淨額」中呈列，惟金融資產的預期信貸虧損撥備則在損益中單獨呈列。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.6 Financial instruments (continued)

Financial assets (continued)

Subsequent measurement of financial assets

Debt investments

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

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

After initial recognition, these are measured at amortised cost using the effective interest method. Interest income from these financial assets is included in “Other (loss)/gain, net” in profit or loss. Discounting is omitted where the effect of discounting is immaterial. The Group’s cash, bank balances, pledged deposits and trade and other receivables fall into this category of financial assets.

Financial assets at FVTPL

Financial assets that are held within a different business model other than “hold to collect” or “hold to collect and sell” are categorised at FVTPL. Further, irrespective of business model, financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL.

2. 重大會計政策概要(續)

2.6 金融工具(續)

金融資產(續)

金融資產的後續計量

債務投資

按攤銷成本列賬的金融資產

倘資產符合以下條件(並且未指定為按公平值計入損益)，則金融資產按攤銷成本計量：

- 彼等為在在一種業務模式中持有，其目的是持有金融資產並收取其合約現金流量；及
- 金融資產的合約條款產生的現金流量僅為支付本金及未償還本金的利息。

於初始確認後，使用實際利率法以攤銷成本法計量。來自該等金融資產的利息收入計入損益之「其他(虧損)/收益，淨額」項下。倘貼現的影響並不重要，則省略貼現。本集團的現金、銀行結餘、已抵押存款以及貿易及其他應收款項均屬於此類金融資產。

按公平值計入損益的金融資產

在「持有收集」或「持有收集和出售」之外的不同商業模式中持有的金融資產按公平值計入損益的金融資產分類。此外，無論任何業務模式，其合約現金流並非純粹為支付本金及利息之財務資產均以按公平值計入損益的金融資產列賬。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.6 Financial instruments (continued)

Financial liabilities

Classification and measurement of financial liabilities

The Group's financial liabilities include borrowings, lease liabilities and trade and other payables.

Financial liabilities (other than lease liabilities) are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at FVTPL.

Subsequently financial liabilities (other than lease liabilities) are measured at amortised cost using the effective interest method.

All interest-related charges reported in profit or loss are included within finance costs.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of new liability, and the difference in the respective carrying amount is recognised in profit or loss.

Accounting policy of lease liabilities is set out in note 2.11.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period.

2. 重大會計政策概要(續)

2.6 金融工具(續)

金融負債

金融負債的分類及計量

本集團的金融負債包括借款、租賃負債以及貿易及其他應付款項。

金融負債(除租賃負債外)按公平值初步計量，並於適用時就交易成本作出調整，惟本集團指定按公平值計入損益的金融負債除外。

隨後，金融負債(除租賃負債外)使用實際利率法按攤銷成本計量。

所有於損益內呈報的利息相關費用均計入融資成本內。

當現有金融負債由同一貸款人根據實質不同條款提供的新負債取代，或對現有負債的條款作重大修改，此類取代或修改被視作終止確認原有負債及同時確認新負債，而相關賬面值的差額在損益中確認。

租賃負債的會計政策載於附註2.11。

借款

借款最初以公平值扣除已產生的交易成本確認。借貸隨後以攤銷成本列賬；所得款項(扣除交易成本)與贖回價值之間的任何差額按實際利率法於借款期間損益中確認。

除非本集團擁有無條件權利可將負債遞延至報告期末後至少十二個月清償，否則借款將分類為流動負債。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.6 Financial instruments (continued)

Financial liabilities (continued)

Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

2.7 Impairment of financial assets and contract assets

The impairment requirements under HKFRS 9 “Financial Instruments” (“HKFRS 9”) use forward-looking information to recognise ECL – the “ECL model”. Instruments within the scope included loans and other debt-type financial assets measured at amortised cost, trade receivables and contract assets recognised and measured under HKFRS 15.

The Group considers a broader range of information when assessing credit risk and measuring ECL, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk (“Stage 1”); and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low (“Stage 2”).

“Stage 3” would cover financial assets that have objective evidence of impairment at the end of the reporting period.

“12-month ECL” are recognised for the Stage 1 category while “lifetime ECL” are recognised for the Stage 2 category.

Measurement of the ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

2. 重大會計政策概要(續)

2.6 金融工具(續)

金融負債(續)

貿易及其他應付款項

貿易及其他應付款項最初以其公平價值確認，隨後使用實際利率法按攤銷成本計量。

2.7 金融資產及合約資產減值

香港財務報告準則第9號「金融工具」(「香港財務報告準則第9號」)的減值規定採用前瞻性資料確認預期信貸虧損-[預期信貸虧損模式]。屬此範疇內之工具包括根據香港財務報告準則第15號確認及計量的按攤銷成本計量之貸款及其他債務類金融資產、貿易應收款項及合約資產。

於評估信貸風險及計量預期信貸虧損時，本集團考量更為廣泛的資料，包括過往事件、現時狀況以及可影響有關工具未來現金流量預期可收回性之有理據的預測。

採用該前瞻法時，須對下列各項作出區別：

- 由初步確認以來其信貸質素未發生重大惡化或具較低信貸風險之金融工具(「第一階段」)；及
- 由初步確認以來其信貸質素發生重大惡化且其信貸風險不低之金融工具(「第二階段」)。

「第三階段」覆蓋於報告期末出現減值的客觀證據之金融資產。

「十二個月預期信貸虧損」於第一階段下確認，而「全期預期信貸虧損」於第二階段下確認。

預期信貸虧損之計量乃按概率加權估計於金融工具預計全期之信貸虧損釐定。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.7 Impairment of financial assets and contract assets (continued)

Trade receivables and contract assets

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECL and recognises a loss allowance based on lifetime ECL at the end of each reporting period. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial assets. See note 32.4 for further details.

Other financial assets measured at amortised cost

The Group measures the loss allowance for other receivables equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of default occurring since initial recognition.

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial assets at the end of the reporting period with the risk of default occurring on the financial assets 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;

2. 重大會計政策概要(續)

2.7 金融資產及合約資產減值(續)

貿易應收款項及合約資產

就貿易應收款項及合約資產而言，本集團採用簡化方法計算預期信貸虧損，並於各報告期末根據全期預期信貸虧損確認虧損撥備。考慮到金融資產有效期內任何時候違約的可能性，該等為合約現金流量的預期缺口。進一步詳情載於附註32.4。

按攤銷成本計量之其他金融資產

本集團計算其他應收款項的虧損撥備等於12個月預期信貸虧損，除非自初始確認後信貸風險大幅增加，本集團確認全期預期信貸虧損。確認是否全期預期信貸虧損的評估是基於自初始確認以來發生違約的可能性或風險的顯著增加。

於評估自初始確認後信貸風險是否顯著增加時，本集團將報告期末金融資產發生違約的風險與初始確認日期金融資產違約風險進行比較。在進行評估時，本集團會考慮合理且可靠的定量及定性信息，包括無需過多的成本或努力即可獲得之歷史經驗及前瞻性資料。

特別是，在評估信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具外界(如果有)或內部信用評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如信貸利差大幅增加，債務人的信用違約掉期價格；

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.7 Impairment of financial assets and contract assets (continued)

Other financial assets measured at amortised cost (continued)

- existing or forecast adverse changes in regulatory, business, financial, economic conditions, or technological environment that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations; and
- an actual or expected significant deterioration in the operating results of the debtor.

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.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the end of each reporting period. A debt instrument is determined to have low credit risk if it has a low risk of default, the borrower has strong capacity to meet its contractual cash flow obligations in the near term and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.

2. 重大會計政策概要(續)

2.7 金融資產及合約資產減值(續)

按攤銷成本計量之其他金融資產(續)

- 預期會導致債務人履行債務能力大幅下降的監管、業務、財務、經濟狀況或技術環境的現有或預測的不利變動；及
- 債務人經營業績的實際或預期顯著惡化。

無論上述評估的結果如何，當合約付款逾期超過30天，本集團假定信貸風險自初始確認起已顯著增加，惟本集團擁有合理及有依據資料顯示情況並非如此，則另作別論。

儘管存在上述情況，倘債務工具於各報告期間末釐定為低信貸風險，本集團假設債務工具之信貸風險自初始確認起並無大幅增加。倘其違約風險偏低，借款人於短期內絕對有能力滿足其合約現金流量責任，及較長期的經濟及業務狀況存在不利變動，惟將未必削弱借款人履行其合約現金流量責任的能力，則債務工具的信貸風險會釐定為偏低。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.7 Impairment of financial assets and contract assets (continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- 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 analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Detailed analysis of ECL assessment of trade receivables, contract assets and other financial assets at amortised cost are set out in note 32.4.

2. 重大會計政策概要(續)

2.7 金融資產及合約資產減值(續)

違約之定義

本集團認為，就內部信貸風險管理而言，以下事件構成違約事件，因過往經驗顯示符合以下任何標準之應收款項通常無法收回：

- 對手方違反財務契諾時；或
- 內部產生或外部來源資料顯示，債務人很可能無法向債權人(包括本集團)悉數還款(未計本集團所持有的任何抵押品)；

無論上文分析如何，本集團認為，倘財務資產逾期超過90天，則違約已經發生，惟本集團擁有合理及有依據資料顯示一項更滯後的違約標準更為合適，則另作別論。

貿易應收款項、合約資產及按攤銷成本列賬之其他金融資產之預期信貸虧損評估分析詳情載於附註32.4。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.8 Impairment of non-financial assets

Property, plant and equipment (including right-of-use assets) and the Company's interests in subsidiaries are subject to impairment testing. They are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions 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 assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e., a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Corporate assets are allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

The impairment loss is charged pro rata to the assets in the cash-generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost of disposal or value in use, if determinable.

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

2. 重大會計政策概要(續)

2.8 非金融資產減值

物業、機械及設備(包括使用權資產)以及本公司於附屬公司的權益須接受減值測試。當有跡象表明資產賬面值可能無法收回，則會進行減值測試。

減值虧損按資產賬面值超出其可收回金額的差額，即時確認為開支。可收回金額為反映市況的公平值減出售成本與使用價值兩者的較高者。評估使用價值時，估計未來現金流量採用稅前折現率折現至其現值，以反映現時市場對金錢時間值及有關資產特有風險的評估。

為評估減值，倘資產並無產生大致上獨立於其他資產的現金流入，可收回金額則按可獨立產生現金流入的最小資產組別(即現金產生單位)釐定。因此，部分資產個別進行減值測試，另有部分按現金產生單位測試。倘可識別合理貫徹的分配基準時，企業資產會分配到個別現金產生單位；或者，企業資產會被分配到可識別合理貫徹的分配基準的最小現金產生單位。

減值虧損按比例計入現金產生單位的資產，惟資產賬面值不會減少至低於其個別公平值減出售成本或使用價值(如可釐定)。

倘用於釐定資產可收回金額的估計出現有利變動，則撥回減值虧損，惟以資產賬面值不得高於並無確認減值虧損時原應釐定的賬面值(扣除折舊)為限。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.9 Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECL in accordance with the policy set out in note 2.7 and are reclassified to receivables when the right to the consideration has become unconditional.

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

2.10 Cash and cash equivalents

Cash and cash equivalents include cash at bank and on hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.11 Leases

(a) Definition of a lease and the Group as a lessee

At inception of a contract, the Group considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an identified asset (the underlying asset) for a period of time in exchange for consideration'.

2. 重大會計政策概要(續)

2.9 合約資產及合約負債

在本集團有權無條件獲取合約所載付款條款代價前確認收益時確認合約資產。合約資產按附註2.7所載政策就預期信貸虧損而獲評估，並在代價權利成為無條件後獲重新分類至應收款項。

本集團確認相關收益前，合約負債在客戶支付代價時確認。倘本集團有無條件權利在本集團確認相關收益前收取代價，則合約負債亦會獲確認。在相關情況下，相應應收款項亦會獲確認。

就與客戶的單一合約而言，淨合約資產或淨合約負債得以呈列。就多份合約而言，不相關合約的合約資產及合約負債不按淨額基準呈列。

2.10 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、銀行活期存款及原訂期限為三個月或以下、可隨時轉換為已知金額現金且價值變動風險小的短期高流動性投資。

2.11 租賃

(a) 租賃的定義及本集團作為承租人

於合約開始時，本集團會考慮合約是否為或包含租賃。租賃定義為「合約或合約的一部分，轉移已識別資產(相關資產)於一段時間的使用權以換取代價」。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.11 Leases (continued)

(a) Definition of a lease and the Group as a lessee (continued)

To apply this definition, the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

For contracts that contain a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices.

2. 重大會計政策概要(續)

2.11 租賃(續)

(a) 租賃的定義及本集團作為承租人(續)

為應用該定義，本集團評估合約是否符合三個主要評估因素：

- 合約是否包含已識別資產，其於合約中明確識別或透過於資產可供本集團使用時識別以暗示方式指定；
- 經計及其於合約界定範圍內的權利後，本集團是否有權利獲得於整個使用期間使用已識別資產的絕大部分經濟利益；及
- 本集團是否有權於整個使用期間內主導使用已識別資產。本集團評估其是否有權指示資產於整個使用期間的使用「方式及目的」。

就包含租賃部分的合約及一項或以上額外租賃或非租賃組成部分的合約而言，本集團將合約中訂明的代價分配至各租賃和非租賃組成部分（以其相對獨立價格為基準）。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.11 Leases (continued)

(a) Definition of a lease and the Group as a lessee (continued)

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the consolidated statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the underlying asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any lease incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term unless the Group is reasonably certain to obtain ownership at the end of the lease term. The Group also assesses the right-of-use asset (except for those meeting the definition of investment properties) for impairment when such indicator exists.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments.

2. 重大會計政策概要(續)

2.11 租賃(續)

(a) 租賃的定義及本集團作為承租人(續)

作為承租人之租賃的計量及確認

於租賃開始日期，本集團於綜合財務狀況表中確認使用權資產及租賃負債。使用權資產按成本計量，成本由租賃負債初始計量、本集團產生的任何初始直接成本、任何於租賃屆滿時拆卸及移除相關資產的估計成本及任何於租賃開始日期前作出的租賃付款(扣除任何已收取的租賃優惠)組成。

本集團按直線基準於租賃開始日期至使用權資產之有效期結束或租期結束(以較早者為準)對使用權資產計提折舊，除非本集團合理確定於租期結束時獲得所有權。本集團亦於該指標存在時評估使用權資產(符合投資物業定義的資產除外)的減值。

於租賃開始日期，本集團按該日未支付租賃款項的現值計量租賃負債，並使用租賃中的隱含利率，或倘該利率不可釐定，則採用本集團的遞增借款利率進行貼現。

計入租賃負債計量的租賃款項由固定款項組成。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.11 Leases (continued)

(a) Definition of a lease and the Group as a lessee (continued)

Measurement and recognition of leases as a lessee (continued)

Subsequent to initial measurement, the liability will be reduced for lease payments made and increased for interest cost on the lease liability. It is remeasured to reflect any reassessment or lease modification, or if there are changes in substance fixed payments.

When the lease is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Group has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these leases are recognised as an expense in profit or loss on a straight-line basis over the lease term. Short-term leases are leases with a lease term of 12 months or less.

On the consolidated statement of financial position, right-of-use assets have been included in "Property, plant and equipment".

Refundable rental deposits paid are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

(b) The Group as a lessor

As a lessor, the Group classifies its leases as either operating or finance leases.

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset, and classified as an operating lease if it does not.

The Group also earns rental income from operating leases of its investment property. Rental income is recognised on a straight-line basis over the term of the lease.

2. 重大會計政策概要(續)

2.11 租賃(續)

(a) 租賃的定義及本集團作為承租人(續)

作為承租人之租賃的計量及確認(續)

於初始計量後，負債將就已付租賃款項而減少及就租賃負債的利息成本而增加。為反映任何重新評估或租賃修訂，或倘實質固定款項出現變動，負債予以重新計量。

於重新計量租賃時，相應調整於使用權資產中反映，或倘使用權資產已減至零時則於損益中反映。

本集團已選擇使用權宜實行方法對短期租賃進行會計處理。該等租賃的付款並非確認為使用權資產及租賃負債，而是於租賃期內以直線法於損益確認為開支。短期租賃為租賃期為12個月或以下的租賃。

於綜合財務狀況表中，使用權資產已計入「物業、機械及設備」。

已付之可退還租賃按金根據香港財務報告準則第9號入賬及初步按公平值計量。於初步確認時對公平值之調整被視為額外租賃付款及計入使用權資產成本。

(b) 本集團作為出租人

作為出租人，本集團將其租賃分類為經營租賃或融資租賃。

倘相關資產擁有權附帶的絕大部分風險及回報已轉讓時，租賃分類為融資租賃，否則分類為經營租賃。

本集團亦自其投資物業經營租賃賺取租金收入。收入於租期內以直線法確認。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.12 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of fulfilling the contract (which includes both incremental costs and an allocation of other costs that relate directly to fulfilling that contract).

2.13 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued. Any transaction costs associated with the issuing of shares (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction are deducted from share premium.

2. 重大會計政策概要(續)

2.12 撥備及或然負債

當本集團因過往事件而須承擔現有法定或推定責任，而履行該責任時有可能涉及經濟利益流失，並能可靠地衡量涉及金額，則會確認撥備。倘貨幣的時間價值屬重大，則撥備按預計結清責任所需開支的現值列賬。

所有撥備均於各報告期末作出檢討並作出調整以反映現時的最佳估計。

倘經濟利益流出的可能性不大，或無法可靠估計金額時，該責任會披露為或然負債，除非經濟利益流出的可能性極低，則作別論。潛在責任(其存在僅可通過日後是否發生本集團無法完全控制的一宗或多宗未確定事件而確定)亦披露為或然負債，除非經濟利益流出的可能性極低，則作別論。

當本集團為達成合約責任所產生的不可避免成本超越預期自該合約收取的經濟利益，即視為存在虧損合約。虧損合約撥備按終止合約的預期成本及履行合約的成本淨額(包括增加成本及與履行該合約直接有關的其他成本分配)兩者之較低者之現值計量。

2.13 股本

普通股分類為權益。股本按已發行股份的面值釐定。發行股份有關的任何交易成本(扣除任何相關所得稅利益)自股份溢價扣減，惟以權益交易直接應佔的增加成本為限。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.14 Revenue recognition

Revenue arises mainly from the contracts for the construction services.

To determine whether to recognise revenue, the Group follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied

In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognised either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method.

2. 重大會計政策概要(續)

2.14 收益確認

收益主要來自建築服務合約。

為釐定是否確認收益，本集團遵從五個步驟流程：

1. 識別與客戶的合約
2. 識別履約責任
3. 釐定交易價格
4. 將交易價格分攤至履約責任
5. 當／於履約責任獲達成時確認收益

於所有情況下，合約的總交易價格根據其相對獨立的銷售價格在各項履約責任之間分配。合約的交易價格不包括代表第三方收取的任何金額。

收益當(或於)本集團透過轉讓承諾的貨品或服務予客戶時達致履約責任於一個時間點或一段時間內確認。

倘合約載有向客戶提供超過12個月的重大融資利益之融資組成部份，則收益按應收金額的現值計量，並使用反映於與有關客戶的個別融資交易之貼現率貼現，且利息收入根據實際利率法分開應計。倘合約載有向本集團提供重大融資利益之融資組成部份，則根據該合約確認的收益包括根據實際利率法合約責任附有的利息開支。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.14 Revenue recognition (continued)

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Construction contracts

Revenue from construction contracts are recognised over time as the Group's performance creates and enhances an asset that the customer controls which referred as the designated areas where the construction work services performed. The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the services transferred to the customer to date relative to the remaining services promised under the contract, that best depict the Group's performance in transferring control of services. The value of the services transferred to customer to date is measured according to the progress certificate (by reference to the construction works certified by the customers or their agents).

Contract costs are recognised when incurred. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable.

(ii) Sales of construction materials

Revenue from the sales of construction materials is recognised at the point in time when control of the asset is transferred to the customers, generally on delivery of the construction materials.

(iii) Interest income

Interest income is recognised on a time proportion basis using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset.

(iv) Rental income

Accounting policies for rental income are set out in note 2.11.

2. 重大會計政策概要(續)

2.14 收益確認(續)

本集團收益及其他收入確認政策的進一步詳情如下：

(i) 建築合約

來自建築合約收益於一段時間內確認，原因為本集團的履約行為創造及改良了客戶所控制的資產(即指履行建築工程服務指定區域)。完全達成履約責任期間的進度乃根據輸出法計量，即透過直接計量迄今已轉讓予客戶之服務之價值，相對合約下承諾提供的餘下服務之價值確認收益，有關方法最能反映本集團於轉讓服務控制權方面的履約情況。迄今已轉讓予客戶的服務的價值乃根據進度證明(參照客戶或其代理認證的建築工程)計量。

合約成本於產生時確認。倘建築合約的結果無法可靠估計，合約收益僅按有可能收回的已產生合約成本確認。

(ii) 銷售建築材料

建築材料銷售收益在資產控制權轉移至客戶時確認，通常在交付建築材料時確認。

(iii) 利息收入

利息收入按時間比例採用實際利率法確認。就按攤銷成本入賬且無信貸減值的金融資產而言，實際利率會被應用於資產的賬面總值。

(iv) 租金收入

有關租金收入的會計政策載於附註2.11。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.15 Employee benefits

Retirement benefits

Retirement benefits to employees are provided through defined contribution plans. In addition, the employees employed under the Hong Kong Employment Ordinance are also entitled to long service payment (“LSP”) if the eligibility criteria are met. The LSP are defined benefits plans.

Defined contribution plans

The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance, for all of its employees who are eligible to participate in the Mandatory Provident Fund (“MPF”) Scheme. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of independent trustees. The minimum monthly contribution is made at the lower of (i) HK\$1,500; or (ii) 5% of the relevant monthly payroll costs to the MPF Scheme, which contribution is matched by employees.

Contributions are recognised as an expense in profit or loss as employees render services during the year. The Group’s obligations under these plans are limited to the fixed percentage contributions payable.

2. 重大會計政策概要 (續)

2.15 僱員福利

退休福利

退休福利乃通過界定供款計劃向僱員提供。此外，根據香港僱傭條例受僱的僱員倘符合資格標準，亦可領取長期服務金（「長期服務金」）。長期服務金屬於定額福利計劃。

界定供款計劃

本集團根據《強制性公積金計劃條例》為其所有合資格參與強制性公積金（「強積金」）計劃的僱員參加界定供款退休福利計劃。強積金計劃的資產與本集團的資產分開持有，存放於由獨立受託人控制的基金。向強積金計劃繳納的每月最低供款額為(i)1,500港元；或(ii)相關每月工資成本的5%之間的較低者，而僱員應提供相應的供款。

供款於年內隨僱員提供服務於損益確認為開支。本集團根據該等計劃的責任僅限於應付固定百分比供款。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.15 Employee benefits (continued)

Retirement benefits (continued)

Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

2.16 Borrowing costs

Borrowing costs are recognised in profit or loss in which they are incurred.

2.17 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the end of the reporting period. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

2. 重大會計政策概要(續)

2.15 僱員福利(續)

退休福利(續)

短期僱員福利

僱員應得的年假於其可享有時確認。截至報告期末，僱員因提供服務而可享有年假的估計負債已作撥備。

病假及產假等非累積補假於休假時方予確認。

2.16 借款成本

借款成本在其產生時確認於損益。

2.17 所得稅的會計處理

所得稅包括即期稅項及遞延稅項。

即期所得稅資產及／或負債包括本報告期間或過往報告期間(且於報告期末尚未支付)向財政當局繳納稅款的責任或來自有關財政當局催繳稅款的索償。所得稅以年內應課稅溢利按有關財政期間適用的稅率及稅法計算。即期稅項資產或負債的所有變動於損益中確認為稅項開支的一部分。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.17 Accounting for income taxes (continued)

Deferred tax is calculated using the liability method on temporary differences at the end of the reporting period between the carrying amounts of assets and liabilities in the consolidated financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss and does not give rise to equal taxable and deductible temporary differences.

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

For investment property measured using the fair value model in accordance with the accounting policy above, the measurement of the related deferred tax liability or asset reflects the tax consequences of recovering the carrying amount of the investment property entirely through sale, unless the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies the requirements in HKAS 12 to the lease liabilities and the related assets separately. The Group recognises a deferred tax asset related to the 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.

2. 重大會計政策概要(續)

2.17 所得稅的會計處理(續)

遞延稅項乃按於報告期末綜合財務報表內資產與負債賬面值與其相應稅基的暫時差額使用負債法計算。遞延稅項負債一般會就所有應課稅暫時差額確認。遞延稅項資產乃就所有可扣稅暫時差額、可結轉稅項虧損以及其他未運用稅務抵免確認，惟以可能有應課稅溢利(包括現有應課稅暫時差額)可抵銷可扣稅暫時差額、未運用稅項虧損及未運用稅務抵免的情況為限。

倘暫時性差異乃產生自初始確認(業務合併除外)不影響應課稅或會計損益的交易的資產及負債，且不會產生相同應課稅及可扣稅暫時差額，則不會確認遞延稅項資產及負債。

於附屬公司的投資產生的應課稅暫時差額確認為遞延稅項負債，除非本集團可控制暫時差額的撥回，及暫時差額於可見將來不會撥回。

就根據上述會計政策按公平值模式計量的投資物業而言，相關遞延稅項負債或資產的計量反映完全透過出售收回投資物業賬面值的稅務結果，除非投資物業可予折舊，及按業務目標為隨時間而非透過出售消耗該投資物業所包含之絕大部分經濟利益之商業模式持有則作別論。

就稅項扣減歸因於租賃負債的租賃交易而言，本集團會對租賃負債及相關資產分別應用香港會計準則第12號的規定。僅在很可能有應課稅溢利可抵銷可扣稅暫時差額的情況下，本集團將確認與租賃負債相關的遞延稅項資產，並就所有應課稅暫時差異確認遞延稅項負債。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.17 Accounting for income taxes (continued)

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the end of the reporting period.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

When different tax rates apply to different levels of taxable income, deferred tax assets and liabilities are measured using the average tax rates that are expected to apply to the taxable income of the periods in which the temporary differences are expected to reverse.

The determination of the average tax rates requires an estimation of (1) when the existing temporary differences will reverse and (2) the amount of future taxable profit in those years. The estimate of future taxable profit includes:

- income or loss excluding reversals of temporary differences; and
- reversals of existing temporary differences.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

2. 重大會計政策概要(續)

2.17 所得稅的會計處理(續)

遞延稅項乃按預期於清償負債或變現資產期間適用的稅率計算(不作折現)，惟有關稅率於報告期末須為已頒佈或實際上頒佈的稅率。

遞延稅項資產或負債變動於損益中確認，或倘與於其他全面收益或直接於權益扣除或計入的項目有關，則於其他全面收益或直接於權益中確認。

當不同稅率適用於不同水平的應課稅收入時，遞延稅項資產及負債按預期適用於預計暫時差額撥回期間的應課稅收入的平均稅率計量。

釐定平均稅率需要估計(1)當現有暫時差額將撥回時及(2)該等年度的未來應課稅溢利金額。未來應課稅溢利的估計包括：

- 扣除暫時差額撥回的收入或虧損；及
- 現有暫時差額撥回。

即期稅項資產與即期稅項負債於及僅於以下情況以淨額呈列：

- (a) 本集團依法有強制執行權可以將已確認金額對銷；及
- (b) 計劃以淨額基準結算或同時變現資產及清償負債。

本集團會於且僅會於以下情況以淨額呈列遞延稅項資產與遞延稅項負債：

- (a) 該實體依法有強制執行權可以將即期稅項資產與即期稅項負債對銷；及

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.17 Accounting for income taxes (continued)

- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.18 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the chief operating decision maker (the “CODM”) for their decisions about resources allocation to the Group’s business components and for their review of the performance of those components.

2.19 Related parties

For the purposes of the consolidated financial statements, a party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person’s family and if that person:
 - (i) has control or joint control over of the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group.

2. 重大會計政策概要(續)

2.17 所得稅的會計處理(續)

- (b) 遞延稅項資產與遞延稅項負債是關於同一稅務機關就以下任何一項所徵收的所得稅：
 - (i) 同一應課稅實體；或
 - (ii) 計劃於各未來期間(而預期在有關期間內將結清或收回大額的遞延稅項負債或資產)以淨額基準結算即期稅項負債與資產或同時變現資產及清償負債的不同應課稅實體。

2.18 分部報告

本集團根據定期向主要經營決策者(「主要經營決策者」)呈報以便彼等就本集團業務組成部分的資源分配作出決定及檢討該等組成部分的表現的內部財務資料確定經營分部及編製分部資料。

2.19 關聯方

就綜合財務報表而言，符合以下條件的人士被視為與本集團有關聯：

- (a) 該人士為符合以下條件的人士或其緊密家族成員：
 - (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理層成員。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

2.19 Related parties (continued)

- (b) the party is an entity and if any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a party, provides key management personnel services to the Group or to the parent of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

2. 重大會計政策概要(續)

2.19 關聯方(續)

- (b) 該人士為實體且符合以下任何條件：
 - (i) 該實體及本集團為同一集團的成員公司；
 - (ii) 該實體為其他實體(或為該實體所屬集團成員公司的聯營公司或合營企業)的聯營公司或合營企業；
 - (iii) 該實體及本集團為同一第三方的合營企業；
 - (iv) 一個實體為某第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體屬本集團或與本集團有關聯的實體為僱員利益設立的離職後福利計劃；
 - (vi) 該實體由一名於(a)指明的人士控制或共同控制；
 - (vii) 於(a)(i)指明的對該實體有重大影響或為該實體(或該實體的母公司)的主要管理層成員的人士；及
 - (viii) 實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供關鍵管理人員服務。

個別人士的緊密家族成員指與該實體交易時預期可影響該個別人士或受該個別人士影響的家族成員。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. ADOPTION OF NEW AND AMENDED HKFRSs

(i) New and amended HKFRSs that are effective for annual periods beginning on 1 April 2023

In the current year, the Group has applied for the first time the following new and amended HKFRSs issued by the HKICPA effective for the Group's consolidated financial statements for the annual period beginning on 1 April 2023:

HKFRS 17	Insurance Contracts and related amendments
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
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

Except for those mentioned below, the adoption of the new and amended HKFRSs had no material impact on how the results and financial position of the Group for the current and prior periods have been prepared and presented.

3. 採納新訂及經修訂香港財務報告準則

(i) 於二零二三年四月一日開始之年度期間生效之新訂及經修訂香港財務報告準則

於本年度，本集團已首次應用以下由香港會計師公會頒佈與本集團營運相關且就本集團於二零二三年四月一日開始之年度期間之綜合財務報表生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第17號	保險合約及相關修訂
香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)	會計政策披露
香港會計準則第8號(修訂本)	會計估計的定義
香港會計準則第12號(修訂本)	與來自單一交易的資產及負債相關的遞延稅項
香港會計準則第12號(修訂本)	國際稅項改革 – 支柱二規則範本

除上文所述者外，採納新訂及經修訂香港財務報告準則對本集團本期間及過往期間的業績及財務狀況編製及呈報方式並無重大影響。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. ADOPTION OF NEW AND AMENDED HKFRSs (continued)

(ii) Issued but not yet effective HKFRSs

At the date of authorisation of these consolidated financial statements, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

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

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

² Effective for annual periods beginning on or after 1 January 2025

³ Effective date not yet determined

The directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning on or after the effective date of the pronouncement. The new and amended HKFRSs are not expected to have a material impact on the Group's consolidated financial statements.

3. 採納新訂及經修訂香港財務報告準則(續)

(ii) 已頒佈但尚未生效的香港財務報告準則

於該等綜合財務報表授權刊發日期，本集團並無提早採納若干已刊發但尚未生效的新訂及經修訂香港財務報告準則。

香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間資產出售或投入 ³
香港財務報告準則第16號(修訂本)	售後回租的租賃負債 ¹
香港會計準則第1號(修訂本)	將負債分類為流動或非流動及香港詮釋第5號的相關修訂 ¹
香港會計準則第1號(修訂本)	附帶契諾的非流動負債 ¹
香港會計準則第7號及香港財務報告準則第7號(修訂本)	供應商融資安排 ¹
香港會計準則第21號(修訂本)	缺乏可兌換性 ²

¹ 於二零二四年一月一日或之後開始的年度期間生效

² 於二零二五年一月一日或之後開始的年度期間生效

³ 生效日期尚未釐定

董事預計，所有公佈的準則將於公佈生效日期或之後開始的首個期間在本集團會計政策內採用。新訂及經修訂香港財務報告準則預期不會對本集團的綜合財務報表造成重大影響。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

3. ADOPTION OF NEW AND AMENDED HKFRSs (continued)

(iii) New HKICPA guidance on the accounting implication of the MPF-LSP offsetting mechanism

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

Prior to 1 April 2023, the Group applied practical expedient in paragraph 93(b) of HKAS 19 (the “Practical Expedient”) to account for the offsettable MPF benefits as deemed employee contributions to reduce the current service costs in the period in which the related services were rendered.

In July 2023, the HKICPA published “Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong” (the “Guidance”) that provides guidance for the accounting for the offsetting mechanism and the impact arising from the abolition of the MPF-LSP offsetting mechanism.

By following the Guidance, the Group has changed its accounting policy in connection with its LSP obligations. As a result of the Abolition, these contributions are no longer considered “linked solely to the employee’s service in that period” since the mandatory employer MPF contribution after the Transition Date can still be used to offset the pre-transition LSP obligation. Therefore, the Group ceased to apply the Practical Expedient and reattribute the deemed employee contributions to periods of service in the same manner as the gross LSP benefit by applying paragraph 93(a) of HKAS 19. The directors of the Company consider that the changes in the Group’s accounting policy in the current year had no material impact on the company level and consolidated financial statements of financial position as at 31 March 2023 and 2024.

3. 採納新訂及經修訂香港財務報告準則(續)

(iii) 香港會計師公會就強積金與長期服務金對沖機制的會計影響發出的新指引

香港特區政府(「政府」)已於二零二二年六月將《二零二二年僱傭及退休計劃法例(抵銷安排)(修訂)條例》(「修訂條例」)刊憲，條例將於二零二五年五月一日(「過渡日期」)生效。修訂條例自過渡日期起取消使用僱主的強制性強積金供款累算權益抵銷僱員服務的長期服務金(「廢除機制」)。此外，計算長期服務金的金額時，會以緊接過渡日期前最後一個月的薪金計算過渡日期前的僱傭期。

於二零二三年四月一日前，本集團應用香港會計準則第19號第93(b)段的可行權宜方法(「權宜方法」)將可抵銷的強積金權益入賬列作視作僱員供款，以減少有關服務提供期間的即期服務成本。

香港會計師公會於二零二三年七月刊發「取消香港強積金抵銷長期服務金機制的會計影響」(「指引」)，就對沖機制的會計方法及取消強積金抵銷長期服務金機制的影響提供指引。

為遵循指引，本集團已就其長期服務金責任更改其會計政策。由於廢除機制，該等供款不再被視為「僅與僱員在該段期間的服務掛鈎」，乃由於過渡日期後的強制性僱主強積金供款仍可用作抵銷過渡前的長期服務金責任。因此，本集團不再應用權宜方法，並將該等視作僱員供款與應用香港會計準則第19號第93(a)段的長期服務金權益總額一樣重新歸入服務期。本公司董事認為，本集團於本年度會計政策的變動並無對公司層面及於二零二三年及二零二四年三月三十一日的綜合財務報表及財務狀況表造成重大影響。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Critical accounting judgements *Construction contracts*

As explained in note 2.14, revenue recognition on a project is dependent on management's estimation of the total outcome of the construction contracts, with reference to the progress certificates issued by the customers and their agents. The Group reviews and revises the estimates of contract revenue, contract costs and variation orders, prepared for each construction contract as the contract progresses. Budgeted construction costs are prepared by management on the basis of quotations from time to time provided by the major contractors, suppliers or vendors involved and the experience of management. In order to keep the budget accurate and up-to-date, management conducts periodic reviews of the budgeted construction costs by comparing the budgeted amounts to the actual costs incurred.

Significant judgement is required in estimating the contract revenue, contract costs and variation work which may have an impact on progress of the construction contracts and the corresponding profit taken.

The Group recognised revenue and costs from construction contracts amounted to approximately HK\$911,778,000 and HK\$873,455,000 (31 March 2023: HK\$784,126,000 and HK\$759,964,000) respectively for the year ended 31 March 2024.

As at 31 March 2024, the net carrying amount of contract assets amounted to HK\$228,219,000 (net of ECL allowance of HK\$5,501,000) (31 March 2023: HK\$132,070,000 (net of ECL allowance of HK\$1,533,000)).

Details of the revenue and contract assets/liabilities are disclosed in notes 5 and 18 respectively.

4. 主要會計估計及判斷

估計及判斷乃基於過往經驗及其他因素持續評估，包括於有關情況下被視為合理之未來事項之預期。

(a) 重大會計判斷 *建築合約*

如附註2.14所述，項目收益確認取決於管理層參考客戶及其代理發出的工程進度證書而對建築合約總結結果作出的估計。隨著合約不斷進行，本集團審查及修訂每份建築合約的合約收益、合約成本及變更訂單的估計。預算建築成本由管理層根據主要承建商、供應商或所涉及的賣方不時提供的報價單及管理層的經驗而釐定。為確保預算準確及更新，管理層透過比較預計金額與所產生實際成本的差別對預算建築成本進行定期審查。

估計合約收益、合約成本及變更工程需運用重大判斷，此或會影響建築合約進度及相應所獲溢利。

於截至二零二四年三月三十一日止年度，本集團就建築合約的收益及成本分別確認約911,778,000港元及873,455,000港元(二零二三年三月三十一日：784,126,000港元及759,964,000港元)。

於二零二四年三月三十一日，合約資產的賬面淨值為228,219,000港元(於扣除5,501,000港元的預期信貸虧損撥備之後)(二零二三年三月三十一日：132,070,000港元(於扣除1,533,000港元的預期信貸虧損撥備之後))。

有關收益及合約資產／負債的詳情分別披露於附註5及18。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(a) Critical accounting judgements (continued) *Construction contracts (continued)*

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities with the next financial year are discussed below:

(b) Key sources of estimation uncertainties *Estimation of impairment of trade receivables and contract assets within the scope of ECL under HKFRS 9*

The Group makes allowances on items subjects to ECL (including trade receivables and contract assets) based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period as set out in notes 2.7 and 32.4. As at 31 March 2024, the carrying amounts of trade receivables and contract assets amounted to HK\$28,726,000 (net of ECL allowance of HK\$27,000) (31 March 2023: HK\$38,816,000 (net of ECL allowance of HK\$262,000)) and HK\$228,219,000 (net of ECL allowance of HK\$5,501,000) (31 March 2023: HK\$132,070,000 (net of ECL allowance of HK\$1,533,000)) respectively. Details of the trade receivables and contract assets are disclosed in notes 16 and 18 respectively.

4. 主要會計估計及判斷(續)

(a) 重大會計判斷(續) *建築合約(續)*

本集團對未來作出估計及假設。所有的會計估計正如其定義很少會與有關實際結果相符。於下個財政年度有重大風險會導致資產及負債賬面值作重大調整的會計估計及假設如下：

(b) 估計不確定性的主要因素

根據香港財務報告準則第9號在預期信貸虧損範圍內的貿易應收款項以及合約資產估計減值

本集團對受限於預期信貸虧損的項目(包括貿易應收款項以及合約資產)基於有關違約風險及預期虧損率之假設作出撥備。於各報告期末，本集團根據其過往歷史、現時市況及前瞻性估計，通過判斷作出該等假設及選擇減值計算之輸入數據(如附註2.7及32.4所載)。於二零二四年三月三十一日，貿易應收款項以及合約資產的賬面值分別為28,726,000港元(扣除預期信貸虧損撥備27,000港元)(二零二三年三月三十一日：38,816,000港元，扣除預期信貸虧損撥備262,000港元)及228,219,000港元(扣除預期信貸虧損撥備5,501,000港元)(二零二三年三月三十一日：132,070,000港元，扣除預期信貸虧損撥備1,533,000港元)。貿易應收款項以及合約資產的詳情分別披露於附註16及附註18。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(b) Key sources of estimation uncertainties (continued)

Impairment assessment of items of property, plant and equipment

Management estimates the recoverable amount of items of property, plant and equipment when an indication of impairment exists. This requires an estimation of the value in use of the cash-generating units. Estimating the value in use requires management to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test. The carrying amount of property, plant and equipment as at 31 March 2024 was HK\$21,712,000 (2023: HK\$35,179,000). Based on the impairment assessment of the management, no impairment of property, plant and equipment was made for the years ended 31 March 2024 and 2023. Further details are set out in note 13 to the consolidated financial statements.

Recognition of deferred tax assets and liabilities

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of each reporting period. Deferred tax assets were recognised in respect of the tax losses arising in Hong Kong to the extent that it is probable that future taxable profits will be available against which the assets can be utilised. Therefore, estimates are made to establish whether deferred tax balances should be recognised. As at 31 March 2024, the Group has no unused tax losses arising in Hong Kong (2023: HK\$15,807,000) available for offset against future profits. No deferred tax assets (2023: HK\$15,807,000) available for offset against future profits, which were offset against deferred tax liabilities. Further details are set out in notes 9 and 23 to the consolidated financial statements.

4. 主要會計估計及判斷(續)

(b) 估計不確定性的主要因素(續)

物業、機械及設備的減值評估

管理層於存在減值跡象時估計物業、機械及設備項目的可收回金額。此需要估計現金產生單位的使用價值。估計使用價值需要管理層估計現金產生單位的預期未來現金流量，並選擇合適的貼現率以計算有關現金流量的現值。更改管理層選擇的假設以確定減值水平(包括貼現率或現金流量預測中的增長率假設)可能會對減值測試中使用的淨現值產生重大影響。於二零二四年三月三十一日，物業、機械及設備的賬面值為21,712,000港元(二零二三年：35,179,000港元)。根據管理層的減值評估，本集團於截至二零二四年及二零二三年三月三十一日止年度概無就物業、機械及設備作出減值。進一步詳情載於綜合財務報表附註13。

確認遞延稅項資產

計提遞延稅項的金額是根據該資產及負債的賬面值之預期收回或結算的方式，按報告期末已生效或基本上已生效的稅率計算。於日後可能有應課稅溢利可用以抵銷資產時，本集團方會就於香港產生的稅項虧損確認遞延稅項資產。因此，我們已作出估計以確定應否確認遞延稅項結餘。於二零二四年三月三十一日，本集團並無於香港產生的未動用稅項虧損(二零二三年：15,807,000港元)，可用以抵銷未來溢利。概無可用以抵銷未來溢利的遞延稅項資產(二零二三年：15,807,000港元)，用以抵銷遞延稅項負債。進一步詳情載於綜合財務報表附註9及23。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. REVENUE AND SEGMENT INFORMATION

5.1 Revenue

The Group's principal activities are disclosed in note 1 of the consolidated financial statements.

Revenue recognised for the years ended 31 March 2024 and 2023 are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15			
	於香港財務報告準則第15號的範圍內的客戶合約收益		
Contracting revenue	合約收益	911,778	784,126
Sales of construction materials	銷售建築材料	34,074	2,083
		945,852	786,209
Timing of revenue recognition under HKFRS 15			
	在香港財務報告準則第15號項下確認收益的時間點		
Services transferred over time	隨時間轉移的服務	911,778	784,126
Good transferred at a point in time	於時間點轉移的貨品	34,074	2,083
		945,852	786,209

Contracting revenue

Revenue from construction contracts are recognised over time as the Group's performance creates and enhances an asset that the customer controls which referred as the designated areas where the construction work services performed. The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the services transferred to the customer to date relative to the remaining services promised under the contract.

Sales of construction materials

Revenue from sales of construction materials are recognised at a point in time when the Group transfers control of the goods to the customer.

5. 收益及分部資料

5.1 收益

本集團的主要業務於綜合財務報告附註1披露。

截至二零二四年及二零二三年三月三十一日止年度確認的收益如下：

合約收益

來自建築合約收益於一段時間內確認，原因為本集團的履約行為創造及改良了客戶所控制的資產（即指履行建築工程服務指定區域）。完全達成履約責任期間的進度乃根據輸出法計量，即透過直接計量迄今已轉讓予客戶之服務之價值，相對合約下承諾提供的餘下服務之價值確認收益。

銷售建築材料

來自銷售建築材料的收益於本集團將商品的控制權轉移至客戶的時間點確認。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

5. REVENUE AND SEGMENT INFORMATION

(continued)

5.2 Segment information

The CODM has been identified as the executive directors of the Company. The CODM regard the Group's business as a single operating segment and review the overall results of the Group as a whole to make decision about resources allocation. Accordingly, no segment analysis information is presented.

Geographical information

No separate analysis of segment information by geographical segment is presented as the Group's revenue and non-current assets are principally attributable to a single geographical region, which is Hong Kong.

Information about major customers

Revenue from customers which individually contributed over 10% of the Group's revenue is as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Customer A ¹	客戶A ¹	382,183	N/A ² 不適用 ²
Customer B ¹	客戶B ¹	333,580	387,609
Customer C ¹	客戶C ¹	N/A ² 不適用 ²	128,694
Customer D ¹	客戶D ¹	N/A ² 不適用 ²	103,711

¹ The customer represents a collection of companies within a group.

² The corresponding revenue did not individually contribute over 10% of the Group's revenue during the year.

5. 收益及分部資料(續)

5.2 分部資料

主要經營決策者已被認為本公司的執行董事。主要經營決策者將本集團的業務視為單一經營分部，並審閱本集團整體之業績，以就資源分配作出決策。因此，並無呈列分部分分析資料。

地理資料

由於本集團的收益及非流動資產主要來自單一地區(香港)，故並無呈報按地域分部劃分的分部資料之單獨分析。

有關主要客戶的資料

個別佔本集團收益超過10%的客戶收益如下：

¹ 客戶為同一集團內的多間公司。

² 相應收益並無個別佔本集團年內收益超過10%。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

6. OTHER (LOSS)/GAIN, NET

6. 其他(虧損)/收益，淨額

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Net losses from changes in fair value on investment property (note 14)	投資物業公平值變動虧損淨額(附註14)	(570)	(310)
Rental income	租金收入	156	156
Interest income	利息收入	1,457	722
Net foreign exchange loss	匯兌虧損淨額	(978)	(1,258)
Government grant and subsidies (note)	政府補助及補貼(附註)	-	7,817
Others	其他	(242)	-
		(177)	7,127

Note:

During the year ended 31 March 2023, HK\$7,817,000 from the Employment Support Scheme ("ESS") under the Anti-epidemic Fund, set up by the Hong Kong Government was received by the Group.

附註：

於截至二零二三年三月三十一日止年度，本集團就香港政府設立的「防疫抗疫基金」項下「保就業」計劃(「保就業計劃」)收取補貼7,817,000港元。

7. FINANCE COSTS

7. 財務費用

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Interests on borrowings	借款利息	921	146
Finance charges on lease liabilities	租賃負債的融資費用	79	40
		1,000	186

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

8. PROFIT BEFORE INCOME TAX

8. 除所得稅前溢利

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Profit before tax is stated after charging:	除所得稅前溢利已扣除：		
(a) Staff costs (including directors' remuneration (note 12(a)))	(a) 員工成本(包括董事薪酬)(附註12(a))		
– Salaries, wages, bonus and other benefits	– 薪金、工資、花紅及其他福利	136,383	153,591
– Retirement scheme contributions (note a)	– 退休計劃供款(附註a)	3,651	4,253
Staff costs (including directors' remuneration) (note b)	員工成本(包括董事薪酬)(附註b)	140,034	157,844
(b) Other items	(b) 其他項目		
Depreciation, included in:	折舊，計入：		
Direct costs	直接成本		
– Owned assets	– 自有資產	17,196	20,861
Administrative expenses	行政開支		
– Owned assets	– 自有資產	200	40
– Right-of-use assets	– 使用權資產	1,053	777
		18,449	21,678
Lease charges:	租賃開支：		
– Short term lease of office	– 辦公室短期租賃	155	25
– Short term lease of machinery	– 機器短期租賃	24,091	27,339
Total lease charges	租賃開支總額	24,246	27,364
Subcontracting charges (included in direct costs)	分包開支(計入直接成本)	156,750	172,637
Cost of sales of construction materials (included in direct costs)	銷售建築材料成本(計入直接成本)	32,934	2,050
Outgoings in respect of investment property	投資物業之支銷	18	18
Auditor's remuneration	核數師酬金	1,204	1,159
ECL allowance on trade receivables and contract assets, net	計提貿易應收款項及合約資產的預期信貸虧損撥備，淨額	3,733	74
Donation	捐贈	48	63

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

8. PROFIT BEFORE INCOME TAX (continued)

Notes:

- (a) During the years ended 31 March 2024 and 2023, there were no contributions forfeited by the Group on behalf of its employees who left the plan prior to vesting fully in such contribution, nor had there been any utilization of such forfeited contributions to reduce future contributions. As at 31 March 2024 and 2023, no forfeited contributions were available for utilization by the Group to reduce the existing level of contributions.
- (b) Staff costs (including directors' remuneration) are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Direct costs	直接成本	125,208	144,460
Administrative expenses	行政開支	14,826	13,384
		140,034	157,844

8. 除所得稅前溢利(續)

附註：

- (a) 於截至二零二四年及二零二三年三月三十一日止年度，本集團並無代表完全歸屬有關供款前離開計劃的僱員沒收任何供款，亦無動用任何已沒收的供款去減低未來供款。截至二零二四年及二零二三年三月三十一日，概無已沒收供款可供本集團動用以減低現有供款水平。
- (b) 員工成本(包括董事薪酬)如下：

9. INCOME TAX EXPENSE

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Current tax:	即期稅項：		
Hong Kong profit tax (note a)	香港利得稅(附註a)	1,590	-
Overseas tax (note b)	海外稅項(附註b)	22	-
Deferred tax (note 22)	遞延稅項(附註22)	1,014	1,116
Income tax expense for the year	年內所得稅開支	2,626	1,116

Note:

- (a) Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying entities will be taxed at 8.25%, and the profits above HK\$2 million will be taxed at 16.5%. The profits of entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at 16.5%. For the years ended 31 March 2023 and 2024, Hong Kong profits tax of a subsidiary of the Company is calculated in accordance with the two-tiered profits tax rate regime.
- (b) Taxation on overseas profit has been calculated on the assessable profit for the year at the rates of taxation prevailing in the country in which the Group operates.

9. 所得稅開支

附註：

- (a) 根據利得稅兩級制，合資格實體的首二百萬港元的溢利將按8.25%的稅率徵稅，而超過二百萬港元的溢利將按16.5%的稅率徵稅。不符合利得稅兩級制的實體的溢利將繼續按16.5%的稅率徵稅。截至二零二三年及二零二四年三月三十一日止年度，本公司附屬公司的香港利得稅按利得稅兩級制計算。
- (b) 海外溢利之稅項乃按本集團經營所在國家現行稅率依本年度應課稅溢利計算。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

9. INCOME TAX EXPENSE (continued)

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

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	6,794	9,039
Tax at Hong Kong profits tax rates of 16.5% (2023: 16.5%)	按香港利得稅稅率16.5% (二零二三年：16.5%) 計算的稅	1,121	1,491
Tax effect of non-deductible expenses	不可扣除開支的稅務影響	1,901	1,049
Tax effect of non-taxable income	毋須課稅收入的稅務影響	(236)	(1,409)
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	64	(5)
Tax effect of different tax rates of overseas operations	海外業務稅率差異的 稅務影響	(53)	–
Tax effect of two-tiered profit tax regime	利得稅兩級制的稅務影響	(165)	–
Others	其他	(6)	(10)
Income tax expense for the year	年內所得稅開支	2,626	1,116

10. DIVIDENDS

No dividend was paid or proposed for the years ended 31 March 2024 and 2023, nor has any dividend been proposed since the end of the reporting period.

9. 所得稅開支(續)

根據綜合損益及其他全面收益表，年內稅項與除所得稅前溢利對賬如下：

10. 股息

截至二零二四年及二零二三年三月三十一日止年度，本公司董事並無已付或建議派付任何股息。自報告期末以來，亦無建議派付任何股息。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

11. EARNINGS PER SHARE

The calculation of basic earnings per share attributable to equity holders of the Company is based on the following:

11. 每股盈利

本公司權益持有人應佔每股基本盈利按以下基準計算：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Earnings	盈利		
Profit for the year attributable to equity holders of the Company	本公司權益持有人應佔年內溢利	4,188	7,923
		'000 千股	'000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares (note 24)	普通股加權平均數 (附註24)	1,200,000	1,200,000

There were no dilutive potential ordinary shares during the years ended 31 March 2024 and 2023 and therefore, diluted earnings per share equals to basic earnings per share.

截至二零二四年及二零二三年三月三十一日止年度並無具攤薄潛力的普通股，因此每股攤薄盈利相等於每股基本盈利。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' and chief executive's emoluments

Emoluments of the directors and chief executive disclosed pursuant to the Listing Rules, section 383(1) of the CO and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

12. 董事及最高行政人員酬金及五名最高酬金人士

(a) 董事及最高行政人員酬金

根據上市規則、公司條例第383(1)條及公司(披露董事利益資料)規則第2部披露的董事及最高行政人員的酬金如下：

	Fees	Salaries, allowances and benefits	Discretionary bonuses	Retirement scheme contributions	Total
	袍金	薪金、津貼及利益	酌情花紅	退休計劃供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Year ended 31 March 2024	截至二零二四年三月三十一日止年度				
<i>Executive directors:</i>	<i>執行董事：</i>				
Mr. Yip	-	794	66	-	860
Mr. Cheung Chun Fai	-	1,114	94	18	1,226
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>				
Mr. Chan Ka Yu	180	-	-	-	180
Mr. Lee Kwok Lun	180	-	-	-	180
Mr. Chan Wa Shing	180	-	-	-	180
	540	1,908	160	18	2,626
Year ended 31 March 2023	截至二零二三年三月三十一日止年度				
<i>Executive directors:</i>	<i>執行董事：</i>				
Mr. Yip	-	791	66	-	857
Mr. Cheung Chun Fai	-	1,067	89	18	1,174
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>				
Mr. Chan Ka Yu	180	-	-	-	180
Mr. Lee Kwok Lun	180	-	-	-	180
Mr. Chan Wa Shing	180	-	-	-	180
	540	1,858	155	18	2,571

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (continued)

(a) Directors' and chief executive's emoluments (continued)

For the years ended 31 March 2024 and 2023, no emoluments were paid by the Group to the above directors as an inducement to join or upon joining the Group or as compensation for loss of office.

There were no arrangements under which a director waived or agreed to waive any remuneration during the year (2023: Nil).

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 March 2024 included two (2023: two) directors whose emoluments are disclosed in note 12(a). The aggregate emoluments in respect of the remaining three (2023: three) individuals are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Salaries, fee and allowances	薪金、袍金及津貼	2,747	3,065
Discretionary bonuses	酌情花紅	232	385
Retirement scheme contributions	退休計劃供款	54	54
		3,033	3,504

The emoluments fell within the following bands:

		Number of individuals 人數	
		2024 二零二四年	2023 二零二三年
Emolument bands:	酬金範圍：		
Nil – HK\$1,000,000	零港元至1,000,000港元	2	1
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元	1	2

12. 董事及最高行政人員酬金及五名最高酬金人士(續)

(a) 董事及最高行政人員酬金(續)

截至二零二四年及二零二三年三月三十一日止年度，本集團並無向上述董事支付任何酬金，作為加盟本集團或於加盟本集團時的獎勵或離職補償。

年內並無董事放棄或同意放棄任何酬金的安排(二零二三年：無)。

(b) 五名最高酬金人士

截至二零二四年三月三十一日止年度，本集團五名最高酬金人士包括兩名董事(二零二三年：兩名董事)，其酬金披露於附註12(a)。其餘三名(二零二三年：三名)人士的酬金總額如下：

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、機械及設備

		Furniture, fixtures and equipment 傢俬、固定裝置 及設備 HK\$'000 千港元	Plant and machinery 廠房及機械 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Right-of-use assets 使用權資產 HK\$'000 千港元	Leasehold improvement 租賃物業裝修 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本						
As at 1 April 2022	於二零二二年四月一日	1,161	152,478	9,522	2,638	-	165,799
Additions	添置	-	9,710	-	-	240	9,950
Reassessment of lease term (Note)	重新評估租期(附註)	-	-	-	1,773	-	1,773
Written off	撇銷	-	-	-	(2,638)	-	(2,638)
As at 31 March 2023	於二零二三年三月三十一日	1,161	162,188	9,522	1,773	240	174,884
As at 1 April 2023	於二零二三年四月一日	1,161	162,188	9,522	1,773	240	174,884
Additions	添置	-	3,952	236	794	-	4,982
As at 31 March 2024	於二零二四年三月三十一日	1,161	166,140	9,758	2,567	240	179,866
Accumulated depreciation	累計折舊						
As at 1 April 2022	於二零二二年四月一日	(1,161)	(108,839)	(8,509)	(2,156)	-	(120,665)
Charge for the year	年內開支	-	(20,361)	(500)	(777)	(40)	(21,678)
Depreciation written back upon written off	撇銷時撥回的折舊	-	-	-	2,638	-	2,638
As at 31 March 2023	於二零二三年三月三十一日	(1,161)	(129,200)	(9,009)	(295)	(40)	(139,705)
As at 1 April 2023	於二零二三年四月一日	(1,161)	(129,200)	(9,009)	(295)	(40)	(139,705)
Charge for the year	年內開支	-	(16,649)	(547)	(1,053)	(200)	(18,449)
As at 31 March 2024	於二零二四年三月三十一日	(1,161)	(145,849)	(9,556)	(1,348)	(240)	(158,154)
Net book value	賬面淨值						
As at 31 March 2024	於二零二四年三月三十一日	-	20,291	202	1,219	-	21,712
As at 31 March 2023	於二零二三年三月三十一日	-	32,988	513	1,478	200	35,179

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

13. PROPERTY, PLANT AND EQUIPMENT

(continued)

Note:

During the year ended 31 March 2023, the Group has renewed the lease arrangement for office premise with a remaining lease term of 20.6 months for an additional period after the end of the original lease term. No option to renew the lease after the end of the contract. The Group makes fixed payments during the contract period.

As at 31 March 2024, the carrying amount of the Group's right-of-use assets in relation to the office premise and motor vehicle are HK\$649,000 and HK\$708,000 respectively (2023: HK\$1,478,000 and nil).

14. INVESTMENT PROPERTY

Movements of the carrying amounts presented in the consolidated statement of financial position can be summarised as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Carrying amount as at 1 April	於四月一日的賬面值	4,480	4,790
Changes in fair value of investment property recognised in profit or loss	於損益確認的投資物業的公平值變動	(570)	(310)
Carrying amount as at 31 March	於三月三十一日的賬面值	3,910	4,480

13. 物業、機械及設備(續)

附註：

於截至二零二三年三月三十一日止年度，本集團重續了辦公室物業的租賃安排，以在原有租期結束後續租一段時間，餘下租期為20.6個月。於合約屆滿後，並無重續租賃的選擇權。本集團於合約期內作出固定付款。

於二零二四年三月三十一日，本集團辦公室物業及汽車的使用權資產的賬面值分別為649,000港元及708,000港元(二零二三年：1,478,000港元及零)。

14. 投資物業

綜合財務狀況表所呈列賬面值之變動可概述如下：

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

14. INVESTMENT PROPERTY (continued)

Fair value measurement of investment property

The following table shows the Group's investment property measured at fair value in the consolidated statement of financial position on a recurring basis, categorised into three levels of a fair value hierarchy. The levels are based on the observability and significance of inputs to the measurements, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and not using significant unobservable inputs.
- Level 3: significant unobservable inputs for the asset or liability.

14. 投資物業(續)

投資物業的公平值計量

下表列示綜合財務狀況表內本集團的投資物業按經常性基準以公平值計量，分為三層公平值等級。有關等級基於計量的輸入數據之可觀察性及重要程度，詳情如下：

- 第一層：相同資產及負債於活躍市場的報價(未經調整)。
- 第二層：資產或負債於第一層所包括的報價以外直接或間接可觀察的輸入數據。並不使用重大不可觀察輸入數據。
- 第三層：資產或負債的重大不可觀察輸入數據。

		2024 二零二四年 Level 3 第三層 HK\$'000 千港元	2023 二零二三年 Level 3 第三層 HK\$'000 千港元
Recurring fair value measurement	經常性公平值計量		
Investment property:	投資物業：		
Residential property in Hong Kong	香港的住宅物業	3,910	4,480

There have been no transfers into or out of Level 3 during the years ended 31 March 2024 and 2023.

截至二零二四年及二零二三年三月三十一日止年度，概無轉入或轉出第三層。

The investment property was revalued by an independent qualified valuer as at 31 March 2024 and 2023, who have the relevant experience in the location and category of property being valued. There was no change to the valuation techniques during the year.

於二零二四年及二零二三年三月三十一日，投資物業經一名獨立合資格估值師(對所估物業的地段及類別具有近期經驗)重估。年內，估值技術概無變動。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

14. INVESTMENT PROPERTY (continued)

Fair value measurement of investment property (continued)

Set out below are information about the fair value of investment property categorised under Level 3 fair value hierarchy:

14. 投資物業(續)

投資物業的公平值計量(續)

以下載列有關根據第三層公平值等級分類的投資物業公平值的資料：

	Valuation technique	Unobservable input	Range of unobservable input 不可觀察輸入數據的範圍	
			31 March 2024 二零二四年三月三十一日	31 March 2023 二零二三年三月三十一日
Investment property: 投資物業：				
- Residential property	Income capitalisation approach	Market yearly rental rate taking into account of individual factors such as location, environment, age, accessibility, floor, size, etc.	HK\$450 per square feet	HK\$434 per square feet
- 住宅物業	收入資本化方法	市場每年租金(計及位置、環境、樓齡、交通、樓層、面積等個別因素)	每平方呎 450港元	每平方呎 434港元
		Capitalisation rate of reversionary income	3.9%	3.3%
		復歸收入資本化率	3.9%	3.3%

The fair value of the residential investment property in Hong Kong are determined using income capitalisation approach by capitalisation of future rental, which largely use unobservable inputs (e.g. market yearly rental rate, capitalisation rate, etc.) and taking into account the significant adjustment on term yield to account for the risk upon reversionary and the estimation in vacancy rate after expiry of current lease. In the valuation, the capitalisation rate adopted is by reference to the yield rates observed by the valuer for similar properties in the locality and adjusted for the valuer's knowledge of factors specific to the respective properties. The fair value measurement is positively correlated to the future rental and negatively correlated to the capitalisation rate.

Fair value adjustment of the investment property is recognised in the line item 'Other (loss)/gains, net' in the consolidated statement of profit or loss and other comprehensive income.

The Group's borrowings and banking facilities are secured by the investment property with carrying amount of HK\$3,910,000 (2023: HK\$4,480,000) as at 31 March 2024 (note 21).

香港住宅投資物業的公平值採用收入資本化方法透過將未來租金資本化而釐定，主要使用不可觀察輸入數據(如市場每年租金、資本化率等)，並考慮到對期限收益率的重大調整(以承擔復歸後的風險)及現行租期屆滿後對空置率的估計。在估值時，所採用的資本化率乃參考估值師就當地類似物業所觀察到的收益率，並根據估值師對各自物業特定因素的了解進行調整。公平值計量與日後租金呈正相關，與資本化率呈負相關。

投資物業公平值調整計入綜合損益及其他全面收益表「其他(虧損)/收益，淨額」。

本集團的借款及銀行融資乃以投資物業作抵押，相關投資物業於二零二四年三月三十一日的賬面值為3,910,000港元(二零二三年：4,480,000港元)(附註21)。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

15. INTERESTS IN SUBSIDIARIES

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

15. 於附屬公司的權益

於二零二四年及二零二三年三月三十一日，主要附屬公司詳情如下：

Company name 公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及營運地點	Type of legal entity 法人實體類型	Issued and paid up capital/registered capital 已發行及繳足股本/ 註冊資本	Equity interest attributable to the Group		Principal activities 主要業務
				2024 二零二四年	2023 二零二三年	
Directly held 直接持有						
Richer Ventures Limited	The BVI	Limited liability company	350,000 ordinary shares of US\$1	100%	100%	Investment holding
Richer Ventures Limited	英屬處女群島	有限公司	350,000股每股面值 1美元的普通股	100%	100%	投資控股
Top Growth Ventures Limited	The BVI	Limited liability company	50,000 ordinary shares of US\$1	100%	100%	Investment holding
Top Growth Ventures Limited	英屬處女群島	有限公司	50,000股每股面值 1美元的普通股	100%	100%	投資控股
Able Standard Enterprise Limited (note (a))	The BVI	Limited liability company	1 ordinary shares of US\$1	100%	100%	Investment holding
Able Standard Enterprise Limited (附註(a))	英屬處女群島	有限公司	1股每股面值 1美元的普通股	100%	100%	投資控股
Treasure Apex Enterprise Limited	The BVI	Limited liability company	1 ordinary shares of US\$1	100%	100%	Investment holding
Treasure Apex Enterprise Limited	英屬處女群島	有限公司	1股每股面值 1美元的普通股	100%	100%	投資控股
Vast Perfect Enterprise Limited (note (b))	The BVI	Limited liability company	1 ordinary shares of US\$1	100%	100%	Investment holding
Vast Perfect Enterprise Limited (附註(b))	英屬處女群島	有限公司	1股每股面值 1美元的普通股	100%	100%	投資控股
Essential Quality Enterprises Limited (note (c))	The BVI	Limited liability company	1 ordinary shares of US\$1	100%	-	Investment holding
Essential Quality Enterprises Limited (附註(c))	英屬處女群島	有限公司	1股每股面值 1美元的普通股	100%	-	投資控股

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

15. INTERESTS IN SUBSIDIARIES (continued)

15. 於附屬公司的權益(續)

Company name 公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及營運地點	Type of legal entity 法人實體類型	Issued and paid up capital/registered capital 已發行及繳足股本/ 註冊資本	Equity interest attributable to the Group		Principal activities 主要業務
				2024 二零二四年	2023 二零二三年	
Indirectly held 間接持有						
Kit Kee Engineering Limited 杰記工程有限公司	Hong Kong 香港	Limited liability company 有限公司	300,000 ordinary shares 300,000股普通股	100%	100%	Undertaking foundation works in Hong Kong 在香港承接地基工程
Dragon Rise Asia Limited 龍昇亞洲貿易有限公司	Hong Kong 香港	Limited liability company 有限公司	10,000 ordinary shares 10,000股普通股	100%	100%	Trading of construction material and investment holding 買賣建築材料及 投資控股
Dragon Rise Construction Technology Limited (note (d)) 龍昇建築科技有限公司(附註(d))	Hong Kong 香港	Limited liability company 有限公司	10,000 ordinary shares 10,000股普通股	100%	–	Inactive 不活躍
Dragon Rise Investment Limited 龍昇投資控股有限公司	Hong Kong 香港	Limited liability company 有限公司	10,000 ordinary shares 10,000股普通股	100%	100%	Investment holding 投資控股
Dragon Rise New Energy Holdings Limited (note (e)) 龍昇新能源控股有限公司(附註(e))	Hong Kong 香港	Limited liability company 有限公司	10,000,000 ordinary shares 10,000股普通股	51%	–	Investment holding 投資控股
Dragon Rise New Energy (HK) Limited (note (f)) 龍昇新能源(香港)有限公司(附註(f))	Hong Kong 香港	Limited liability company 有限公司	10,000,000 ordinary shares 10,000股普通股	51%	–	Inactive 不活躍
Ocean Summit Credit Limited (note (g)) 傲鋒信貸有限公司(附註(g))	Hong Kong 香港	Limited liability company 有限公司	10,000 ordinary shares 10,000股普通股	100%	–	Inactive 不活躍

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

15. INTERESTS IN SUBSIDIARIES (continued)

15. 於附屬公司的權益(續)

Company name 公司名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及營運地點	Type of legal entity 法人實體類型	Issued and paid up capital/registered capital 已發行及繳足股本/ 註冊資本	Equity interest attributable to the Group		Principal activities 主要業務
				2024 二零二四年	2023 二零二三年	
Guangdong Dragon Rise Investment Limited (formerly know as Guangdong Dragon Rise Construction Limited) 廣東龍昇投資有限公司 (前稱廣東龍昇建築有限公司)	The PRC 中國	Limited liability company 有限公司	Registered capital of RMB5,000,000 人民幣5,000,000元的註冊資本	100%	100%	Investment holding 投資控股
Guangdong Dragon Rise Trade Development Limited 廣東龍昇貿易發展有限公司	The PRC 中國	Limited liability company 有限公司	Registered capital of RMB5,000,000 人民幣5,000,000元的註冊資本	100%	100%	Trading of construction material and investment holding 買賣建築材料及投資控股
Yunnan FTZ Longzheng Industry Limited (note (h)) 雲南自由貿易試驗區龍政實業有限公司(附註(h))	The PRC 中國	Limited liability company 有限公司	Registered capital of RMB 3,350,000 人民幣3,350,000元的註冊資本	67%	-	Inactive 不活躍
Guangdong Longfei Trade Limited (notes (i) & (l)) 廣東龍菲建材有限公司(附註(i)及(l))	The PRC 中國	Limited liability company 有限公司	Registered capital of RMB 13,400,000 人民幣13,400,000元的註冊資本	67%	-	Trading of construction material 買賣建築材料
Guangdong Longyu Trade Limited (notes (j) & (l)) 廣東龍裕建材有限公司(附註(j)及(l))	The PRC 中國	Limited liability company 有限公司	Registered capital of RMB 6,700,000 人民幣6,700,000元的註冊資本	67%	-	Trading of construction material 買賣建築材料
Guangdong Longyu Engineering Limited (notes (k) & (l)) 廣東龍裕工程有限公司(附註(k)及(l))	The PRC 中國	Limited liability company 有限公司	Registered capital of RMB 6,700,000 人民幣6,700,000元的註冊資本	67%	-	Inactive 不活躍

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

15. INTERESTS IN SUBSIDIARIES (continued)

Notes:

- (a) Able Standard Enterprise Limited was established and incorporated on 2 September 2022 in the BVI.
- (b) Treasure Apex Enterprise Limited and Vast Perfect Enterprise Limited were established and incorporated on 1 July 2022 in the BVI.
- (c) Essential Quality Enterprises Limited was established and incorporated on 28 November 2023 in the BVI.
- (d) Dragon Rise Construction Technology Limited was established and incorporated on 6 February 2024 in Hong Kong.
- (e) The Group acquired 51% equity interest of Dragon Rise New Energy Holding Limited on 27 November 2023.
- (f) Dragon Rise New Energy (HK) Limited was established and incorporated on 27 November 2023 in Hong Kong.
- (g) The Group acquired the entire equity interest of Ocean Summit Credit Limited on 11 July 2023 in Hong Kong.
- (h) Yunnan FTZ Longzheng Industry Limited was established and incorporated on 14 November 2023 in the PRC.
- (i) Guangdong Longfei Trade Limited was established and incorporated on 31 August 2023 in the PRC.
- (j) Guangdong Longyu Trade Limited was established and incorporated on 11 December 2023 in the PRC.
- (k) Guangdong Longyu Engineering Limited was established and incorporated on 25 December 2023 in the PRC.
- (l) The English names of the PRC companies refer to in this note represents management's best efforts in translating the Chinese names of those companies as no English names have been registered or available.

15. 於附屬公司的權益(續)

附註：

- (a) Able Standard Enterprise Limited於二零二二年九月二日在英屬處女群島成立及註冊成立。
- (b) Treasure Apex Enterprise Limited及Vast Perfect Enterprise Limited於二零二二年七月一日在英屬處女群島成立及註冊成立。
- (c) Essential Quality Enterprises Limited於二零二三年十一月二十八日在英屬處女群島成立及註冊成立。
- (d) 龍昇建築科技有限公司於二零二四年二月六日在香港成立及註冊成立。
- (e) 本公司於二零二三年十一月二十七日收購龍昇新能源控股有限公司51%股權。
- (f) 龍昇新能源(香港)有限公司於二零二三年十一月二十七日在香港成立及註冊成立。
- (g) 本集團於二零二三年七月十一日在香港收購傲鋒信貸有限公司所有股權。
- (h) 雲南自由貿易試驗區龍政實業有限公司於二零二三年十一月十四日在中國成立及註冊成立。
- (i) 廣東龍菲建材有限公司於二零二三年八月三十一日在中國成立及註冊成立。
- (j) 廣東龍裕建材有限公司於二零二三年十二月十一日在中國成立及註冊成立。
- (k) 廣東龍裕工程有限公司於二零二三年十二月二十五日在中國成立及註冊成立。
- (l) 本附註提及的中國公司英文名稱為管理層盡最大努力翻譯該等公司的中文名稱，乃由於該等公司尚未註冊或可用的英文名稱。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

16. TRADE AND OTHER RECEIVABLES

16. 貿易及其他應收款項

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Trade receivables	貿易應收款項			
– from third parties	– 來自第三方	(a)	28,753	39,078
Less: ECL allowance, net	減：預期信貸虧損撥備， 淨額		(27)	(262)
			28,726	38,816
Deposit, prepayment and other receivables	按金、預付款項及 其他應收款項			
Other receivables	其他應收款項		480	361
Prepayment (note)	預付款項(附註)		879	500
Utility and other deposits	公用事業費及其他按金		182	248
Amount due from the ultimate holding company	應收最終控股公司款項	(b)	110	110
			1,651	1,219
			30,377	40,035
Portion classified as non-current assets	分類為非流動資產的部分		–	(168)
Current portion	流動部分		30,377	39,867

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

16. TRADE AND OTHER RECEIVABLES (continued)

Note:

Prepayment of HK\$408,000 was made for purchasing materials as at 31 March 2024 (2023: Nil).

The directors of the Company consider that the fair values of trade and other receivables which are expected to be recovered within one year are not materially different from their carrying amounts, because their balances have short maturity periods on their inception.

The Group usually provides customers with a credit term of 28 to 90 days (2023: 28 to 45 days). For the settlement of trade receivables from provision of construction services, the Group usually reaches an agreement on the term of each payment with the customer by taking into account of factors such as, among other things, the credit history of the customer, its liquidity position and the Group's working capital needs, which varies on a case-by-case basis that requires the judgement and experience of the management.

The details of ECL measurement for trade and other receivables are set out in note 32.4 to the consolidated financial statements. As at 31 March 2024, ECL allowance of HK\$27,000 (31 March 2023: HK\$262,000) was recognised on these debtors.

Based on the invoice dates (or date of revenue recognition, if earlier), the ageing analysis of the trade receivables, net of ECL allowance, was as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
0 – 30 days	0至30天	22,868	26,692
31 – 60 days	31至60天	4,894	12,124
61 – 90 days	61至90天	964	–
		28,726	38,816

16. 貿易及其他應收款項(續)

附註：

於二零二四年三月三十一日，就購買材料支付預付款項408,000港元(二零二三年：無)。

本公司董事認為，由於該等結餘自開始起計的到期日較短，故貿易及其他應收款項(預期於一年內收回)的公平值與其賬面值並無重大差異。

本集團通常向客戶提供28至90天(二零二三年：28至45天)信用期。就結算提供建築服務的貿易應收款項而言，本集團通常就每筆付款的期限與客戶達成協議，計及(其中包括)客戶的信貸歷史、流動資金狀況及本集團營運資金需求等因素，其按個別情況而有所不同，並須依靠管理層的判斷及經驗。

有關貿易及其他應收款項的預期信貸虧損計量詳情載於綜合財務報表附註32.4。於二零二四年三月三十一日，已就該等應收賬款確認27,000港元(二零二三年三月三十一日：262,000港元)的預期信貸虧損撥備。

根據發票日期(或收益確認日期，以較早者為準)，貿易應收款項扣除預期信貸虧損撥備的賬齡分析如下：

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

16. TRADE AND OTHER RECEIVABLES (continued)

(a) Trade receivables

The movement in the ECL allowance on trade receivables is as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Balance as at 1 April	於四月一日的結餘	262	509
ECL reversal recognised during the year, net	年內確認的預期信貸虧損撥回，淨額	(235)	(247)
Balance as at 31 March	於三月三十一日的結餘	27	262

(b) Amounts due from the ultimate holding company

The amounts due are unsecured, interest-free and repayable on demand.

Particulars of amounts due from the ultimate holding company, disclosed pursuant to section 383(1)(d) of the CO, are as follows:

Name 姓名／名稱		31 March 2024 二零二四年 三月三十一日 HK\$'000 千港元	Maximum amount outstanding during the year 年內最多 尚未清償款項 HK\$'000 千港元	31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
Fame Circle (note)	Fame Circle (附註)	110	110	110
Balance as at 31 March	於三月三十一日的結餘	110		110

Note:

Fame Circle is wholly owned by Mr. Yip and Mr. Yip is the sole director of Fame Circle.

16. 貿易及其他應收款項(續)

(a) 貿易應收款項

貿易應收款項的預期信貸虧損撥備變動如下：

(b) 應收最終控股公司款項

有關款項為無抵押、免息及須按要求償還。

根據公司條例第383(1)(d)條披露的應收最終控股公司的款項詳情如下：

附註：

Fame Circle由葉先生全資擁有及葉先生為Fame Circle的唯一董事。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

17. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT AND LOSS

17. 按公平值計入損益的金融資產

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Life insurance policy	人壽保單	1,000	-

The amount represents the insurance premium paid for a 10-year life insurance policy (the "Insurance Policy") to insure a director of the Company. Under the Insurance Policy, the beneficiary and policy holder is the Group. The Group can terminate the Insurance Policy at any time and receive cash at the date of termination based on the account value of the Insurance Policy (the "Cash Surrender Value"), which is determined based on the premium paid with the accrued returns after netting of the charges (including a surrender charge) in accordance with the terms and conditions of the Insurance Policy.

The total insured sum is HK\$2,000,000. At the inception of the Insurance Policy, the Group was required to pay an upfront payment of HK\$1,000,000.

Payment for the Insurance Policy is classified as a financial asset at FVTPL as contractual rights to cash flows do not represent contractual cash flows that are solely payments of principle and interest on the principal amount outstanding. The Insurance Policy is measured under Level 2 fair value hierarchy. The fair value is measured with reference to the quotation of the Insurance Policy from the insurance company.

The director of the Company have no intention to terminate the Insurance Policy within 12 months after the end of the reporting period and, therefore, the amount was classified as a non-current asset.

The following table shows the reconciliation of Level 2 fair value measurement:

該金額指為本公司一名董事投保而支付的十年期人壽保單(「保單」)保費。根據保單，受益人及保單持有人均為本集團。本集團可隨時終止保單，並在終止日期收取一筆按保單賬戶價值(「現金退保價值」)計算的現金，而賬戶價值則根據已付保費及經扣除根據保單的條款及條件收取的費用(包括退保費用)的應計回報釐定。

總投保額為2,000,000港元。於保單開始時，本集團須支付首筆款項1,000,000港元。

由於有關現金流量的合約權利不代表僅為支付本金及未償還本金金額的利息的合約現金流量，故保單付款分類為按公平值計入損益的金融資產。保單按第二級公平值層級計量。公平值參考保險公司所提供保單的報價計量。

本公司董事無意於報告期末後12個月內終止保單，故有關款項被分類為非流動資產。

下表列示按第二級公平值層級計量之對賬：

		HK\$'000 千港元
As at 1 April 2023	於二零二三年四月一日	-
Purchased	已購買	-
As at 31 March 2024	於二零二四年三月三十一日	1,000
		1,000

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

18. CONTRACT ASSETS AND CONTRACT LIABILITIES

18.1 Contract assets

18. 合約資產及合約負債

18.1 合約資產

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Unbilled revenue	未發單收益	161,438	76,655
Retention receivables	應收保留金	72,282	56,948
Less: ECL allowance, net	減：預期信貸虧損撥備， 淨額	(5,501)	(1,533)
		228,219	132,070

Note:

Unbilled revenue represents the Group's right to receive consideration for work completed and not yet billed because the rights are conditional upon the satisfaction by the customers on the construction work completed by the Group and the work is pending for the certification by the customers. The contract assets are transferred to the trade receivables when the rights become unconditional, which is typically at the time the Group obtains the certification of the completed construction work from the customers.

Retention receivables included in contract assets represent certified contract payments in respect of works performed, for which payments are withheld by customers for retention purposes, and the amount retained is withheld on each payment up to a maximum amount calculated on a prescribed percentage of the contract sum.

Changes of contract assets during the year ended 31 March 2024 were mainly due to:

- (i) Changes in retention receivables as a result of changes in number of ongoing and completed contracts during the year; and
- (ii) Changes in number of contract works that the relevant services were completed but yet been certified at the end of each reporting period.

附註：

未發單收益指本集團有權就已完工工程收取代價但因收款權利須待客戶信納本集團所完成建築工程方可作實且工程正待客戶認證而尚未開具賬單。於權利成為無條件時，合約資產乃轉撥至貿易應收款項，一般為本集團獲得客戶對已完工建築工程的認證時。

計入合約資產的應收保留金指已履約工程的認可合約付款，而有關付款乃由客戶扣留作保留金。就每筆付款項所保留的金額最多為按合約總額既定百分比計算的最高金額。

於截至二零二四年三月三十一日止年度，合約資產變動主要由於：

- (i) 年內進行中及已完成合約的數目出現變動，導致應收保留金出現變動；及
- (ii) 於各報告期末，相關服務已完成但未認證的合約工程的數目出現變動。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

18. CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)

18.1 Contract assets (continued)

The contract assets are transferred to the trade receivables when the rights become unconditional, which is typically at the expiry date of the period for the provision of assurance by the Group on the service quality of the construction work performed by the Group. The gross amount of contract assets expected to be recovered/settled over one year is HK\$29,751,000 (2023: HK\$16,233,000), all of the remaining balances were expected to be recovered/settled within one year.

The details of ECL measurement for contract assets are set out in note 32.4 to the consolidated financial statements. Based on ECL assessment, ECL allowance of HK\$5,501,000 (2023: HK\$1,533,000) has been recognised as at 31 March 2024.

The movement in the ECL allowance on contract assets are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Balance as at 1 April	於四月一日的結餘	1,533	1,212
ECL allowance recognised during the year, net	年內確認的預期信貸虧損撥備，淨額	3,968	321
Balance as at 31 March	於三月三十一日的結餘	5,501	1,533

18. 合約資產及合約負債(續)

18.1 合約資產(續)

於權利成為無條件時(一般為本集團就其進行的建築工程的服務質素提供保證的期限屆滿時)，合約資產乃轉撥至貿易應收款項。預期將於超過一年收回／結算之合約資產總額為29,751,000港元(二零二三年：16,233,000港元)，所有餘額預期將於一年內收回／結算。

有關計量合約資產預期信貸虧損的詳情載於綜合財務報表附註32.4。根據預期信貸虧損評估，於二零二四年三月三十一日已確認5,501,000港元(二零二三年：1,533,000港元)的預期信貸虧損撥備。

合約資產的預期信貸虧損撥備的變動如下：

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

18. CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)

18.2 Contract liabilities

18. 合約資產及合約負債(續)

18.2 合約負債

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Contract liabilities arising from construction contracts from billings in advance of performance	464	99

Contract liabilities arising from construction contracts from billings in advance of performance

建築合約履約前付款產生的合約負債

All of the contract liabilities are expected to be recovered/settled within one year.

所有合約負債預期將於一年內收回/結算。

Revenue recognised in relation to contract liabilities

已確認合約負債收益

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	99	45

Revenue recognised that was included in the contract liabilities balance at the beginning of the year

計入年初合約負債結餘的已確認收益

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

18. CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)

18.2 Contract liabilities (continued)

Unsatisfied long-term construction contracts

The transaction price allocated to the remaining unsatisfied or partially satisfied performance obligation as at 31 March are as follows:

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Within one year 一年內	985,204	991,538

The amounts disclosed above do not include transaction price allocated to performance obligations which have been satisfied but not yet recognised due to variable consideration constraint.

18. 合約資產及合約負債(續)

18.2 合約負債(續)

未履約長期建築合約

於三月三十一日，分配到未履約或僅部分履約的餘下履約責任的交易價格如下：

上文披露的款項並不包括分配到已履約但因有可變代價限制而尚未獲確認的履約責任的交易價格。

19. CASH, BANK BALANCES AND PLEDGED DEPOSITS

19. 現金、銀行結餘及已抵押存款

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Cash, bank balances and pledged deposits 現金、銀行結餘及已抵押存款	133,962	96,261
Less: bank deposits, pledged 減：已抵押銀行存款	(33,964)	(25,179)
Cash and cash equivalents per the consolidated statement of cash flows 綜合現金流量表項下的現金及現金等價物	99,998	71,082

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

19. CASH, BANK BALANCES AND PLEDGED DEPOSITS (continued)

Cash at banks earns interest at floating rates based on daily bank deposit rates.

Pledged bank deposits earn effective interest rate at 0.68% – 0.93% (2023: 0.01% – 0.68%) per annum and have a maturity of 1 to 2 month. They have been pledged to secure bank facilities (note 21).

Included in bank and cash balances of the Group is HK\$23,363,000 (2023: HK\$16,705,000) of bank balances denominated in Renminbi (“RMB”) placed with banks in the PRC. RMB is not a freely convertible currency. Under the PRC’s Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

The directors consider that the fair values of cash at bank are not materially different from their carrying amounts, because their balances have short maturity periods on their inception.

19. 現金、銀行結餘及已抵押存款 (續)

銀行現金按每日銀行存款利率以浮動利率賺取利息。

已抵押銀行存款按0.68%至0.93%(二零二三年：0.01%至0.68%)的實際年利率賺取利息，於一至兩個月到期。銀行存款作為獲取銀行融資的抵押(附註21)。

本集團的銀行及現金結餘包括23,363,000港元(二零二三年：16,705,000港元)存放在中國的銀行的以人民幣(「人民幣」)計值的銀行結餘。根據中國的外匯管制條例以及結匯、銷售及支付外匯管理規定，本集團被允許通過經授權從事外匯業務的銀行將人民幣兌換為外幣。

董事認為，銀行現金的公平值與其賬面值相若，因為該等結餘自開始起擁有較短的到期期間。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

20. TRADE AND OTHER PAYABLES

20. 貿易及其他應付款項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Trade payables (note (a))	貿易應付款項(附註(a))	80,159	36,702
Accruals and other payables (note (b))	應計費用及其他應付款項 (附註(b))	5,514	3,788
		85,673	40,490

Notes:

附註：

- (a) Payment terms granted by suppliers are 0 to 90 days (2023: 0 to 30 days) from the invoice date of the relevant purchases.

- (a) 供應商授予的付款期限為自有關採購發票日期起計0至90天(二零二三年：0至30天)。

The ageing analysis of trade payables based on the invoice date is as follows:

貿易應付款項按發票日期的賬齡分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
0 – 30 days	0至30天	72,258	29,509
31 – 60 days	31至60天	6,667	7,166
61 – 90 days	61至90天	1,234	27
		80,159	36,702

- (b) As at 31 March 2024, accruals and other payables mainly comprised of: (1) accrued professional fee which amounted to HK\$1,938,000 (2023: HK\$1,761,000); (2) accrued employee benefits of approximately HK\$1,247,000 (2023: HK\$1,058,000); and (3) amount due to a director which amounted to HK\$1,476,000 (2023: HK\$267,000). The amount due is unsecured, interest-free and repayable on demand.

- (b) 於二零二四年三月三十一日，應計費用及其他應付款項主要包括：(1) 應計專業費用1,938,000港元(二零二三年：1,761,000港元)；(2) 應計僱員福利約1,247,000港元(二零二三年：1,058,000港元)；及(3) 應付一名董事款項1,476,000港元(二零二三年：267,000港元)。到期款項為無抵押、免息及須按要求償還。

- (c) All amounts are short-term and hence, the carrying values of the Group's trade payables and accruals and other payables are considered to be a reasonable approximation of fair value.

- (c) 所有款項均為短期款項，因此，本集團的貿易應付款項以及應計費用及其他應付款項的賬面值被視為與公平值合理相若。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

21. BORROWINGS

As at 31 March 2023 and 2024, the borrowings were repayable as follows:

		As at 30 March 2024 於二零二四 年三月三十日 HK\$'000 千港元	As at 31 March 2023 於二零二三年 三月三十一日 HK\$'000 千港元
Secured bank loans repayable on demand (note (a))	應要求償還的有抵押銀行 貸款(附註(a))	58,400	1,883
Unsecured corporate bond (note (c))	無抵押的公司債券(附註(c))	2,105	–
		60,505	1,883
Portion classified as non-current liabilities	分類為非流動負債的部分	(2,000)	–
Current portion	流動部分	58,505	1,883

Notes:

- (a) As at 31 March 2024, the bank loans are interest-bearing at 4.22% to 6.19% (2023: 4.58% to 4.76%) per annum.
- (b) As at 31 March 2024 and 2023, the banking facilities of the Group were secured by:
- (1) Corporate guarantee given by the Company;
 - (2) Charges on the investment property owned by the Group (note 14); and
 - (3) Charges on certain bank deposits (note 19) made by the Group.
- (c) On 18 July 2023, the Company issued an unsecured two-year corporate bond with a principal amount of HK\$2,000,000 to an independent third party at an issue price equal to the face value of the bond. The principal of the corporate bond bears interest at rate of 7% per annum and interest is payable annually in arrears.

21. 借款

於二零二三年及二零二四年三月三十一日，須償還的借款如下：

		As at 30 March 2024 於二零二四 年三月三十日 HK\$'000 千港元	As at 31 March 2023 於二零二三年 三月三十一日 HK\$'000 千港元
Secured bank loans repayable on demand (note (a))	應要求償還的有抵押銀行 貸款(附註(a))	58,400	1,883
Unsecured corporate bond (note (c))	無抵押的公司債券(附註(c))	2,105	–
		60,505	1,883
Portion classified as non-current liabilities	分類為非流動負債的部分	(2,000)	–
Current portion	流動部分	58,505	1,883

附註：

- (a) 於二零二四年三月三十一日，銀行貸款按年利率4.22%至6.19%(二零二三年：4.58%至4.76%)計息。
- (b) 於二零二四年及二零二三年三月三十一日，本集團的銀行融資透過以下方式擔保：
- (1) 本公司提供的企業擔保；
 - (2) 本集團所擁有投資物業(附註14)之押記；及
 - (3) 本集團的若干銀行存款(附註19)之押記。
- (c) 於二零二三年七月十八日，本公司以相等於債券面值的發行價向一名獨立第三方發行本金額為2,000,000港元的無抵押兩年期公司債券。公司債券的本金按年利率7%計息且利息須每年支付一次。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

22. LEASE LIABILITIES/OBLIGATION UNDER FINANCE LEASES

The analysis of the Group's lease liabilities and obligation under finance leases is as follows:

22. 租賃負債／融資租賃下的義務

本集團租賃負債及融資租賃下的義務分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Total minimum lease payments:	最低租賃付款總額：		
Within one year	一年內	856	946
After one year but within two years	一年後，但於兩年內	375	630
After two years but within five years	兩年後，但於五年內	196	-
		1,427	1,576
Future finance charges	未來財務費用	(100)	(82)
Present value of lease liabilities	租賃負債現值	1,327	1,494
Present value of minimum lease payment:	最低租賃付款現值：		
Within one year	一年內	806	876
After one year but within two years	一年後，但於兩年內	333	618
After two years but within five years	兩年後，但於五年內	188	-
		1,327	1,494
Less: Portion due within one year included under current liabilities	減：一年內到期的部分 (列於流動負債內)	(806)	(876)
Portion due after one year included under non-current liabilities	於一年後到期的部分 (列於非流動負債內)	521	618

During the year ended 31 March 2024, the Group has entered into lease arrangement for a motor vehicle. The lease periods are for four and a half year. At the end of the lease term, the Group has the option to purchase the leased assets at a price that is expected to be sufficiently lower than the fair value of the leased asset at the end of the lease. The lease does not including contingent rentals. As at 31 March 2024, the effective interest rate on the lease was 6.08% per annum.

The Group has also entered into lease arrangement for office premises during 31 March 2024 and 2023, details of which are included in note 13 to the consolidated financial statements.

During the year ended 31 March 2024, the total cash outflows for the leases are HK\$1,194,000 (2023: HK\$808,000).

於截至二零二四年三月三十一日止年度，本集團就一輛汽車訂立租賃安排。租賃期為四年半。於租賃期完結時，本集團有權選擇以預期遠低於租賃資產於租賃期完結時之公平值的價格購買租賃資產。是項租賃並不包括或然租金。於二零二四年三月三十一日，是項租賃的實際利率為每年6.08%。

於截至二零二四年及二零二三年三月三十一日止年度，本集團亦就辦公室物業訂立若干租賃安排，有關詳情載於綜合財務報表附註13。

截至二零二四年三月三十一日止年度，租賃的現金流出總額為1,194,000港元(二零二三年：808,000港元)。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

23. DEFERRED TAXATION

The net movement in deferred tax assets/(liabilities) and recognised in the consolidated statement of the financial position during the year are as follows:

23. 遞延稅項

於綜合財務狀況表內確認年內的遞延稅項資產／(負債)變動淨額如下：

		Deferred tax assets attributable to tax losses	Deferred tax liabilities attributable to accelerated tax depreciation	Total
		稅項虧損導致的遞延稅項資產	加速稅項折舊導致的遞延稅項負債	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 April 2022	於二零二二年四月一日	5,217	(4,878)	339
Recognised in profit or loss (note 9)	於損益確認(附註9)	(2,609)	1,493	(1,116)
As at 31 March 2023 and 1 April 2023	於二零二三年三月三十一日及二零二三年四月一日	2,608	(3,385)	(777)
Recognised in profit or loss (note 9)	於損益確認(附註9)	(2,608)	1,594	(1,014)
As at 31 March 2024	於二零二四年三月三十一日	-	(1,791)	(1,791)

At the end of the reporting period, the Group had total tax losses of approximately HK\$595,000 (2023: HK\$16,012,000) available to carry forward against future taxable income. No deferred tax assets have been recognised in respect of tax loss of approximately HK\$595,000 (2023: HK\$205,000) due to unpredictability of future profit streams. Tax losses of HK\$205,000 do not expire under current legislation and HK\$390,000 will be expired in 5 years.

於報告期末，本集團合共有約595,000港元(二零二三年：16,012,000港元)的未動用稅項虧損可結轉，以抵銷未來應課稅收入。由於未來溢利流的不可預測性，並無就有關稅項虧損約595,000港元(二零二三年：205,000港元)確認遞延稅項資產。根據現時法例，205,000港元的稅項虧損並不會失效，而390,000港元將於5年內失效。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

24. SHARE CAPITAL

24. 股本

		2024 二零二四年		2023 二零二三年	
		Number of shares 股份數目	HK\$'000 千港元	Number of shares 股份數目	HK\$'000 千港元
Authorised:	法定：				
As at 1 April and 31 March	於四月一日及三月三十一日	10,000,000,000	100,000	10,000,000,000	100,000
Issued and fully paid:	已發行及繳足：				
As at 1 April and 31 March	於四月一日及三月三十一日	1,200,000,000	12,000	1,200,000,000	12,000

25. RESERVES

The amounts of the Group's reserves and the movements therein for the years ended 31 March 2024 and 2023 are presented in the consolidated statement of changes in equity of the consolidated financial statements.

Share premium

The share premium represents the difference between the par value of the shares of the Company and net proceeds received from the issuance of the shares of the Company.

Under the Companies Law of the Cayman Islands, the share premium account of the Company may be applied for payment of distributions or dividends to the shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

Other reserve

Other reserve of the Group represents the difference between the nominal values of the share capital of subsidiaries acquired by the Group and the nominal value of the Company's share issued under the Group's Reorganisation (the "Reorganisation") in connection with the listing of its shares on the Stock Exchange. Details of the Reorganisation are set out in the paragraph headed "Reorganisation" in the section headed "History and Development" in the Company's prospectus dated 26 January 2018.

Translation reserve

Translation reserve comprises all foreign exchange differences for the translation of financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy in note 2.3.

25. 儲備

本集團儲備額及其於截至二零二四年及二零二三年三月三十一日止年度之變動於綜合財務報表之綜合權益變動表內呈列。

股份溢價

股份溢價指本公司股份面值與發行本公司股份所得款項淨額之間的差額。

根據開曼群島公司法，本公司股份溢價賬可用於支付向股東所作的分派或股息，惟在緊隨建議支付分派或股息的日期後本公司有能力償還日常業務過程中到期的債項。

其他儲備

本集團其他儲備指本集團所收購附屬公司的股本面值與根據本集團重組（「重組」）發行的本公司股份於聯交所上市的面值之間的差額。重組詳情載於本公司日期為二零一八年一月二十六日的招股章程「歷史及發展」一節「重組」一段。

換算儲備

換算儲備由換算海外業務財務報表之所有換算差異組成。儲備乃根據附註2.3的會計政策進行處理。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

26. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

26. 本公司財務狀況表

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債			
Non-current asset	非流動資產			
Investments in subsidiaries	於附屬公司的投資	15	143,765	143,765
Current assets	流動資產			
Other receivables	其他應收款項		253	177
Amounts due from subsidiaries	應收附屬公司款項		77,197	79,198
Cash and cash equivalents	現金及現金等價物		1,722	996
			79,172	80,371
Current liability	流動負債			
Other payables	其他應付款項		(1,596)	(1,704)
Borrowings	借款		(105)	–
			(1,701)	(1,704)
Net current assets	流動資產淨值		77,471	78,667
Total assets less current liabilities	總資產減流動負債		221,236	222,432
Non current liabilities	非流動負債			
Borrowings	借款		(2,000)	–
Net assets	資產淨值		219,326	222,432
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	24	12,000	12,000
Reserves	儲備		207,236	210,432
Total equity	總權益		219,326	222,432

Mr. Yip Yuk Kit
葉育杰先生
Director
董事

Mr. Cheung Chun Fai
張振輝先生
Director
董事

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

26. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

The movement of the Company's reserves are as follows:

		Share premium 股份溢價 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$000 千港元
Balance as at 1 April 2022	於二零二二年四月一日之結餘	96,898	143,371	(26,768)	213,501
Loss and total comprehensive expenses for the year	年內虧損及全面開支總額	-	-	(3,069)	(3,069)
Balance as at 31 March 2023 and as at 1 April 2023	於二零二三年三月三十一日及二零二三年四月一日之結餘	96,898	143,371	(29,837)	210,432
Loss and total comprehensive expenses for the year	年內虧損及全面開支總額	-	-	(3,196)	(3,196)
Balance as at 31 March 2024	於二零二四年三月三十一日之結餘	96,898	143,371	(33,033)	207,236

Note:

Other reserve of the Company represents the difference between the total equity of subsidiaries acquired by the Company and the nominal value of the Company's share issued under the Reorganisation.

本公司儲備的變動如下：

附註：

本公司其他儲備指本公司所收購附屬公司的權益總額與根據重組發行的本公司股份面值之間的差額。

27. LEASE COMMITMENTS

As lessee

As at 31 March 2024 and 2023, the lease commitments for short-term leases are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Within one year	一年內	138	126

26. 本公司財務狀況表(續)

本公司儲備的變動如下：

27. 租賃承擔

作為承租人

於二零二四年及二零二三年三月三十一日，短期租賃的租賃承擔如下：

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

27. LEASE COMMITMENTS (continued)

As lessor

As at 31 March 2024 and 2023, the future aggregate minimum lease receipts under non-cancellable operating leases in respect of the Group's investment property are receivables as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Within one year	一年內	156	56
After one year but within two years	一年後，但於兩年內	56	–
		212	56

The Group leases its investment property (note 14) under operating lease arrangements which run for an initial period of two years (2023: two years), with an option to renew the lease terms at the expiry date or at dates as mutually agreed between the Group and the respective tenant.

28. RELATED PARTY TRANSACTIONS

In addition to the balances and transactions detailed elsewhere in this report, the Group had the following transactions with its related parties during the year.

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Rental expenses paid to a director	已付董事的租金開支	144	25

27. 租賃承擔(續)

作為出租人

於二零二四年及二零二三年三月三十一日，本集團就投資物業根據不可撤銷經營租賃而應收之未來最低租賃應收款總額如下：

本集團在經營租賃安排下出租投資物業(附註14)，初始為期兩年(二零二三年：兩年)。租賃包含於租賃屆滿日期或本集團與相關租戶協定的日期重續租賃條款的選擇權。

28. 關聯方交易

除本報告其他地方所詳述結餘及交易之外，本集團於年內與其關聯方進行以下交易。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

28. RELATED PARTY TRANSACTIONS (continued)

Key management personnel remuneration

The emoluments of the directors and senior management of the Company, who represent the key management personnel during the years ended 31 March 2024 and 2023 are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Salaries, fee and allowances	薪金、袍金及津貼	3,602	3,480
Discretionary bonuses	酌情花紅	303	437
Retirement benefit scheme contributions	退休福利計劃供款	54	54
		3,959	3,971

29. CONTINGENT LIABILITIES

As at 31 March 2024 and 2023, the Group has been involved in a number of claims, litigations and potential claims against the Group in relation to work-related injuries and non-compliances. The potential claims and litigations against the Group, as a subcontractor, are insured by main contractor's insurance policy, the directors are of the opinion that the claims, litigations and non-compliances are not expected to have a material impact on the consolidated financial statements, and the outcome for potential claims is uncertain. Accordingly, no provision has been made to the consolidated financial statements.

30. PERFORMANCE BOND

As at 31 March 2024, the Group has one (2023: two) outstanding performance bond of approximately HK\$3,067,000 (2023: HK\$5,492,000) given by a bank in favor of the Group's customer as security for the due performance and observance of the Group's obligations under the contract entered into between the Group and its customer. If the Group fails to provide satisfactory performance to its customer to whom performance bond has been given, such customer may demand the bank to pay it the sum or sum stipulated in such demand. The Group will become liable to compensate such bank accordingly. The performance bond will be released upon completion of the contracting works.

28. 關聯方交易(續)

主要管理人員酬金

截至二零二四年及二零二三年三月三十一日止年度，本公司董事及高級管理層(為主要管理人員)酬金如下：

29. 或然負債

於二零二四年及二零二三年三月三十一日，本集團涉及多項針對本集團的工傷以及不合規事件的申索、訴訟及潛在申索。針對本集團(作為分包商)的潛在申索及訴訟均由總承建商的保險單承保，董事認為該等申索、訴訟及不合規事件預期不會對綜合財務報表造成重大影響，且潛在申索的結果為不確定。因此，概無於綜合財務報表作出撥備。

30. 履約保證金

於二零二四年三月三十一日，本集團有一(二零二三年：兩)筆未償還的履約保證金約3,067,000港元(二零二三年：5,492,000港元)，其為一間銀行以本集團的客戶為受益人，作為本集團在本集團與客戶訂立的合約項下妥為履約及遵守其責任的擔保。倘本集團無法向客戶(已向其給予履約保證金)作出令其滿意的表現，則有關客戶可以要求銀行向其支付有關要求中訂明的金額或數額。本集團將有責任向有關銀行作出相應的賠償。履約保證金將在完成合約工程後被解除。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

31. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The changes in the Group's liabilities arising from financing activities can be classified as follows:

31. 融資活動產生的負債之對賬

本集團融資活動所產生負債之變動可分類如下：

		Borrowings 借款 HK\$'000 千港元	Corporate bond 公司債券 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2022	於二零二二年四月一日	6,639	–	489	7,128
Cash-flows:	現金流量：				
Capital element of lease rentals paid	已付租賃租金的資本部分	–	–	(768)	(768)
Interest element of lease rentals paid	已付租賃租金的利息部分	–	–	(40)	(40)
Proceeds	所得款項	3,136	–	–	3,136
Repayments	償還	(7,892)	–	–	(7,892)
Other changes:	其他變動：				
Reassessment of lease term	重新評估租期	–	–	1,773	1,773
Interest expense for lease liabilities	租賃負債利息開支	–	–	40	40
As at 31 March 2023	於二零二三年三月三十一日	1,883	–	1,494	3,377
As at 1 April 2023	於二零二三年四月一日	1,883	–	1,494	3,377
Cash-flows:	現金流量：				
Capital element of lease rentals paid	已付租賃租金的資本部分	–	–	(961)	(961)
Interest element of lease rentals paid	已付租賃租金的利息部分	–	–	(79)	(79)
Proceeds	所得款項	62,150	2,000	–	64,150
Repayments	償還	(5,633)	–	–	(5,633)
Other changes:	其他變動：				
Reassessment of lease term	重新評估租期	–	–	794	794
Interest expense for lease liabilities	租賃負債利息開支	–	–	79	79
Accruals of interest	應計利息	–	105	–	105
As at 31 March 2024	於二零二四年三月三十一日	58,400	2,105	1,327	61,832

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations. The financial risks include foreign currency risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group and approved by the board of directors.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

32.1 Categories of financial assets and liabilities

The carrying amounts presented in the consolidated statement of financial position relate to the following categories of financial assets and liabilities:

32. 財務風險管理及公平值計量

本集團於日常業務過程中使用金融工具而承擔財務風險。財務風險包括外幣風險、利率風險、信貸風險及流動資金風險。本集團的整體風險管理策略旨在將對本集團財務表現的潛在不利影響降至最低。風險管理乃由本集團高級管理層執行並經董事會批准。

本集團對該等風險的承擔及本集團管理該等風險所用的財務風險管理政策及慣例載於下文。

32.1 金融資產及負債分類

綜合財務狀況表所列賬面值與下列金融資產與負債分類有關：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at amortised cost:	按攤銷成本列賬的金融資產：		
– Trade and other receivables	– 貿易及其他應收款項	29,388	39,425
– Cash, bank balances and pledged deposits	– 現金、銀行結餘及已抵押存款	133,962	96,261
– Amount due from the ultimate holding company	– 應收最終控股公司款項	110	110
		163,460	135,796
Financial assets at FVTPL:	按公平值計入損益的金融資產：		
Financial assets at fair value through profit and loss	按公平值計入損益的金融資產	1,000	–
		164,460	135,796
Financial liabilities	金融負債		
Financial liabilities measured at amortised cost:	按攤銷成本計量的金融負債：		
– Trade and other payables	– 貿易及其他應付款項	(85,673)	(40,490)
– Lease liabilities	– 租賃負債	(1,327)	(1,494)
Borrowings	借款	(60,505)	(1,883)
		(147,505)	(43,867)

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

32.2 Foreign currency risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposures to currency risk arise from its cash at bank denominated in RMB, which are not the functional currency of the respective group companies.

The following table details the Group's exposure as at 31 March 2024 and 2023 to significant currency risks arising from recognised monetary assets and liabilities denominated in foreign currency which are different from the Group's functional currency.

Original currency	原貨幣	2024	2023
		二零二四年	二零二三年
		RMB	RMB
		人民幣	人民幣
		Equivalent	Equivalent
		相當於	相當於
		HK\$'000	HK\$'000
		千港元	千港元
Trade and other receivables	貿易及其他應收款項	21,308	–
Cash, bank balance and pledged deposits	現金、銀行結餘及已抵押存款	23,363	16,706
Trade and other payables	貿易及其他應付款項	(3,028)	–
Net exposure	風險淨額	41,643	16,706

The following table illustrates the sensitivity of the Group's profit after income tax during the year and equity in regards to the strength in the functional currencies of the group companies against relevant currencies. Weakens in the same % of functional currencies of the group companies against relevant currencies will have equal and opposite impact on the results of the year. The sensitivity rate is the rate used when reporting foreign currency risk internally to key management personnel and represents management's best assessment of the possible change in foreign exchange rates.

32. 財務風險管理及公平值計量(續)

32.2 外幣風險

外幣風險指外匯匯率變動導致金融工具公平值或未來現金流量出現波動的風險。本集團面臨的貨幣風險來自於以人民幣(並非相關集團公司的功能貨幣)計值的銀行現金。

下表詳列本集團於二零二四年及二零二三年三月三十一日因以本集團功能貨幣以外的外幣計值的已確認貨幣資產及負債而產生的重大貨幣風險。

下表闡述本集團年內除稅後溢利及權益對集團公司之功能貨幣兌相關貨幣升值的敏感度。集團公司之功能貨幣兌相關貨幣之同等百分比貶值將對年內業績產生相等但相反的影響。敏感度比率乃內部向主要管理人員報告外匯風險時採用之比率，且為管理層對匯率可能變動之最佳評估。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

32. 財務風險管理及公平值計量(續)

32.2 Foreign currency risk (continued)

32.2 外幣風險(續)

		Sensitivity rate	Decrease in profit after income tax	Decrease in equity
		敏感度比率	除所得稅後溢利減少 HK\$'000 千港元	權益減少 HK\$'000 千港元
31 March 2024	二零二四年三月三十一日			
RMB	人民幣	5%	(1,739)	(1,739)
31 March 2023	二零二三年三月三十一日			
RMB	人民幣	5%	(697)	(697)

The sensitivity analysis of the Group's exposure to foreign currency risk at the end of the year has been determined based on the assumed percentage change in foreign currency exchange rates taking place at the beginning of the financial year and held constant throughout the year.

於年末，本集團所面對外幣風險之敏感性分析乃假設外幣匯率變動百分比於財政年初發生並於整年內維持不變而釐定。

32.3 Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from borrowings and lease liabilities/obligation under finance lease. Borrowings and lease liabilities/obligation under finance lease bearing fixed rates expose the Group to fair value interest rate risk and the exposure to the Group is considered immaterial.

The exposure to interest rate risk for the Group bank balances and pledged bank deposits are considered immaterial.

32.3 利率風險

利率風險與金融工具的公平值或現金流量將會因市場利率的變動而波動的風險有關。本集團的利率風險主要來自借款及租賃負債／融資租賃項下責任。按固定利率計息的借款及租賃負債／融資租賃項下責任使本集團面對公平值利率風險及本集團所面對的風險被視為並不重大。

本集團銀行結餘及已抵押銀行存款的利率風險承擔被視為並不重大。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

32.4 Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operations. The Group's maximum exposure to credit risk on recognised financial assets is limited to the carrying amount as at 31 March 2024 and 2023 as summarised in note 32.1.

(i) Trade receivables and contract assets

As at 31 March 2024, for trade receivables, the Group usually provides customers with a credit term of 28 to 90 days (2023: 28 to 45 days). For the settlement of trade receivables from provision of construction services, the Group usually reaches an agreement on the term of each payment with the customer by taking into account of factors such as, among other things, the credit history of the customer, its liquidity position and the Group's working capital needs, which varies on a case-by-case basis that requires the judgement and experience of the management.

The Group applies the simplified approach for trade receivables and contract assets to provide ECL prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for these receivables due from third parties. These evaluations focus on the counterparty's financial position, past history of making payments and take into account information specific to the counterparty as pertaining to the economic environment in which the counterparty operates. Monitoring procedures have been implemented to ensure that follow-up action is taken to recover overdue balance.

32. 財務風險管理及公平值計量(續)

32.4 信貸風險

信貸風險指金融工具的對手方未能根據金融工具的條款履行其責任及對本集團造成財務虧損的風險。本集團所面對的信貸風險主要來自於其日常業務過程中向客戶授出信貸。本集團就已確認金融資產而面臨之最大信貸風險限於附註32.1所概述於二零二四年及二零二三年三月三十一日之賬面值。

(i) 貿易應收款項及合約資產

於二零二四年三月三十一日，就貿易應收款項而言，本集團通常向客戶提供28至90日的信貸期(二零二三年：28至45日)。就結算撥備建築服務的貿易應收款項而言，本集團通常就每筆付款的年期與客戶達成協議，計及(其中包括)客戶的信貸歷史、流動資金狀況及本集團營運資金需求等因素，其按個別情況而有所不同，並須依靠管理層的判斷及經驗。

本集團就貿易應收款項及合約資產應用香港財務報告準則第9號規定的簡化方法，以作出預期信貸虧損撥備，有關準則允許就應收第三方款項使用全期預期虧損撥備。該等評估專注於對手方之財務狀況、過往付款記錄，並考慮對手方之特定資料以及與對手方經營相關的經濟環境。本集團已實施監控程序來確保採取進一步行動收回逾期結餘。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

32.4 Credit risk (continued)

(i) Trade receivables and contract assets (continued)

As at 31 March 2024 and 2023, individual credit evaluation on significant customers is performed by an independent valuer engaged by the management to estimate the ECL of trade receivables and contract assets. These evaluations focused on the customer payment history and current and future ability for payment taking into account the information specific to the customer as well as pertaining to the current and future general economic environment in which the customer operated.

The expected loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. At the end of each reporting period, the historical default rates are updated and changes in the forward-looking estimates are analysed.

Trade receivables and contract assets are written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. The directors of the Group reviewed and considered no irrecoverable amounts should be taken account for the overdue trade receivables balances as at 31 March 2024 and 2023.

As at 31 March 2024, the Group has concentration of credit risk as 42% and 98% (2023: 41% and 97%) of the total trade receivables were due from the Group's largest customer and five largest customers respectively and the aggregate amounts of trade receivables from the Group's largest customer and five largest customers amounted to HK\$12,036,000 and HK\$28,198,000 (2023: HK\$15,770,000 and HK\$37,994,000) of the Group's total trade receivables as at 31 March 2024 respectively.

32. 財務風險管理及公平值計量(續)

32.4 信貸風險(續)

(i) 貿易應收款項及合約資產(續)

於二零二四年及二零二三年三月三十一日，由管理層委聘的獨立估值師對重大的客戶進行個別信用評估，以計量貿易應收款項和合約資產的預期信貸虧損。該等評估專注於客戶、過往付款記錄以及當前和將來的付款能力，同時考慮到客戶的特定信息以及與客戶經營相關的當前和未來的總體經濟環境。

預期虧損率乃根據債務人預期年期的過往觀察所得的違約率估計，並按毋需不必要成本或努力即可獲得的前瞻性資料作出調整。於各報告期末，歷史違約率予以更新及前瞻性估計變動予以分析。

倘並無實際可收回的前景，貿易應收款項及合約資產(部分或全部)會被撇銷。此乃本集團認為債務人並無資產或收入來源可產生足夠的現金流以償還將予撇銷的款項之一般情況。本集團董事審閱並認為於二零二四年及二零二三年三月三十一日逾期貿易應收款項結餘並無不可收回金額。

於二零二四年三月三十一日，由於貿易應收款項總額的42%及98%(二零二三年：41%及97%)分別為應收本集團最大客戶及五大客戶的款項，故本集團有信貸風險集中，而於二零二四年三月三十一日，本集團貿易應收款項總額中應收本集團最大客戶及五大客戶的貿易應收款項總額分別為12,036,000港元及28,198,000港元(二零二三年：15,770,000港元及37,994,000港元)。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

32.4 Credit risk (continued)

(i) Trade receivables and contract assets (continued)

As at 31 March 2024, the Group has adopted expected loss rate ranging from 0.001% to 25.43% (2023: 0.001% to 19.73%) and 0.001% to 25.43% (2023: 0.001% to 19.73%) on the gross carrying amounts of the trade receivables and contract assets amounted to HK\$28,753,000 (2023: HK\$39,078,000) and HK\$233,720,000 (2023: HK\$133,603,000), respectively. The loss allowance of trade receivables and contract assets as at 31 March 2024 are HK\$27,000 (2023: HK\$262,000) and HK\$5,501,000 (2023: HK\$1,533,000), respectively.

(ii) Other financial assets at amortised cost

Other financial assets at amortised cost include other receivables and deposits, cash, bank balances and pledged deposits and amounts due from a director and the ultimate holding company. In order to minimise the credit risk of other receivables and deposits, the management make periodic collective and individual assessment on their recoverability based on historical settlement records and past experience as well as available forward-looking information. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In these regards, the credit risk of other receivables and deposits are considered to be low.

32. 財務風險管理及公平值計量(續)

32.4 信貸風險(續)

(i) 貿易應收款項及合約資產(續)

於二零二四年三月三十一日，本集團就貿易應收款項及合約資產的賬面總值28,753,000港元(二零二三年：39,078,000港元)及233,720,000港元(二零二三年：133,603,000港元)分別採納介乎0.001%至25.43%(二零二三年：0.001%至19.73%)及0.001%至25.43%(二零二三年：0.001%至19.73%)的預期虧損率。於二零二四年三月三十一日，貿易應收款項及合約資產的虧損撥備分別為27,000港元(二零二三年：262,000港元)及5,501,000港元(二零二三年：1,533,000港元)。

(ii) 按攤銷成本計量之其他金融資產

按攤銷成本計量之其他金融資產包括其他應收款項及按金、現金、銀行結存及已抵押存款及應收一名董事及最終控股公司款項。為減低其他應收款項及按金的信貸風險，管理層會根據過往結算記錄及過往經驗以及可供使用的前瞻性資料對有關款項的可收回程度作出定期集中及個別的評估。本集團亦備有其他監察措施以確保採取跟進行動去收回逾期債款。就此而言，其他應收款項及按金的信貸風險被視為低。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

32.4 Credit risk (continued)

(ii) Other financial assets at amortised cost (continued)

Besides, the management is of opinion that there is no significant increase in credit risk on these other receivables and deposits, amount due from a director and amount due from the ultimate holding company since initial recognition as the risk of default is low after considering the factors as set out in note 2.7 and, thus, ECL recognised is based on 12-month ECL.

The credit risks on bank balances and pledged deposits are considered to be insignificant because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

32.5 Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of trade payables and its financing obligations, and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

Management monitors the cash flow forecasts of the Group in meeting its liabilities.

Analysed below is the Group's remaining contractual maturities for its non-derivative financial liabilities as at 31 March 2024 and 2023. When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay.

32. 財務風險管理及公平值計量(續)

32.4 信貸風險(續)

(ii) 按攤銷成本計量之其他金融資產(續)

此外，管理層認為該等其他應收款項及按金、應收一名董事款項及應收最終控股公司款項自初步確認以來的信貸風險並無顯著增加，因為經計及附註2.7所載因素後，其違約風險為低。因此，預期信貸虧損乃根據十二個月預期信貸虧損確認。

由於交易對手為獲國際信貸評級機構授予高信貸評級的銀行，故銀行結餘及已抵押存款的信貸風險並不重大。

32.5 流動性風險

流動性風險乃與本集團未能履行其與以交付現金或另一金融資產清償的金融負債相關責任的風險有關。本集團於清償貿易應付款項及履行其融資責任方面以及現金流量管理方面承受流動資金風險。本集團的目標為維持適當水平的流動資產及取得足夠已承諾信貸，以滿足短期及長期流動資金需要。

管理層於履行其責任時監控本集團的現金流量預測。

下文顯示本集團於二零二四年及二零二三年三月三十一日有關其非衍生金融負債的餘下合約年期分析。倘債權人有權選擇償還負債的時間，此等負債將於本集團獲要求償還的最早日期入賬。倘此等負債須分期償還，每筆還款將於本集團承諾償還的最早期間入賬。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

32.5 Liquidity risk (continued)

The contractual maturity analysis below is based on the undiscounted cash flows of the financial liabilities.

		On demand or within one year 按要求或 於一年內 HK\$'000 千港元	Over 1 year but within 5 years 一年後但 於五年內 HK\$'000 千港元	Total undiscounted cash flow 未貼現現金 流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
As at 31 March 2024	於二零二四年三月三十一日				
Trade and other payables	貿易及其他應付款項	(85,673)	-	(85,673)	(85,673)
Lease liabilities	租賃負債	(856)	(571)	(1,427)	(1,327)
Borrowings (note)	借款(附註)	(60,893)	(2,035)	(62,928)	(60,505)
		147,422	(2,606)	(150,028)	(147,505)
As at 31 March 2023	於二零二三年三月三十一日				
Trade and other payables	貿易及其他應付款項	(40,490)	-	(40,490)	(40,490)
Lease liabilities	租賃負債	(946)	(630)	(1,576)	(1,494)
Borrowings (note)	借款(附註)	(1,883)	-	(1,883)	(1,883)
		(43,319)	(630)	(43,949)	(43,867)

Note:

Borrowings of HK\$58,400,000 (2023: HK\$1,883,000) with a repayment on demand clause are included in the "on demand or within one year" time band in the above maturity analysis. Taking into account the Group's financial position, the directors do not believe that it is probable that the bank will exercise its discretionary right to demand immediate repayment. The directors believe that such bank loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the principal and interest cash outflows computed using contractual rates with scheduled repayment dates within one year time-band amounted to HK\$35,886,000 and within two years time-band amounted to HK\$24,867,000 (2023: within one year time-band amounted to HK\$1,907,000).

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular, its cash resources and other liquid assets that readily generate cash. The Group's existing cash resources and other liquid assets significantly exceed the cash outflow requirements.

32.5 流動性風險(續)

以下合約到期分析乃基於金融負債的未貼現現金流量作出。

附註：

附帶按要求償還條款的借款58,400,000港元(二零二三年：1,883,000港元)計入上述到期分析「按要求或於一年內」時間段內。考慮到本集團的財務狀況，董事認為，銀行不大可能行使其酌情權要求即時還款。董事認為，有關銀行貸款將按照貸款協議所載計劃還款日期償還。屆時，計劃還款日期為一年以內的本金及按約定利率計算之利息現金流出總額達35,886,000港元，而兩年以內的有關款項則達24,867,000港元(二零二三年：計劃還款日期為一年以內的有關款項達1,907,000港元)。

本集團於評估及管理流動資金風險時會考慮來自金融資產的預期現金流量，尤其是可隨時產生現金的現金資源及其他流動資產。本集團現有的現金資源及其他流動資產的金額顯著超逾現金流出規定的金額。

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

For the year ended 31 March 2024 截至二零二四年三月三十一日止年度

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

32.6 Fair value measurement of financial instruments

The carry amounts of the Group's financial assets and liabilities are not materially different from their fair values as at 31 March 2024 and 2023 due to their short maturities.

33. CAPITAL MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders by pricing goods and services commensurately with the level of risk.

The Group actively and regularly reviews its capital structure and makes adjustments in light of changes in economic conditions. The Group monitors its capital structure on the basis of the gearing ratio. For this purpose, gearing ratio is calculated based on total borrowings divided by the total equity as at the end of each reporting period and multiplied by 100%. Total borrowings include bank loans, corporate bond and lease liabilities. The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

The gearing ratio at the end of each reporting period was:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Total borrowings	借款總額		
Borrowings	借款	60,505	1,883
Lease liabilities	租賃負債	1,327	1,494
		61,832	3,377
Total equity	權益總額	267,835	263,282
Gearing ratio	資產負債比率	23.1%	1.3%

32. 財務風險管理及公平值計量(續)

32.6 金融工具之公平值計量

由於年期較短，本集團金融資產及負債之賬面值與其於二零二四年及二零二三年三月三十一日之公平值並無重大差異。

33. 資本管理

本集團資本管理旨在確保本集團仍能持續經營並透過配合風險水平的商品及服務定價，為股東提供豐裕回報。

本集團積極定期檢討其資本架構並就經濟狀況變動而作出調整。本集團基於資產負債比率監察其資本架構。就此而言，資產負債比率按各報告期末的借款總額除以權益總額再乘以100%計算。借款總額包括銀行貸款、公司債券及租賃負債。管理層透過審議資金成本及各類資本有關的風險審閱資本架構。有鑒於此，本集團可能調整支付予股東的股息金額、發行新股份、向股東退回資本、籌集新債務融資或出售資產以減低債務。

於各報告日期末的資產負債比率為：

SUMMARY OF FINANCIAL INFORMATION

財務資料概要

The financial summary of the Group for the last five years is set as follows: 本集團過往五年的財務概要載列如下：

		For the year ended 31 March 截至三月三十一日止年度				
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue	收益	945,852	786,209	613,617	922,888	509,298
Direct costs	直接成本	(906,389)	(762,014)	(594,243)	(936,164)	(504,127)
Gross profit/(loss)	毛利/(毛損)	39,463	24,195	19,374	(13,276)	5,171
Other (losses)/gains, net	其他(虧損)/收益，淨額	(177)	7,127	1,814	15,450	(925)
Administrative expenses	行政開支	(27,759)	(22,023)	(18,958)	(21,143)	(21,564)
ECL (allowance)/reversal on trade receivables and contract assets, net	(計提)/撥回貿易應收款項及合約資產的預期信貸虧損撥備，淨額	(3,733)	(74)	336	(1,071)	(986)
Finance costs	財務成本	(1,000)	(186)	(547)	(771)	(817)
Profit/(loss) before income tax	除所得稅前溢利/(虧損)	6,794	9,039	2,019	(20,811)	(19,121)
Income tax (expense)/credit	所得稅(開支)/抵免	(2,626)	(1,116)	5,412	701	(976)
Profit/(loss) and total comprehensive income/(loss) for the year	年度溢利/(虧損)及全面收益/(虧損)總額	4,168	7,923	7,431	(20,110)	(20,097)
Other comprehensive gain: Items that may be reclassified subsequently to profit or loss: Exchange differences on translation of overseas operations	其他全面收益： 其後可能重新分類至損益計算表的項目： 換算海外業務的匯兌差額	27	-	-	-	-
Total comprehensive income/(loss) for the year attributable to equity holders of the Company	本公司權益持有人應佔之年度全面收益/(虧損)總額	4,195	7,923	7,431	(20,110)	(20,097)
Earnings/(loss) per share attributable to equity holders of the Company: Basic and diluted	本公司股權持有人應佔每股盈利/(虧損)： 基本及攤薄	0.35 cents 仙	0.66 cents 仙	0.62 cents 仙	(1.68) cents 仙	(1.67) cents 仙

		As at 31 March 於三月三十一日				
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Assets and Liabilities	資產及負債					
Non-current assets	非流動資產	26,622	39,827	50,263	52,578	69,644
Current assets	流動資產	392,558	268,198	247,600	249,529	282,416
Non-current liabilities	非流動負債	(4,312)	(1,395)	-	5,562	5,774
Current liabilities	流動負債	(147,033)	(43,348)	42,504	48,617	78,248
Total equity	總權益	267,835	263,282	255,359	247,928	268,038

Dragon Rise Group Holdings Limited

龍昇集團控股有限公司

