

Golden Faith Group Holdings Limited 高豐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2863



2024

ANNUAL REPORT

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Ko Chun Hay Kelvin (*Chairman*)

Ms. Ko Yung Lai Jackie
(*Chief Executive Officer*)

Non-executive Directors

Mr. Yung On Wah (*Vice Chairman*)

Ms. Wong Cheuk Wai, Helena

Independent Non-executive Directors

Mr. Chan Wing Fai

Mr. Yeung Wai Lung

Mr. Ng Man Li
(resigned on 1 November 2023)

Mr. Wong Jovi Chi Wing
(appointed on 18 January 2024)

AUDIT COMMITTEE

Mr. Yeung Wai Lung (*Chairman*)

Mr. Chan Wing Fai

Mr. Ng Man Li
(resigned on 1 November 2023)

Mr. Wong Jovi Chi Wing
(appointed on 18 January 2024)

REMUNERATION COMMITTEE

Mr. Ng Man Li (*Chairman*)
(resigned on 1 November 2023)

Mr. Chan Wing Fai (*Chairman*)
(re-designated to Chairman on
1 November 2023)

Mr. Ko Chun Hay Kelvin

Mr. Yeung Wai Lung

Mr. Wong Jovi Chi Wing
(appointed on 18 January 2024)

Ms. Ko Yung Lai Jackie
(resigned on 1 November 2023)

NOMINATION COMMITTEE

Mr. Wong Jovi Chi Wing (*Chairman*)
(appointed on 18 January 2024)

Mr. Chan Wing Fai
(re-designated to Chairman on
1 November 2023 and re-designated to
member 18 January 2024)

Mr. Ko Chun Hay Kelvin

Mr. Yeung Wai Lung

Ms. Ko Yung Lai Jackie
(resigned on 1 November 2023)

Mr. Ng Man Li
(resigned on 1 November 2023)

RISK MANAGEMENT COMMITTEE

Mr. Ng Man Li (*Chairman*)
(resigned on 1 November 2023)

Mr. Yeung Wai Lung (*Chairman*)
(re-designated on 18 January 2024)

Mr. Ko Chun Hay Kelvin

Ms. Ko Yung Lai Jackie
(resigned on 1 November 2023)

Mr. Chan Wing Fai
(re-designated to Chairman on
1 November 2023 and re-designated to
member 18 January 2024)

Mr. Wong Jovi Chi Wing
(appointed on 18 January 2024)

COMPANY SECRETARY

Ms. Ko Yung Lai Jackie

AUTHORISED REPRESENTATIVES

Mr. Ko Chun Hay Kelvin

Ms. Ko Yung Lai Jackie

REGISTERED OFFICE IN THE CAYMAN ISLANDS

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 3606, 36/F.,
Singga Commercial Centre,
148 Connaught Road West,
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Union Registrars Limited
Suites 3301-04, 33/F.
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

AUDITOR

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors

LEGAL ADVISER

Fairbairn Catley Low & Kong

PRINCIPAL BANKER

Bank of Communications Co., Ltd.
Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

WEBSITE ADDRESS

www.goldenfaith.hk

STOCK CODE

2863

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board of Directors of Golden Faith Group Holdings Limited (the "Company"), I am delighted to present the annual report of the Company and its subsidiaries (collectively, the "Group") for the year ended 30 September 2024.

The Group engaged in providing specialist works on electric and maintenance (E&M) engineering services in major construction projects mainly in public sectors in Hong Kong. The Group has strategically focused on the hospital-related public projects which require specialised technical expertise. We aim to provide high-quality engineering services from conception to implementation.

In 2023/2024, our construction projects entered into a peak delivery period, After the end of the Covid-19 pandemic, all projects are in full swing leading to an increase in revenue. Due to delay of completion of a few projects, overall operation costs were unavoidably increase. On the other hand, with the Hong Kong government continuing to invest heavily in various construction projects, as a major subcontractor for electrical engineering projects in public sector, we win a few contracts on hand with contract sum exceeding HK\$730 million. We are confident about future of the Company.

In addition to the E&M engineering service business, the Group has been actively seeking new business opportunities from time to time in order to broaden the source of income, to diversify its business, and to enhance the long-term growth potential of the Group and its shareholder's value. Looking forward, the Group will strive to enhance its profitability and focus on lucrative business opportunities in pursuing a sustainable and stable growth.

On behalf of the Group, I would like to take this opportunity to express my sincere gratitude to our shareholders, customers and business partners for their trust and support, and to our management and staff members for their diligence, effort and contribution to the growth of the Group.

Ko Chun Hay Kelvin

Chairman

Hong Kong, 19 December 2024

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

During the year ended 30 September 2024 (“FY2024”) the Group focused on the electric and maintenance (E&M) engineering service business. The Group continued to engage in providing large scale E&M engineering services in major construction projects mainly in the public sector in Hong Kong. Our project portfolio encompassed public hospitals, government office complex and departmental headquarter. During FY2024, we have substantially completed Hong Kong Sport Institute project and Immigration Headquarters project for the Hong Kong Government. By leveraging on our extensive experience and well reputation in the field together with well management in field work, the Group has successfully won a number of long-term contracts with contract sum totally over HK\$730 million, contributing to the Group’s stable income for the next few years. In coming years, we will focus on four major projects, namely engineering services for, completion work of Queen Mary Hospital, New Acute Hospital at Kai Tak, Grantham Hospital and District Court in Causeway Bay.

The Group has terminated the discussion on the investment in the electronic platform sales business project due to inadequate financial data provided for us to assess.

FINANCIAL REVIEW

Results Analysis

The Group’s revenue in FY2024 was approximately HK\$736.7 million, representing an increase of approximately HK\$65.2million or 9.7% as compared to that in FY2023. During FY2024, the Group has substantially completed the projects in Hong Kong Sport Institute and Immigration Headquarters. Besides, the Group engaged in another two large scale engineering contracts in FY2024, namely, Queen Mary Hospital and New Acute Hospital at Kai Tak. After the end of the COVID-19 pandemic, all projects are in full swing, leading to an increase of the Group’s revenue.

The Group’s gross profit for FY2024 decreased by approximately HK\$10 million which was mainly due to the additional labour cost incurred during the period. The difficulties in employing adequate labours to complete those committed projects on time unavoidably increased labour costs and adversely affected the profitability of the projects. The Group’s gross profit ratio has decreased from 3.5% in FY2023 to 1.8% in FY2024 due to increase in material, labour costs and subcontracting charges given certain projects delayed caused by COVID-19 pandemic.

Other income

The Group recorded other income of approximately HK\$3.5 million in FY2024, representing an increase of approximately HK\$0.8 million as compared to that in FY2023. The increase was mainly due to an increase of bank interest rate in FY2024.

Other gains and losses, net

The Group recorded net other gains of approximately HK\$7.0 million in FY2024 while it recorded net other losses of approximately HK\$2.1 million in FY2023. The change was mainly due to increase in the recognised gains of fair value on the financial asset at FVTPL and a gain on disposal of a subsidiary in FY2024.

Impairment losses on trade receivables and contract assets

The Group recognised an amount of approximately HK\$83,000 on reversal of impairment losses on trade receivables and contract assets in FY2024. (FY2023: impairment losses of approximately HK\$248,000).

MANAGEMENT DISCUSSION AND ANALYSIS

Administrative expenses

In FY2024, administrative expenses increased by approximately HK\$0.1 million or 0.3% as compared to that in FY2023, which was mainly due to an increase in staff costs.

Finance cost

The Group's finance cost represented interest on lease liabilities and increased by approximately HK\$195,000 or 134% as compared to the corresponding period in 2023. The change was mainly due to a new leasing agreement of warehouse being entered.

Loss and total comprehensive expenses

The decrease in loss and total comprehensive expenses of approximately HK\$2.1 million was mainly arisen from the net effect of a decrease in gross profit of approximately HK\$10 million, an increase in other income of approximately HK\$0.8 million, an increase in other gains and losses, net of approximately HK\$9.1 million, an increase in administrative expenses of approximately HK\$0.1 million and a decrease in income tax expense of approximately HK\$2.1 million.

FINANCIAL RESOURCES REVIEW

Liquidity, Financial Position and Capital Structure

As at 30 September 2024, the total number of issued shares of the Company was 666,801,000 (30 September 2023: 666,801,000) shares.

As at 30 September 2024, the Group had cash and bank balances and short term bank deposits of approximately HK\$136 million (30 September 2023: HK\$171 million).

As at 30 September 2024, there was no bank borrowing (30 September 2023: Nil).

The gearing ratio, defined as the ratio of total borrowings less bank and cash balances to equity attributable to owners of the Company represented a net cash position (2023: net cash position).

Foreign Exchange Risk Management

The Group's monetary assets, liabilities and transactions are principally denominated in Hong Kong dollars. The Group is not exposed to significant foreign currency risk arising from monetary assets and liabilities that are denominated in currencies other than the functional currencies of the respective group entities.

The Group currently does not have a foreign currency hedging policy as the foreign currency risk is considered to be insignificant. However, the management will continue to closely monitor the Group's foreign exchange risk exposure and will consider hedging significant foreign exchange exposure when necessary.

EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2024, the number of employees of the Group includes 86 of long-term employees (FY2023: 84) and 1,022 of short-term employees (FY2023: 864). The Group believes its success and long-term growth depend primarily on the quality, performance and commitment of its employees. To ensure that the Group attracts and retains competent staff, remuneration packages are reviewed on a regular basis. Discretionary bonuses and share options are offered to qualified employees based on individual and the Group's performance.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

To the best knowledge of the Directors, the Group has complied with all the relevant laws and regulations that have a significant impact on the Group in relation to its business including health and safety, workplace conditions, employment and the environment.

COMMITMENTS

As at 30 September 2024, the Group did not have any significant capital commitment (FY2023: Nil).

CHARGES ON ASSETS

As at 30 September 2024 and 2023, the Group did not have any charges on its assets.

CONTINGENT LIABILITIES

As at 30 September 2024, the Group did not have any significant contingent liabilities (FY2023: Nil).

SIGNIFICANT INVESTMENTS HELD

Except for investments in its subsidiaries and in blue chip equity securities in Hong Kong, the Group did not hold any significant investments during the year ended 30 September 2024.

MATERIAL ACQUISITIONS OR DISPOSALS

On 4 June 2024, Champion Goal Investments Limited (an direct wholly-owned subsidiary of the Company, as the vendor) and Cheung Ho Electric Co., Limited (as the purchaser) entered into a sale and purchase agreement, pursuant to which the vendor has conditionally agreed to sell, and the purchaser has conditionally agreed to purchase the entire issued share capital of Cornwall Contracting Company Limited ("CCC", an indirect wholly-owned subsidiary of the Company), at the consideration equal to the sum of HK\$5,000,000 and the net asset value. The unaudited net asset value of the CCC was amounted to HK\$1,073,825 as at 31 March 2024, which was mainly comprised of trade receivables, trade payables and cash and bank balances. On 28 June 2024, the disposal of CCC was completed. Please refer to the Company's announcements of 4 June 2024 and 12 July 2024 for details.

Save as disclosed above, the Group did not have any material acquisitions or disposals during the Period.

PROSPECTS AND OUTLOOK

Supported by Hong Kong government continuing to invest heavily in various construction projects, as a major and an experienced subcontractor for electrical engineering projects in public sector, we win a few contracts on hand with contract sum over HK\$730 million. We are confident about future sales orders and will continue to impose cost control measures.

On the other hand, the Group has been actively seeking new business opportunities from time to time in order to broaden the source of income, to diversify its business, and to enhance the long-term growth potential of the Group and its shareholder's value. Looking forward, the Group will strive to enhance its profitability and focus on lucrative business opportunities in pursuing a sustainable and stable growth.

EVENT AFTER THE REPORTING PERIOD

The Board is not aware of any significant event requiring disclosure that has been taken place subsequent to 30 September 2024 and up to the date of this report.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Board has always recognised the importance of shareholders' accountability and transparency and is committed to maintaining high standards of corporate governance. The Company has, throughout the year ended 30 September 2024, applied the principles and complied with the requirements of the Corporate Governance Code (the "CG Code") contained in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") save and except for certain deviations as more specifically described below. The current practices will be reviewed and updated regularly so that the latest development in corporate governance can be followed and observed.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules as its code of conduct regarding securities transaction by Directors. The Company, having made specific enquiry, obtained written confirmations from all Directors that they have fully complied with the Model Code throughout the FY2024.

BOARD OF DIRECTORS

The Board currently comprises seven Directors and their respective roles are set out as follows:

Executive Directors

Mr. Ko Chun Hay Kelvin (*Chairman*)

Ms. Ko Yung Lai Jackie (*Chief Executive Officer*)

Non-executive Directors

Mr. Yung On Wah (*Vice Chairman*)

Ms. Wong Cheuk Wai, Helena

Independent Non-executive Directors

Mr. Chan Wing Fai

Mr. Yeung Wai Lung

Mr. Wong Jovi Chi Wing (appointed on 18 January 2024)

During the year, the Company appointed Mr. Wong Jovi Chi Wing ("Mr. Wong") as an independent non-executive Director on 18 January 2024. Mr. Wong had obtained the legal advice as referred to in Rule 3.09D of the Listing Rules on 17 January 2024, and Mr. Wong has confirmed he understood his obligations as a director of a listed issuer.

During the year, the Board held 6 Board meetings. The company secretary of the Company (the "Company Secretary") assisted the Chairman and the executive Directors in establishing the meeting agenda, and each Director was able to request inclusion of items in the agenda. All such meetings were convened in accordance with the articles of association of the Company (the "Articles"). Code provision C.5.3 of the CG Code requires that notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend. During the year, certain regular Board meetings were convened with less than 14 days' notice in order to enable the Board members to react timely and carry out expeditious decision making in respect of certain business matters which were significant to the Group's business. As a result, the aforesaid regular Board meetings were held with a shorter notice period than required with the consent of the Directors. The Board will do its best endeavor to meet the requirement of code provision C.5.3 of the CG Code in the future. Adequate and appropriate information are circulated to the Directors normally three days in advance of the Board meetings or such period as accepted by them. In addition to regular Board meetings, the Chairman of the Board held a meeting with the independent non-executive Directors without the presence of other executive Directors during the year.

CORPORATE GOVERNANCE REPORT

Following the resignation of Mr. Ng Man Li on 1 November 2023, the Company has:(i) two independent non-executive Directors, which results in the current number of independent non-executive Directors fell below the minimum number required under Rule 3.10(1) of the Listing Rules; and (ii) two members of Audit Committee, which results in the number of Audit Committee members fell below the minimum number required under Rule 3.21 of the Listing Rules.

Following the appointment of Mr. Wong on 18 January 2024, the Board comprises two executive Directors; two non-executive Directors and three independent non-executive Directors. As a result, the number of independent non-executive Directors meets with the requirements under Rule 3.10(1) of the Listing Rules. Since Mr. Wong has been appointed as the member of the Audit Committee of the Company, the Company is in compliance with Rule 3.21 of the Listing Rules.

Save as disclosed above, the Board at all times met the requirements under Rule 3.10 of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise.

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

The Board members have no financial, business, family or other material or relevant relationship with each other. Given the nature and business objective of the Company, the Board has a balance of skill and experience appropriate for the requirements of the business of the Company. The list of current Directors and their respective biographical details are set out on pages 18 to 19 of this annual report.

Pursuant to the clause 84 of the Articles, at each annual general meeting of the Company, one third of the Directors shall retire from office by rotation. All retiring Directors shall be eligible for re-election at the annual general meeting. All independent non-executive Directors have been appointed for specific terms.

While daily operation and administration are delegated to the management, the Board is responsible for the types of decisions relating to the following aspects:

- formulation of operational and strategic direction of the Group;
- monitoring the financial performance of the Group;
- overseeing the performance of the management;
- ensuring a prudent and effective framework of internal control is in place to enable risks to be assessed and managed; and
- setting the Company's values and standards.

The Board held meetings from time to time whenever necessary. Minutes of meetings of the Board, Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee are circulated to all Directors or relevant committee members for their perusal and comments and the approved minutes are kept by the Company and open for inspection by the Directors. The Board also ensures that the Directors are supplied, in a timely manner, with the agenda and all necessary information in a form and of a quality sufficient to enable them to discharge their duties.

The attendance record of individual Director at Board and committee meetings during the year is set out in the table below.

Every Board member has full access to the advice and services of the Company Secretary with a view to ensuring that Board procedures and all applicable rules and regulations are followed and he is also entitled to have full access to Board papers and related materials so that he is able to make an informed decision and to discharge his duties and responsibilities.

DIRECTORS' ATTENDANCE

During the year, details of individual Director's attendance at the Board meetings, committee meetings and general meeting are set out as follows:

Name of Directors	Number of attendance/Eligible to attend					
	Board Meetings	Audit Committee Meetings	Remuneration Committee Meetings	Nomination Committee Meeting	Risk Management Committee Meeting	General Meeting (Note)
Executive Directors						
Mr. Ko Chun Hay Kelvin (<i>Chairman</i>)	6/6	N/A	2/2	2/2	1/1	2/2
Ms. Ko Yung Lai Jackie (<i>Chief Executive Officer</i>)	6/6	N/A	0/0	0/0	0/0	2/2
Non-executive Directors						
Mr. Yung On Wah (<i>Vice Chairman</i>)	4/6	N/A	N/A	N/A	N/A	2/2
Ms. Wong Cheuk Wai, Helena	5/6	N/A	N/A	N/A	N/A	2/2
Independent non-executive Directors						
Mr. Chan Wing Fai	6/6	2/2	2/2	2/2	1/1	1/2
Mr. Yeung Wai Lung	6/6	2/2	2/2	2/2	1/1	2/2
Mr. Ng Man Li (resigned on 1 November 2023)	0/0	0/0	0/0	0/0	0/0	0/0
Mr. Wong Jovi Chi Wing (appointed on 18 January 2024)	4/4	0/0	0/0	0/0	0/0	2/2

Note:

During the year ended 30 September 2024 two general meetings were held. The meetings were the annual general meeting held on 28 March 2024 and extraordinary general meeting held on 22 July 2024.

DIRECTORS' TRAINING AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has provided relevant materials published by professional bodies or regulators to the Directors to keep them abreast of the latest development of legal, regulatory and corporate governance. The Company has maintained a training record in order to assist the Directors to record the training that they have undertaken and they are requested to submit a training record to the Company on an annual basis.

During the year, all Directors have complied with code provision C.1.4 of the CG Code through attending training courses, workshops or reading materials relevant to their professional qualifications and/or duties of Directors.

CHAIRMAN AND CHIEF EXECUTIVE

The Company appointed Ms. Ko Yung Lai Jackie as an executive Director and the chief executive officer with effect from 26 April 2023, she is the sister of the Chairman and Executive Director, Mr. Ko Chun Hay Kelvin. Save as disclosed above, the chairman and the chief executive officer does not have relationships with any other directors, senior management or substantial shareholders of the Company. Since 26 April 2023, the positions of chairman and chief executive officer are held by Mr. Ko Chun Hay Kelvin and Ms. Ko Yung Lai Jackie respectively. There is a clear, separate and effective division of responsibilities between the Chairman and the Chief Executive Officer to ensure a balance of power and authority. The Chairman is responsible for the effective and timely functioning and leadership of the Board. The Chief Executive Officer focuses on the Company's business development and the daily management and operations in general.

CORPORATE GOVERNANCE FUNCTIONS

The Board is also responsible for performing the corporate governance duties as set out below:

- (1) to develop and review the Company's policies and practices on corporate governance;
- (2) to review and monitor the training and continuous professional development of Directors and senior management;
- (3) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (4) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees; and
- (5) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

AUDIT COMMITTEE

The Audit Committee is responsible for reviewing the accounting principles and practices adopted by the Group, as well as discussing and reviewing the risk management and internal control systems and financial reporting matters of the Company. The audit committee of the Company has reviewed the Group's consolidated financial statements for the FY2024, including the accounting principles and practices adopted by the Group.

As at 30 September 2024, the Audit Committee comprised three independent non-executive Directors, namely Mr. Yeung Wai Lung (Chairman), Mr. Chan Wing Fai and Mr. Wong Jovi Chi Wing. No member of the Audit Committee is a member of the former or existing auditor of the Company.

During the year, there was two meetings held by the Audit Committee to (i) review and discuss with the auditor on the audited financial statements for the year ended 30 September 2023, with recommendations to the Board for approval; (ii) review the risk management and internal control systems; (iii) review with the management of the Company the accounting principles and practices adopted by the Group; and (iv) review and make recommendations to the Board on the auditor's re-appointment and remuneration. The complete attendance record of individual committee member is set out in the table on page 11 of this annual report.

REMUNERATION COMMITTEE

The Remuneration Committee is responsible for making recommendations to the Board on, among other things, the Company's policy and structure for the remuneration of all Directors and senior management of the Company. No individual Director or any of his associates is involved in decisions relating to his own remuneration. The Remuneration Committee has adopted the model under code provision E(d)(ii) of the CG Code to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

As at 30 September 2024, the Remuneration Committee comprised one executive Director, namely Mr. Ko Chun Hay Kelvin and three independent non-executive Directors, namely Mr. Chan Wing Fai (Chairman), Mr. Yeung Wai Lung and Mr. Wong Jovi Chi Wing.

During the year, there was two meetings held by the Remuneration Committee to (i) review the Company's policy and structure for the remuneration of all Directors and senior management of the Company; (ii) to recommend the said policy and structure to the Board for approval; (iii) make recommendations to the Board on the remuneration of a new Director; and (iv) approve matters relating to share schemes. The complete attendance record of individual committee member is set out in the table on page 11 of this annual report.

NOMINATION COMMITTEE

The Nomination Committee is responsible for reviewing the structure, size and composition of the Board on a regular basis and making recommendations regarding any proposed changes, identifying and recommending individuals suitably qualified to become Board members, and assessing the independence of independent non-executive Directors. The Board adopted a board diversity policy which sets out the approach to achieve diversity on the Board with a view to achieving a sustainable and balanced development of the Company. The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, professional qualification, skills, knowledge and length of service of the Directors.

As at 30 September 2024, the Nomination Committee comprised one executive Director, namely Mr. Ko Chun Hay Kelvin and three independent non-executive Directors, namely Mr. Chan Wing Fai, Mr. Yeung Wai Lung and Mr. Wong Jovi Chi Wing (Chairman).

During the year, there were two meetings held by the Nomination Committee to (i) review the structure, size and composition of the Board; (ii) assess the independence of independent non-executive Directors; and (iii) make recommendations to the Board on nominating a new Director. The complete attendance record of individual committee member is set out in the table on page 11 of this annual report. The terms of reference of the Nomination Committee are available at the Company's website and on the website of the Stock Exchange.

RISK MANAGEMENT COMMITTEE

The Risk Management Committee is responsible for advising the Board on risk-related issues, overseeing the risk management framework for purposes of identifying and dealing with the risks encountered by the Company, including both business and financial risks, reviewing risk reports and breaches of risk management policies, and reviewing the effectiveness of the Company's intended risk control or mitigation measures.

As at 30 September 2024, the Risk Management Committee comprised two executive Directors, Mr. Ko Chun Hay Kelvin, Ms. Ko Yung Lai Jackie and three independent non-executive Directors, namely Mr. Chan Wing Fai, Mr. Yeung Wai Lung (Chairman) and Mr. Wong Jovi Chi Wing.

During the year, there was one meeting held by the Risk Management Committee to (i) oversee the risk management framework for purposes of identifying and dealing with the risk encountered by the Company, including both business and financial risks; (ii) to review risk reports and breaches of risk management policies; and (iii) to review the effectiveness of the Company's intended risk control or mitigation measures. The complete attendance record of individual committee member is set out in the table on page 11 of this annual report.

ACCOUNTABILITY AND AUDIT

The Directors are responsible for the preparation of the financial statements of the Group for the relevant accounting periods under applicable statutory and regulatory requirements which give a true and fair view of the Group's financial position on a going concern basis and other inside information announcements and financial disclosures. Management provides the Board with the relevant information it needs to discharge these responsibilities.

The responsibilities of the auditor with respect to these financial statements are set out in the "Independent Auditor's Report" on pages 52 to 56 of this annual report.

AUDITOR'S REMUNERATION

During the year ended 30 September 2024, the fees paid/payable to the external auditor, Messrs. Deloitte Touche Tohmatsu, in respect of its audit and non-audit services provided to the Group were as follows:

Nature of services rendered	Fee paid/payable HK\$'000
Audit services	800
Non-audit services	
Other services	<u>40</u>
	<u>840</u>

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibility for maintaining sound and effective risk management and internal control systems to safeguard the Group's assets and the shareholders' interests. The risk management and internal control systems are designed to provide reasonable, but not absolute, assurance of no material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievements of the Group's objectives.

The Company has established an internal audit function. The internal audit function conducts internal audit on different department and functions within the Group on an ongoing basis to assess the effectiveness and identify weaknesses in the existing internal control, legal and regulatory compliance and risk management systems of the Group.

- (a) During the year, the internal audit function conducted review of the effectiveness of the risk management and internal control systems of the Group. The internal audit report covered the financial, operational and procedural compliance functions during the year. The internal audit report with examination results and relevant improvement recommendations were duly reported to the Audit Committee and the Board for them to assess control of the Company and the effectiveness of the risk management system and any material weaknesses in the internal control system, and to take appropriate actions to remedy any weaknesses on a timely manner. All remedial actions will be regularly followed up where necessary to ensure that the weaknesses have been duly addressed.

CORPORATE GOVERNANCE REPORT

- (b) The Board considers that the risk management and internal control systems are effective and adequate and that the Company has complied with the code provisions relating to risk management and internal control of the CG Code.

The Company is aware of its obligation under the Securities and Futures Ordinance, the Listing Rules and the overriding principle that inside information should be announced on a timely manner and conducts its affairs in strict compliance with the applicable laws and regulations prevailing in Hong Kong. The Company has established disclosure mechanism regarding the procedures of identifying inside information and preserving its confidentiality until proper dissemination with the Board's approval through the electronic publication systems operated by the Stock Exchange and the Company.

FINANCIAL REPORTING

The Directors acknowledged their responsibility for the preparation of the financial statements of the Group which give a true and fair view of the financial position of the Group and the Group's financial performance and cash flows for the relevant accounting periods, and in compliance with all the relevant statutory requirements, the Listing Rules requirements and applicable accounting standards. In preparing the financial statements of the Group, the appropriate accounting policies are selected, applied consistently and in accordance with the Hong Kong Financial Reporting Standards and appropriate and reasonable judgment and estimates are made. The Directors have prepared the financial statements for the reporting year on a going concern basis.

The Board is committed to present a clear, balanced and understandable assessment of the Group's performance and financial positions in all its financial reporting and to ensure relevant publications in a timely manner.

AUDITOR'S STATEMENT

The statement by the Company's external auditor about their reporting responsibilities on the financial statements for the year ended 30 September 2024 is set out in the "Independent Auditor's Report" on pages 52 to 56 of this annual report.

COMPANY SECRETARY

Ms. Ko Yung Lai Jackie is the Company Secretary of the Company. According to Rule 3.29 of the Listing Rules, she has taken no less than 15 hours of relevant professional training during the year ended 30 September 2024.

CORPORATE COMMUNICATION WITH SHAREHOLDERS/INVESTORS

The CG Code requires the Company to have a dialogue with shareholders and the Board recognises the importance of maintaining effective communications with shareholders. Annual reports and interim reports provide shareholders with comprehensive information on the Group's operational and financial performances while general meetings offer a platform for shareholders to state and exchange views with the Board directly.

The management communicates continually with analysts and institutional investors and provides them with up-to-date and comprehensive information regarding the Group's development. The Company practices timely dissemination of information including annual reports, interim reports, announcements and press releases, which are updated in a timely manner to ensure transparency.

SHAREHOLDERS' RIGHTS

Procedures for convening an extraordinary general meeting

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

Procedures for sending enquiries to the Board

Shareholders may at any time send in their enquiries and concerns to the Board in writing via the following channels:

The Board of Directors/Company Secretary
Golden Faith Group Holdings Limited
Room 3606, 36/F,
Singa Commercial Centre,
148 Connaught Road West,
Hong Kong
Telephone: (852) 3905 4567
Facsimile: (852) 3914 7316

Shareholders may also make enquiries to the Board at general meetings of the Company.

CONSTITUTIONAL DOCUMENTS

The Company adopted the Articles of Association on 22 July 2017, which has been effective from the Listing Date. In order to conform to the core shareholder protection standards as set out in the amended Appendix 3 to the Listing Rules, which took effect on January 1, 2022, the Board has resolved at a meeting held on 1 March 2023 to propose to make certain amendments to the Articles of Association. The said proposed amendments were considered and approved by the Shareholders at the annual general meeting of the Company held on 28 March 2023 by way of a special resolution. For details, please refer to the announcement of the Company dated 1 March 2023, the circular of the Company dated 6 March 2023 and the poll results announcement of the Company dated 28 March 2023.

BIOGRAPHICAL DETAILS OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Ko Chun Hay Kelvin (“Mr. Ko”), aged 61, is our Group’s Chairman and executive Director. Mr. Ko holds a Master of Science degree in Finance from the City University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants (“HKICPA”), and an associate member of the Chartered Institute of Management Accountants. He was appointed as our executive Director on 18 January 2019 and he is responsible for overall strategy management and development of business of the Group. He was an executive director and chief executive officer of Super Strong Holdings Limited (a company listed on GEM of the Stock Exchange, stock code: 8262) from August 2019 to November 2023.

Ms Ko Yung Lai Jackie, (“Ms. Ko”), aged 63, has been appointed as our Company’s Chief Executive Officer (“CEO”) and Executive Director, with effect from 26 April, 2023 and has been appointed as the Company Secretary of the Company with effect from 1 May 2023. Ms. Ko graduated with Professional Diploma in Accountancy from the Hong Kong Polytechnic University in 1984. She is a fellow member of the Chartered Institute of Management Accountants (“CIMA”) and is a fellow member of the Hong Kong Institute of Certified Public Accountants (“HKICPA”). She was the Deputy General Manager, Finance Department of Yue Xiu Enterprises (Holdings) Limited. She worked for the aforesaid company from February 1997 to February 2023 and has experience in corporate financial management, corporate finance, mergers and acquisitions. Prior to this, she worked for Arthur Andersen & Co. in Hong Kong and Sydney. She was the Chairlady of the then CIMA Hong Kong Branch in the year 2016 and Vice Chairlady in the year 2015. She served as a member of the CIMA North Asia Regional Advisory Panel for the years from 2016 to 2021. She is the President of the International Association of CFOs and Corporate Treasurers (China) and is a member of the Steering Committee of the Asian Financial Forum. She is a Volunteer Financial Advisor of the Hong Kong Volunteers Federation Company Limited. She is the Vice-Chairman of the Council for the Promotion of Guangdong-Hong Kong Macao Cooperation – Finance & Accounting Professional Committee.

NON-EXECUTIVE DIRECTORS

Mr. Yung On Wah (“Mr. Yung”), aged 70 was redesignated as the Vice Chairman and non-executive Director on 1 January 2021 and 18 January 2019 respectively. He is responsible for our Group’s business operations, marketing, and business development. He has more than 30 years of working experience in the E&M engineering services industry.

Ms. Wong Cheuk Wai, Helena (“Ms. Wong”), aged 41, was appointed as our non-executive Director on 18 January 2019. She holds a Higher Diploma in English for Business Communication from The Hong Kong Polytechnic University. Ms. Wong is responsible for the public relation of the Group.

Ms. Wong is an artist with the stage name Lena Wong (黃欣). She worked in Television Broadcasts Limited (“TVB”) (a company whose shares are listed on the Main Board, stock code: 0511) from September 2006 to August 2009 and in Hong Kong Television Network Limited (a company whose shares are listed on the Main Board, stock code: 1137) from 2012 to 2014, and has then rejoined TVB since 2014.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yeung Wai Lung (“Mr. Yeung”), aged 62 was appointed as our independent non-executive Director on 21 July 2017, and is responsible for attending to the supervision of, and provision of independent judgment to, our Board.

Mr. Yeung obtained a Bachelor of Arts degree in Accountancy from the City Polytechnic of Hong Kong in December 1994, and a Diploma in Legal Studies from School of Professional and Continuing Education, the University of Hong Kong in July 2006. He became a member of the Institute of Internal Auditors in January 1997, and was designated as a Certified Fraud Examiner by the Association of Certified Fraud Examiners in November 1997.

Mr. Yeung has more than 30 years of experience in audit work. He worked in the audit field with the following companies: KPMG Peat Marwick (then known as Peat Marwick Mitchell & Co.), 3M Hong Kong Limited, New Macau Landmark Management Limited and SML Group Limited in the past 28 years.

Mr. Chan Wing Fai (“Mr. Chan”), aged 47 was appointed as our independent non-executive Director on 21 July 2017, and is responsible for attending to the supervision of, and provision of independent judgment to our Board.

Mr. Chan obtained a Bachelor of Business Administration degree (with honors) from Lingnan University in December 2001. He became a member of the Association of Chartered Certified Accountants in December 2004, a fellow thereof in December 2009, an associate of the HKICPA in April 2006, and an associate of the Taxation Institute of Hong Kong in July 2010. He is, currently, a practising member of the HKICPA, and a Member of the Taxation Institute of Hong Kong.

Mr. Chan has more than 15 years’ professional experience in public accounting and secretarial work. He started practicing under his own name Chan Wing Fai certified public accountant (practising), as a Certified Public Accountant from May 2014 onwards. He was an independent non-executive Director of China Financial Services Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 605) from May 2016 to May 2021.

Mr. Wong Jovi Chi Wing (“Mr. Wong”) aged 44, was appointed as our independent non-executive Director on 18 January 2024, and is responsible for attending to the supervision of, and provision of independent judgment to, our Board.

Mr. Wong holds a Master of Business Administrative from the Hong Kong University of Science & Technology and a Bachelor of Science from The University of Auckland. He is also a member of CPA Australia.

Mr. Wong has over 20 years of experience of corporate finance, investment and asset management experience. Mr. Wong was the managing director of Seazen Resources Asset Management Limited from April 2022 to October 2023; an executive director of Wonder Capital Group Limited from March 2018 to April 2022; a director of distribution department of Janus Henderson Investors (Hong Kong) Limited from July 2014 to March 2018. Before engaging in asset management business, Mr. Wong served at the investment banking division of China Merchants Securities (HK) Co., Ltd. and Haitong International Capital Limited respectively with extensive experience in Initial Public Offer and Merge and Acquisition. Mr. Wong also worked in Auto22.com Ltd from December 2002 to February 2010, and his last position was general manager. Mr. Wong is currently the investment director of TGG Ventures Limited and an independent non-executive Director of Dalipal Holdings Limited (stock code:1921), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited.

DIRECTORS' REPORT

The Directors present their annual report and the audited consolidated financial statements of the Company for the year ended 30 September 2024.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Its subsidiaries are principally engaged in the electrical engineering business and property investment.

BUSINESS REVIEW

The business review of the Group for the year ended 30 September 2024 is set out in the section headed "Management Discussion and Analysis" on pages 5 to 8 of this annual report.

RESULTS AND DIVIDENDS

The results of the Group for the year are set out in the consolidated statement of profit or loss and other comprehensive income on page 57 of this annual report.

The Board does not recommend the payment of a final dividend for FY2024 (FY2023: Nil).

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements, is set out on page 124 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL

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

RESERVES

Details of movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 60 of this annual report.

DISTRIBUTABLE RESERVES OF THE COMPANY

As at 30 September 2024, the Company's reserves available for distribution, calculated in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately HK\$94.7 million. The amount represents the Company's share premium, share option reserve and net of accumulated losses, which may be distributable provided that immediately following the date on which the dividend is proposed to be distributed.

EQUITY-LINKED AGREEMENTS

Save for the share option schemes of the Company as set out in note 29 to the consolidated financial statements, no equity-linked agreements were entered into by the Group during the year or subsisted at the end of the year.

MAJOR CUSTOMERS

During FY2024, the Group's five largest customers accounted for approximately 99.0% (FY2023: 100.0%) of the total revenue of the Group and the Group's largest customer amounted for approximately 63.9% (FY2023: 57.5%) of the total revenue.

MAJOR SUPPLIERS AND SUBCONTRACTORS

During FY2024, the Group's five largest suppliers accounted for approximately 67.1% (FY2023: 58.6%) of the total material cost and the Group's largest supplier accounted for approximately 29.3% (FY2023: 29.2%) of the total material cost.

During FY2024, the Group's five largest subcontractors accounted for approximately 98.2% (FY2023: 89.6%) of the total subcontracting fee and the Group's largest subcontractor accounted for approximately 87.3% (FY2023: 86.2%) of the total subcontracting fee.

None of the Directors, their close associates or any shareholders of the Company (which to the best knowledge of the Directors, own more than 5% of the Company's issued shares) had any interest in the Group's five largest suppliers, subcontractor or customers.

RELATIONSHIPS WITH EMPLOYEES, SUPPLIERS, SUBCONTRACTORS AND CUSTOMERS

The Group understands that employees are valuable assets. The Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

The Group also understands that it is important to maintain good relationship with its suppliers, subcontractors and customers to fulfil its immediate and long-term goals. To maintain its competitiveness, the Group aims at delivering quality services to its customers. During the year, there was no material and significant dispute between the Group and its suppliers, subcontractors and/or customers.

DIRECTORS

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

Executive Directors

Mr. Ko Chun Hay Kelvin (*Chairman*)

Ms. Ko Yung Lai Jackie (*Chief Executive Officer*)

Non-executive Directors

Mr. Yung On Wah (*Vice Chairman*)

Ms. Wong Cheuk Wai, Helena

Independent Non-executive Directors

Mr. Chan Wing Fai

Mr. Yeung Wai Lung

Mr. Ng Man Li (resigned on 1 November 2023)

Mr. Wong Jovi Chi Wing (appointed on 18 January 2024)

DIRECTORS' REPORT

In accordance with clause 84 of the Articles, Mr. Chan Wing Fai and Mr. Yeung Wai Lung will retire as Directors by rotation at the forthcoming annual general meeting and, being eligible, have offered themselves for re-election at the forthcoming annual general meeting.

DIRECTORS' SERVICE CONTRACTS

None of the Directors being proposed for re-election at the forthcoming annual general meeting has an unexpired service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2024, the interests of the Directors and chief executives and their associates of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules, were as follows:

Long positions in ordinary shares of the Company

Name of Directors	Capacity	Notes	Number of ordinary shares held (long position)	Number of underlying shares held (long position)	% of the Company's issued share capital
Mr. Ko Chun Hay Kelvin	Beneficial owner	1	151,945,000	18,480,000	25.56%
	Interests of controlled corporation	2	302,747,000	–	45.40%
Mr. Yung On Wah	Beneficial owner		39,424,000	1,200,000	6.09%
Ms. Ko Yung Lai Jackie	Beneficial owner	1	–	6,600,000	0.99%
Ms. Wong Cheuk Wai, Helena	Beneficial owner	1	–	4,500,000	0.67%

Notes:

1. Details of the underlying shares of the Company held by the Directors are set out in the section headed "Share Option Scheme".
2. These shares are held by Greatly Success Investment Trading Limited which is wholly-owned by Mr. Ko Chun Hay Kelvin.

Save as disclosed above, none of the Directors nor chief executives and their associates of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 30 September 2024, as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors or their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SHARE OPTION SCHEME

2017 Share Option Scheme

The following is a summary of the principal terms of the Share Option Scheme conditionally approved and adopted by written resolutions of our then Shareholders on 22 July 2017 (the "2017 Share Option Scheme"). On the Extraordinary General Meeting on 22 July 2024, the Company terminated the 2017 Share Option Scheme.

(i) Purpose

The purpose of the 2017 Share Option Scheme is to provide Participants with the opportunity to acquire proprietary interests in our Company, and to encourage Participants to work towards enhancing the value of our Company and its Shares for the benefit of our Company and its Shareholders as a whole. The Share Option Scheme shall provide our Company with a flexible means of either retaining, incentivizing, rewarding, remunerating, compensating and/or providing benefits to Participants.

(ii) Who may join

On and subject to the terms of the Share Option Scheme and the requirements of the Listing Rules, the Board shall be entitled to, at its absolute discretion and on such terms as it deems fit, grant Options to any Participant.

(iii) Maximum number of Shares subject to Options

The Shares which may be issued upon exercise of all Options to be granted under this Scheme and other share option schemes of our Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) shall not exceed 66,680,100 Shares (representing 10% of the aggregate of the Shares in issue on the date the Shares commence trading on the Stock Exchange) (the "Scheme Mandate Limit").

The overall limit on the number of Shares which shall be issued upon exercise of all outstanding options granted, and yet to be exercised, under the Share Option Scheme, and other share option schemes of our Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable), shall not exceed 30% of the Shares in issue from time to time ("Scheme Limit").

As at the date of this report, the Company had 40,380,000 outstanding share options granted and remaining unexercised under the 2017 Share Option Scheme, representing approximately 6.06% of the issued Shares.

(iv) Limit for each participant

The total number of Shares issued, and to be issued, upon exercise of the Options granted to each Participant (including both exercised, cancelled and outstanding Options) in any twelve (12)-month period shall not exceed 1% of the Shares in issue (the "Individual Limit").

(v) Option period

The period within which the Shares shall be taken up under an Option shall be a period to be notified by the Board to each Grantee at the time of making an offer, which shall be determined by the Board in its absolute discretion at the date of grant of the relevant Option, but such period shall not expire later than 10 years from the date of grant of the relevant Option.

(vi) Payment on acceptance of Option offer

An Option shall remain open for acceptance by the Participant concerned for a period of 14 days exclusive of the date on which the letter containing the offer is delivered to the Participant. HK\$1 is payable by the Grantee to our Company on acceptance of the offer of the Option.

(vii) Subscription price

The subscription price shall be such price determined by the Board at its absolute discretion and notified to the Participant in the offer at the time of the offer, and shall be no less than the highest of:

- (a) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant of the relevant Option, which shall be a business day;
- (b) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant of the relevant Option (provided that, in the event that any Option is proposed to be granted within a period of less than five Business Days after the trading of the Shares first commences on the Stock Exchange, the new issue price of the Shares for the Share Offer shall be used as the closing price for any business day falling within the period before listing of the Shares on the Stock Exchange); and
- (c) the nominal value of a Share on the date of grant of the relevant Option.

(viii) Present status of the 2017 Share Option Scheme

As at the Latest Practicable Date, details of the movements of share options granted, exercised or cancelled/lapsed during the year ended and outstanding as at 30 September 2024 are as follows:

Grantee	Date of grant of share options	Exercise price of share options HK\$	Closing price immediately before date of grant HK\$	Exercise period (both dates inclusive)	At 1 October 2023	Granted during the year	Exercised during the year	Cancelled/ lapsed during the year	Outstanding at 30 September 2024
Mr. Ko Chun Hay Kelvin	5 August 2019	0.500	0.500	5 August 2019 to 4 August 2025	5,370,000	-	-	-	5,370,000
	31 March 2023	0.298	0.290	31 March 2024 to 30 March 2028	6,510,000	-	-	-	6,510,000
	5 April 2024	0.282	0.280	5 April 2025 to 4 April 2026	-	6,600,000	-	-	6,600,000
Mr. Yung On Wah	31 March 2023	0.298	0.290	31 March 2024 to 30 March 2028	1,200,000	-	-	-	1,200,000
Ms. Ko Yung Kai Jackie	5 June 2023	0.280	0.275	5 June 2024 to 4 June 2026	6,600,000	-	-	-	6,600,000
Ms. Wong Cheuk Wai, Helena	5 June 2023	0.280	0.275	5 June 2024 to 4 June 2026	4,500,000	-	-	-	4,500,000
Employee	3 March 2022	0.276	0.260	3 March 2022 to 2 March 2027	500,000	-	-	500,000	-
	31 March 2023	0.298	0.290	31 March 2024 to 30 March 2028	3,300,000	-	-	300,000	3,000,000
	5 April 2024	0.282	0.280	5 April 2025 to 4 April 2026	-	6,600,000	-	-	6,600,000
Total					<u>27,980,000</u>	<u>13,200,000</u>	<u>-</u>	<u>800,000</u>	<u>40,380,000</u>

2024 Share Option Scheme

On the Extraordinary General Meeting held on 22 July 2024, the Company conditionally approved and adopted the new share option scheme (the "2024 Share Option Scheme").

The major terms of 2024 Share Option Scheme are summarized as follows:

(i) Purpose

The purpose of the 2024 Share Scheme is (i) to replace the Existing Share Option Scheme in light of the amendments to Chapter 17 of the Listing Rules which took effect on 1 January 2023; (ii) to recognise and acknowledge the contribution of participants and provide incentives to motivate participants to contribute to, and promote the interests of, the Company by granting Options to them as incentives or rewards; (iii) to attract, retain and motivate high-calibre participants to promote the development of the Group; and (iv) to develop, maintain and strengthen long-term business relationships with participants for the benefit of the Group.

(ii) Eligibility of the Participants

The Board may, at its absolute discretion, invite any person belonging to any of the following classes of persons of any member of the Group, to be an Eligible Participant of the 2024 Share Option Scheme and to take up an Option to subscribe for Shares: (a) any Director or employee of the Company or any of its Subsidiaries; and (b) any director or employee of the holding companies, fellow subsidiaries or associated companies of the Company.

(iii) Duration

The 2024 Share Option Scheme shall be valid and effective for a period of 10 years commencing from the adoption date on 22 July 2024 and shall expire at the close of business on the day which falls 10 years thereof, after which no further Options may be issued or granted.

(iv) Maximum number of Shares subject to Options

In accordance with Rule 17.03B(1) of the Listing Rules and the 2024 Share Option Scheme, the Scheme Mandate Limit, being the total number of Shares which may be allotted and issued in respect of all Options and share options and share awards to be granted under the 2024 Share Option Scheme and any other share scheme(s) existing at such time, must not in aggregate exceed 10% of the total number of Shares in issue as at the date of approval of this limit by the Shareholders at the extraordinary general meeting on 22 July 2024. As at 22 July 2024, the Company had a total of 666,801,000 Shares in issue. The Scheme Mandate Limit will be 66,680,100 Shares, representing 10% of the total number of Shares in issue.

As at the date of this report, the Company had nil outstanding share options granted and remaining unexercised under the 2024 Share Option Scheme, representing approximately nil% of the issued Shares. As at the date of this report, the Company had 66,680,100 share options available for grant under the 2024 Share Option Scheme, representing approximately 10% of the issued Shares.

(v) Limit for each participant

The total number of shares issued, and to be issued, upon exercise of the options granted to each participant (including both exercised, cancelled and outstanding options) in any twelve (12)-month period shall not exceed 1% of the shares in issue.

(vi) Vesting Period

The vesting period of options granted under the 2024 Share Option Scheme shall not be less than 12 months. Notwithstanding the foregoing, a shorter vesting period may be granted to employee participants under specific circumstances under Rule 17.03F of the Listing Rules.

(vii) Payment on acceptance of option offer

An option shall remain open for acceptance by the participant concerned for a period of 28 days exclusive of the date on which the letter containing the offer is delivered to the participant. HK\$1 is payable by the grantee to the Company on acceptance of the offer of the option.

(viii) Exercise Price

The exercise price in respect of any option shall be such price determined by the Board at its absolute discretion and notified to the selected participant at the time of the offer and shall be at least the highest of:

- (a) the closing price of the shares as stated in the stock exchange's daily quotations sheet on the date of grant;
- (b) the average closing price of the share as stated in the daily quotations sheets issued by the stock exchange for the five (5) business days immediately preceding the date of grant; and
- (c) the nominal value of a share on the date of grant.

(ix) Clawback Mechanism

Under the 2024 Share Option Scheme, the Directors may (but are not obliged to) by notice in writing to the selected participant concerned clawback or extend the vesting period if any of the following events shall occur:

- (a) any material misstatements or omissions in the Company's financial statements by a grantee;
- (b) any violation by a grantee of confidentiality or non-competition obligations owed to the Group, or any leakage by such grantee of the Group's trade secrets, intellectual property or proprietary information;
- (c) any termination of employment contracts by a grantee without notice or payment in lieu of notice;
- (d) any conviction of any criminal offence by a grantee involving integrity or honesty; or
- (e) any conduct of a grantee that has material adverse effect to the reputation or interests of the Group.

The options may be subject to clawback as considered, determined and approved by the Board where appropriate.

(x) Exercise of options

Performance targets may be set out in the offer letter, and if so, the selected participants shall be required to fulfil such performance targets before any options can be exercised.

Subject as hereinafter provided and to the restrictions which may be imposed (including the satisfaction of the vesting period and other exercise conditions), an option may be exercised at any time during the option period which must not be more than 10 years from the date of grant of the options.

(xi) Present status of the 2024 Share Option Scheme

Since the adoption of the 2024 Share Option Scheme, up to the date of 30 September 2024 and up to the date of this report none of the share options has been granted under the 2024 Share Option Scheme.

As at 1 October 2023 and 30 September 2024, the number of options available for grant were 22,352,100 and 66,680,100 (1 October 2022 and 30 September 2023: 43,862,100 and 22,352,100). As at 30 September 2024, the total number of shares which may be issued pursuant to the exercise of options granted under the share option schemes was 40,380,000 (30 September 2023: 27,980,000) divided by the weighted average number of shares in issue during the year was approximately 6.06% (30 September 2023: 4.20%), the number of share underlying the share options granted under the share option schemes was 13,200,000 (30 September 2023: 23,310,000) divided by the weighted average number of shares in issue during the year was approximately 1.98% (30 September 2023: 3.50%) and the number of shares available for further issue under the share option schemes was 107,060,100 (30 September 2023: 50,332,100).

As at the date of this report, the number of shares available for future issue was 100,460,100, representing approximately 15.07% of the issued share of the Company.

RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken by the Group are set out in note 35 to the consolidated financial statements. The Directors consider that those related party transactions did not fall under the definition of "connected transaction" or "continuing connected transaction" in Appendix D2 of the Listing Rules which are required to comply with any of the reporting, announcement or independent shareholders' approval requirements. The Group has complied with the disclosure requirements in accordance with Appendix D2 of the Listing Rules.

DISCLOSABLE INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS UNDER THE SFO

Save as disclosed in the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, as at 30 September 2024, the following corporation/person, other than a Director or chief executive of the Company, had the following interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

Name of shareholder	Capacity	Number of shares held (long position)	Number of underlying shares held (long position)	% of the total number of issued shares of the Company
Mr. Ko Chun Hay Kelvin (Note 1)	Beneficial owner	454,692,000	18,480,000	70.96%
Greatly Success Investment Trading Limited (Note 1)	Beneficial owner	302,747,000	–	45.40%
Mr. Yung On Wah	Beneficial owner	39,424,000	1,200,000	6.09%
Mr. Cheung Kam Fai	Beneficial owner	33,339,000	–	5.00%

Note:

1. Greatly Success Investment Trading Limited is wholly owned by Mr. Ko Chun Hay Kelvin who is an executive Director of the Company.

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 30 September 2024.

DIRECTORS' INTEREST IN COMPETING BUSINESS

During the year and up to the date of this annual report, no Directors are considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group pursuant to Rule 8.10 of the Listing Rules, other than those businesses of which the Directors were appointed as directors to represent the interests of the Company.

NON-COMPETITION UNDERTAKINGS

Mr. Yung On Wah and Superior Ace Investments Limited (each the "Covenantor", and collectively, the "Covenantors" or "Controlling Shareholders") entered into a deed of non-competition dated 22 July 2017 (the "Deed of Non-competition"), in favour of our Group, with an aim to avoid any possible future competition between our Group and each of the Covenantors. Details of the Deed of Non-competition have been disclosed in the section headed "Relationship with Controlling Shareholders" of the Company's Prospectus.

The Company received from each of the Controlling Shareholders an annual confirmation on their respective compliance of the non-competition undertaking for the year ended 30 September 2024. The independent non-executive directors of the Company have reviewed the compliance of the non-competition undertaking and evaluated its effective implementation and were satisfied with the Controlling Shareholders' compliance with the non-competition undertaking for the year ended 30 September 2024.

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

There was no transaction, arrangement or contracts of significance to which the Company, its holding company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, existed at the end of the year or at any time during the year.

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Articles, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (to the fullest extent permitted by the Companies Ordinance (Cap. 622)) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

INDEPENDENT NON-EXECUTIVE DIRECTORS' CONFIRMATION OF INDEPENDENCE

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

EMOLUMENT POLICY

The Directors' fees are subject to shareholders' approval general meetings. Other emoluments are determined by the Board with reference to the Directors' duties, responsibilities and performance and the results of the Group.

The emolument policy of the Group is on the basis of the qualifications and contributions of individuals to the Group. The Company has adopted a share option scheme as an incentive to eligible participants, details of which are set out above in the section headed "Share Option Scheme".

Details of the emoluments of the Directors and five highest paid individuals are set out in note 10 to the consolidated financial statements.

Details of the retirement benefits scheme are set out in note 28 to the consolidated financial statements.

MANAGEMENT CONTRACTS

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

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

There was no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries during the FY2024.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company has maintained the amount of public float as required under the Listing Rules as at the date of this annual report.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the shareholders by reason of their holding of the Company's securities.

PRE-EMPTIVE RIGHTS

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

SUBSIDIARIES

The details of the Company's subsidiaries as at 30 September 2024 are set out in note 37 to the consolidated financial statements.

CHARITABLE DONATIONS

During the year, the Group made charitable donations amounting to approximately HK\$1.1 million (FY2023: HK\$1.0 million).

AUDITOR

A resolution will be submitted to the annual general meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

Ko Chun Hay Kelvin

Chairman

Hong Kong, 19 December 2024

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

INTRODUCTION AND APPROACH TO ESG AND REPORTING

This Environmental, Social and Governance Report (the “ESG Report”) summarises the initiatives, programmes and performance of Golden Faith Group Holdings Limited (the “Company”, together with its subsidiaries, “the Group”, “We” or “Our”) as well as demonstrates its commitment to sustainability.

The core businesses of the Group are principally engaged in the provision of electrical and mechanical (“E&M”) engineering services in Hong Kong. The Group provides engineering services including electrical and extra-low voltage (“ELV”) system work and ventilation and air-conditioning system work.

The Group believes that environmental protection, low carbon footprint, resource conservation and sustainable development are the key trends in society. The Board of Directors has the overall responsibility for the Group’s environmental, social and governance (“ESG”) strategy and reporting in achieving green operations for sustainable development. The Management of the Group (the “Management”) is responsible for evaluating and determining ESG-related risks and ensuring there is an appropriate and effective ESG risk management and internal controls systems. The Management has provided a confirmation as to the effectiveness of these systems during the Reporting Period to the Board of Directors.

REPORTING SCOPE

This report covers the Group’s business activities in Hong Kong, which represent the Group’s major sources of revenue. In specific, the General Disclosure and the compliance matters of the Aspect A and Aspect B cover all of the Group’s operational activities in Hong Kong. The ESG Key Performance Indicators (“KPIs”) data of Aspect A – Environmental is only gathered and included under the Group’s two offices in Hong Kong and the construction site offices are excluded as their emissions are very minimal. The Group will continue to optimize and improve the disclosure of KPIs.

REPORTING FRAMEWORK

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

Information relating to the corporate governance practices of the Group has been set out in the Corporate Governance Report on pages 9 to 17 of this annual report.

REPORTING PERIOD

The ESG Report specifies the ESG activities, challenges and measures being taken by the Group during the financial year ended 30 September 2024 (the “Reporting Period”).

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT

In formulating operational strategies and ESG measures, the Group takes into account the stakeholders’ expectations. In order to understand and address stakeholders’ concerns, the Group communicates with its stakeholders, including but not limited to employees, investors, customers, suppliers, government bodies and communities through different channels such as conferences, electronic platforms and interviews.

The management and employees who are responsible for the key functions of the Group have participated in preparing the ESG Report, assisted the Group in reviewing its operation, identifying key ESG issues and assessing the importance of these issues to our businesses and stakeholders. We have compiled a questionnaire with reference to the identified material ESG issues to collect information from relevant departments and business units of the Group.

The following table summarises the Group’s significant ESG issues as set out in the ESG Report:

A. Environment

The ESG Reporting Guide — General Disclosure	Key Performance Indicators (“KPIs”) — “Comply or Explain”	Material ESG aspects of the Group	
A1. Emissions	KPI A1.1	Exhaust Gas Emission	P. 35
	KPI A1.2, KPI A1.5	Greenhouse Gas (“GHG”) Emissions	P. 36
	KPI A1.1	Discharges into Water	P. 37
	KPI A1.3, KPI A1.4, KPI A1.6	Waste Management	P. 37
A2. Use of Resources	KPI A2.1, KPI A2.3	Energy Consumption	P. 39
	KPI A2.2, KPI A2.4	Water Consumption	P. 39
	KPI A2.5	Use of Packaging Materials	P. 39
A3. The Environment and Natural Resources	KPI A3.1	Noise Management	P. 40
A4. Climate Change	KPI A4.1	Climate Change	P. 40

B. Social

The ESG Reporting Guide — General Disclosure	Key Performance Indicators (“KPIs”) — “Comply or Explain”	Material ESG aspects of the Group	
Employment and Labour Practices			
B1. Employment	KPI B1.1, KPI B1.2	Recruitment, Promotion and Remuneration	P. 41
	KPI B1.1, KPI B1.2	Diversity, Equal Opportunities and Antidiscrimination	P. 41
	KPI B1.1	Work-life Balance	P. 41
B2. Health and Safety	KPI B2.1, KPI B2.3	Safety Management System	P. 44
	KPI B2.1, KPI B2.2	Safety Measures	P. 45
	KPI B2.3	Safety Cooperation with the Main Contractor and Subcontractors	P. 45
B3. Development and Training	KPI B3.1, KPI B3.2	Development and Training	P. 46
B4. Labour Standards	KPI B4.1, KPI B4.2	Prohibition of Child Labour or Forced Labour	P. 47

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The ESG Reporting Guide — General Disclosure	Key Performance Indicators (“KPIs”) — “Comply or Explain”	Material ESG aspects of the Group	
Operating Practices			
B5. Supply Chain Management	KPI B5.1, KPI B5.2, KPI B5.3, KPI B5.4	Supply Chain Management Structure	P. 48
B6. Product Responsibility	KPI B6.1, KPI B6.4	Quality Control of Projects	P. 49
	KPI B6.4	Subcontractor Management	P. 49
	KPI B6.2	Customer Service	P. 50
	KPI B6.5	Privacy Protection	P. 50
	KPI B6.3, KPI B6.5	Protection of Intellectual Property Rights	P. 50
B7. Anti-corruption	KPI B7.1, KPI B7.2, KPI B7.3	Anti-corruption	P. 51
Community			
B8. Community Investment	KPI B8.1, KPI B8.2	Community Commitment	P. 51

During the Reporting Period, the Group confirmed that appropriate and effective management policies and internal control systems for ESG issues are in place and confirmed the information disclosed in the ESG Report meets the ESG Reporting Guide.

CONTACT US

Comments and suggestions are welcome from our stakeholders. You may provide comments on the ESG Report or towards our performance in respect of sustainable development via info@goldenfaith.hk.

A. ENVIRONMENTAL

A1. Emissions

General Disclosure and KPIs

The Group principally engages in the provision of electrical and ELV system works and undertakes subcontracting works of the main contractor or principal E&M contractor. During a project, the Group pays close attention to the possible environmental impacts and has always strictly complied with the applicable laws and regulations in Hong Kong relating to environmental protection and actively cooperated with the main contractor and the principal E&M contractor in the environmental protection requirements.

The Group has set up a sound environmental management system and obtained the ISO14001:2015 Environmental Management System (“EMS”) Certification. By formulating relevant guidelines and targets, it systematically implements measures to protect the environment and continuously improves its business model.

The Group is not aware of any material non-compliance of environmental laws and regulations during the Reporting Period, including but not limited to “Noise Control Ordinance” and “Waste Disposal Ordinance”, etc.

Exhaust Gas Emission

Due to our business nature, the Group considers the relevant air emission generated is not significant. However, we still strive to reduce the exhaust gas generated from our operational process as much as possible.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

GHG Emissions

The consumption of electricity at the office, petrol and diesel consumption for the vehicles and consumption of paper are the largest sources of GHG emissions of the Group. During the Reporting Period, the Group's total GHG emissions amounted to approximately 71.70 tonnes (2023: 81.29 tonnes) and the total GHG emission per employee was 0.06 tonnes (2023: 0.09 tonnes). The detailed summary of the GHG emission during the Reporting Period and the corresponding period in 2023 are shown as below:

Type ¹	GHG Emission	
	2024 Equivalent CO ₂ Emission (Tonnes)	2023 Equivalent CO ₂ Emission (Tonnes)
Scope 1 Direct emissions	30.39	29.90
Scope 2 Indirect emissions	17.64	22.97
Scope 3 Other Indirect emissions	23.67	28.42
Total	71.70	81.29
Intensity²	0.06 Tonnes/ employee	0.09 Tonnes/ employee

Notes:

- The calculation of the greenhouse gas is based on the "Corporate Accounting and Reporting Standard" from greenhouse gas protocol.
 - Scope 1: Direct emissions from vehicles that are used by the Group
 - Scope 2: Indirect emissions from the generation of purchased electricity consumed by the Group
 - Scope 3: Other indirect emissions from paper consumption of the Group
- As at 30 September 2024, the number of employees of the Group was 1,108 (2023: 948) which includes 86 of long-term employees (2023: 84) and 1,022 of short-term employees (2023: 864). This number is also used to calculate other intensity figures in the ESG Report.

The Group targets on reducing the GHG emissions by 2% for next year. We have adopted the following measures to reduce the direct GHG emission from petrol consumption in our operations:

- Select the shortest route to/from the site of the Group and targeted venue;
- Use unleaded fuel and low sulphur content fuel according to legal requirements;
- Carry out regular maintenance service on the vehicles to ensure engine performance and the efficient use of fuel; and
- Optimise time schedule for vehicle usage.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Electricity and paper consumption are the only sources of indirect GHG emission. The Group has implemented measures as stated in “Waste Management” of Aspect A1 and “Energy Consumption” of Aspect A2 below in order to reduce energy consumption, and thereby minimizing carbon footprint.

Discharges into Water

We do not consume significant volume of water through our business activities, and therefore our business activities did not generate material portion of discharges into water. The majority of water supply and discharge facilities are provided and managed by property management company.

Waste Management

The Group’s wastes mainly come from office operation, including non-hazardous wastes such as paper, toner cartridge and ink cartridge. For the wastes generated in the construction processes such as electric wires and construction wastes, the main contractor or the principal E&M contractor is responsible for the disposal of such wastes. We require our subcontractors to comply with the “Waste Disposal Ordinance”, and ensure all waste materials are properly handled, stored and disposed to prevent contamination. The project supervisor requests the subcontractor or workers-in-charge to clean up the wastes generated during construction and deliver them to the waste collection location designated by the main contractor or principal E&M contractor to keep the workplace clean. Therefore, we do not generate electric wires and construction wastes directly in our operational processes.

Despite the Group did not generate hazardous wastes during the Reporting Period, the Group has established guidelines in governing the management and disposal of hazardous wastes. In case there are any hazardous wastes produced, the Group must engage a qualified chemical waste collector to handle such wastes, which is complied with the relevant environmental regulations and rules.

The consumption of non-hazardous waste generated by the Group during the Reporting Period and the corresponding period in 2023 are shown as below:

Type	Unit	Non-hazardous waste consumption			
		2024 Consumption	2024 Intensity (Unit/employee)	2023 Consumption	2023 Intensity (Unit/employee)
Paper	KG	4,931.00	4.45	5,859.00	6.18
Toner Cartridge	piece	8.00	0.01	8.00	0.01
Ink Cartridge	piece	15.00	0.01	12.00	0.01

Also, our subcontractors are encouraged to minimise their waste generation, use recyclable materials for packaging and reuse them wherever possible.

We have implemented procedures to encourage employees to participate in paper consumption reduction management in the office, including:

- Use of double-sided printing/photocopying wherever possible;
- Use electronic media for circulation/communication to minimise using paper; and
- Recycle one-side printed paper.

The Group targets on reducing the non-hazardous wastes by 2% for next year. Moreover, we have adopted the following office waste management procedures:

- Collect computers and computer accessories such as toner cartridge, ink cartridge, keyboard, mouse, and filter by HRA for re-used or recycling if possible;
- Collect and dispose solid wastes properly; and
- Carry out usage assessment before the procurement of supplies to avoid excessive inventory.

A2. Use of Resources

General Disclosure and KPIs

The Group continues with initiatives to introduce resource efficiency and eco-friendly measures to the Group's operations and is committed to optimising the use of resources in all of our business operations.

During our operation, fuel, electricity and water are consumed, and the Group has established relevant policies and procedures in governing the efficient use of resources, in reference to the objectives of achieving higher energy efficiency and reducing the unnecessary use of materials. We also require our subcontractors to uphold the same principle.

Energy Consumption

Energy conservation policy has been developed to set energy conservation as one of the Group's fundamental policies. The Group targets on reducing the energy consumption (including water consumption) by 2% for next year. All employees must implement the adopted measures, including the purchase of energy-efficient products and services, and be responsible for the Group's overall energy efficiency. Monthly monitoring of the usage of electricity, water and other materials is implemented. Unexpected high electricity consumption will be investigated to find out the root cause and preventive measures will be taken.

The consumption of petrol, diesel and electricity by the Group during the Reporting Period and the corresponding period in 2023 are shown as below:

Type	Unit	Energy Consumption			
		2024 Consumption	2024 Intensity (Unit/employee)	2023 Consumption	2023 Intensity (Unit/employee)
Diesel	Litres	8,464.39	7.64	8,181.10	8.63
Petrol	Litres	1,811.77	1.64	1,933.16	2.04
Electricity	kWh	34,590.00	31.22	45,044.00	47.51

During the Reporting Period, the Group has performed the following measures relating to enhancing energy efficiency:

- Set the minimum temperature of the air-conditioning system to 25 degrees Celsius;
- Set all printers, photocopiers and computers to energy saving mode; and
- Encourage employees to turn off office equipment, computers and lightings, when not in use or after working hours.

Water Consumption

The water consumption of the Group mainly contains of office water consumption for basic cleaning and sanitation. During the Reporting Period, only 61m³ of water (2023: 81m³) were consumed by the Group and the water consumption per employee was 0.06m³ (2023: 0.09m³). The Group conducted trainings for staff about the use of water resources.

Due to the Group's business nature and our operation mainly based in Hong Kong, the issue in sourcing water that is fit for purpose is not relevant to the Group.

Use of Packaging Materials

The Group has no industrial production or any factory facilities. Therefore, we do not consume significant amounts of product packaging materials.

A3. Environment and Natural Resources

General Disclosure and KPIs

The Group pursues the best practices in environmental protection and focuses on the impacts of the Group's businesses to the environment and natural resources. In addition to complying with relevant environmental laws and regulations as well as properly preserve the natural environment, the Group has integrated the concept of environmental protection into our internal management and daily operations, with the aim of achieving environmental sustainability.

Noise Management

We are aware of the noise generated during our site operation. We have laid down procedures to ensure compliance with relevant laws and regulations, such as "Noise Control Ordinance". On project sites, project personnel are responsible to monitor noise levels to ensure that they are within the acceptable limit. In addition, equipment of lower noise level is chosen for our projects to reduce noise at source. Moreover, we avoid carrying out noisy operations during restricted hours, and enclose noisy operation area.

A4. Climate Change

Climate change is the most pressing global challenge. Against the backdrop of global climate actions, the Group has implemented measures to conserve energy and reduce greenhouse gas emissions. The Group is conscious that the frequency of extreme weather is increasing, which could impact its business operations.

Managing the possible impact of extreme weather on human security and infrastructure, precautionary measures have been taken by the Group, including work arrangements in the case of adverse weather conditions such as Black Rainstorm Warning and Typhoon Signal No. 8, as well as insurance coverage for fire, flood and typhoon damages to equipment and assets.

B. SOCIAL

B1. Employment

General Disclosure

Human resources are fundamental in carrying out the business of the Group. Our human resources management policies recognise and reward employees with good performance and assist them to develop a career. These policies cover recruitment, compensation, promotion, working hours and rest periods, diversity and equal opportunity.

During the Reporting Period, the Group was not aware of any material non-compliance with employment related laws and regulations that would have a significant impact on the Group. The relevant laws and regulations include, but are not limited to, "Employment Ordinance" and "Minimum Wage Ordinance".

Recruitment, Promotion and Remuneration

We apply robust and transparent recruitment processes based on merit selection against the job criteria, and recruit individuals based on their suitability for the position and experience to fulfill the Group's current and future needs.

The Group recognises that the recruitment and retention of experienced staff is crucial to sustain our business development and growth. Therefore, we offer attractive salary package to our staff. Our basis for compensation and promotion are job-related skills, qualifications and performances, ensuring that we treat and evaluate employees in a fair manner and compensate employees relative to the industry and local labour markets in which we operate, which consists of competitive level of fixed and variable compensation. Remuneration packages include medical allowance, transport subsidies, group insurance, mandatory provident fund and long service awards.

The promotion of the Group's employees is subject to annual appraisal. The Group has established objective performance indicators for annual performance appraisal on which salary adjustments are based.

Diversity, Equal Opportunities and Anti-discrimination

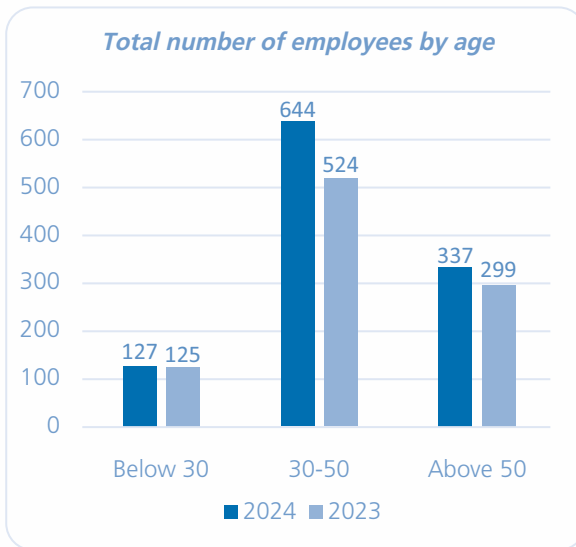
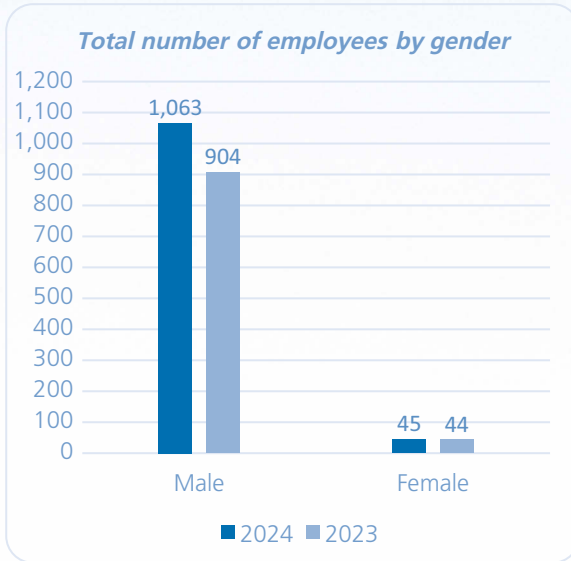
We are committed to creating and maintaining an inclusive and collaborative workplace culture in which all can thrive. We are dedicated to providing equal opportunity in all aspects of employment and maintaining workplace that are free from discrimination against any individual on the basis of race, religion, colour, gender, physical or mental disability, age, place of origin, marital status, sexual orientation. We have zero tolerance on harassment or abuse in the workplace.

Work-life Balance

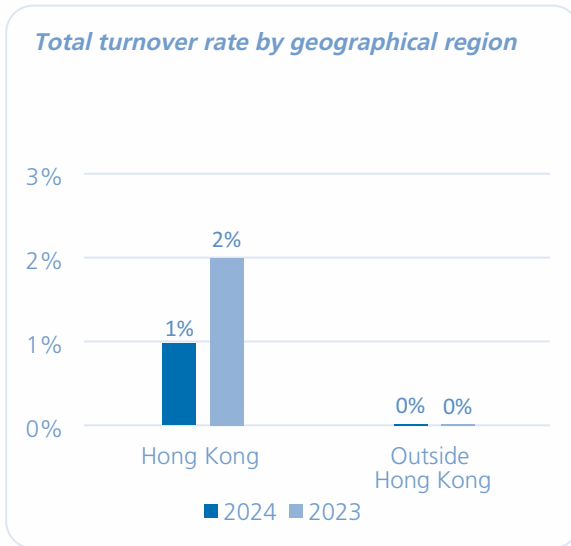
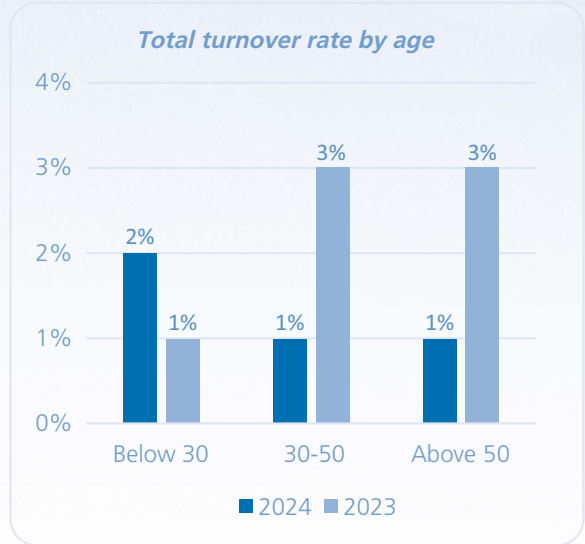
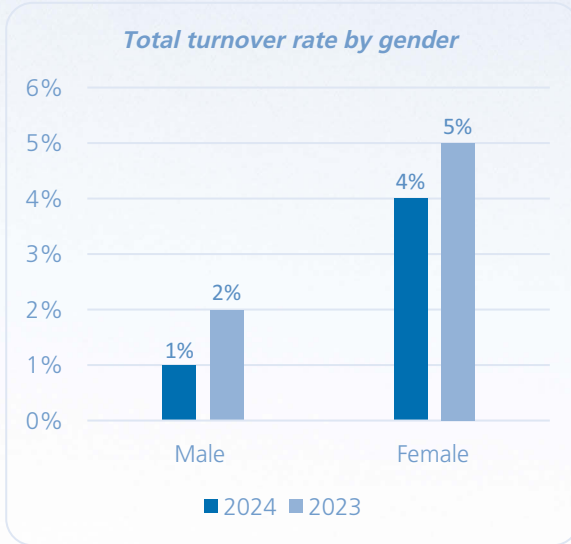
We understand the importance of maintaining our employees to have a healthy lifestyle and work life balance. We support a work-life balance workplace through regular review of employee's working environment, working hours and rest periods. We also actively engage employees through social activities, employee bonding, outing, volunteer works and charity activities. Salary staff enjoys annual leave, maternity leave, paternity leave and public holidays.

Employee profile:

As at end of the Reporting Period, the Group had a workforce of 1,107 full-time employees (2023: 947) and 1 part-time employee (2023: 1) who are all based in Hong Kong. The breakdown by gender, function, and age group are as follows.



Employee Turnover Rates:



B2. Health and Safety

General Disclosure

The Group pledges to provide healthy and safe working conditions for all employees, subcontractors and others associated with our business activities, and strives for zero occurrence of hazards, incidents, non-compliance and accidents.

To maintain a safe working environment, the Group has established safety policies and relevant procedures on the prevention and remediation of safety accidents in the projects. The Group has also established a safety and health management system and obtained ISO 45001: 2018 Occupational Health and Safety Management System (“OSHMS”) certification to effectively implement health and safety-related measures.

The Group will continue to invest sufficient resources and devote efforts to maintain and enhance safety management so as to reduce the risks involved in health and safety.

During the Reporting Period, the Group was not aware of any material non-compliance with health and safety-related laws and regulations (i.e. “Occupational Safety and Health Ordinance”) in Hong Kong that would have a significant impact on the Group. During the Reporting Period, the work injury statistics for the Group were as follows:

Work Injury Statistics	Unit	2024	2023
Number of work-related fatalities	case(s)	–	–
Rate of work-related fatalities	percentage	–	–
Number of reported accidents (sick leave > 3 days)	cases(s)	6	3
Days lost due to work injury	Day(s)	1,030	798

Safety Management System

The Group sets up a safety management system to promote safety practices to the staff so as to avoid accidents on the project site. In order to control and mitigate the safety risks of the projects in our operations, we have formulated a series of procedures to assess the occupational health and safety risks of the projects in accordance with the standard of ISO 45001:2018 OSHMS. Regular internal audit on the effectiveness and level of compliance of occupational health and safety management system are carried out on an annual basis.

At the same time, our safety supervisors and main contractors are responsible for monitoring the occupational safety and reporting to the main contractor when any safety issue is discovered. The project director also conducts regular inspections to ensure the compliance with occupational health and safety laws and regulations. In the event of an accident or personal injury, the safety officer will conduct a thorough investigation of the cause and advise on long-term preventive measures against the cause of the accident to avoid the recurrence of such accident.

Safety Measures

We employ a registered safety officer and a qualified safety supervisor to prepare the safety plan according to the special conditions of the project department, working environment, construction organization design, construction plan, risk assessment, contract requirements, etc. and to ensure our employees and staff of the subcontractors adhere to the safety plan. Our safety officer will confirm that the site staff have received basic safety training and hold a valid certificate before they enter the site and work.

In accordance with the safety requirements of the Labour Department and the main contractor, we provide the site staff with qualified safety equipment, including safety helmets, goggles and other necessary safety precautions to ensure the occupational safety.

We regularly conduct safety-related meetings, seminars and activities to promote the message of site safety. At the beginning of each project and weekly safety conference, our safety officer reminds the site staff to comply with the construction site rules and conduct annual training for each site staff and subcontractors on Hong Kong safety and construction rules and regulations.

All newly recruited site staff are required to attend full-day induction safety training on their first working day to understand the Group's occupational health and safety policy, work safety code, site-related laws and regulations and emergency procedures to protect the safety of the site staff.

Safety Cooperation with the Main Contractor and Subcontractors

To enhance the safety standards of projects undertaken by the Group, our safety supervisors and main contractors maintain close communication to provide the staff and subcontractors with the latest safety information. The main contractor regularly holds safety meetings with us to identify and address major safety issues. Generally, the main contractor develops a site safety plan for the construction project and requires compliance by all subcontractors. We strictly follow the safety plan provided by the main contractor.

Subcontractors must also strictly comply with the safety standards of the Labour Department and meet the safety requirements of the construction site to provide the staff with all safety equipment. To ensure the safety of our subcontractors' staff, we require subcontractors to submit sign records related to the safety and security of their employees for inspection.

B3. Development and Training General Disclosure Development and Training

General Disclosure

Development and Training

The Group recognises the valuable contribution of our talents for the continued success of us. We are committed to inspiring our human capital towards delivering excellence. This is achieved through development of training strategy that focuses on creating value and serving the needs of our customers, our talents and society.

The Group encourages and supports employees to participate in personal and professional trainings to fulfill the needs of emerging technologies and new equipment. The Group also encourages the culture of knowledge and experience sharing.

To ensure the effectiveness of the training programs, the Group has relevant policies in controlling the training related procedures. A training plan is developed by the management based on the requirements from various departments and employees. Training contents are regularly updated to ensure they are relevant to stakeholder's changing needs such as laws and regulations, technology change, market trend, product trend and customer behaviour change.

In order to enhance staff's knowledge about their roles and responsibilities, we encourage our employees to attend training courses and obtain professional qualifications. We also provide different trainings for our staff members, including induction training, vocational training and computer trainings so that they can understand the Group's business model and enhance their basic skills and expertise. To meet the needs of individual employees, we also provide education subsidies for them to improve their job skills and encourage continuous learning. Through the redeployment of posts, employees can draw on a wide range of experience in different fields of work while increasing their awareness of various positions in the Group.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The following figures show the employee training statistic during the Reporting Period and the corresponding period in 2023:

	2024	2023
The number of employees received training	1,108	948
Total training hours	4,955	3,298
Percentage of employees received training	100%	100%
Average training hours per employee	4.47	3.48
Percentage of employees received training by gender		
Male:	100%	100%
Female:	100%	100%
Percentage of employees received training by function		
Senior Management:	100%	100%
Operations:	100%	100%
Back Office:	100%	100%
Average training hours completed per employee by gender		
Male:	4.49	3.49
Female:	3.96	3.27
Average training hours completed per employee by function		
Senior Management:	2.38	2.81
Operations:	4.52	3.49
Back Office:	3.5	2.23

B4. Labour Standards

General Disclosure

Prohibition of Child Labour or Forced Labour

Child and forced labour are strictly prohibited during the applicant shortlisting stage. We require applicants to provide valid identification documents to ensure that they attained the legal minimum working age. Personal data are collected and checked to assist in the selection of suitable candidates. Job titles and working hours are clearly set out in the contract to avoid forced labour.

Furthermore, the Group has included terms in the agreements with subcontractors that their human resource policies and procedures have to comply with the local labour laws and regulations.

During the Reporting Period, the Group has not identified material non-compliance of child and forced labour-related laws and regulations (including but not limited to: "Employment of Children Regulations" and "Employment Ordinance").

B5. Supply Chain Management

General Disclosure

Supply Chain Management Structure

Our selection criteria for suppliers are price, material quality and delivery time from the list of pre-qualified suppliers unless our customer request for purchasing materials from designated supplier of the project. In order to ensure that our suppliers and subcontractors have met customers' and our requirements regarding quality, environmental and safety standards, we have formulated standards and stringent procedures in selecting suppliers and sub-contractors.

We maintain an approved list of suppliers and subcontractors. Assessments are carried out on our suppliers and subcontractors by project directors and the managing director. The materials purchased from suppliers and works performed by subcontractors will be checked and monitored on a regular basis. Suppliers or subcontractors may be suspended or removed from the approved list if they fail to fulfill our standards. The supplier and subcontractor relationship may also be terminated in the event of any substantial violation of environmental and labour laws and regulations.

In the procurement of materials, we use the concept of resource utilization to purchase the right amount of materials for different projects to avoid wasting resources. We also emphasise on quality management of the procured materials. We generally procure the materials from pre-qualified suppliers, except when the client requests us to order from designated suppliers. We obtain the customer's approval before purchasing the materials from supplier to ensure that the quality of the materials meets the customer's requirements. Materials delivered to the site shall be tested before use.

During the Reporting Period, there were 73 suppliers and all of them were located in Hong Kong.

In project management, apart from confirming construction quality, we also value the environmental and social performances of subcontractors and encourage them to use of eco-friendly materials. We regularly check their work to ensure that our environmental protection requirements are met. During the implementation of the EMS, the Group regularly monitors and measures its work to properly control the environmental and social factors during operations and achieves the internal environmental and social goals. For instance, the Group monitors subcontractors' use of resources and wastewater, exhaust and waste management and checks their implementation of emission reduction work. In the event of any non-compliance with environmental principles, the Group will investigate the cause and take appropriate corrective and preventive actions to prevent the recurrence of such issues.

B6 Product Responsibility***General Disclosure***

The Group always strives to satisfy its customers and has been committed to provide its customers with quality services. In order to ensure that we deliver high quality services and sustainable projects to our customers, the progress of the projects is controlled and monitored regularly.

The quality management system of the Group is applicable to the design, supply, installation and maintenance of ELV system and has achieved ISO9001:2015 Quality Management System certification. Regular internal audits on the effectiveness and level of compliance of quality management system are carried out annually.

As the Group's operational process does not involve advertising and labelling practices, the information relating to advertising and labelling is considered not material to the Group.

During the Reporting Period, we were not aware of any incidents of non-compliance with laws and regulations that have a significant impact on the Group, concerning health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. The relevant laws and regulations include but are not limited to "Supply of Services (Implied Terms) Ordinance" and "Personal Data (Privacy) Ordinance".

Quality Control of Projects

The Group's project management team is responsible for quality control of various projects. The project manager is responsible for monitoring the progress and quality of projects to ensure that such projects can be completed on schedule. The project director is responsible for closely monitoring the progress of various projects, ensuring that the projects meet the requirements of our customers, completing the project within the predetermined deadline, and complying with the project-related laws and regulations. Percentage of total products sold or shipped subject to recalls is not disclosed since this is not a material issue to the Group's business.

Subcontractor Management

For subcontractor management, the Group chooses only subcontractors holding valid business registration documents and carrying out such projects by qualified engineering staff to ensure the service quality. We require the subcontractors to strictly comply with the specifications of the main contractor in order to complete such projects and submit them to the prospective owners, architect and the Group for acceptance and delivery. Before delivery, the subcontractors shall conduct a test to confirm that the projects have been completed in accordance with the specifications and refer relevant records to us.

Customer Service

In addition, the Group values the opinions of its customers and has established procedures to handle customers' feedback or complaints in a professional manner. As the project progresses, customers can monitor our installation at all stages. Customer feedback helps us develop and continuously review quality objectives. If, during the project, any potential non-conforming process is identified or any customer complaint is received, we will take corrective action according to the circumstances so as to prevent the recurrence of the non-compliance. In response to customer complaints, we conduct improvement work and review the working procedures. During the Reporting Period, no major products or services related complaints had been received.

Privacy Protection

As a responsible service provider, the Group respects the values and rights of the customers' information assets, and in the process of providing our customers with products and services, we strictly comply with the customers' information security management systems and standards. The Group has classified the business-related information as highly confidential and requires employees not to disclose confidential information to third parties to ensure that the data will not be leaked.

Protection of Intellectual Property Rights

To safeguard intellectual property rights, employees should also not use computer software, online services, information and data that are not consented by the company or illegally downloaded/installed and should sign a letter of confirmation every year to undertake not to use pirated software.

B7. Anti-corruption***General Disclosure****Anti-corruption*

The Group regards fair competition, honesty and integrity as fundamental principal in doing business. Our anti-corruption policy sets out the basic standards of expected conduct of all staff members. Periodic seminars are arranged for our staff to reinforce the knowledge of recognizing and dealing with bribery and corruption. The Group has complied with relevant standards, rules and regulations on bribery, extortion, fraud and money laundering throughout the year.

The Group has formulated an anti-money laundering policy and provided our staff members with relevant training to raise their anti-corruption awareness. We also support employees in reporting suspicious transactions to prevent money laundering.

In addition, the Group has formulated the “Good Professional Conduct and Related Procedures” policy on conflict of interests, which are included in the employee handbook for employees to perform their duties with the highest level of integrity and professional attitude. All employees are not allowed to engage in any activities that conflict with the interests of the Group. Employees must report any activities and situations that may lead to conflict of interest to the Group. Relevant activities can only be carried out with the consent of the Group. Employees failing to report potential conflicts of interests may be subjected to disciplinary actions.

To further prevent business frauds, an Audit Committee is also established for continuous evaluation of the Group’s internal control effectiveness, detecting potential deficiency, and identifying areas of improvement. Audit report is distributed to the responsible department for the timely remediation. The Board of Directors and Audit Committee supervise and review the implementation and effectiveness of the internal control policies and procedures on a regular basis.

During the Reporting Period, the Group was not aware of any material non-compliance with the relevant laws and regulations of bribery, extortion, fraud and money laundering. The relevant laws and regulations include, but are not limited to “Prevention of Bribery Ordinance”, etc.

B8. Community Investment***General Disclosure****Community Commitment*

While devoting ourselves to business development, the Group also emphasises the importance of reciprocate to society. Therefore, the Group is committed to support public by means of social participation and contribution as part of its strategic development. We embrace human capital into the social management strategies to sustain our corporate social responsibility as a part of the strategic development of the Group.

We participate in community activities, such as, making charitable donations, participate in voluntary social services and making voluntary sponsorships to NGOs. We also actively support the development of charities. We regularly communicate with local charities to understand community’s needs. We believe it helps to connect us with the local community and maintain a mutually beneficial relationship to society as a whole. During the Reporting Period, we donated a total of approximately HK\$1,100,000 to charities (2023: HK\$1,030,000) to help the underprivileged. Moreover, we have been awarded the “Caring Company” logo from the Hong Kong Council of Social Service.

INDEPENDENT AUDITOR'S REPORT



TO THE SHAREHOLDERS OF GOLDEN FAITH GROUP HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Golden Faith Group Holdings Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 57 to 123, which comprise the consolidated statement of financial position as at 30 September 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 September 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 ("HKSA") 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 MATTER

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current period. The matter was 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 the matter.

KEY AUDIT MATTER *(continued)***Key audit matter*****Revenue recognition from engineering service contracts***

We identified the recognition of revenue from engineering service contracts as a key audit matter due to the use of estimates by management in determining the contract revenue for each engineering service contract in progress.

During the year ended 30 September 2024, the Group recognised revenue of HK\$736,676,000 from engineering service contracts.

The Group recognised contract revenue of engineering service contracts by reference to the progress towards complete satisfaction of a performance obligation at the end of the reporting period, as set out in note 4 to the consolidated financial statements. The recognition of revenue therefore relies on the management's estimation of the progress and outcome of the project, which involves the exercise of significant management estimation, particularly in estimating the budgeted engineering service costs, which are prepared by the management of the Group on the basis of agreements, quotations or other correspondences from time to time provided by the subcontractors, suppliers or vendors involved and the experience of the management.

In order to keep the budget accurate and up-to-date, the management of the Group conducts periodic reviews of the budgets of contracts by comparing the budgeted amounts to the actual amounts incurred and changes in certain circumstances of the projects.

How our audit addressed the key audit matter

Our procedures in relation to recognition of revenue from engineering service contracts included:

- Understanding management's process in estimation of the contract revenue, total budget costs and determination of completion status of the engineering service contracts;
- Agreeing the total contract value and variation orders, where applicable, to the relevant signed contracts and the correspondence with customers, on a sample basis;
- Evaluating the reasonableness of estimated total contract costs to be incurred by checking against the agreements, quotations or other correspondences from time to time provided by subcontractors, suppliers or vendors involved, on a sample basis;
- Evaluating the accuracy of actual contract costs from engineering service recognised for the year by checking against the supporting documents including the invoices issued by the subcontractors, suppliers or vendors and their correspondences, on a sample basis; and
- Assessing the accuracy of revenue recognised for the year by recalculating the revenue based on the percentage of completion of the contract by using the input method.

INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION

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

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

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

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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion 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 HKSAs 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.

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

As part of an audit in accordance with HKSAAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITOR'S REPORT

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

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Poon Kam Chuen.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

19 December 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 September 2024

	NOTES	2024 HK\$'000	2023 HK\$'000
Revenue	5	736,676	671,466
Costs of sales		(723,294)	(648,195)
Gross profit		13,382	23,271
Other income	6	3,549	2,789
Other gains and losses	6	7,000	(2,054)
Impairment losses recognised on trade receivables and contract assets, net of reversal		83	(248)
Administrative expenses		(39,846)	(39,737)
Finance cost	7	(341)	(146)
Loss before taxation	8	(16,173)	(16,125)
Income tax expense	9	(591)	(2,689)
Loss and total comprehensive expense for the year		(16,764)	(18,814)
Loss and total comprehensive expense for the year attributable to:			
Owners of the Company		(6,313)	(21,574)
Non-controlling interests		(10,451)	2,760
		(16,764)	(18,814)
Loss per share	12		
Basic (HK cents)		(0.95)	(3.24)
Diluted (HK cents)		(0.95)	(3.24)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2024

	NOTES	2024 HK\$'000	2023 HK\$'000
Non-current assets			
Property, plant and equipment	13	957	1,638
Right-of-use assets	14	4,962	1,975
Investment property	15	2,000	2,100
Deferred tax assets	16	238	252
Deposits	19	528	349
		<u>8,685</u>	<u>6,314</u>
Current assets			
Inventories	17	9,833	–
Trade receivables	18	109,639	88,536
Other receivables, deposits and prepayments	19	3,486	4,655
Contract assets	20	59,996	89,678
Financial assets at fair value through profit or loss (“FVTPL”)	21	10,148	8,052
Short term bank deposits	22	12,000	5,000
Cash and cash equivalents	22	123,905	165,958
		<u>329,007</u>	<u>361,879</u>
Current liabilities			
Trade payables	23	7,902	27,676
Other payables and accrued charges	24	22,401	26,378
Contract liabilities	20	26,719	19,730
Provisions		1,187	–
Lease liabilities	25	3,635	2,285
Tax liabilities		349	2,748
		<u>62,193</u>	<u>78,817</u>
Net current assets		<u>266,814</u>	<u>283,062</u>
Total assets less current liabilities		<u>275,499</u>	<u>289,376</u>
Non-current liabilities			
Provisions	26	–	1,272
Lease liabilities	25	2,186	179
		<u>2,186</u>	<u>1,451</u>
Net assets		<u>273,313</u>	<u>287,925</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2024

	NOTE	2024 HK\$'000	2023 HK\$'000
Capital and reserves			
Share capital	27	6,668	6,668
Reserves		271,742	275,903
Equity attributable to owners of the Company		278,410	282,571
Non-controlling interests		(5,097)	5,354
Total equity		273,313	287,925

The consolidated financial statements on pages 57 to 123 were approved and authorised for issue by the board of directors on 19 December 2024 and are signed on its behalf by:

Ko Chun Hay Kelvin
DIRECTOR

Ko Yung Lai Jackie
DIRECTOR

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 September 2024

	Attributable to owners of the Company						Non-controlling interests	Total
	Share capital	Share premium	Share options reserve	Other reserves	Retained profits	Sub-total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000 (Note)	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 October 2022	6,657	130,686	2,177	5,955	157,159	302,634	2,594	305,228
Loss and total comprehensive expense for the year	-	-	-	-	(21,574)	(21,574)	2,760	(18,814)
Recognition of equity-settled share-based payments	-	-	1,207	-	-	1,207	-	1,207
Issue of shares upon exercise of share options	11	405	(112)	-	-	304	-	304
Transfer upon the lapse of share options	-	-	(297)	-	297	-	-	-
At 30 September 2023	6,668	131,091	2,975	5,955	135,882	282,571	5,354	287,925
Loss and total comprehensive expense for the year	-	-	-	-	(6,313)	(6,313)	(10,451)	(16,764)
Recognition of equity-settled share-based payments	-	-	2,152	-	-	2,152	-	2,152
Transfer upon the lapse of share options	-	-	(81)	-	81	-	-	-
At 30 September 2024	6,668	131,091	5,046	5,955	129,650	278,410	(5,097)	273,313

Note: Other reserves represented (a) contribution from immediate holding company of the Company in previous years; (b) the difference of the combined share capital of the operating subsidiaries and the share capital of a group entity incorporated in the British Virgin Islands ("BVI") for shares issued pursuant to the group reorganisation in preparation for the Listing; and (c) the difference of issuance of shares of the Company to immediate holding company of the Company during the year ended 30 September 2017.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 September 2024

	2024 HK\$'000	2023 HK\$'000
OPERATING ACTIVITIES		
Loss before taxation	(16,173)	(16,125)
Adjustments for:		
Interest income	(3,126)	(1,148)
Finance cost	341	146
Loss on disposal of property, plant and equipment	16	–
Depreciation of property, plant and equipment	552	863
Depreciation of right-of-use assets	3,833	2,130
Impairment losses recognised on trade receivables and contract assets, net of reversal	(83)	248
Fair value change of investment properties	100	4,126
Fair value change of financial assets at FVTPL	(1,709)	(1,499)
Share-based payment expenses	2,152	1,207
Gain on disposal of a subsidiary (Note 30)	(5,000)	–
Operating cash flows before movements in working capital	(19,097)	(10,052)
Increase in inventories	(9,833)	–
(Increase) decrease in trade receivables	(21,216)	16,818
Decrease (increase) in other receivables, deposits and prepayments	1,230	(606)
Decrease (increase) in contract assets	29,878	(20,462)
Increase in contract liabilities	6,989	6,009
(Decrease) increase in trade payables	(19,774)	7,446
(Decrease) increase in other payables and accrued charges	(3,977)	494
Decrease in provisions	(85)	–
Cash used in operations	(35,885)	(353)
Income tax refund	–	577
Income tax paid	(2,976)	(264)
NET CASH USED IN OPERATING ACTIVITIES	(38,861)	(40)
INVESTING ACTIVITIES		
Interest received	3,126	1,148
Purchase of property, plant and equipment	(251)	(734)
Proceeds on disposal of property, plant and equipment	364	–
Purchase of financial assets at FVTPL	(4,208)	(10,972)
Payment for rental deposit	(240)	(246)
Refund for rental deposit	–	120
Disposal of financial assets at FVTPL	3,821	11,530
Net cash inflow on disposal of a subsidiary (Note 30)	5,000	43,997
Placement of short term bank deposits	(7,000)	(5,000)
NET CASH FROM INVESTING ACTIVITIES	612	39,843

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 September 2024

	2024 HK\$'000	2023 HK\$'000
FINANCING ACTIVITIES		
Interest paid	(341)	(146)
Repayment of lease liabilities	(3,463)	(1,726)
Issue of shares upon exercise of share options	–	304
	<u>(3,804)</u>	<u>(1,568)</u>
NET CASH USED IN FINANCING ACTIVITIES		
	(3,804)	38,235
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS		
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	<u>165,958</u>	<u>127,723</u>
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	<u>123,905</u>	<u>165,958</u>
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS		
Bank balances and cash	88,665	78,163
Short term bank deposits with maturity less than three months	<u>35,240</u>	<u>87,795</u>
	<u>123,905</u>	<u>165,958</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2024

1. GENERAL

Golden Faith Group Holdings Limited (the “Company”) is incorporated and registered as an exempted company in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (“Stock Exchange”). The address of the registered office and principal place of business are stated in the “Corporate Information” section of the annual report. The parent and ultimate holding company of the Company is Greatly Success Investment Trading Limited, which is incorporated in the Republic of Seychelles.

The Company is an investment holding company. The principal activities of the Company’s subsidiaries are disclosed in note 37 to the consolidated financial statements.

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

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

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

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 October 2023 for the preparation of the consolidated financial statements:

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

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

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

2.1 Impacts on application of Amendments to HKAS 8 Definition of Accounting Estimates

The Group has applied the amendments for the first time in the current year. The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. The amendments to HKAS 8 clarify the distinction between changes in accounting estimates, and changes in accounting policies and the correction of errors.

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

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

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

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

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

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

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

New and amendments to HKFRSs in issue but not yet effective

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

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ⁴
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKFRSs	Annual Improvements to HKFRS Accounting Standards – Volume 11 ⁴
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ²
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ²
Amendments to HKAS 21	Lack of Exchangeability ³
HKFRS 18	Presentation and Disclosure in Financial Statements ⁵

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

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

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

⁴ Effective for annual periods beginning on or after 1 January 2026

⁵ Effective for annual periods beginning on or after 1 January 2027

Except for the new HKFRSs mentioned below, the directors of the Company anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 18 Presentation and Disclosure in Financial Statements

HKFRS 18 Presentation and Disclosure in Financial Statements, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 Presentation of Financial Statements. This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 and HKFRS 7. Minor amendments to HKAS 7 Statement of Cash Flows and HKAS 33 Earnings per Share are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group’s consolidated financial statements.

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

3.1 Basis of preparation of consolidated financial statements

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

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

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

3.2 Material accounting policy information

Basis of consolidation

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

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

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

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

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

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

Changes in the Group's interests in an existing subsidiary

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets, and liabilities of the subsidiary attributable to the owners of the Company.

Revenue from contracts with customers

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

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

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

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

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

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

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

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

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

Revenue from contracts with customers *(continued)*

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Input method

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

Variable consideration

For contracts that contain variable consideration (i.e. variation orders), the Group estimates the amount of consideration to which it will be entitled using the expected value method.

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

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

Government grants

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

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

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

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

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

Leases (continued)

The Group as a lessee

Right-of-use assets

The cost of right-of-use assets includes the amount of the initial measurement of the lease liability.

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

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

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

Refundable rental deposits

Refundable rental deposits paid are accounted 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.

Lease liabilities

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

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

Leases *(continued)*

The Group as a lessee *(continued)*

Lease liabilities *(continued)*

The lease payments include fixed payments less any lease incentives receivable.

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

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

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

Refundable rental deposits

Refundable rental deposits received 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 from lessees.

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

Property, plant and equipment

Property, plant and equipment held for administrative purposes are stated at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

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

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

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

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

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

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

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

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

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

Impairment on property, plant and equipment and right-of-use assets *(continued)*

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

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

Investment property

Investment property are property held to earn rentals and/or for capital appreciation.

Investment property is initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is measured at their fair values, adjusted to exclude any prepaid or accrued operating lease income. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which it arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

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

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

Inventories

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

Retirement benefit costs

Payments to the Mandatory Provident Fund Schemes ("MPF Scheme") as defined contribution plan are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term and other long-term employee benefits

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

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

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the end of the reporting period.

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

Share-based payments

Equity-settled share-based payment transactions

Share options granted to directors and employees

Equity-settled share-based payments to directors and employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained profits.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

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

Taxation

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

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

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

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

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

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

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

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when 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.

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

Taxation *(continued)*

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

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

Current and deferred tax are recognised in profit or loss.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Financial instruments

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

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

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

Financial instruments *(continued)*

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

Financial assets

Classification and subsequent measurement of financial assets

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

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

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

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 "Business Combinations" applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

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

Financial instruments *(continued)*

Financial assets *(continued)*

Classification and subsequent measurement of financial assets (continued)

(i) Amortised cost and interest income

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

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

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

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade receivables, other receivables and deposits, short term bank deposits and cash and cash equivalents) and contract assets which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for trade receivables and contract assets. The ECL on these assets are assessed individually.

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

Financial instruments *(continued)*

Financial assets *(continued)*

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

For all other instruments, the Group measures the impairment loss allowance 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 increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

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

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

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

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

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

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

Financial instruments *(continued)*

Financial assets *(continued)*

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

(ii) Definition of default

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

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

(iii) Credit-impaired financial assets

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

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

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

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

Financial instruments *(continued)*

Financial assets *(continued)*

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

(v) Measurement and recognition of ECL

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

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

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

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

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically, for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the 'other gains and losses' line item (note 6) as part of the net foreign exchange gains.

Derecognition of financial assets

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

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

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

Financial instruments *(continued)*

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

Financial liabilities at amortised cost

Financial liabilities (including trade payables, other payables and accrued charges) are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the management of the Group is required to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

Engineering service contracts

The Group reviews and revises the estimates of contract revenue and contract budget costs prepared for each engineering service contract as the contract progresses. Budgeted engineering service costs are prepared by the management of the Group on the basis of agreements, quotations or other correspondences from time to time provided by the subcontractors, suppliers or vendors involved and the experience of the management of the Group. In order to keep the budget accurate and up-to-date, the management of the Group conducts periodic reviews of the budgets of contracts by comparing the budgeted amounts to the actual amounts incurred and changes in certain circumstances of the projects. Such significant estimate may have impact on the profit or loss recognised in each period.

Recognised amounts of engineering service contract revenue reflect management's best estimate of each contract's outcome and the progress towards complete satisfaction of a performance obligation measured based on input method. Notwithstanding that the management reviews and revises the estimates for both contract revenue and contract budget costs for the engineering services as the contract progresses, the actual outcomes in terms of total cost or revenue may be higher or lower than estimated at the end of the reporting period, which would affect the revenue and profit or loss to be recognised in future years as an adjustment to the amounts recorded to date.

Impairment assessment under ECL model on trade receivables and contract assets

ECL on the trade receivables and contract assets are assessed individually. The assessment is based on the ageing, repayment history and/or past due status of the respective customers, taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The assessment of credit risk of trade receivables and contract assets involves high degree of estimation uncertainty. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise accordingly in future periods. The provision of ECL is sensitive to changes in estimates. The information about the ECL on trade receivables and contract assets is disclosed in notes 18, 20 and 32. As at 30 September 2024, the trade receivables and contract assets were HK\$109,639,000 and HK\$59,996,000 (2023: HK\$88,536,000 and HK\$89,678,000), respectively.

Fair value of investment property

The Group's investment property is measured using the fair value model based on a valuation performed by independent qualified professional valuers. In determining the fair value, the valuers based its valuation on direct comparison approach (2023: income capitalisation approach) for investment property, which involves certain estimates, including comparable market transactions (2023: appropriate capitalisation rates and monthly rental). In relying on the valuation, the directors of the Company has exercised judgment and is satisfied that the valuation method used is reflective of the current market conditions. At 30 September 2024, the carrying amount of investment property was HK\$2,000,000 (2023: HK\$2,100,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2024

5. REVENUE AND SEGMENT INFORMATION

Revenue from services

(i) Disaggregation of revenue

	2024 HK\$'000	2023 HK\$'000
Types of services		
– Electric and maintenance engineering services in Hong Kong	<u>736,676</u>	<u>671,466</u>
Timing of revenue recognition		
– Over time	<u>736,676</u>	<u>671,466</u>

(ii) Performance obligations for contracts with customers

Electric and maintenance engineering services

Under the terms of contracts, the Group's performance creates or enhances the properties which the customers control during the course of work by the Group. Revenue from provision of electric and maintenance engineering services is therefore recognised based on the progress towards complete satisfaction of a performance obligation of contract using input method. The progress towards complete satisfaction of a performance obligation is determined as the proportion of the costs incurred for the works (i.e. direct labor costs, subcontracting costs and costs of materials incurred) performed to date relative to the estimated total costs to complete the satisfaction of these services to the extent that the revenue can be measured reliably and its recovery is considered probable.

The Group's engineering service contracts include payment schedules which require stage payments over the construction period once certain specified milestones based on surveyors' assessment are reached.

Retention receivables, prior to expiration of maintenance period, which ranges from one to two years from the date of the practical completion of the engineering services, are classified as contract assets. The relevant amount of contract asset is reclassified to trade receivables when the maintenance period expires. The maintenance period serves as an assurance that the engineering services performed comply with agreed-upon specifications and such assurance cannot be purchased separately.

A contract asset, net of contract liability related to the same contract, is recognised over the period in which the engineering services are performed representing the Group's right to consideration for the services performed and not billed because the rights are conditioned on the Group's future performance accepted by the customers. The contract assets are transferred to trade receivables when the rights become unconditional. If the progress payment exceeds the revenue recognised to date under the input method, the Group recognises a contract liability for the difference.

5. REVENUE AND SEGMENT INFORMATION (continued)

Revenue from services (continued)

(iii) The transaction price allocated to the remaining performance obligations of electric and maintenance engineering services contracts (unsatisfied or partially unsatisfied) as at 30 September 2024 and the expected timing of recognised revenue are as follows:

	2024 HK\$'000	2023 HK\$'000
Within one year	318,634	409,993
More than one year	<u>396,861</u>	<u>861,966</u>
	<u><u>715,495</u></u>	<u><u>1,271,959</u></u>

Segment information

Information reported to the executive directors of the Group, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment performance focuses on types of services provided. No other discrete financial information is provided other than the Group's results and financial position as a whole. Accordingly, only entity-wide discussions, major customers and geographic information are presented.

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

For the year ended 30 September 2024

	Consolidated HK\$'000
Segment revenue from electric and maintenance engineering services	<u><u>736,676</u></u>
Segment results from electric and maintenance engineering services	<u><u>(15,475)</u></u>
Interest income	2,014
Gain on disposal of a subsidiary	5,000
Rental income from investment property	42
Change in fair value of investment property	(100)
Change in fair value of financial assets at FVTPL	1,709
Corporate expenses	(9,362)
Unallocated finance cost	<u>(1)</u>
Loss before taxation	<u><u>(16,173)</u></u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2024

5. REVENUE AND SEGMENT INFORMATION (continued)

Segment information (continued)

For the year ended 30 September 2023

	Consolidated HK\$'000
Segment revenue from electric and maintenance engineering services	<u>671,466</u>
Segment results from electric and maintenance engineering services	(4,666)
Interest income	594
Rental income from investment properties	839
Change in fair value of investment properties	(4,126)
Change in fair value of financial assets at FVTPL	1,499
Corporate expenses	(10,248)
Unallocated finance cost	<u>(17)</u>
Loss before taxation	<u>(16,125)</u>

All of the segment revenue reported above is from external customers.

The accounting policies of the operating and reportable segment is the same as the Group's accounting policies described in note 3. Segment loss represents the loss incurred by the segment excluding certain interest income, rental income from investment properties, change in fair value of investment properties, change in fair value of financial assets at FVTPL, corporate expenses, certain finance costs and income tax expense. This is the measure reported to the Group's management for the purpose of resource allocation and performance assessment.

No analysis of segment asset and segment liability is presented as the chief operating decision maker does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

5. REVENUE AND SEGMENT INFORMATION (continued)

Segment information (continued)

Other segment information

	Electric and maintenance engineering services HK\$'000	Unallocated HK\$'000	Total HK\$'000
<i>For the year ended 30 September 2024</i>			
Interest income	1,112	2,014	3,126
Depreciation of property, plant and equipment	(395)	(157)	(552)
Depreciation of right-of-use assets	(3,829)	(4)	(3,833)
Impairment losses on trade receivables, net	(69)	–	(69)
Impairment losses on contract assets, net	152	–	152
Change in fair value of investment property	–	(100)	(100)
Change in fair value of financial assets at FVTPL	–	1,709	1,709
Finance cost	<u>(340)</u>	<u>(1)</u>	<u>(341)</u>

For the year ended 30 September 2023

Interest income	554	594	1,148
Depreciation of property, plant and equipment	(598)	(265)	(863)
Depreciation of right-of-use assets	(1,873)	(257)	(2,130)
Impairment losses on trade receivables, net	(62)	–	(62)
Impairment losses on contract assets, net	(186)	–	(186)
Change in fair value of investment properties	–	(4,126)	(4,126)
Change in fair value of financial assets at FVTPL	–	1,499	1,499
Finance cost	<u>(129)</u>	<u>(17)</u>	<u>(146)</u>

Geographical information

All of the segment revenue reported above is from Hong Kong.

The Group's property, plant and equipment of HK\$957,000 (2023: HK\$1,638,000), right-of-use assets amounting to HK\$4,962,000 (2023: HK\$1,975,000) and investment property of HK\$2,000,000 (2023: HK\$2,100,000) as at 30 September 2024 are all located in Hong Kong by geographical location of assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2024

5. REVENUE AND SEGMENT INFORMATION (continued)

Segment information (continued)

Information about major customers

Revenue attributed from customers that accounted for 10% or more of the Group's total revenue during the year is as follows:

	2024 HK\$'000	2023 HK\$'000
Customer A (note)	483,522	N/A
Customer B (note)	N/A	233,470
Customer C	<u>155,739</u>	<u>384,319</u>

Note: The customer attributed less than 10% of revenue in respective year. All of above customers are derived from electric and maintenance engineering services segment.

6. OTHER INCOME AND OTHER GAINS AND LOSSES

	2024 HK\$'000	2023 HK\$'000
Other income:		
Bank interest income	3,126	1,148
Government grant (note)	–	786
Rental income from investment properties	42	839
Others	<u>381</u>	<u>16</u>
	<u>3,549</u>	<u>2,789</u>

Note: The government grant represented the government subsidies received under Employment Support Scheme and the Employment Support Scheme for the construction section (casual employees) launched by the Government of the Hong Kong Special Administrative Region.

	2024 HK\$'000	2023 HK\$'000
Other gains and losses:		
Gain on disposal of a subsidiary	5,000	–
Change in fair value of investment properties	(100)	(4,126)
Change in fair value of financial assets at FVTPL	1,709	1,499
Loss on disposal of property, plant and equipment	(16)	–
Net exchange gain	401	566
Others	<u>6</u>	<u>7</u>
	<u>7,000</u>	<u>(2,054)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 30 September 2024

7. FINANCE COST

	2024	2023
	HK\$'000	HK\$'000
Interest on lease liabilities	<u>341</u>	<u>146</u>

8. LOSS BEFORE TAXATION

	2024	2023
	HK\$'000	HK\$'000
Loss before taxation has been arrived at after charging (crediting):		

Staff costs (note):

Directors' remuneration (note 10)	10,475	11,279
Other staff costs	346,365	300,432
Contributions to retirement benefits schemes for employees of the Group	1,154	1,252
Contributions to retirement benefits schemes for other short-term labour in construction site	10,110	8,695

	368,104	321,658
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Auditor's remuneration	800	800
Depreciation of property, plant and equipment (note 13)	552	863
Depreciation of right-of-use assets (note 14)	3,833	2,130
Gross rental income from investment properties	(42)	(839)
Less: Direct operating expenses arising from investment properties that generated rental income	8	35
	(34)	(804)

Cost of inventories recognised as an expense	2,957	–
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Note: Staff costs of HK\$345,455,000 (2023: HK\$299,852,000) included in cost of sales and remaining HK\$22,649,000 (2023: HK\$21,806,000) included in administrative expenses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2024

9. INCOME TAX EXPENSE

	2024 HK\$'000	2023 HK\$'000
Hong Kong Profits Tax:		
– Current year	542	2,391
– Underprovision in prior years	<u>35</u>	<u>339</u>
	577	2,730
Deferred taxation charge (credit) for the year (note 16)	<u>14</u>	<u>(41)</u>
	<u><u>591</u></u>	<u><u>2,689</u></u>

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualified for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong Profits Tax for the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

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

	2024 HK\$'000	2023 HK\$'000
Loss before taxation	<u>(16,173)</u>	<u>(16,125)</u>
Taxation at income rate of 16.5%	(2,669)	(2,661)
Tax effect of expenses not deductible for tax purposes	400	513
Tax effect of income not taxable for tax purposes	(1,697)	(622)
Tax effect of tax losses not recognised	8,661	5,285
Utilisation of tax losses previously not recognised	(3,974)	–
Underprovision in prior years	35	339
Income tax at concessionary rate	<u>(165)</u>	<u>(165)</u>
Income tax expense	<u><u>591</u></u>	<u><u>2,689</u></u>

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) Directors' emoluments

The emoluments paid or payable to the directors of the Company for both years as follows:

	Executive directors		Non-executive directors		Independent non-executive directors				Total HK\$'000	
	Mr. Ko Chun Hay Kelvin HK\$'000	Ms. Ko Yung Lai Jackie HK\$'000 (note (iv))	Mr. Yung On Wah HK\$'000	Ms. Wong Cheuk Wai Helena HK\$'000	Mr. Chan Wing Fai HK\$'000	Mr. Yeung Wai Lung HK\$'000	Mr. Ng Man Li HK\$'000 (note (v))	Mr. Wong Chi Wing Jovi HK\$'000 (note (vi))		
2024										
Fees	-	-	-	-	120	120	10	84	334	
Other emoluments										
Salaries and other benefits	2,058	438	4,320	180	-	-	-	-	6,996	
Performance and discretionary bonus (Note i)	-	-	1,434	-	-	-	-	-	1,434	
Share-based payments	715	524	79	357	-	-	-	-	1,675	
Retirement benefits scheme contributions	18	18	-	-	-	-	-	-	36	
Total emoluments	2,791	980	5,833	537	120	120	10	84	10,475	
	Executive directors		Non-executive directors			Independent non-executive directors				Total HK\$'000
	Mr. Ko Chun Hay Kelvin HK\$'000 (note (iii))	Ms. Ko Yung Lai Jackie HK\$'000 (note (iv))	Mr. Yung On Wah HK\$'000	Mr. Li Kar Fai Peter HK\$'000 (note (iii))	Ms. Wong Cheuk Wai Helena HK\$'000	Mr. Chan Wing Fai HK\$'000	Mr. Yeung Wai Lung HK\$'000	Mr. Ng Man Li HK\$'000 (note (v))		
2023										
Fees	-	-	-	-	-	120	120	120	360	
Other emoluments										
Salaries and other benefits	2,630	140	139	4,113	105	180	-	-	7,307	
Performance and discretionary bonus (Note i)	30	-	-	2,308	400	-	-	-	2,738	
Share-based payments	313	-	246	58	58	168	-	-	843	
Retirement benefits scheme contributions	18	7	6	-	-	-	-	-	31	
Total emoluments	2,991	147	391	6,479	563	348	120	120	11,279	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2024

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

(a) Directors' emoluments (continued)

Notes:

- (i) The performance and discretionary bonus is determined by reference to the duties and responsibilities of the directors of the Company within the Group and the Group's performance.
- (ii) The Company does not officially have a position of chief executive, the executive directors have effectively performed the role of chief executive leading the Board to work effectively. The emoluments of the executive directors shown above were for their services in connection with the management of the affairs of the Group. The emoluments of the non-executive directors and independent non-executive directors shown above were for their services as directors of the Company.
- (iii) On 1 May 2023, Mr. Chan Cho Chak and Mr. Li Kar Fai Peter has resigned as an executive director and non-executive director of the Company, respectively.
- (iv) On 26 April 2023, Ms. Ko Yung Lai Jackie has been appointed as an executive director of the Company.
- (v) On 1 November 2023, Mr. Ng Man Li has resigned as an independent non-executive director of the Company.
- (vi) On 18 January 2024, Mr. Wong Jovi Chi Wing has been appointed as an independent non-executive director of the Company.

During both years, certain directors were granted share options in respect of their services to the Group under the share option scheme of the Company. Details of the share option scheme are set out in Note 29 to the consolidated financial statements.

No remuneration was paid by the Group to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office for both years. There is no arrangement under which a director has waived or agreed to waive any remuneration.

(b) Employees' emoluments

The five highest paid individuals included two (2023: two) of the directors of the Company whose emoluments are included in the disclosures above. The emoluments of the remaining three (2023: three) individuals for both years were as follows:

	2024 HK\$'000	2023 HK\$'000
Salaries and other benefits	5,150	5,856
Performance and discretionary bonus	1,792	2,989
Retirement benefit schemes contributions	18	33
	<u>6,960</u>	<u>8,878</u>

Their emoluments are within the following bands:

	2024 Number of employees	2023 Number of employees
HK\$1,500,001 to HK\$2,000,000	1	1
HK\$2,000,001 to HK\$2,500,000	1	–
HK\$3,000,001 to HK\$3,500,000	1	1
HK\$3,500,001 to HK\$4,000,000	–	1
	<u>–</u>	<u>1</u>

The performance and discretionary bonus is determined by reference to the duties and responsibilities of the relevant individual within the Group and the Group's performance.

No emolument was paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2024

11. DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company during 2024, nor has any dividend been proposed since the end of the reporting period (2023: nil).

12. LOSS PER SHARE

The calculation of the basic and diluted loss per share is based on the following data:

Loss

	2024 HK\$'000	2023 HK\$'000
Loss for the purpose of calculating basic loss and diluted loss per share for the year attributable to owners of the Company	<u>(6,313)</u>	<u>(21,574)</u>

Number of shares

	2024 '000	2023 '000
Weighted average number of ordinary shares for the purpose of calculating basic loss for share	<u>666,801</u>	<u>666,174</u>
Weighted average number of ordinary shares for the purpose of calculating diluted loss per share	<u>666,801</u>	<u>666,174</u>

The computation of diluted loss per share does not assume the exercise of the Company's share options since their assumed exercise would result in decrease in loss per share.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2024

13. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK\$'000	Furniture, fixtures and equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
COST				
At 1 October 2022	114	1,829	2,721	4,664
Additions	–	392	342	734
At 30 September 2023	114	2,221	3,063	5,398
Additions	–	103	148	251
Disposal	–	–	(1,303)	(1,303)
At 30 September 2024	114	2,324	1,908	4,346
DEPRECIATION				
At 1 October 2022	78	1,326	1,493	2,897
Provided for the year	23	289	551	863
At 30 September 2023	101	1,615	2,044	3,760
Provided for the year	2	244	306	552
Eliminated on disposal	–	–	(923)	(923)
At 30 September 2024	103	1,859	1,427	3,389
CARRYING AMOUNTS				
At 30 September 2024	<u>11</u>	<u>465</u>	<u>481</u>	<u>957</u>
At 30 September 2023	<u>13</u>	<u>606</u>	<u>1,019</u>	<u>1,638</u>

The above property, plant and equipment are depreciated on the straight-line basis over their estimated useful lives, at the following rates per annum:

Leasehold improvements	20%
Furniture, fixtures and equipment	20%
Motor vehicles	25%

14. RIGHT-OF-USE ASSETS

	Leased properties	
	As at 30 September	
	2024	2023
	HK\$'000	HK\$'000
Carrying amounts	<u>4,962</u>	<u>1,975</u>
	For the year ended 30	
	September	
	2024	2023
	HK\$'000	HK\$'000
Depreciation	3,833	2,130
Total cash outflow for leases	3,804	1,872
Additions to right-of-use assets	<u>6,820</u>	<u>1,694</u>

For both years, the Group leases various office premises and workshop for its operations. Lease contracts are entered into for fixed term of 1 to 3 years.

Details of the lease maturity analysis of lease liabilities are set out in note 25.

Restrictions or covenants on leases

In addition, lease liabilities of HK\$5,821,000 (2023: HK\$2,464,000) are recognised with related right-of-use assets of HK\$4,962,000 (2023: HK\$1,975,000) as at 30 September 2024. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2024

15. INVESTMENT PROPERTY

	HK\$'000
FAIR VALUE	
At 1 October 2022	50,480
Disposal	(44,254)
Net decrease in fair value recognised in profit or loss	<u>(4,126)</u>
At 30 September 2023	2,100
Net decrease in fair value recognised in profit or loss	<u>(100)</u>
As 30 September 2024	<u>2,000</u>

The Group leases out a car parking space under operating leases with rentals payable monthly. The leases typically run for an initial period of one to two years. The Group had disposed of its retail store during the year ended 30 September 2023 (Note 30).

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

The Group's investment property is held under operating leases to earn rentals or for capital appreciation purposes. It is measured using the fair value model and is classified and accounted for as investment property.

The fair value of the Group's investment property as at 30 September 2024 and 2023 has been arrived at on the basis of a valuation carried out on the respective dates by Vincorn Consulting and Appraisal Limited and Royson Valuation Advisory Limited, independent qualified professional valuers not connected to the Group, respectively. In determining the fair value of the investment properties, the valuation was based on direct comparison approach (2023: income capitalisation approach), which involves certain estimates, including comparable market transactions (2023: appropriate capitalisation rates and rental value).

The Group's investment property is categorised into Level 3 of the fair value hierarchy. At the end of the reporting period, the group's finance manager works closely with the independent qualified professional valuer to establish and determine the appropriate valuation techniques and inputs to be used in determining the fair value of the investment property. Discussions on valuation processes and results are held between valuer, group's finance manager and the directors of the Company at least twice a year.

There is no transfer into or out of Level 3 for both years.

15. INVESTMENT PROPERTY (continued)

The following table shows the valuation techniques used in the determination of the fair values of investment property and unobservable inputs used in the valuation models:

Types of investment property	Valuation technique(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
<u>As at 30 September 2024</u>			
Car parking space HK\$2,000,000	Direct comparison approach	Market unit rate, taking into account the recent transaction prices for similar properties adjusted for nature, location, and conditions of the property, which ranged from HK\$2,000,000 to HK\$2,365,000 per unit.	The higher the market unit rate, the higher the fair value, and vice versa
<u>As at 30 September 2023</u>			
Car parking space HK\$2,100,000	Income capitalisation approach	(i) Capitalisation rate, taking into account the capitalisation of rental income potential, nature of the property, and prevailing market condition, of 2.8%	The higher the capitalisation rate, the lower the fair value, and vice versa
		(ii) Car park monthly market rent of HK\$3,128	The higher the market rent, the higher the fair value, and vice versa

The valuation techniques for the investment property have been changed to direct comparison approach as recent market transactions are more reliable and relevant as at 30 September 2024.

The fair value measurement is based on the above investment property's highest and best use.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2024

16. DEFERRED TAX ASSETS

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2024 HK\$'000	2023 HK\$'000
Deferred tax assets	<u>238</u>	<u>252</u>

The following is the analysis of the deferred tax balances for financial reporting purposes:

	Allowance for credit losses on trade receivables and contract assets HK\$'000	Tax losses HK\$'000	Total HK\$'000
At 1 October 2022	146	65	211
Credit to profit or loss (note 9)	<u>41</u>	<u>–</u>	<u>41</u>
At 30 September 2023	187	65	252
Charge to profit or loss (note 9)	<u>(14)</u>	<u>–</u>	<u>(14)</u>
At 30 September 2024	<u>173</u>	<u>65</u>	<u>238</u>

At 30 September 2024, the Group has estimated unutilised tax losses of approximately HK\$52,812,000 (2023: HK\$55,168,000) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$393,000 (2023: HK\$393,000) of such losses. No deferred tax asset has been recognised in respect of the remaining approximately HK\$52,419,000 (2023: HK\$54,775,000) due to the unpredictability of future profit streams. The losses may be carried forward indefinitely.

Under the EIT Law of the People's Republic of China ("PRC"), withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to retained profits of the PRC subsidiary amounting to approximately HK\$40,000 (2023: HK\$40,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

17. INVENTORIES

	2024 HK\$'000	2023 HK\$'000
Uninstalled construction materials	<u>9,833</u>	<u>–</u>

18. TRADE RECEIVABLES

	2024 HK\$'000	2023 HK\$'000
Gross trade receivables	110,313	89,097
Less: allowance for credit losses	(674)	(561)
Total	<u>109,639</u>	<u>88,536</u>

As at 1 October 2022, the carrying amount of trade receivables is HK\$105,416,000.

The Group grants credit terms of 0 to 60 days to its customers from the date of invoices on progress payments of engineering service works. An ageing analysis of the trade receivables, net of allowance for credit losses, presented based on the invoice date at the end of the reporting period, is as follows:

	2024 HK\$'000	2023 HK\$'000
0 – 30 days	64,677	38,135
31 – 60 days	44,962	50,401
	<u>109,639</u>	<u>88,536</u>

As at 30 September 2023 and 30 September 2024, entire trade receivables were not past due at the reporting date.

Details of impairment assessment of trade receivables are set out in note 32.

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19. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2024 HK\$'000	2023 HK\$'000
Rental and other deposits	926	780
Deposits for trading products/materials purchase	1,902	3,399
Prepayments and others	<u>1,186</u>	<u>825</u>
Total	<u><u>4,014</u></u>	<u><u>5,004</u></u>
Presented as non-current assets	528	349
Presented as current assets	<u>3,486</u>	<u>4,655</u>
Total	<u><u>4,014</u></u>	<u><u>5,004</u></u>

20. CONTRACT ASSETS AND CONTRACT LIABILITIES

	2024 HK\$'000	2023 HK\$'000
Contract assets		
– Engineering service contracts	60,369	90,247
Less: allowance for credit losses	<u>(373)</u>	<u>(569)</u>
	<u><u>59,996</u></u>	<u><u>89,678</u></u>
Contract liabilities		
– Engineering service contracts	<u><u>26,719</u></u>	<u><u>19,730</u></u>

As at 1 October 2022, the carrying amounts of contract assets and contract liabilities are HK\$69,402,000 and HK\$13,721,000, respectively.

The Group has rights to considerations from customers for the electric and maintenance engineering services. Contract assets arise when the Group has right to consideration for completion of electric and maintenance engineering services and not yet billed under the relevant contracts, and their right is conditioned on factors other than passage of time. Any amount previously recognised as a contract asset is reclassified to trade receivables when such right becomes unconditional. Remaining rights and performance obligations in a particular contract is accounted for and presented on a net basis, as either a contract asset or a contract liability. If the progress payment exceeds the revenue recognised to date under the input method, then the Group recognises a contract liability for the difference.

20. CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)

Retention monies withheld by customers of electric and maintenance engineering services are unsecured, interest-free and recoverable after the completion of maintenance period of the relevant contracts or in accordance with the terms specified in the relevant contracts, ranging from 1 to 2 years from the date of practical completion of respective electric and maintenance engineering services. The retention money, included in contract assets and contract liabilities, is to be settled, based on the completion of maintenance period, at the end of the reporting period as follows:

	2024 HK\$'000	2023 HK\$'000
Within one year	39,144	23,266
After one year	—	4,049
Total	<u>39,144</u>	<u>27,315</u>

The Group classified certain of contract assets, which are expected to be recovered more than 12 months, as current because the Group expects to realise them in its normal operating cycle.

For the contract liabilities as at 1 October 2022 and 30 September 2023 and 2024, the entire balances were/expected to be recognised as revenue within twelve months after the end of the reporting period.

Details of impairment assessment on contract assets are set out in note 32.

21. FINANCIAL ASSETS AT FVTPL

	2024 HK\$'000	2023 HK\$'000
Equity securities listed in Hong Kong	<u>10,148</u>	<u>8,052</u>

The fair values of the listed equity securities are determined based on the quoted market bid prices available.

22. SHORT TERM BANK DEPOSITS/CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash on hand and short term bank deposits with an original maturity of three months or less, and carry interest at prevailing market rate ranging from 0.01% – 4.10% (2023: 0.01% to 4.58%) per annum.

As at 30 September 2024, short term bank deposits comprised bank deposits which carried fixed interest rate of 3.35% (2023: 4.10%) per annum with an original maturity of six months.

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23. TRADE PAYABLES

The credit period on purchases and subcontracting of contract work services is 30 to 60 days. The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

	2024 HK\$'000	2023 HK\$'000
0 – 30 days	6,416	19,625
31 – 60 days	<u>1,486</u>	<u>8,051</u>
	<u>7,902</u>	<u>27,676</u>

24. OTHER PAYABLES AND ACCRUED CHARGES

	2024 HK\$'000	2023 HK\$'000
Accrued charges for engineering service contracts	1,979	2,648
Accrued payroll and bonus	19,614	22,923
Other accrued charges	<u>808</u>	<u>807</u>
	<u>22,401</u>	<u>26,378</u>

25. LEASE LIABILITIES

	2024 HK\$'000	2023 HK\$'000
Lease liabilities payable:		
Within one year	3,635	2,285
Within a period of more than one year but not exceeding two years	<u>2,186</u>	<u>179</u>
	5,821	2,464
Less: Amount due for settlement with 12 months shown under current liabilities	<u>(3,635)</u>	<u>(2,285)</u>
Amount due for settlement after 12 months shown under non-current liabilities	<u>2,186</u>	<u>179</u>

The weighted average incremental borrowing rates applied to lease liabilities are 8.14% (2023: 8.38%).

26. PROVISIONS

	Annual leave HK\$'000 (note)
At 1 October 2022 and 30 September 2023	1,272
Provision during the year	212
Utilisation of provision	<u>(297)</u>
At 30 September 2024	<u><u>1,187</u></u>

Note: The Group provides for the annual leave payments expected to be made to employees under the Hong Kong Employment Ordinance. The provision represents management's best estimate of probable future payments which have been earned by the employees from their services to the group entities up to the end of the reporting period.

27. SHARE CAPITAL

Details of the share capital of the Company are disclosed as follows:

	Number of shares	Amount HK\$'000
Ordinary shares of HK\$0.01 each		
Authorised:		
At 1 October 2022, 30 September 2023 and 2024	<u>10,000,000,000</u>	<u>100,000</u>
Issued and fully paid:		
At 1 October 2022	665,701,000	6,657
Issue of shares upon exercise of share options (note)	<u>1,100,000</u>	<u>11</u>
At 30 September 2023 and 2024	<u>666,801,000</u>	<u><u>6,668</u></u>

Note:

During the year ended 30 September 2023, a total of 1,100,000 new ordinary shares of HK\$0.01 each were issued upon exercises of the share options of the Company. The new shares rank pari passu with the existing shares in all respects.

28. RETIREMENT BENEFITS SCHEME

The MPF Scheme is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions. No forfeited contribution under the MPF Scheme is available to reduce the contribution payable in future years. For members of the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a monthly cap of HK\$1,500.

The retirement benefits schemes contributions arising from the MPF Scheme charged to the consolidated statement of profit or loss and other comprehensive income represent contributions paid or payable to the funds by the Group at rates specified in the rules of the schemes.

At 30 September 2024 and 2023, there were no significant forfeited contributions which arose upon employees leaving the schemes before they are fully vested in the contributions and which are available to reduce the contributions payable by the Group in the future.

During the year ended 30 September 2024, total contribution to retirement benefits scheme charged to profit or loss amounted to HK\$1,160,000 for the employees of the Group (2023: HK\$1,283,000).

Obligation to pay LSP under Hong Kong Employment Ordinance (Chapter 57)

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

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

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

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

28. RETIREMENT BENEFITS SCHEME (continued)

Obligation to pay LSP under Hong Kong Employment Ordinance (Chapter 57) (continued)

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

Under the Amendment Ordinance, the Group's mandatory MPF contributions, plus/minus any positive/negative returns, after the Transition Date can continue to be applied to offset the pre-Transition Date LSP obligation but are not eligible to offset the post-Transition Date LSP obligation. Furthermore, the LSP obligation before the Transition Date will be grandfathered and calculated based on the last monthly wages immediately preceding the Transition Date and the years of service up to that date. The Amendment Ordinance has immaterial impact on the Group's LSP obligation with respect to employees that participate in MPF Scheme and the Group has accounted for the LSP obligation, taking into account the Abolition, in accordance with the accounting policies disclosed in note 3.

29. SHARE-BASED PAYMENTS

The Company's share option scheme (the "Share Option Scheme") was adopted pursuant to a resolution passed on 22 July 2017 for the primary purpose of providing incentives to any directors (including executive directors and independent non-executive directors) and full-time employees of any member of the Group, and any advisor, consultant, contractor, sub-contractor, supplier, agent, customer, business partner, joint venture business partner or service provider of any member of the Group who the directors of the Company considers, in its sole discretion, has contributed or shall contribute to the Group ("Participant"). The Share Option Scheme were terminated on 22 July 2024 and the new share option scheme ("New Share Option Scheme") were adopted on the same day for the primary purpose of providing incentives to directors and eligible employees, and will expire at the end of ten years from its adoption date. Details of the New Share Option Scheme are set out in "Directors' Report" included in the annual report 2024 of the Company. No share option was granted since the adoption of the New Share Option Scheme. Termination of the Share Option Scheme shall not affect the validity of any outstanding options which shall continue to be enforceable according to the terms of the Share Option Scheme.

The following is a summary of the principal terms of the Share Option Scheme:

- (i) On and subject to the terms of the Share Option Scheme and the requirements of the Listing Rules, the directors of the Company shall be entitled to, at its absolute discretion and on such terms as it deems fit, grant options to any Participant.
- (ii) The maximum number of options in respect of which might be granted under the Share Option Scheme must not exceed 10% of the aggregate of the shares in issue on the date the shares commence trading on the Stock Exchange. At 30 September 2024, the number of shares in respect of which options had been granted and remained outstanding under the Share Option Scheme was 40,380,000 (2023: 27,980,000), representing approximately 6.1% (2023: 4.2%) of the total number of issued shares of the Company in issue at that day.

The overall limit on the number of shares which shall be issued upon exercise of all outstanding options granted, and yet to be exercised, under the Share Option Scheme shall not exceed 30% of the shares in issue from time to time.

29. SHARE-BASED PAYMENTS (continued)

- (iii) The total number of shares issued, and to be issued, upon exercise of the options granted to each Participant (including both exercised, cancelled and outstanding options) in any twelve months period shall not exceed 1% of the shares in issue.
- (iv) The period within which the shares shall be taken up under an option shall be a period to be notified by the directors of the Company to each grantee at the time of making an offer, which shall be determined by the directors of the Company in its absolute discretion at the date of grant of the relevant option, but such period shall not expire later than 10 years from the date of grant of the relevant option.
- (v) An option shall remain open for acceptance by the Participant concerned for a period of 14 days exclusive of the date on which the letter containing the offer is delivered to the Participant. HK\$1 is payable by the grantee to the Company on acceptance of the offer of the option.
- (vi) The subscription price shall be such price determined by the directors of the Company at its absolute discretion and notified to the Participant in the offer at the time of the offer, and shall be no less than the highest of:
 - (a) the closing price of the shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant of the relevant option, which shall be a business day;
 - (b) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant of the relevant option (provided that, in the event that any option is proposed to be granted within a period of less than five business days after the trading of the shares first commences on the Stock Exchange, the new issue price of the shares for the share offer shall be used as the closing price for any business day falling within the period before listing of the shares on the Stock Exchange); and
 - (c) the nominal value of a share on the date of grant of the relevant option.

On 5 April 2024, the Company granted an aggregate of 13,200,000 share options to the director of the Company and an employee under the Share Option Scheme.

On 31 March 2023 and 5 June 2023, the Company granted an aggregate of 12,210,000 share options to the directors of the Company and employees and 11,100,000 share options to the directors of the Company under the Share Option Scheme, respectively.

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For the year ended 30 September 2024

29. SHARE-BASED PAYMENTS (continued)

The table below discloses movement of the Company's share options granted under the Share Option Scheme during each of the year ended 30 September 2024 and 2023:

Date of grant	Exercise price	Exercise period	Vesting period	Number of share options							
				At 1 October 2022	Granted during the year	Exercised during the year	Lapsed during the year	At 30 September 2023	Granted during the year	Lapsed during the year	At 30 September 2024
Directors of the Company											
19 March 2019	HK\$0.50	From 19 March 2019 to 18 March 2024	19 March 2019	1,749,000	-	-	(1,749,000)	-	-	-	-
5 August 2019	HK\$0.50	From 5 August 2019 to 4 August 2025	5 August 2019	5,370,000	-	-	-	5,370,000	-	-	5,370,000
3 March 2022	HK\$0.276	From 3 March 2022 to 2 March 2027	3 March 2022	1,700,000	-	(1,100,000)	(600,000)	-	-	-	-
31 March 2023	HK\$0.298	From 31 March 2024 to 30 March 2028	From 31 March 2023 to 30 March 2024	-	8,910,000	-	(1,200,000)	7,710,000	-	-	7,710,000
5 June 2023	HK\$0.280	From 5 June 2024 to 4 June 2026	From 5 June 2023 to 4 June 2024	-	11,100,000	-	-	11,100,000	-	-	11,100,000
5 April 2024	HK\$0.282	From 5 April 2025 to 4 April 2026	From 5 April 2024 to 4 April 2025	-	-	-	-	-	6,600,000	-	6,600,000
Sub-total				<u>8,819,000</u>	<u>20,010,000</u>	<u>(1,100,000)</u>	<u>(3,549,000)</u>	<u>24,180,000</u>	<u>6,600,000</u>	<u>-</u>	<u>30,780,000</u>
Employees of the Company											
3 March 2022	HK\$0.276	From 3 March 2022 to 2 March 2027	3 March 2022	500,000	-	-	-	500,000	-	(500,000)	-
31 March 2023	HK\$0.298	From 31 March 2024 to 30 March 2028	From 31 March 2023 to 30 March 2024	-	3,300,000	-	-	3,300,000	-	(300,000)	3,000,000
5 April 2024	HK\$0.282	From 5 April 2025 to 4 April 2026	From 5 April 2024 to 4 April 2025	-	-	-	-	-	6,600,000	-	6,600,000
Sub-total				<u>500,000</u>	<u>3,300,000</u>	<u>-</u>	<u>-</u>	<u>3,800,000</u>	<u>6,600,000</u>	<u>(800,000)</u>	<u>9,600,000</u>
Total				<u>9,319,000</u>	<u>23,310,000</u>	<u>(1,100,000)</u>	<u>(3,549,000)</u>	<u>27,980,000</u>	<u>13,200,000</u>	<u>(800,000)</u>	<u>40,380,000</u>
Number of share option exercisable				<u>9,319,000</u>				<u>5,870,000</u>			<u>27,180,000</u>
Weighted average exercise price				<u>0.447</u>	<u>0.289</u>	<u>0.276</u>	<u>0.394</u>	<u>0.481</u>	<u>0.282</u>	<u>0.284</u>	<u>0.331</u>

The share options outstanding at 30 September 2024 had a weighted average remaining contractual life of 2.00 years (2023: 3.25 years).

During the year ended 30 September 2024, 13,200,000 share options were granted to the director of the Company and an employee of the Group, with exercise price of HK\$0.282 per share. The closing prices per share immediately before the date of grant of the share options was HK\$0.28 per share. 500,000 and 300,000 with exercise price of HK\$0.276 and HK\$0.298 per share, respectively, were lapsed during the year ended 30 September 2024.

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29. SHARE-BASED PAYMENTS (continued)

During the year ended 30 September 2023, 23,310,000 share options were granted to the directors of the Company and employees of the Group, with exercise price of HK\$0.298 and HK\$0.28 per share, respectively. The closing prices per share immediately before the date of grant of the share options was HK\$0.29 per share and HK\$0.27 per share on 31 March 2023 and 5 June 2023, respectively. The directors of the Company exercised 1,100,000 share options with exercise price of HK\$0.276 per share. The weighted average closing price of the Company's shares immediately before the dates on which the options were exercised is approximately \$0.27. Also, 1,200,000, 600,000 and 1,749,000 with exercise price of HK\$0.298, HK\$0.276 and HK\$0.5 per share, respectively, were lapsed during the year ended 30 September 2023.

During the year ended 30 September 2024 and 2023, the share options granted under the Share Option Scheme are exercisable one year after the date of grant of such options with one year vesting period. The exercise period of these share options granted during the year ended 30 September 2024 is 1 year from the date of grant of the share options (2023: two to four years).

The fair value of the options determined at the date of grant using the Binomial option pricing model was HK\$1,587,000, HK\$1,294,000 and HK\$1,114,000 on the date of grant of share options on 31 March 2023, 5 June 2023 and 5 April 2024, respectively. The Group had recognised share-based payment expenses of HK\$2,152,000 (2023: HK\$1,207,000) in profit or loss during the year ended 30 September 2024.

The following assumptions were used to calculate the fair values of share options at the date of grant on 31 March 2023, 5 June 2023 and 5 April 2024

	31 March 2023	5 June 2023	5 April 2024
Grant date stock price	HK\$0.29	HK\$0.27	HK\$0.28
Exercise price	HK\$0.298	HK\$0.28	HK\$0.282
Life to expiration (Note a)	5 years	3 years	2 years
Expected volatility (Note b)	53.61%	62.74%	52.59%
Dividend yield	0%	0%	0%
Risk-free interest rate (Note c)	3.01%	3.57%	3.73%

Notes:

- (a) Life to expiration: Being the period of 2 or 5 years commencing on the date of grant based on the contractual terms of the share options.
- (b) Expected volatility: Estimated based on the daily stock prices of comparable companies with similar business nature of the Group.
- (c) Risk-free interest rate: Being the yield of Hong Kong Exchange Fund Notes with a maturity life equal to the life to expiration on the valuation date.

The Binomial option pricing model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. Changes in variables and assumptions may result in changes in the fair value of the options.

30. DISPOSAL OF A SUBSIDIARY

On 28 June 2024, the Group disposed of its subsidiary, Cornwall Contracting Company Limited (“CCCL”) which is mainly engaged in the provision of staff and sourcing of materials of the Group. The net assets of CCCL at the date of disposal were as follows:

Consideration received:

	HK\$'000
Cash received	<u>6,074</u>

Analysis of assets and liabilities over which control was lost:

	28 June 2024
	HK\$'000
Cash and cash equivalents	<u>1,074</u>
Net assets disposal of	<u>1,074</u>

Gain on disposal of a subsidiary:

Consideration received	6,074
Net assets disposal of	<u>(1,074)</u>
Gain on disposal	<u>5,000</u>

Net cash inflow arising on disposal:

Cash consideration	6,074
Less: cash and cash equivalents disposal of	<u>(1,074)</u>
	<u>5,000</u>

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30. DISPOSAL OF A SUBSIDIARY (continued)

On 1 June 2023, the Group disposed of its subsidiary, Richfield International Enterprise Limited ("Richfield") which is mainly engaged in property investment. The net assets of Richfield at the date of disposal were as follows:

Consideration received:

	HK\$'000
Cash received	<u>43,997</u>

Analysis of assets and liabilities over which control was lost:

	1 June 2023 HK\$'000
Investment property	44,254
Rental deposits received	<u>(257)</u>
Net assets disposal of	<u>43,997</u>

Net assets disposal of a subsidiary:

Consideration received	43,997
Net assets disposal of	<u>(43,997)</u>

Net cash inflow arising on disposal:

Cash consideration	<u>43,997</u>
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31. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group represents lease liabilities, net of cash and cash equivalents and equity attributable to owners of the Company, comprising share capital, share premium, share options reserve, other reserves and retained profits.

Management of the Group reviews the capital structure on a regular basis and considers the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through new share issues and raise of new borrowings.

32. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2024 HK\$'000	2023 HK\$'000
Financial assets		
At amortised cost	248,372	263,673
At FVTPL	<u>10,148</u>	<u>8,052</u>
Financial liabilities		
At amortised cost	<u>10,689</u>	<u>31,131</u>

(b) Financial risk management objectives and policies

The Group's financial instruments include trade receivables, other receivables and deposits, financial assets at FVTPL, short term bank deposits, cash and cash equivalents, trade payables, other payables and accrued charges. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

32. FINANCIAL INSTRUMENTS *(continued)*

(b) Financial risk management objectives and policies *(continued)*

Market risk

Currency risk

The Group has limited currency exposure as both revenue and cost of sales were denominated in the functional currency of the respective group entities. Accordingly, the management of the Group considers that the Group's exposure to foreign currency risk is minimal.

As at 30 September 2023, the cash and cash equivalents of HK\$3,388,000 is denominated at British Pound ("GBP"). GBP is a currency other than the functional currency of the respective group entities. Sensitivity analysis of strengthening 10% in functional currency of the Company (i.e. HK\$) against GBP resulted a increase in post-tax loss of HK\$283,000 as at 30 September 2023. For a 10% weakening of HK\$ against GBP, there would be an equal and opposite impact on the results. No cash and cash equivalents are denominated at GBP as at 30 September 2024.

Interest rate risk

The Group's cash flow interest rate risk primarily relates to cash and cash equivalents (note 22) as at 30 September 2024 and 2023. Also, the Group's fair value interest rate primarily relates to short term bank deposits (note 22) and lease liabilities (note 25) as at 30 September 2024 and 2023.

The Group has not used any interest rate hedging policy to mitigate its exposure associated with interest rate risk. However, the management of the Group monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The management of the Group considers that the Group's exposure to future cash flow risk on variable-rate cash and cash equivalents as a result of the change of market interest rate is insignificant and thus variable-rate cash and cash equivalents are not included in the sensitivity analysis.

Price risk

The Group is exposed to price risk arising from equity investments. The Group's equity investments are listed on the Stock Exchange. The directors of the Company manage the exposure by closely monitoring the portfolio of investments and imposing trading limits on individual trades.

32. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

Price risk (continued)

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period. The analysis is prepared assuming the listed equity investments outstanding at the end of reporting period were outstanding for the whole year.

As at 30 September 2024, if the quoted prices of the Group's listed equity investments had been 5 percent higher/lower, the Group's loss after tax would decrease/increase by approximately HK\$507,000 (2023: loss after tax would decrease/increase by approximately HK\$403,000). This is attributable to the changes in fair values of the listed equity investments.

Credit risk and impairment assessment

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge the obligations by counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position at the end of the reporting period.

The management adopts a policy on providing credit facilities to new customers. A credit investigation, including assessment based on financial information of the new customers, advice from business partners in relation to potential customers and credit search, is required. The level of credit granted must not exceed a predetermined level set by the management. Credit evaluation is performed on a regular basis.

Trade receivables and contract assets arising from contracts with customers

In order to minimise the credit risk on trade receivables and contract assets, management of the Group has delegated a team responsible for monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, management of the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment loss allowance are made for irrecoverable amounts on trade receivables and contract assets. The Group applies simplified approach on trade receivables and contract assets to provide for ECL prescribed by HKFRS 9. ECL on trade receivables and contract assets are assessed individually. The assessment is based on the ageing, repayment history and/or past due status of the respective customers and are adjusted for forward-looking information (for example, the current and forecasted economic growth rates in Hong Kong, which reflect the general economic conditions of the industry in which the debtors operate) that is available without undue cost or effort. In this regard, management of the Group considers that the credit risk on trade receivables and contract assets is significantly reduced.

The Group has concentration of credit risks with exposure limited to certain customers. The Group's largest debtor contributed approximately 62% (2023: 48%) of the Group's trade receivables and 31% (2023: 63%) of the Group's contract assets, respectively. The Group's five largest debtors contributed approximately 98% (2023: 100%) of the Group's trade receivables and 100% (2023: 100%) of the Group's contract assets, respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2024

32. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Other receivables and deposits

For other receivables and deposits, the management of the Group makes individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also available reasonable and supportive forward-looking information. The management of the Group believes that there is no material credit risk inherent in the Group's other receivables and deposits.

Short term bank deposits/cash and cash equivalents

The credit risk on short term bank deposits and cash and cash equivalents of the Group is limited because the counterparties are banks with good reputation and credit ratings and no history of default in the past and no impairment loss allowance for short term bank deposits and cash and cash equivalents was recognised. The Group has limited exposure to any single financial institution.

The tables below detail the credit risk exposures of the Group's financial assets at amortised cost and contract assets, which are subject to ECL assessment:

	Notes	External credit rating	Internal credit rating	12-month or lifetime ECL	2024 Gross carrying amount HK\$'000	2023 Gross carrying amount HK\$'000
Financial assets at amortised cost						
Trade receivables	18	N/A	Note 1	Lifetime ECL (not credit-impaired)	110,313	89,097
Other receivables and deposits	19	N/A	Note 2	12-month ECL	2,828	4,179
Short term bank deposits	22	A2	N/A	12-month ECL	12,000	5,000
Cash and cash equivalents	22	Aa3 – A2	N/A	12-month ECL	123,905	165,958
Other items						
Contract assets	20	N/A	Note 1	Lifetime ECL (not credit-impaired)	60,369	90,247

32. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Notes:

- For trade receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the allowance for credit losses at lifetime ECL. ECL on trade receivables and contract assets are assessed individually. The assessment is based on the internal credit ratings, ageing, repayment history and/or past due status of the respective customers and are adjusted for forward-looking information (for example, the current and forecasted economic growth rates in Hong Kong, which reflect the general economic conditions of the industry in which the debtors operate) that is available without undue cost or effort.
- For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition. All of these balances are not past due at 30 September 2024 and 2023.

The following table shows the movement in lifetime ECL that has been recognised for trade receivables and contract assets under the simplified approach.

	Lifetime ECL (not credit-impaired)		Total HK\$'000
	Trade receivables HK\$'000	Contract assets HK\$'000	
As at 1 October 2022	499	383	882
Changes due to financial instruments recognised as at 1 October 2022:			
– impairment losses reversed	(499)	(383)	(882)
New financial assets originated	561	569	1,130
As at 30 September 2023	561	569	1,130
Changes due to financial instruments recognised as at 1 October 2023:			
– impairment losses reversed	(561)	(569)	(1,130)
New financial assets originated	674	373	1,047
As at 30 September 2024	674	373	1,047

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2024

32. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

There was no material change in the loss allowance for credit losses on trade receivables and contract assets for the year ended 30 September 2024 and 2023.

The Group writes off a trade receivable and contract asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier.

Liquidity risk

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

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

	Effective interest rate %	Within 1 year HK\$'000	1-5 years HK\$'000	Total undiscounted cash flows HK\$'000	Total carrying amount HK\$'000
As at 30 September 2024					
Non-derivative financial liabilities					
Trade payables	N/A	7,902	–	7,902	7,902
Other payables and accrued charges	N/A	2,787	–	2,787	2,787
Lease liabilities	8.14	3,929	2,268	6,197	5,821
		<u>14,618</u>	<u>2,268</u>	<u>16,886</u>	<u>16,510</u>
As at 30 September 2023					
Non-derivative financial liabilities					
Trade payables	N/A	27,676	–	27,676	27,676
Other payables and accrued charges	N/A	3,455	–	3,455	3,455
Lease liabilities	8.38	2,500	194	2,694	2,464
		<u>33,631</u>	<u>194</u>	<u>33,825</u>	<u>33,595</u>

32. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurement of financial instruments

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and input(s) used).

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique
	2024 HK\$'000	2023 HK\$'000		
Equity securities listed in Hong Kong	10,148	8,052	Level 1	Quoted prices in an active market

There were no transfers between Levels 1 and 2 during both years.

The management estimates the fair values of its financial assets and financial liabilities measured at amortised cost using discounted cash flows analysis. Management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost approximate their fair values.

33. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

Reconciliation of liabilities arising from financing activities

	Lease liabilities HK\$'000
At 1 October 2022	2,496
Financing cash flows	(1,872)
New leases entered	1,694
Finance costs	146
	<hr/>
At 30 September 2023	2,464
	<hr/>
Financing cash flows	(3,804)
New leases entered	6,820
Finance costs	341
	<hr/>
At 30 September 2024	5,821

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2024

34. MAJOR NON-CASH TRANSACTIONS

During the year, the Group entered into new lease agreements for the use of leased properties for 2-3 years. On the lease commencement, the Group recognised right-of-use assets and lease liabilities of HK\$6,820,000 and HK\$6,820,000 (2023: HK\$1,694,000 and HK\$1,694,000), respectively.

35. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group has entered into the following related party transactions:

	2024	2023
	HK\$'000	HK\$'000
Salaries paid to a spouse of a director of the Company	776	748
Salaries paid to a son of a director of the Company	542	14
	<u>1,318</u>	<u>762</u>

Compensation of key management personnel

The remuneration of directors and other members of key management during the years ended 30 September 2024 and 2023 are as follows:

	2024	2023
	HK\$'000	HK\$'000
Salaries and other benefits	12,480	13,521
Performance and discretionary bonus	3,226	5,727
Share-based payments	1,675	843
Retirement benefits schemes contributions	54	64
	<u>17,435</u>	<u>20,155</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 30 September 2024

36. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	2024 HK\$'000	2023 HK\$'000
Non-current assets		
Property, plant and equipment	122	157
Deposits	183	183
Investment in a subsidiary	4,056	4,056
Amount due from subsidiaries	<u>90,164</u>	<u>90,164</u>
	94,525	94,560
Current assets		
Other receivables	99	99
Amounts due from subsidiaries	6,874	7,036
Cash and cash equivalents	<u>857</u>	<u>811</u>
	7,830	7,946
Current liabilities		
Other payables and accrued charges	851	801
Amounts due to subsidiaries	<u>100</u>	<u>392</u>
	951	1,193
Net current assets	<u>6,879</u>	<u>6,753</u>
Total assets less current liabilities	<u>101,404</u>	<u>101,313</u>
Capital and reserves		
Share capital	6,668	6,668
Reserves	<u>94,736</u>	<u>94,645</u>
	101,404	101,313

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 September 2024

36. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

Movement in the Company's reserves

	Share premium HK\$'000	Share options reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 October 2022	130,686	2,177	(37,016)	95,847
Loss and total comprehensive expense for the year	–	–	(2,702)	(2,702)
Recognition of equity-settled share-based payments	–	1,207	–	1,207
Issue of shares upon exercise of share options	405	(112)	–	293
Transfer upon the lapse of share options	–	(297)	297	–
At 30 September 2023	131,091	2,975	(39,421)	94,645
Loss and total comprehensive expense for the year	–	–	(2,061)	(2,061)
Recognition of equity-settled share-based payments	–	2,152	–	2,152
Transfer upon the lapse of share options	–	(81)	81	–
At 30 September 2024	<u>131,091</u>	<u>5,046</u>	<u>(41,401)</u>	<u>94,736</u>

37. PARTICULARS OF THE SUBSIDIARIES

Particulars of the Company's subsidiaries are as follows:

Name of subsidiaries	Place of incorporation/ establishment operation	Paid-up issued/ registered capital	Proportion of ownership interest attributable to the Company				Principal activities
			Directly 2024	2023	Indirectly 2024	2023	
Champion Goal Investments Limited	BVI	US\$1	100%	100%	–	–	Investment holding
KF Bright Mango Capital Limited	Hong Kong	HK\$100,000	–	–	100%	100%	Inactive
Cornwall Contracting Company Limited (Note 1)	Hong Kong	HK\$5,000,000	–	–	–	100%	Provision of staff and sourcing of materials of the Group
Cornwall Electrical Engineering Limited	Hong Kong	HK\$1	–	–	100%	100%	Electric and maintenance engineering services business in Hong Kong
Cornwall (Building Services) Engineering Limited	Hong Kong	HK\$100,000	–	–	80%	80%	Electric engineering services business in Hong Kong
KF Strategic Capital Limited	Hong Kong	HK\$1,000,000	–	–	100%	100%	Investment holding
Guangxi Nanning Junjingshui Commercial Trade Co., Ltd.	PRC	Nil	–	–	100%	100%	Inactive
Pangu Digital Group Limited	Hong Kong	HK\$10,000	–	–	100%	100%	Inactive
KF Strategic Management Limited	Hong Kong	HK\$1	–	–	100%	100%	Inactive
Pacific Properties Limited*	Hong Kong	HK\$1	–	–	100%	100%	Inactive
Pangu Digital Media Company Limited*	Hong Kong	HK\$10,000	–	–	100%	100%	Inactive
Pangu Digital Technology Limited*	Hong Kong	HK\$10,000	–	–	100%	100%	Inactive
Mango Finance Company Limited*	Hong Kong	HK\$100,000	–	–	100%	100%	Inactive

* The entity was incorporated during the year ended 30 September 2023.

None of the subsidiaries had any debt securities outstanding at the end of the reporting period.

Note 1: This subsidiary was disposed of during the year ended 30 September 2024 (note 30).

FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the last five financial years.

RESULTS

	For the year ended 30 September				
	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000
Revenue					
– continuing operations	736,676	671,466	348,610	254,863	244,209
– discontinued operation	–	–	–	–	8,562
	<u>736,676</u>	<u>671,466</u>	<u>348,610</u>	<u>254,863</u>	<u>252,771</u>
(Loss) profit for the year attributable to					
– owners of the Company	(6,313)	(21,574)	11,591	16,992	23,150
– non-controlling interests	(10,451)	2,760	2,034	256	286
	<u>(16,764)</u>	<u>(18,814)</u>	<u>13,625</u>	<u>17,248</u>	<u>23,436</u>

ASSETS AND LIABILITIES

	At 30 September				
	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000
Total assets	337,692	368,193	369,370	320,897	315,350
Total liabilities	(64,379)	(80,268)	(64,142)	(33,219)	(50,120)
Total equity	<u>273,313</u>	<u>287,925</u>	<u>305,228</u>	<u>287,678</u>	<u>265,230</u>