



**CHINA COME RIDE NEW ENERGY GROUP LIMITED**

**中國來騎哦新能源集團有限公司**

*(Formerly known as KNK Holdings Limited 中國卓銀國際控股有限公司)*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8039)**

**2022/2023**

**ANNUAL REPORT 年度報告**

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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Zhou Renchao  
(Chairman)(appointed on 1 September 2022)  
Mr. Chung Yuk Lun  
Mr. Cao Dayong

#### Independent Non-executive Directors

Ms. Lai Pik Chi, Peggy  
Mr. Leung Tsun Ip (appointed on 1 October 2022)  
Mr. Liu Jianting  
(appointed on 28 February 2024)  
Ms. Chan Yuk Chun (resigned on 19 September 2022)  
Ms. Mabel Lee (resigned on 19 September 2022)  
Ms. Lam Yuen Man Maria (appointed on 1 October 2022 and  
resigned on 10 January 2024)

### AUTHORISED REPRESENTATIVES

Mr. Chung Yuk Lun  
Mr. Cao Dayong

### AUDIT COMMITTEE MEMBERS

Ms. Lai Pik Chi, Peggy (Chairperson)  
Mr. Leung Tsun Ip (appointed on 1 October 2022)  
Mr. Liu Jianting  
(appointed on 28 February 2024)  
Ms. Chan Yuk Chun (resigned on 19 September 2022)  
Ms. Mabel Lee (resigned on 19 September 2022)  
Ms. Lam Yuen Man Maria (appointed on 1 October 2022 and  
resigned on 10 January 2024)

### NOMINATION COMMITTEE MEMBERS

Mr. Zhou Renchao  
(Chairman) (appointed on 28 February 2024)  
Mr. Leung Tsun Ip  
(appointed as Chairman on 1 October 2022 and  
re-destinated as a member on 28 February 2024)  
Ms. Lai Pik Chi, Peggy  
Mr. Liu Jianting  
(appointed on 28 February 2024)  
Ms. Chan Yuk Chun (Chairperson)  
(resigned on 19 September 2022)  
Ms. Mabel Lee (resigned on 19 September 2022)  
Ms. Lam Yuen Man Maria (appointed on 1 October 2022 and  
resigned on 10 January 2024)

### 董事會

#### 執行董事

周仁超先生  
(主席)(於二零二二年九月一日獲委任)  
鍾育麟先生  
曹大勇先生

#### 獨立非執行董事

黎碧芝女士  
梁俊業先生(於二零二二年十月一日獲委任)  
劉建庭先生  
(於二零二四年二月二十八日獲委任)  
陳玉珍女士(於二零二二年九月十九日辭任)  
李潔瑜女士(於二零二二年九月十九日辭任)  
林婉雯女士(於二零二二年十月一日獲委任並  
於二零二四年一月十日辭任)

### 授權代表

鍾育麟先生  
曹大勇先生

### 審核委員會成員

黎碧芝女士(主席)  
梁俊業先生(於二零二二年十月一日獲委任)  
劉建庭先生  
(於二零二四年二月二十八日獲委任)  
陳玉珍女士(於二零二二年九月十九日辭任)  
李潔瑜女士(於二零二二年九月十九日辭任)  
林婉雯女士(於二零二二年十月一日獲委任並  
於二零二四年一月十日辭任)

### 提名委員會成員

周仁超先生  
(主席)(於二零二四年二月二十八日獲委任)  
梁俊業先生(於二零二二年十月一日獲委任為  
主席並於二零二四年二月二十八日調任為  
成員)  
黎碧芝女士  
劉建庭先生  
(於二零二四年二月二十八日獲委任)  
陳玉珍女士(主席)  
(於二零二二年九月十九日辭任)  
李潔瑜女士(於二零二二年九月十九日辭任)  
林婉雯女士(於二零二二年十月一日獲委任並  
於二零二四年一月十日辭任)

# CORPORATE INFORMATION

## 公司資料

### REMUNERATION COMMITTEE MEMBERS

Mr. Liu Jianting (*Chairman*)  
(*appointed on 28 February 2024*)  
Mr. Zhou Renchao  
(*appointed on 28 February 2024*)  
Ms. Lai Pik Chi, Peggy  
Mr. Leung Tsun Ip (*appointed on 1 October 2022*)  
Ms. Mabel Lee (*Chairperson*)  
(*resigned on 19 September 2022*)  
Ms. Lam Yuen Man Maria (*Chairperson*)  
(*appointed on 1 October 2022 and resigned on 10 January 2024*)  
Ms. Chan Yuk Chun (*resigned on 19 September 2022*)

### COMPLIANCE OFFICER

Mr. Cao Dayong

### COMPANY SECRETARY

Mr. Chung Yuk Lun

### AUDITOR

ZHONGHUI ANDA CPA Limited  
(*resigned on 16 June 2023*)  
McMillan Woods (Hong Kong) CPA Limited  
(*appointed on 16 June 2023*)

### REGISTERED OFFICE

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

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit E, 33/F, Legend Tower  
7 Shing Yip Street  
Kwun Tong  
Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

### 薪酬委員會成員

劉建庭先生(主席)  
(於二零二四年二月二十八日獲委任)  
周仁超先生  
(於二零二四年二月二十八日獲委任)  
黎碧芝女士  
梁俊業先生(於二零二二年十月一日獲委任)  
李潔瑜女士(主席)  
(於二零二二年九月十九日辭任)  
林婉雯女士(主席)(於二零二二年十月一日獲委任並於二零二四年一月十日辭任)  
陳玉珍女士(於二零二二年九月十九日辭任)

### 合規主任

曹大勇先生

### 公司秘書

鍾育麟先生

### 核數師

中匯安達會計師事務所有限公司  
(於二零二三年六月十六日辭任)  
長青(香港)會計師事務所有限公司  
(於二零二三年六月十六日獲委任)

### 註冊辦事處

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

### 香港主要營業地點

香港  
觀塘  
成業街7號  
寧晉中心33樓E室

### 主要股份過戶登記處

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

# CORPORATE INFORMATION

## 公司資料

### **HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

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

### **PRINCIPAL BANKERS**

The Hong Kong and Shanghai Banking Corporation Limited  
Bank of China (Hong Kong) Limited  
United Overseas Bank Limited

### **STOCK CODE**

8039

### **WEBSITE OF THE COMPANY**

[www.8039.com.hk](http://www.8039.com.hk)

### **香港股份過戶登記分處**

卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

### **主要往來銀行**

香港上海滙豐銀行有限公司  
中國銀行(香港)有限公司  
大華銀行有限公司

### **股份代號**

8039

### **本公司網站**

[www.8039.com.hk](http://www.8039.com.hk)

# CHAIRMAN STATEMENT

## 主席報告

Dear Shareholders,

On behalf of the board of Directors (the “Board” or “Directors”) of the Company, I am delighted to present to you the annual report of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 March 2023 (“Year”).

### REVIEW

The Group was successfully listed on GEM on 12 December 2016. The proceeds raised have strengthened the cash position of the Group with the aim of recruiting additional professional staff to provide services to both existing and new customers.

For the year ended 31 March 2023, the Group recorded an increase in revenue of approximately HK\$9.6 million or 26.8% to approximately HK\$45.4 million compared with the previous financial year. Such increase was mainly due to the revenue contribution from projects with relatively large contract sum. At the same time, the Group incurred a gross profit margin of approximately 15.5% in the Year compared with a gross profit margin of approximately 28.8% last year.

The Group recognised a loss of approximately HK\$4.6 million for the year ended 31 March 2023 compared with a profit of approximately HK\$0.6 million for the year ended 31 March 2022. The loss was mainly attributed from (i) decrease of gross profit due to the increase in material and labour costs, (ii) increase of administrative expenses, and (iii) the loss allowance on ECL and contract assets which was not a factor for the year ended 31 March 2022.

The responsible Director and senior management are aware of the regulatory reporting and compliance requirements in the architectural industry, and will continue to keep abreast of their development in addition to change of general business environment.

各位股東：

本人謹代表本公司董事會（「董事會」或「董事」），欣然呈報本公司及其附屬公司（統稱「本集團」）截至二零二三年三月三十一日止年度（「本年度」）的年報。

### 回顧

本集團於二零一六年十二月十二日於GEM成功上市。籌集的所得款項鞏固了本集團的現金狀況，旨在招募其他專業員工，向現有及新客戶提供服務。

截至二零二三年三月三十一日止年度，本集團錄得的收益較上一財政年度增加約9,600,000港元或26.8%至約45,400,000港元。有關增加乃主要由於合約金額相對較大項目的收益貢獻所致。同時，本集團於本年度錄得毛利率約為15.5%，相比去年毛利率約為28.8%。

截至二零二三年三月三十一日止年度，本集團確認虧損約4,600,000港元，而截至二零二二年三月三十一日止年度則確認利潤約600,000港元。虧損乃主要由於(i)毛利因材料及勞動成本上升而下降、(ii)行政開支增加；及(iii)預期信貸虧損的虧損撥備及截至二零二二年三月三十一日止年度未計及的合約資產。

負責的董事及高級管理層意識到建築業的監管報告及合規規定，且將於關注整體業務環境變化的同時繼續了解相關規定的發展動態。

# CHAIRMAN STATEMENT

## 主席報告

### OUTLOOK

Going forward, the Group will continue to actively explore new opportunities and/or business diversification such as the new energy industry, and also plan to extend new business geographical coverage such as the mainland China. These strategic directions aim to capture new business opportunities in the market and contribute satisfactory long-term returns to our shareholders. Such achievements depend on whether we can attract competent professionals to join the Group.

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

### Zhou Renchao

*Chairman and Executive Director*

Hong Kong, 18 April 2024

### 前景

展望未來，本集團將繼續積極開拓新業務機遇及／或多元化發展業務（如新能源行業），亦計劃擴大新業務地域覆蓋範圍至中國內地等地。該等戰略方向旨在抓住市場新商機並為我們的股東貢獻長期令人滿意的回報。能否取得有關成就取決於我們是否能夠吸引專業人才加入本集團。

本人謹此代表董事會，藉此機會衷心感謝本集團股東、往來銀行、客戶及業務夥伴一直以來的支持，同時亦感謝管理層及員工的勤奮、敬業及對本集團增長的貢獻。

### 周仁超

*主席兼執行董事*

香港，二零二四年四月十八日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### BUSINESS REVIEW AND OUTLOOK

The Group is principally engaged in the provision of comprehensive architectural and structural engineering consultancy services in Hong Kong. During the financial year ended 31 March 2023, the Group continued to focus on developing business opportunities with existing customers as well as working on those referrals from them. At the same time, the Group plans to expand the types of architectural-related services when opportunities arise.

Revenue of the Group increased by approximately HK\$9.6 million or 26.8% from approximately HK\$35.8 million for the year ended 31 March 2022 to approximately HK\$45.4 for the year ended 31 March 2023. The Group recorded a loss for the year ended 31 March 2023 of approximately HK\$4.6 million, representing approximately HK\$5.2 million decrease as compared with a profit of approximately HK\$0.6 million incurred for the year ended 31 March 2022. The reasons of such changes are set out in the section Financial Review below.

Going forward, while actively exploring new businesses opportunities, the Group also plans to extend its business reach and expand service coverage to lay a foundation for our long-term development. These strategic directions aim to capture new business opportunities in the market and contribute satisfactory long-term returns to our shareholders. Riding on the advantageous geographical location and the recovery momentum in both Hong Kong and mainland China economies, the Group will not limit its development in Hong Kong but also explore new business opportunities in mainland China to widen the Group's revenue base.

Despite the fact that there are improvements after the COVID-19 pandemic, the future development of the political and economic environment still remain uncertain. The Group will continue to seek a minimum risk exposure by bargaining better terms from sub-contractors, minimising expenses, securing projects and closely monitoring recoverability of the receivables to keep the operations of the Group as usual.

### 業務回顧與展望

本集團主要在香港從事提供全面建築及結構工程顧問服務。於截至二零二三年三月三十一日止財政年度，本集團繼續專注於與現有客戶以及與彼等推薦的客戶合作發展商機。同時，本集團計劃在適當時機擴展更多種類的建築相關服務。

本集團的收益由截至二零二二年三月三十一日止年度約35,800,000港元增加約9,600,000港元或26.8%至截至二零二三年三月三十一日止年度約45,400,000港元。本集團截至二零二三年三月三十一日止年度錄得虧損約4,600,000港元，較截至二零二二年三月三十一日止年度產生的利潤約600,000港元減少約5,200,000港元。有關該等變動的原因載於下文財務回顧一節。

展望未來，在積極開拓新業務機遇的同時，本集團亦計劃擴大其業務範圍及服務覆蓋範圍，從而為我們的長遠發展奠定基礎。該等戰略方向旨在把握市場新商機並為股東貢獻令人滿意的長期回報。憑藉地理位置的優勢以及香港及中國內地的經濟復甦勢頭，本集團除了於香港發展，亦會在中國內地探索新業務機遇，擴大本集團的收益基礎。

儘管COVID-19疫情後的情況有改善跡象，但政治及經濟環境的未來發展仍不明朗。本集團將繼續尋求透過與分包商議價、減少開支、爭取項目並密切監察應收款項可收回性以最大程度地降低風險敞口，保持本集團的正常運作。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### FINANCIAL REVIEW

#### Revenue

The Group's revenue is generated from the contract revenue from provision of comprehensive architectural and structural engineering consultancy services in Hong Kong, including licensing consultancy, alteration and addition works and minor works consultancy, inspection and certification and other architectural related consultancy.

The Group's total revenue for the year ended 31 March 2023 was approximately HK\$45.4 million (2022: approximately HK\$35.8 million), representing approximately HK\$9.6 million or 26.8% increase compared to the financial year ended 31 March 2022. Such increase was mainly due to the revenue contribution from projects with relatively large contract sum.

The gross profit margin of the Group for the year ended 31 March 2023 was approximately 15.5% (2022: gross profit margin was approximately 28.8%). Such decrease was mainly due to the revenue contribution from projects with lower profit margin under current economic environments. In particular revenue contribution from projects with large contract sum but thin profit margin and increase in project direct costs.

#### General and administrative expenses

The Group's total general and administrative expenses for the year ended 31 March 2023 was approximately HK\$11.5 million (2022: approximately HK\$9.3 million), representing an increase of approximately HK\$2.2 million or 23.7% when compared to the corresponding period in 2022. Such increase was mainly due to increase in (i) legal and professional fees on handling various compliance and legal issues and (ii) listing compliance fees.

#### Loss for the year

The Group recorded a net loss attributable to owners of the Company of approximately HK\$4.6 million for the year ended 31 March 2023 (2022: net profit attributable to owners of the Company of approximately HK\$0.6 million). The turnaround from profit to loss was mainly attributed from (i) decrease of gross profit due to the increase in material and labour costs, (ii) increase of administrative expenses and (iii) the loss allowance on ECL and contract assets which was not a factor for the year ended 31 March 2022.

#### 財務回顧

##### 收益

本集團之收益來自於在香港提供全面建築及結構工程顧問服務的合約收益，包括牌照顧問、改建及加建工程及小型工程顧問、檢查及核證以及其他建築相關顧問。

截至二零二三年三月三十一日止年度，本集團之總收益約為45,400,000港元(二零二二年：約35,800,000港元)，較截至二零二二年三月三十一日止財政年度增加約9,600,000港元或26.8%。有關增加主要由於來自合約金額較大的項目貢獻的收益所致。

截至二零二三年三月三十一日止年度，本集團的毛利率約為15.5%(二零二二年：毛利率約為28.8%)。有關減少主要由於來自當前經濟環境下利潤率較低的項目貢獻的收益，尤以合約金額大但利潤微薄的項目貢獻的收益及項目直接成本上漲所致。

##### 一般及行政開支

截至二零二三年三月三十一日止年度，本集團之一般及行政開支總額約為11,500,000港元(二零二二年：約9,300,000港元)，較二零二二年同期增加約2,200,000港元或23.7%。有關增加主要由於以下各項增加：(i)處理若干合規及法律事宜的法律及專業費用以及(ii)上市合規費用。

##### 年度虧損

截至二零二三年三月三十一日止年度，本集團錄得本公司擁有人應佔虧損淨額約6,100,000港元(二零二二年：本公司擁有人應佔利潤淨額約600,000港元)。轉盈為虧乃主要由於(i)材料及勞工成本上漲令毛利下跌、(ii)行政開支增加及(iii)預期信貸虧損的虧損撥備及截至二零二二年三月三十一日止年度未計及的合約資產。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the year ended 31 March 2023, the Group financed its operations by cash flow from operating activities and equity financing by placing. As at 31 March 2023, the Group had net current liabilities of approximately HK\$0.7 million (2022: net current assets of approximately HK\$3.3 million), including cash and cash equivalents of approximately HK\$4.0 million (2022: approximately HK\$3.1 million). The current ratio, being the ratio of current assets to current liabilities, was approximately 0.9 times as at 31 March 2023 (2022: approximately 1.4 times). The decrease in current ratio mainly due to increase of trade and other payables. The gearing ratio, being total debts over the equity, was approximately 1.4 times as at 31 March 2023 (2022: 0.6).

The capital of the Group comprises only ordinary shares. Total equity attributable to owners of the Company amounted to approximately HK\$3.9 million as at 31 March 2023 (2022: approximately HK\$8.5 million).

### EMPLOYEE INFORMATION

Total staff and Directors' remuneration for the year ended 31 March 2023 was approximately HK\$16.6 million (2022: approximately HK\$18.2 million). Such decrease was mainly due to the decrease in staffs' salaries. The Group's remuneration policies are formulated on the basis of performance, qualifications and experience of individual employee and make reference to the prevailing market conditions. Our remuneration packages comprise monthly fixed salaries and discretionary year-end bonuses based on individual performance, which are paid to employees as recognition of, and reward for, their contributions.

### CHARGES ON THE GROUP'S ASSETS

The Group did not have any charge arranged with any financial institution in Hong Kong as at 31 March 2023 (2022: Nil).

### FOREIGN EXCHANGE EXPOSURE

The revenue and business costs of the Group were principally denominated in Hong Kong dollars, and as such the exposure to the risk of foreign exchange rate fluctuations for the Group was minimal. Hence, no financial instrument for hedging was employed.

### 流動資金、財務資源及資本結構

於截至二零二三年三月三十一日止年度，本集團透過經營活動之現金流量及配售之股權融資為其營運提供資金。於二零二三年三月三十一日，本集團之流動負債淨額約為700,000港元(二零二二年：流動資產淨額約為3,300,000港元)，當中包括現金及現金等價物約4,000,000港元(二零二二年：約3,100,000港元)。於二零二三年三月三十一日，流動比率(即流動資產對流動負債之比率)約為0.9倍(二零二二年：約1.4倍)。流動比率下降乃主要由於貿易及其他應付款項增加。於二零二三年三月三十一日，資產負債比率(即債務總額除以權益)約為1.4倍(二零二二年：0.6倍)。

本集團之資本僅包括普通股。於二零二三年三月三十一日，本公司擁有人應佔權益總額約為3,900,000港元(二零二二年：約8,500,000港元)。

### 僱員資料

截至二零二三年三月三十一日止年度之員工及董事薪酬總額約為16,600,000港元(二零二二年：約18,200,000港元)。有關減少主要由於員工薪金減少。本集團之薪酬政策以個別僱員之表現、資歷及經驗為基準，並參考當前市況而制訂。薪酬待遇包括每月固定薪金及作為對僱員貢獻之認可及獎勵而按個別表現支付予彼等之酌情年終花紅。

### 本集團之資產抵押

本集團於二零二三年三月三十一日並無與任何香港金融機構安排任何抵押(二零二二年：無)。

### 外匯風險

本集團之收益及業務成本主要以港元計值，故本集團所面臨之外匯匯率波動風險甚微。因此，本集團並無採用任何金融工具作對沖用途。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES**

During the year ended 31 March 2023, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

### **CONTINGENT LIABILITIES**

No material contingent liability had come to the attention of the Directors in the year ended 31 March 2023 and up to the date of this report.

### **EVENT AFTER THE REPORTING PERIOD**

Save as disclosed herein, up to the date of this report, there was no significant event relevant to the business or financial performance of the Group that comes to the attention of the Directors after the year ended 31 March 2023.

### **購買、出售或贖回上市證券**

於截至二零二三年三月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### **或然負債**

截至二零二三年三月三十一日止年度及直至本報告日期，董事並無注意到任何重大或然負債。

### **報告期後事項**

除本年報所披露者外，截至本報告日期，董事於截至二零二三年三月三十一日止年度後並無注意到有關本集團業務或財務表現之重大事項。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Pursuant to Rule 18.44 of the GEM Listing Rules, the Board is pleased to present this corporate governance report for the year ended 31 March 2023. This report highlights the key corporate governance practices of the Company.

### CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving high standards of corporate governance to safeguard the interests of the shareholders and enhance its corporate value. The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code under Appendix C1 of the GEM Listing Rules (the "CG Code").

The Company had complied throughout the Year with all the code provisions as set out in the CG Code except with the following deviation:-

#### (1) Code provision A.2.1

Code provision A.2.1 requires that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

Mr. Zhou Renchao was appointed as chairman of the Company on 1 September 2022, is responsible for formulation of corporate strategy and business development. All executive Directors, being Mr. Chung Yuk Lun, Mr. Cao Dayong and Mr. Zhou Renchao provide the Board with strong and consistent leadership to ensure that the Board works effectively and acts in the interest of the Company. The daily operation and management of the Company is monitored by the executive Directors as well as the senior management. All Directors (including the independent non-executive Directors), being experienced individuals, are encouraged to make active contributions to the Board's affairs and promoting a culture of openness and debate. Based on the above, the Board is of the view that following appointment of the chairman Mr. Zhou Renchao, the Company had complied with Code provision A.2.1 of the CG Code.

根據GEM上市規則第18.44條，董事會欣然呈列截至二零二三年三月三十一日止年度之本企業管治報告。本報告概述本公司的主要企業管治常規。

### 企業管治常規

本公司致力推行高標準的企業管治，以保障股東利益及提升企業價值。本公司之企業管治常規乃以GEM上市規則附錄C1所載企業管治守則(「企業管治守則」)載列之原則及守則條文為基準。

本公司於整個年度內已遵守企業管治守則所載之所有守則條文，惟以下偏離除外：

#### (1) 守則條文第A.2.1條

守則條文第A.2.1條規定主席及首席執行官之職務須分開且不得由同一人士擔任。

周仁超先生於二零二二年九月一日獲委任為本公司主席，負責制定公司策略及業務發展。全體執行董事鍾育麟先生、曹大勇先生及周仁超先生為董事會提供穩健及一致的領導效能，確保董事會有效運作及以本公司利益行事。本公司之日常營運及管理由執行董事及高級管理層監察。所有董事(包括獨立非執行董事)均為經驗豐富之人士，為董事會事務及推廣公開及坦誠交流之文化作出積極貢獻。基於上文所述，董事會認為隨著周仁超先生獲委任為主席，本公司已遵守企業管治守則守則條文第A.2.1條。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### (2) Rules 5.05(1) and 5.28 of GEM Listing Rules

Following the resignation of Ms. Chan Yuk Chun and Ms. Mabel Lee on 19 September 2022, the Company failed to meet the requirements of (i) having at least three independent non-executive Directors on the Board under rule 5.05(1) of the GEM Listing Rules and (ii) having a minimum of three non-executive directors in the Audit Committee under rule 5.28 of the GEM Listing Rules.

Following the appointment of Mr. Leung Tsun Ip and Ms. Lam Yuen Man Maria as independent non-executive Directors and members of the Audit Committee on 1 October 2023, the Company has complied with the requirements of Rules 5.05(1) and 5.28 of the GEM Listing Rules.

Following the resignation of Ms. Lam Yuen Man Maria on 10 January 2024, the Company failed to meet the requirements of (i) having at least three independent non-executive Directors on the Board under Rule 5.05(1) of the GEM Listing Rules; (ii) having a minimum of three non-executive Directors in the Audit Committee under Rule 5.28 of the GEM Listing Rules; and (iii) the Remuneration Committee chaired by an independent non-executive Director under Rule 5.34 of the GEM Listing Rules.

Following the appointment of Mr. Liu Jianting as independent non-executive Directors and the chairman of the Remuneration Committee, a member of the Audit Committee on 28 February 2024, the Company has complied with the requirements of Rules 5.05(1), 5.28 and 5.34 of the GEM Listing Rules.

### Model Code for Securities Transactions by Directors

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its code of conduct for dealing in securities of the Company by the Directors ("Model Code"). Having made specific enquiries to the Directors, all of them confirmed they had complied with the required standard of dealings as set out in the Model Code throughout the Year.

### (2) GEM上市規則第5.05(1)條及第5.28條

隨陳玉珍女士及李潔瑜女士於二零二二年九月十九日辭任後，本公司未能符合(i) GEM上市規則第5.05(1)條對董事會須至少有三名獨立非執行董事的規定及(ii) GEM上市規則第5.28條對審核委員會須至少有三名非執行董事的規定。

隨梁俊業先生及林婉雯女士於二零二三年十月一日獲委任為獨立非執行董事及審核委員會成員後，本公司已遵守GEM上市規則第5.05(1)條及第5.28條的規定。

自林婉雯女士於二零二四年一月十日辭任後，本公司未能符合(i) GEM上市規則第5.05(1)條有關董事會須至少有三名獨立非執行董事；(ii) GEM上市規則第5.28條有關審核委員會須至少有三名非執行董事；及(iii) GEM上市規則第5.34條有關薪酬委員會須由一名獨立非執行董事擔任主席的規定。

於二零二四年二月二十八日委任劉建庭先生為獨立非執行董事兼薪酬委員會主席及審核委員會成員後，本公司已遵守GEM上市規則第5.05(1)、5.28及5.34條的規定。

### 董事進行證券交易之標準守則

本公司已採納GEM上市規則第5.48至5.67條所載之交易必守標準作為董事買賣本公司證券之操守守則(「標準守則」)。經本公司向全體董事作出特定查詢，彼等均已確認彼等於本年度整個期間一直遵守標準守則所載之交易必守標準。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS

#### Composition of the Board

Up to the date of this annual report, the Board comprises three executive Directors and three independent non-executive Directors. Details of their composition by category are as follows:

#### Executive Directors

Mr. Zhou Renchao  
Mr. Chung Yuk Lun  
Mr. Cao Dayong

#### Independent non-executive Directors

Ms. Lai Pik Chi, Peggy  
Mr. Leung Tsun Ip  
Mr. Liu Jianting

The biographical details of the Directors are set out under the section headed “Biographies of Directors and Senior Executives” in this report.

The updated list of Directors and their role and function are published at the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company’s website ([www.8039.com.hk](http://www.8039.com.hk)).

The Company has arranged appropriate insurance cover in respect of legal action against the Directors.

### BOARD DIVERSITY POLICY

The Company has adopted a Board Diversity Policy in order to enhance the quality of Board’s performance and to achieve sustainable and balanced development of the Group.

#### Policy Statement

The Company believes that a balanced and diversified board composition can provide different and relevant perspectives and insights that facilitates the Board to discharge its duties and responsibilities effectively.

The Company sets out a range of factors and aspects in considering, determining and assessing the Board diversity, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, and any other factors that the Board may consider relevant and applicable from time to time.

### 董事會

#### 董事會的組成

截至本年報日期，董事會包括三名執行董事及三名獨立非執行董事。董事會的組成按類別詳細載列如下：

#### 執行董事

周仁超先生  
鍾育麟先生  
曹大勇先生

#### 獨立非執行董事

黎碧芝女士  
梁俊業先生  
劉建庭先生

董事之履歷詳情載於本報告「董事及高級行政人員之履歷」一節。

董事最新名單及其角色和職能刊載於披露易網站([www.hkexnews.hk](http://www.hkexnews.hk))及本公司網站([www.8039.com.hk](http://www.8039.com.hk))。

本公司已就對董事採取之法律行動安排適當之保險保障。

#### 董事會多元化政策

本公司已採納董事會多元化政策，以提升董事會表現的質素及實現本集團的可持續及均衡發展。

#### 政策聲明

本公司認為，均衡及多元化的董事會組成可提供不同及相關的觀點及見解，以促進董事會有效履行其職責及責任。

本公司在考慮、確定及評估董事會多元化方面設定了一系列因素及方面，包括但不限於性別、年齡、文化和教育背景、種族、專業經驗、技能、知識及服務年限，以及任何其他董事會可能不時認為相關及適用的因素。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Measurable Objective

The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board, having due regard to the benefits of diversity on the Board. The Board will also consider having an appropriate proportion of directors with direct experience of the Group's business, with different ethnic, professional and industry backgrounds.

### Review, Monitoring and Disclosure

The Nomination Committee is responsible for reviewing the Board Diversity Policy and monitoring the related implementation and progress made towards achieving the measurable objectives from time to time.

Our Board Diversity Policy is also published on the Company's website.

As of 31 March 2023, our Board has achieved a female-to-male gender ratio of 2:4 and our Directors have collaborated different skills and experiences individually and collectively, including but not limited to financial and accounting, information technology and business administration.

### Independent Non-executive Directors

In compliance with Rules 5.05(1) and (2), and 5.05A of the GEM Listing Rules, the Company has appointed three independent non-executive Directors representing at least one-third of the Board, and with at least one of them possessing the appropriate professional qualifications or accounting or related financial management expertise. The independent non-executive Directors, together with the executive Directors, ensure that the Board prepares its financial and other mandatory reports in strict compliance with the relevant standards. The Company has received an annual confirmation of independence from each of the independent non-executive Directors and believes that their independence satisfies the criteria set out in Rule 5.09 of the GEM Listing Rules.

### 可衡量目標

最終決定將基於所選擇候選人將為董事會帶來的優點及貢獻，同時適當考慮到董事會多元化的好處。董事會亦會考慮擁有適當比例具有本集團業務的直接經驗及具有不同的種族、專業及行業背景的董事。

### 檢討、監督及披露

提名委員會負責不時檢討董事會多元化政策，並監督實現可衡量目標的相關實施及進展情況。

我們的董事會多元化政策亦於本公司網站公佈。

截至二零二三年三月三十一日，董事會已實現2:4的女性與男性成員性別比例，董事已經單獨及共同協作不同的技能和經驗，包括但不限於財務及會計、資訊科技及工商管理。

### 獨立非執行董事

為符合GEM上市規則第5.05(1)及(2)條以及第5.05A條的規定，本公司已委任三名獨立非執行董事，佔董事會人數的至少三分之一，其中至少一名具備適當的專業資格或具備會計或相關財務管理專長。獨立非執行董事與執行董事共同確保董事會嚴格遵照相關準則編製財務及其他強制性報告。本公司已收到各獨立非執行董事就其獨立性提交之年度確認書，認為彼等之獨立性符合GEM上市規則第5.09條所載標準。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### The Board

The Board has the responsibility for leadership and control of the Group. The Directors are collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board is accountable to shareholders of the Company (the "Shareholders") for the strategic development of the Group with the goal of maximizing long-term Shareholders' interest, while balancing broader stakeholder interests. The Board has delegated the day-to-day responsibility to the executive Directors and senior management of the Company who meet on a regular basis to review the financial results and performance of the Group and make financial and operational decisions for the implementation of strategies and plans approved by the Board. The Board also communicates with the Shareholders and regulatory bodies and makes recommendations to the Shareholders on issues relating to interim and final dividends.

### Board Meetings and Attendance

The Board meets in person or through electronic means of communication to determine overall strategic direction and objectives and approve quarterly, interim and annual results, and other significant matters. The Board held 8 meetings during the year ended 31 March 2023.

The Board meets regularly on a quarterly basis. Notice of at least 14 days is given to all Directors for a regular Board meeting. Apart from the regular Board meetings, the Board also meets on other occasions when a Board-level decision on a particular matter is required. For such, reasonable notice is given. All Directors have full and timely access to all relevant information as well as the advice and services of the company secretary of the Company ("Company Secretary"), senior management and compliance officer of the Company who are responsible for ensuring the compliance of the Company with the GEM Listing Rules and advising the Board on compliance matters. Directors are also provided with access to independent professional advice, where necessary, in carrying out their obligations as Directors of the Company. Any Directors and their associates who are considered to have conflict of interests or material interests in the proposed transactions or issues to be discussed in the Board meetings shall abstain from voting on the relevant resolutions and are not to be counted in the quorum at meetings.

### 董事會

董事會負責領導及控制本集團。董事共同負責透過指導及監督本集團事務，推動本集團邁向成功。董事會須就本集團的策略發展向本公司股東(「股東」)負責，以為股東謀取最大長期利益為目標，同時平衡廣泛持份者的利益。董事會已授權本公司執行董事及高級管理層負責日常管治職能，而彼等會定期舉行會議以檢討本集團的財務業績及表現，並就經董事會批准的策略及計劃的實行作出財務及營運決策。董事會亦會與股東及監管機構溝通，以及就中期及末期股息相關問題向股東作出推薦建議。

### 董事會會議及出席記錄

董事會會議以親身出席或透過電子通訊方式進行，以釐定整體策略性方向及目標，並批准季度、中期及年度業績，以及其他重要事項。截至二零二三年三月三十一日止年度，董事會舉行8次會議。

董事會按季定期舉行會議，並就董事會定期會議向全體董事發出至少14日的通知。除董事會定期會議外，董事會亦會就須由董事會層面作出決定的特別事項於其他時候舉行會議，並會就此發出合理通知。全體董事均完全有權適時獲得所有相關資料，以及本公司公司秘書(「公司秘書」)、本公司高級管理層及合規主任提供的意見及服務，該等人士負責確保本公司符合GEM上市規則的規定及就合規事宜向董事會提供意見。董事亦有權於履行其作為本公司董事的職責時獲提供獨立專業意見(如有需要)。倘任何董事及其聯繫人被視為於擬進行交易或將在董事會會議上討論的事宜上擁有利益衝突或重大利益，則彼等須就相關決議案放棄投票，並不獲計入有關會議的法定人數。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company Secretary is responsible to keep minutes of all Board meetings and committees meetings. Draft minutes are normally circulated to all Directors for comments within a reasonable time after each meeting and the final versions are open for Directors' inspection.

### Relationships between the Board

There are no financial, business, family or other material relationship among the Directors. The biographical details of each of the Directors are set out in the section headed "Biographies of Directors and Senior Executives" of this annual report.

### Directors' Continuing Professional Development Programme

Each Director receives comprehensive and formal induction and orientation to ensure he/she adequately understand the operations and business of the Group. The Company also provided detailed director's responsibilities and obligations statement pursuant to the GEM Listing Rules for the Director to review and study. In addition, materials in relation to regularly update on latest development in relation to the GEM Listing Rules, other applicable regulatory requirements and the Group's business and governance policies (the "Reading Materials") were circulated to the Directors. Continuing briefings and seminars for the directors will be arranged as necessary. The Directors are encouraged to participate in continuous professional developments to develop and refresh their knowledge and skills periodically.

公司秘書負責保存所有董事會會議及委員會會議的會議記錄。會議記錄草案一般會於各會議結束後一段合理時間內向全體董事傳閱以供其發表意見，而最終版本則可供董事查閱。

### 各董事之間的關係

各董事之間概無財務、商業、家族或其他重大關係。各董事的履歷詳情載於本年報「董事及高級行政人員之履歷」一節。

### 董事之持續專業發展計劃

各董事已得到全面而正規之迎新導引，確保彼充分了解本集團之營運及業務。本公司亦按照GEM上市規則提供詳細董事責任及義務，供董事審閱及研習。另外，已向董事傳閱有關GEM上市規則、其他適用監管規定及本集團業務及管治政策最新發展之定期更新資料（「閱讀材料」）。持續簡報及座談會將於有需要時向董事提供。董事應踴躍參與持續專業發展計劃，定期建立及更新其知識及技能。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

During the year ended 31 March 2023, the Directors participated in the continuous professional developments in the following manner:

截至二零二三年三月三十一日止年度，董事以下列方式參與持續專業發展計劃：

Name		Reading Materials	Attending seminars/courses/conferences
姓名		閱讀材料	出席座談會／課程／會議
<b>Executive Directors</b>			
<b>執行董事</b>			
Mr. Zhou Renchao (appointed on 1 September 2022)	周仁超先生 (於二零二二年九月一日獲委任)	✓	
Mr. Chung Yuk Lun	鍾育麟先生	✓	✓
Mr. Cao Dayong	曹大勇先生	✓	
<b>Independent non-executive Directors</b>			
<b>獨立非執行董事</b>			
Ms. Lai Pik Chi Peggy	黎碧芝女士	✓	✓
Mr. Leung Tsun Ip (appointed on 1 October 2022)	梁俊業先生 (於二零二二年十月一日獲委任)	✓	✓
Ms. Lam Yuen Man Maria (appointed on 1 October 2022 and resigned on 10 January 2024)	林婉雯女士 (於二零二二年十月一日獲委任並 於二零二四年一月十日辭任)	✓	✓
Ms. Chan Yuk Chun (resigned on 19 September 2022)	陳玉珍女士 (於二零二二年九月十九日辭任)	✓	✓
Ms. Mabel Lee (resigned on 19 September 2022)	李潔瑜女士 (於二零二二年九月十九日辭任)	✓	✓

### APPOINTMENT AND RE-ELECTION OF DIRECTORS

In accordance with the Articles of Association of the Company ("Articles"), at each general meeting, one third of the Directors for the time being and any Directors appointed to fill a casual vacancy on the Board or appointed as an addition to the Board should be subject to election by shareholders at the following general meeting after his appointment (or if their number is not a multiple of three, then the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall include any Director who wishes to retire and not offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day, those to retire will (unless they otherwise agree among themselves) be determined by lot.

### 董事的委任及重選

根據本公司組織章程細則(「細則」)，於每屆股東大會上，當時三分之一董事及任何獲董事會委任以填補臨時空缺而加入現有董事會的董事須由股東於其獲委任後的應屆股東大會上選舉，(或倘董事人數並非三之倍數，則為最接近但不少於三分之一的數目)須輪值退任，惟每名董事須最少每三年在股東週年大會上輪值退任一次。輪值退任之董事將包括任何欲告退而不膺選連任之董事。任何其他董事則根據自其上次膺選連任或獲委任後在任最長時間者而需告退，至於同日出任或重選為董事之有關人士，則(除非彼等同意另外之安排)會以抽籤作決定。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD COMMITTEES

The Board has established the Audit Committee, the Nomination Committee and the Remuneration Committee in order to maintain high standard of corporate governance within the Company.

#### Audit Committee

The Audit Committee has been established with written terms of reference in compliance with Rules 5.28 of the GEM Listing Rules and code provision C.3.3 and C.3.7 of the CG Code. The Audit Committee currently comprises three independent non-executive Directors and is chaired by Ms. Lai Pik Chi, Peggy. The other members are Mr. Leung Tsun Ip and Mr. Liu Jianting.

The primary duties of the audit committee are to make recommendations to the Board on the appointment, reappointment and removal of external auditors; review the financial statements of the Company and areas involving judgements in respect of financial reporting; and oversee financial reporting system, internal control procedures, risk management system and continuing connected transactions of the Company. All members of the Audit Committee are appointed by the Board.

The Audit Committee has met its responsibilities to review the Group's quarterly reports, interim report and audited annual results for the year ended 31 March 2023 and provided advice and comments thereon.

#### 董事委員會

董事會已成立審核委員會、提名委員會及薪酬委員會，以維持本公司高水平之企業管治。

#### 審核委員會

本公司已成立審核委員會，並遵照GEM上市規則第5.28條規定以及企業管治守則之守則條文第C.3.3條及C.3.7條制定書面職權範圍。審核委員會現時由三名獨立非執行董事組成，並由黎碧芝女士擔任主席，其餘成員為梁俊業先生及劉建庭先生。

審核委員會的主要職責為就外部核數師之委任、重新委任及罷免向董事會提出建議；審閱本公司財務報表及涉及就財務報告作出判斷的範疇；以及監督本公司的財務申報系統、內部監控程序、風險管理系統及持續關連交易。審核委員會全體成員均由董事會委任。

審核委員會已達成其職責，審閱本集團之季度報告、中期報告及截至二零二三年三月三十一日止年度之經審核年度業績，並就此提出意見及評論。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

A summary of work performed by the Audit Committee during the Year is set out as follows:

- (i) recommended to the Board on the re-appointment of auditor;
- (ii) reviewed with the external consultant on the risk management and internal control systems, assessment on any potential special risks to be encountered by the Company and review on the effectiveness of the risk management and internal control system;
- (iii) reviewed with the external auditor on the effectiveness of audit process and the accounting principles and practices, the accuracy and fairness of the annual consolidated financial statements for the year ended 31 March 2023; and
- (iv) reviewed the first quarterly, interim and third quarterly results of the Company for the year ended 31 March 2023.

The Audit Committee held 3 meetings during the year ended 31 March 2023.

### Nomination Committee

The Nomination Committee has been established with written terms of reference in compliance with code provision A.5.2 of the CG Code. The Nomination Committee currently comprises three independent non-executive Directors and is chaired by Mr. Zhou Renchao. The other members are Mr. Leung Tsun Ip, Mr. Liu Jianting and Ms. Lai Pik Chi, Peggy.

The primary duties of the nomination committee are to review the structure, size and composition of the Board on regular basis; identify individuals suitably qualified to become Board members; assess the independence of independent non-executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors. All members of the Nomination Committee are appointed by the Board.

During the year ended 31 March 2023, the Nomination Committee reviewed and discussed the structure, size and composition of the Board; made recommendation on the appointment of new Directors and re-election of the retiring Directors; and confirmed the independence of the independent non-executive Directors. The Nomination Committee held 2 meetings during the year ended 31 March 2023.

審核委員會於本年度進行之工作概要載列如下：

- (i) 就續聘核數師向董事會提供推薦建議；
- (ii) 由外部顧問檢討風險管理及內部監控系統、評估本公司可能面臨的任何潛在特定風險並檢討風險管理及內部監控系統的有效性；
- (iii) 與外部核數師檢討審核程序以及會計原則與慣例之有效性、截至二零二三年三月三十一日止年度之年度綜合財務報表之準確性及公平性；及
- (iv) 審閱本公司截至二零二三年三月三十一日止年度之第一季度、中期及第三季度業績。

截至二零二三年三月三十一日止年度，審核委員會舉行3次會議。

### 提名委員會

本公司已成立提名委員會，並遵照企業管治守則之守則條文第A.5.2條制定書面職權範圍。提名委員會現時由三名獨立非執行董事組成，並由周仁超先生擔任主席，其餘成員為梁俊業先生、劉建庭先生及黎碧芝女士。

提名委員會之主要職責為定期檢討董事會之架構、規模及組成；物色合資格成為董事會成員之適當人選；評核獨立非執行董事之獨立性；及就有關董事委任或續任之事宜向董事會提供建議。提名委員會全體成員均由董事會委任。

截至二零二三年三月三十一日止年度，提名委員會已檢討及討論董事會之架構、規模及組成；就委任新董事及重選退任董事提供推薦意見；及確認獨立非執行董事的獨立性。截至二零二三年三月三十一日止年度，提名委員會舉行2次會議。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### NOMINATION POLICY AND PROCEDURES

The Board has adopted a Nomination Policy that sets out the principles, criteria and procedures for selecting, assessing, and/or recommending Board candidates. The Nomination Committee is responsible for evaluating a series of key factors, including but not limited to the following criteria, in the process of selecting, assessing, and/or recommending Board candidates.

- (i) Skill, experience, qualifications and achievements that are relevant and appropriate for the business operations of the Group;
- (ii) Commitments and independence;
- (iii) Reputation and integrity;
- (iv) The Board Diversity Policy (as mentioned above); and
- (v) any other relevant and material factors as may be considered by the Nomination Committee.

The Board has also established nomination procedures summarized as follows:

#### (a) Appointment of New Director

The Nomination Committee must evaluate the proposed candidate based on the selection criteria mentioned above and make recommendations to the Board regarding whether the proposed candidates are fit and proper for the directorship appointment.

#### (b) Re-election of Director at General Meeting

Retiring Directors are eligible for nomination by the Board to stand for re-election at the general meeting according to the Articles of the Company.

The Nomination Committee and/or the Board should review the overall contribution, participation and performance of the retiring Director and the Board should then make recommendation to the Shareholders in respect of the proposed re-election of Director at the general meeting.

### 提名政策及程序

董事會已採納提名政策，其中載列選擇、評估及／或推薦董事會候選人的原則、標準及程序。提名委員會負責在選擇、評估及／或推薦董事會候選人的過程中評估一系列關鍵因素，包括但不限於以下標準。

- (i) 與本集團業務運營相關且適合的技能、經驗、資格及成就；
- (ii) 承擔及獨立性；
- (iii) 聲譽及誠信；
- (iv) 董事會多元化政策(如上文所述)；及
- (v) 提名委員會可能考慮的任何其他相關及重大因素。

董事會亦已設立提名程序，概述如下：

#### (a) 委任新董事

提名委員會須根據上述甄選標準評估擬任候選人，並就擬任候選人是否合資格及適合擔任董事職位向董事會提出推薦意見。

#### (b) 於股東大會上重選董事

根據本公司細則，退任董事合資格獲董事會提名在股東大會上重選連任。

提名委員會及／或董事會應檢討退任董事的整體貢獻、參與及表現，而董事會則應就於股東大會上建議重選董事向股東提出推薦意見。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company will send out a circular to shareholders providing information of the candidates nominated by the Board to stand for election at a general meeting. The information provided includes but not limited to the names, brief biographies, independence, proposed remuneration and any other material information of the proposed candidates.

### (c) Proposal by Shareholders

For candidates proposed by shareholders who serve a notice to the Company Secretary, the Nomination Committee should also evaluate such candidates in accordance to the same selection criteria and make recommendation to the Board. The Company will send a supplementary circular to shareholders providing the particulars of the proposed candidates.

### Remuneration Committee

The Remuneration Committee has been established with written terms of reference in compliance with code provision B.1.2 of the CG Code. The Remuneration Committee currently comprises three independent non-executive Directors and is chaired by Mr. Liu Jianting. The other members are Mr. Zhou Renchao, Ms. Lai Pik Chi, Peggy and Mr. Leung Tsun Ip.

The primary duties of the Remuneration Committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of our Group; review performance-based remuneration; and ensure none of the Directors determine their own remuneration.

During the year ended 31 March 2023, the Remuneration Committee reviewed and made recommendation on the remuneration package of Directors and senior management of the Group and assessed the performance of executive Directors. The Remuneration Committee held 2 meetings during the year ended 31 March 2023.

本公司將向股東發出通函，提供董事會提名的參加股東大會選舉的候選人的資料。所提供的資料包括但不限於擬議候選人的姓名、簡歷、獨立性、擬議報酬及任何其他重要資料。

### (c) 股東建議

對於向公司秘書發出通知的股東提議的候選人，提名委員會亦應根據相同的甄選標準對候選人進行評估並向董事會提出推薦建議。本公司將向股東發出補充通函，以提供擬議候選人的詳情。

### 薪酬委員會

本公司已成立薪酬委員會，並遵照企業管治守則之守則條文第B.1.2條制定書面職權範圍。薪酬委員會現時由三名獨立非執行董事組成，並由劉建庭先生擔任主席，其餘成員為周仁超先生、黎碧芝女士及梁俊業先生。

薪酬委員會的主要職責為就與全體董事及本集團高級管理層相關的整體薪酬政策及架構向董事會作出推薦意見；檢討績效薪酬；及確保概無董事釐定本身的薪酬。

截至二零二三年三月三十一日止年度，薪酬委員會已就董事及本集團高級管理層的薪酬待遇進行檢討並作出推薦意見，以及評估執行董事的表現。截至二零二三年三月三十一日止年度，薪酬委員會舉行2次會議。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Directors' Attendance Record at Meetings

Details of the attendance of the Directors at the meetings of the Board and its respective committees during the year ended 31 March 2023 are as follows:

### 董事會議出席記錄

截至二零二三年三月三十一日止年度，董事於董事會及各委員會會議之出席詳情如下：

Name of Director	Board Meeting	Audit Committee Meeting	Nomination Committee Meeting	Remuneration Committee Meeting	General Meeting	
董事姓名	董事會會議	審核委員會會議	提名委員會會議	薪酬委員會會議	股東大會	
<b>Executive Directors</b>	<b>執行董事</b>					
Mr. Zhou Renchao (appointed on 1 September 2022)	周仁超先生 (於二零二二年九月一日獲委任)	4/4	N/A不適用	N/A不適用	N/A不適用	1/1
Mr. Chung Yuk Lun	鍾育麟先生	8/8	N/A不適用	N/A不適用	N/A不適用	1/1
Mr. Cao Dayong	曹大勇先生	8/8	N/A不適用	N/A不適用	N/A不適用	1/1
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>					
Ms. Lai Pik Chi, Peggy	黎碧芝女士	8/8	3/3	2/2	2/2	1/1
Mr. Leung Tsun Ip (appointed on 1 October 2023)	梁俊業先生 (於二零二三年十月一日獲委任)	3/3	2/2	-	-	-
Ms. Lam Yuen Man, Maria (appointed on 1 October 2023 and resigned on 10 January 2024)	林婉雯女士 (於二零二三年十月一日獲委任並 於二零二四年一月十日辭任)	3/3	2/2	-	-	-
Ms. Chan Yuk Chun (resigned on 19 September 2023)	陳玉珍女士 (於二零二三年九月十九日辭任)	4/4	1/1	2/2	2/2	-
Ms. Mabel Lee (resigned on 19 September 2023)	李潔瑜女士 (於二零二三年九月十九日辭任)	4/4	1/1	2/2	2/2	-

### CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing the corporate governance duties in accordance with code provision D.3.1 to the CG Code which included to develop and review the Company's policies and practices on corporate governance, to review and monitor the training and continuous professional development of Directors and senior management of the Company, the issuer's policies and practices on compliance with legal and regulatory requirements and to review the issuer's compliance with the CG Code and disclosure in the Corporate Governance Report.

### 企業管治職能

董事會負責根據企業管治守則之守則條文第D.3.1條履行企業管治職責，包括建立及檢討本公司企業管治之政策及常規、檢討及監控董事及本公司高級管理層之培訓及持續專業發展、符合法例及監管規定之發行人政策及常規以及檢討發行人遵守企業管治守則之情況以及企業管治報告之披露。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### AUDITOR AND THEIR REMUNERATION

For the year ended 31 March 2023, remuneration paid and payable to the auditor of the Group (the “Auditor”) are approximately HK\$550,000 (2022: HK\$520,000) for audit services. There was no significant non-audit service provided by the auditor of the Group for the year.

### Director’s Acknowledgement

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements which give a true and fair view of the financial position of the Group. The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company’s ability to continue as a going concern.

### Auditor’s Statement

The statement of the Auditor about their reporting responsibilities on the Company’s financial statements for the year ended 31 March 2023 is set out in the section “Independent Auditor’s Report” of this report.

### Financial Reporting

The Management has provided to all Directors quarterly updates with quarterly consolidated financial statement of the Company’s performance, position and prospects in sufficient details during the regular Board meetings. In addition, the Management has provided all members of the Board, in a timely manner, updates on any material changes to the performance, position and prospects of the Company and sufficient information for matters brought before the Board. The Management will spare no effort to provide all members of the Board with more detailed and promptly monthly updates giving a balanced and understandable assessment of the issuer’s performance, position and prospects in sufficient detail in coming future.

### 核數師及其薪酬

截至二零二三年三月三十一日止年度，已付及應付本集團核數師(「核數師」)之核數服務薪酬約為550,000港元(二零二二年：520,000港元)。本集團核數師於本年度並無提供重大非審計服務。

### 董事之確認

董事確認彼等編製綜合財務報表(該等報表真實及公平地反映本集團之財務狀況)之責任。董事並無察覺任何重大不明朗因素，而有關因素與可能使本公司之持續經營能力存在重大疑問之事件或狀況有關。

### 核數師聲明

核數師有關其就本公司截至二零二三年三月三十一日止年度之財務報表的申報責任之聲明載於本報告「獨立核數師報告」一節。

### 財務申報

管理層於定期董事會會議期間按季向全體董事提供更新資料，並以足夠內容載列有關本公司的表現、狀況及前景的季度綜合財務報表。此外，管理層已適時地向董事會全體成員提供有關本公司表現、狀況及前景的任何重大變動的更新資料，並就向董事會匯報的事宜提供足夠資料。管理層在可見將來會不遺餘力地向董事會全體成員提供更詳細及即時之月度更新資料，以就發行人之表現、狀況及前景作出恰當詳盡且均衡易明之評估。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### INTERNAL AUDIT FUNCTION

The Company does not have an internal audit department and engaged an external internal control consultant to conduct review on the internal control system of the Group for the year ended 31 March 2023. The review identified the findings in internal control system of the Company, the risks associated with operating units of the Company and the recommendations to rectify the findings in internal control systems and to lower the risks identified.

During the year ended 31 March 2023, the Board has reviewed the effectiveness of the Control Systems in respect of financial, operational and compliance aspect annually and considers that the Control Systems are adequate and effective.

The Board has also reviewed the adequacy of resources, staff qualifications and experience and training programmes of the Group's accounting and financial reporting functions, and consider that they are adequate.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibilities for the establishment and maintenance of an adequate and effective Control System to safeguard the Group's assets against unauthorized use or disposition, and to protect the interests of the shareholders of the Company. The Board believes that the risk management and internal control system of the Group is adequate and effective and will continue to assess, monitor and revise our risk management and internal control system.

Based on the risk identification and risk evaluation, the Company will manage the risks as follows:

#### Strategic Risks

Competitor landscape, risk of failure to meet customers' expectation, risk of over concentration of customer bases and risk of failure to maintain a competitive edge in terms of industry innovation and process improvement

The Group will continue to diversify its customer bases and maintain its competitiveness by providing training on latest development in industry innovation and operation.

### 內部審核功能

本公司並無下設內部審計部門，並已外聘內部監控顧問對本集團截至二零二三年三月三十一日止年度的內部監控系統進行檢討。該審閱識別出本公司內部監控系統之有關發現、與本公司營運單位相關之風險以及糾正內部監控系統有關發現和減低所識別風險之推薦建議。

截至二零二三年三月三十一日止年度，董事會每年檢討監控系統於財務、營運及合規方面之成效，並認為監控系統屬完備及有效。

董事會亦已檢討本集團的會計及財務申報職能之資源、員工資歷及經驗及培訓計劃之充足性，並認為其屬充足。

### 風險管理及內部監控

董事會整體負責建立和維護充分有效的監控系統，以保護本集團資產免受未經授權的使用或處置，並保障本公司股東的利益。董事會認為本集團的風險管理及內部監控系統屬充足及有效，並將繼續評估、監察及修訂我們的風險管理及內部監控系統。

本公司將根據風險識別及風險評估管理以下風險：

#### 策略風險

競爭格局、未能達到客戶預期的風險、客戶群過度集中的風險以及未能維持行業革新及程序改良競爭優勢的風險

本集團將繼續多元化其客戶群並透過提供有關行業創新及營運的最新發展的培訓維持競爭力。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Operational Risks

Insufficient trainings to employees, loss of business opportunity, risk of information leakage, concentration of decision maker, decline in experienced staff, risk of failure to complete work before deadline and increase in operating costs.

The Group continues to provide competitive remuneration package to maintain its professional team and looks for opportunity to recruit suitable calibre to join the Group to capture more business opportunities.

### Financial Risks

Liquidity risk, credit risk, foreign exchange rate risk and interest rate risk

The management will closely monitor the credit risk and liquidity risk attributable to the Group's major financial instruments should there be any significant exposure arose in the future.

The Group conducts its business mainly in Hong Kong dollar and thus does not have exposure to foreign currency risk.

The Group's interest rate risk relates primarily to its interest-bearing other borrowings subject to review on expiry/renewal date. The Group does not use any derivative contracts to hedge its exposure to interest rate risk. However, the management will consider hedging significant interest rate risk should the need arise.

### Compliance Risks

Risk of non-compliance of ordinances related to safety, health and environment and risk of legal disputes.

The Group has a code of conduct in place for compliance with relevant ordinances by its staff.

The Board acknowledged that it had received a confirmation from the management on the effectiveness of the risk management and internal control systems of the Group for the Year. The Audit Committee and the Board, upon reviewing the said systems, were not aware of any significant issues that would have an adverse impact on the effectiveness and adequacy of the Group's operational, financial and compliance areas of the systems.

### 營運風險

僱員培訓不足、錯失商機、信息洩漏、決策者集中、人才減少、未能於期限內完工的風險以及營運成本增加。

本集團持續提供具競爭力的薪酬待遇以保留其專業團隊並尋找機會招募合適質素的人才加入本集團以抓取更多商機。

### 財務風險

流動資金風險、信貸風險、外匯風險及利率風險

管理層將密切監督本集團主要金融工具所面臨的信貸風險及流動資金風險(倘未來出現任何重大風險)。

本集團主要以港元經營業務，故並無外匯風險因素。

本集團的利率風險主要與其計息的其他借款(有待於到期/重續日期檢討)有關。本集團並未使用任何衍生工具合約，以對沖其面臨的利率風險。然而，管理層將在必要時考慮對沖重大利率風險。

### 合規風險

與安全、健康及環境有關的不合規風險以及法律糾紛有關的風險。

本集團已制定行為守則，以使其員工遵守相關條例。

於本年度內，董事會已就接獲管理層有關本集團風險管理及內部監控系統的有效性的確認書。於審閱所述系統後，審核委員會及董事會並不知悉對本集團該等系統在營運、財務及合規方面的有效性及充足性會產生不利影響的任何重大問題。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### COMPANY SECRETARY

Mr. Chung Yuk Lun joined the Group as the Executive Director and the Company Secretary since 28 December 2020. The biographical details of the Company Secretary are set out under the section headed “Biographies of Directors and Senior Executives” of this annual report. In accordance with the Rule 5.15 of the GEM Listing Rule, the Company Secretary has taken no less than 15 hours of relevant professional training during the year ended 31 March 2023.

### SHAREHOLDERS’ RIGHT

#### Procedures for the Shareholders to convene an extraordinary general meeting

Pursuant to the Articles, any one or more members 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 Company Secretary, to require an extraordinary general meeting (the “EGM”) to be called by the Board for the transaction of any business specified in such requisition.

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 convene a physical meeting at only one location which will be the Principal Meeting Place, 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 the Shareholders to put their enquiries to the board

The Company endeavors to maintain two way communications with the Shareholders through various channels. The Shareholders are encouraged to send their enquiries about the Group by mail to the principle address of the Company. All the enquiries are dealt with in a timely manner. The Shareholders are also encouraged to attend annual general meeting (the “AGM”) and EGM of the Company and to put their enquiries to the Board directly. Notices are duly being circulated to the Shareholders in order to ensure each Shareholder is informed to attend the AGM and the EGM. The Chairman of the Board, chairmen of each of the Remuneration Committee, Nomination Committee and Audit Committee and the senior management attend the aforesaid meetings and respond proactively to the Shareholders’ enquiries. The detailed procedures for conducting a poll are set out in the notices of such meetings.

### 公司秘書

鍾育麟先生自二零二零年十二月二十八日起加入本集團，並擔任執行董事兼公司秘書。公司秘書的履歷詳情載於本年報「董事及高級行政人員之履歷」一節。根據GEM上市規則第5.15條，公司秘書於截至二零二三年三月三十一日止年度已接受不少於15小時的相關專業培訓。

### 股東權利

#### 股東召開股東特別大會之程序

根據細則，任何於遞呈要求日期持有不少於本公司繳足股本(附有於本公司股東大會上表決的權利)十分之一之任何一名或多名股東，有權隨時透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會(「股東特別大會」)，以處理有關要求中指明的任何事項。

該大會應於遞呈該要求後兩(2)個月內舉行。倘於該要求遞呈後二十一(21)日內董事會未有行動召開該大會，則要求人只可在一個地點召開實體大會，該地點將為主要大會地點，而本公司須向要求人彌償其因董事會未能召開股東特別大會而招致的一切合理開支。

#### 股東向董事會提出查詢之程序

本公司致力透過多種渠道與股東維持雙向溝通，鼓勵股東將關於本集團之查詢通過郵件發送至本公司主要營業地點，所有查詢會得到及時處理。本公司亦鼓勵股東出席本公司股東週年大會(「股東週年大會」)及股東特別大會，直接向董事會提出查詢。本公司會向股東正式寄發通知，確保知會各股東出席股東週年大會及股東特別大會。董事會主席、薪酬委員會、提名委員會及審核委員會各自之主席以及高級管理層均會出席上述大會，並積極答覆股東提出的查詢。進行投票表決之詳細程序載於該等大會之通知內。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### INSIDE INFORMATION

The Company has established and its Directors are aware of the procedures and internal controls for the defining, safeguarding, handling and dissemination of inside information under the obligations and requirement of Securities and Futures Ordinance (Cap. 571) (the “SFO”) Part XIVA. The key provisions include, but not limited to:

1. All Directors, senior management and relevant employees are required to report potential inside information, upon identified, to the executive Directors and/or Company Secretary as an official channel for informing all members of the Board;
2. The executive Directors are required to assess whether the attributes of the potential inside information and relevant impact on the price of the Company’s securities;
3. All Directors, senior management and relevant employees are required take reasonable due care for safeguard the confidentiality of unpublished inside information;
4. All Directors, senior management and relevant employees are constantly reminded not to deal in the Company’s securities when they are in possession of unpublished inside information.
5. All Directors are empowered and required to ensure timely, fair and comprehensive dissemination of inside information, including issuing announcements and/or requesting trading halt in situation of unexpected and significant event.

### INVESTOR RELATIONS

The Company believes that maintaining a high level of transparency is a key to enhance investor relations. It is committed to a policy of open and timely disclosure of corporate information to its shareholders and investment public.

The Company strengthens its communications with shareholders and investors through various channels including publication of interim and annual reports, press releases and announcements regarding the latest developments of the Company in its corporate website at [www.8039.com.hk](http://www.8039.com.hk) in a timely manner.

### 內幕消息

根據第571章證券及期貨條例(「證券及期貨條例」)第XIVA部的責任及要求，本公司已制定且董事均知悉有關內幕消息的界定、保護、處理及發佈之程序及內部監控。主要條文包括(但不限於)：

1. 全體董事、高級管理層及有關僱員須於發現潛在內幕消息後呈報執行董事及／或公司秘書，作為知會董事會全體成員的正式渠道；
2. 執行董事須評估潛在內幕消息的屬性及其對本公司證券價格的有關影響；
3. 全體董事、高級管理層及有關僱員須合理審慎保證未公開內幕消息的保密性；
4. 全體董事、高級管理層及有關僱員須謹記當彼等掌握未公開的內幕消息時不得買賣本公司證券；
5. 全體董事被賦予權力且須確保及時、公平及全面發佈內幕消息，包括於意外重大事件發生時發佈公告及／或請求短暫停牌。

### 投資者關係

本公司相信，維持高透明度是提升投資者關係之關鍵，並致力維持向其股東及公眾投資者公開及適時披露公司資料之政策。

本公司透過多種渠道加強與股東及投資者的溝通，包括適時於本公司網站 [www.8039.com.hk](http://www.8039.com.hk) 刊發中期及年度報告、發佈有關本公司最近期發展之新聞稿及公告。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CONSTITUTIONAL DOCUMENTS

Pursuant to Rule 17.102 of the GEM Listing Rules, the Company has published on the respective websites of the Stock Exchange and the Company its Articles. During the year ended 31 March 2023, the amended and restated memorandum of association, and second amended and restated articles of association were adopted by a special resolution passed on 30 September 2022 and to take effect on 3 October 2022.

### DIVIDEND POLICY

The Company has adopted a dividend policy pursuant to the Company's Articles and relevant rules and regulations, including the relevant GEM Listing Rules.

Our dividend policy (the "Dividend Policy") is intended to set forth the principles and guidelines in relation to the declaration, payment or distribution of the Company's profits as dividend to the Shareholders.

In determining a proposed dividend and dividend amount, the Board shall take into account, inter alia, the following factors:

1. the general market conditions;
2. the financial performance of the Group;
3. the liquidity position of the Group;
4. the working capital requirements and future development plans of the Group;
5. the retained earnings and distributable reserves of the Company;
6. any commercial and/or contractual restrictions imposed on the Group by relevant stakeholders;
7. the statutory and regulatory restrictions which the Group is subject to; and
8. any other relevant factors that the Board may deem appropriate.

Subject to the Company's Articles, the Board may decide dividends are to be paid in cash, or wholly or partly in the form of allotment of shares, or by issuance of bonus shares on a basis permitted by the applicable laws and regulations.

### 章程文件

根據GEM上市規則第17.102條，本公司已於聯交所及本公司各自之網站刊載其細則。截至二零二三年三月三十一日止年度，經修訂及重列之組織章程大綱以及第二次經修訂及重列公司細則乃於二零二二年九月三十日通過特別決議案獲採納，並於二零二二年十月三日生效。

### 股息政策

本公司已根據本公司細則及有關規則及規例(包括有關GEM上市規則)採納股息政策。

股息政策(「股息政策」)旨在載列有關本公司向股東宣派、派付或分派其溢利作為股息的原則及指引。

釐定建議股息及股息金額時，董事會須考慮(其中包括)下列因素：

1. 整體市況；
2. 本集團財務表現；
3. 本集團流動資金狀況；
4. 本集團的營運資金需求及未來發展計劃；
5. 本公司的保留溢利及可供分派儲備；
6. 有關利益持份者對本集團施加的任何商業及／或合約限制；
7. 本集團須遵守的法定及監管限制；及
8. 董事會可能視為適用的任何其他相關因素。

根據本公司細則，董事會可決定以現金(或全部或部分以配發股份的形式)或按適用法律法規許可的基準發行紅股支付股息。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The payment of dividend by the Company is subject to any restrictions under the Companies Law of the Cayman Islands and the Articles.

Final dividends declared by the Company must be approved by an ordinary resolution of the Shareholders at AGM and must not exceed the amount recommended by the Board. The Board may not declare dividend in consideration of various factors, such as reserving sufficient capital for future development.

The Board may from time to time pay the Shareholders such interim and/or special dividends as it considers to be justified by the profits and/or assets level of the Group. There is no assurance that dividends will be paid in any particular amount for any specific period.

The Board will from time to time review the Dividend Policy and may exercise at its absolute and sole discretion to update, amend and/or modify the Dividend Policy at any time as the Board deems fit and necessary.

This Dividend Policy is published on the Company's website for investors' information.

本公司派付股息須遵守開曼群島公司法及細則項下的任何限制。

本公司宣派末期股息須經股東於股東週年大會上以普通決議案批准且不得超過董事會建議的金額。董事會考慮到保留充足資金以用於未來發展等各項因素後可能不會宣派股息。

董事會可不時向股東支付其認為對本集團溢利及／或資產水平而言合理的中期及／或特別股息。概不保證就任何特定期間派付任何特定金額的股息。

董事會將不時檢討股息政策，並可在董事會認為合適及必要時隨時全權酌情決定更新、修訂及／或修改股息政策。

股息政策在本公司網站上刊登以供投資者參考。

# BIOGRAPHIES OF DIRECTORS AND SENIOR EXECUTIVES

## 董事及高級行政人員之履歷

### EXECUTIVE DIRECTORS

**Mr. Zhou Renchao**, aged 42, was appointed as an executive director and the Chairman on 1 September 2022. He is also the Chairman of nomination committee as well as a member of remuneration committee. Mr. Zhou graduated from the University of Electronic Science and Technology of China in 2005 with a bachelor's degree in Computer Networking. Mr. Zhou has more than 15 years of experience in enterprise management and technology industries.

In July 2019, Mr. Zhou co-founded Come Ride Internet Technology (Shenzhen) Co., Ltd., and in September 2018, Mr. Zhou co-founded Avanti Blockchain Technology (Shenzhen) Co., Ltd. to undertake the development of computer software, blockchain technology and new energy battery technology business. Mr. Zhou co-founded Yunnan Guanke Information Technology Co., Ltd. from 2008 to 2018 to undertake the development and application of computer software and hardware business. Mr. Zhou joined Chengdu Avanti Technology Co., Ltd. ("Chengdu Avanti") in 2006. In October 2008, Mr. Zhou acquired majority interest in Chengdu Avanti to undertake the development of computer software, and computer system services business.

**Mr. Chung Yuk Lun**, aged 63, was appointed as an executive director on 28 December 2020. He is also company secretary and authorised representative of the Company as well as a director of certain subsidiaries of the Company. He has over 30 years' management experience at board level in a number of listed companies in Hong Kong.

Mr. Chung is currently (i) an executive director, company secretary, authorized representative and consultant of Elegance Optical International Holdings Limited (Stock Code: 907); and (ii) the company secretary of QPL International Holdings Limited (Stock Code: 243).

Mr. Chung is a fellow member of the Association of Chartered Certified Accountants, an associate member of The Hong Kong Institute of Certified Public Accountants, a fellow member of The Institute of Chartered Accountants in England and Wales and an ICAEW Business and Finance Professional.

During the past 3 years, Mr. Chung was the company secretary and authorized representative from 17 March 2017 to 9 March 2023 and 18 December 2023 to 19 March 2024 of King International Investment Limited (formerly known as Life Healthcare Group Limited) (Stock Code: 928), and (i) independent non-executive director from 8 March 2021 to 19 April 2021; and (ii) executive director from 19 April 2021 to 9 August 2021 of CT Environmental Group Limited (previous Stock Code: 1363, prior to delisting from the Main Board of the Stock Exchange).

### 執行董事

**周仁超先生**，42歲，於二零二二年九月一日獲委任為執行董事兼主席。彼亦為提名委員會主席以及薪酬委員會成員。周先生於二零零五年畢業於中國電子科技大學，獲得計算機網絡專業學士學位。周先生在企業管理及科技行業擁有逾15年經驗。

於二零一九年七月，周先生與他人共同創立來騎哦互聯網技術(深圳)有限公司，而於二零一八年九月，周先生與他人共同創立阿凡提區塊鏈技術(深圳)有限公司，從事電腦軟件、區塊鏈技術及新能源電池技術開發業務。於二零零八年至二零一八年期間，周先生與他人共同創立雲南冠科信息技術有限公司，從事電腦軟硬件開發及應用業務。周先生於二零零六年加入成都阿凡提科技有限公司(「成都阿凡提」)。於二零零八年十月，周先生收購成都阿凡提的大部分股權，以開展電腦軟件開發及電腦系統服務業務。

**鍾育麟先生**，63歲，於二零二零年十二月二十八日獲委任為執行董事。彼亦為本公司公司秘書及授權代表以及本公司若干附屬公司之董事。彼於多家於香港上市的公司董事會擁有超過30年的管理經驗。

鍾先生現為(i)高雅光學國際集團有限公司(股份代號：907)之執行董事、公司秘書、授權代表及顧問；及(ii)QPL International Holdings Limited (股份代號：243)之公司秘書。

鍾先生為特許公認會計師公會資深會員、香港會計師公會會員、英格蘭及威爾士特許會計師公會資深會員及ICAEW商業與財務專業人員。

於過往三年，鍾先生於二零一七年三月十七日至二零二三年三月九日及於二零二三年十二月十八日至二零二四年三月十九日在帝王國際投資有限公司(前稱蓮和醫療健康集團有限公司)(股份代號：928)擔任公司秘書兼授權代表，並在中滔環保集團有限公司(於聯交所主板除牌前的股份代號：1363)(i)於二零二一年三月八日至二零二一年四月十九日擔任獨立非執行董事；及(ii)於二零二一年四月十九日至二零二一年八月九日擔任執行董事。

# BIOGRAPHIES OF DIRECTORS AND SENIOR EXECUTIVES

## 董事及高級行政人員之履歷

**Mr. Cao Dayong**, aged 43, was appointed as an executive director, compliance officer and authorised representative of the Company on 20 January 2022. Mr. Cao graduated from University of Electronic Science and Technology of China in 2009 with a Master Degree of Engineering in Software Engineering. Mr. Cao has more than 10 years software engineering and electronic technology experience.

Mr. Cao founded Sichuan Alphatheta Technology Co., Ltd in 2020 as a director and legal representative. Mr. Cao was a hardware engineer of Sichuan Zhongdian Kunchen Technology Co., Ltd from 2016 to 2017, a R&D engineer of Huawei digital technologies (Chengdu) Co., Ltd. from 2012 to 2014, and a R&D engineer of Chengdu Huawei Symantec Technology Co., Ltd. from 2009 to 2012.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Ms. Lai Pik Chi Peggy**, aged 59, was appointed as an independent non-executive Director on 29 August 2019. She is also the Chairman of the Audit Committee as well as a member of the Remuneration Committee and Nomination Committee of the Company. Ms. Lai, has over 20 years of auditing, accounting and financial management experience.

Ms. Lai is currently an independent non-executive director of KPa-BM Holdings Ltd (Stock Code: 2663). She was (i) an executive director of Zhejiang United Investment Holdings Group Limited (Stock Code: 8366) from 19 July 2021 to 15 March 2024; (ii) an independent non-executive director of CT Environmental Group Limited (previous Stock Code: 1363, prior to delisting from the Main Board of the Stock Exchange) from 3 August 2020 to 9 August 2021; and (iii) a non-executive director of Larry Jewelry International Company Limited (previous Stock Code: 8351, prior to delisting from GEM of the Stock Exchange) from 26 February 2020 to 30 November 2021.

Ms. Lai obtained a master degree of business administration from the University of Manchester in the United Kingdom in June 2010. She is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.

**曹大勇先生**，43歲，於二零二二年一月二十日獲委任為本公司執行董事、合規主任兼授權代表。曹先生於二零零九年畢業於中國電子科技大學，獲得軟件工程領域工程碩士學位。曹先生擁有超過10年軟件工程及電子技術行業經驗。

曹先生於二零二零年創辦四川省阿法賽塔科技有限公司任董事及法定代表人。曹先生於二零一六年至二零一七年曾任四川中電昆辰科技有限公司硬件工程師，於二零一二年至二零一四年曾任華為數字技術(成都)有限公司研發工程師，於二零零九年至二零一二年曾任成都市華為賽門鐵克科技有限公司研發工程師。

### 獨立非執行董事

**黎碧芝女士**，59歲，於二零一九年八月二十九日獲委任為獨立非執行董事。彼亦為本公司審核委員會主席以及薪酬委員會及提名委員會成員。黎女士擁有逾20年審計、會計及財務管理經驗。

黎女士現為應力控股有限公司(股份代號：2663)之獨立非執行董事。彼(i)於二零二一年七月十九日至二零二四年三月十五日為浙江聯合投資控股集團有限公司(股份代號：8366)之執行董事；(ii)於二零二零年八月三日至二零二一年八月九日擔任中滔環保集團有限公司(於聯交所主板除牌前的股份代號：1363)之獨立非執行董事；及(iii)於二零二零年二月二十六日至二零二一年十一月三十日擔任俊文寶石國際有限公司(於聯交所GEM除牌前的股份代號：8351)之非執行董事。

黎女士於二零一零年六月取得英國曼徹斯特大學工商管理碩士學位。彼為特許公認會計師公會資深會員及香港會計師公會會員。

# BIOGRAPHIES OF DIRECTORS AND SENIOR EXECUTIVES

## 董事及高級行政人員之履歷

**Mr. Leung Tsun Ip**, aged 41, was appointed as an independent nonexecutive Director on 1 October 2022. He is also a member of nomination committee, audit committee and remuneration committee of the Company. Mr. Leung has more than 16 years of experience in finance and asset management.

Mr. Leung is currently an independent non-executive director of Zhejiang United Investment Holdings Group Limited (Stock code: 8366).

Mr. Leung received his Bachelor of Science in Risk Management and his Master of Philosophy in Systems Engineering and Engineering Management from the Chinese University of Hong Kong. He is currently a certified Financial Risk Manager (FRM), a certified Environmental, Social and Governance Analyst (CESGAR), an associate member of The Hong Kong Chartered Governance Institute (HKCGI) and The Chartered Governance Institute (CGI) in the United Kingdom.

**Mr. Liu Jianting**, aged 44, was appointed as an independent non-executive Director on 28 February 2024. He is also the Chairman of remuneration committee as well as a member of audit committee and nomination committee of the Company. Mr. Liu graduated from Beijing Jiaotong University with a major in Tourism English in July 2021. Mr. Liu is currently holding senior carbon emissions manager and Level 3 health manager qualification in China, with rich experience in financial investment, marketing management and team building.

Mr. Liu is currently a major shareholder and a director of a Hong Kong private limited company China Peak Energy Co., Limited. Mr. Liu served as the general manager of Yunnan Pingyuan Trading Co., Ltd. from June 2020 to September 2023, and as the general manager of Shenzhen Huaying Investment Management Co., Ltd. from June 2014 to March 2020 in China.

梁俊業先生，41歲，於二零二二年十月一日獲委任為獨立非執行董事。彼亦為本公司提名委員會、審核委員會及薪酬委員會成員。梁先生於金融及資產管理方面擁有逾16年經驗。

梁先生目前擔任浙江聯合投資控股集團有限公司(股份代號：8366)的獨立非執行董事。

梁先生取得香港中文大學風險管理理學士學位及系統工程與工程管理哲學碩士學位。彼現時為註冊金融風險管理師(FRM)及註冊環境社會及治理分析師(CESGAR)，亦為香港公司治理公會(HKCGI)及英國特許公司治理公會(CGI)的會員。

劉建庭先生，44歲，於二零二四年二月二十八日獲委任為獨立非執行董事。彼亦為本公司薪酬委員會主席以及審核委員會及提名委員會成員。劉先生於二零二一年七月畢業於北京交通大學，主修旅遊英語。劉先生目前在中國持有高級碳排放管理師及三級健康管理師資格，在金融投資、市場營銷管理及團隊建設方面擁有豐富經驗。

劉先生目前為一間香港私人有限公司中國峰能能源集團有限公司的主要股東及董事。在中國，劉先生於二零二零年六月至二零二三年九月擔任雲南萍緣商貿有限公司的總經理，並於二零一四年六月至二零二零年三月擔任深圳華穎投資管理有限公司的總經理。

# REPORT OF DIRECTORS

## 董事會報告

The Directors are pleased to present their report and the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 March 2023.

### PRINCIPAL ACTIVITIES AND REORGANISATION

The Company was incorporated and registered as an exempted company with limited liability on 29 July 2015 under the Companies Law of the Cayman Islands and acts as an investment holding company. Under a group reorganisation to rationalise the structure of the Group in preparation for the listing of the Company’s shares on the GEM of the Stock Exchange, the Company has become the ultimate holding company of the Group on 21 September 2015. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business is Unit E, 33rd Floor, Legend Tower, 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong.

The Group is principally engaged in the provision of comprehensive architectural and structural engineering consultancy services.

The Company’s shares have been listed on the GEM of the Stock Exchange since 12 December 2016.

The change of English name of the Company from “KNK Holdings Limited” to “China Come Ride New Energy Group Limited”, and the change of dual foreign name of the Company in Chinese from “中國卓銀國際控股有限公司” to “中國來騎哦新能源集團有限公司”, and the proposed amendments to the memorandum and articles of association of the Company and the adoption of the amended and restated memorandum and articles of association, were passed by special resolutions at the AGM held on 30 September 2022, and take effect on 3 October 2022. For details, please refer to the circular of the Company dated 31 August 2022, and the announcements of the Company dated 30 September 2022 and 26 October 2022.

### BUSINESS REVIEW AND PERFORMANCE

#### Review of the Group’s Business and Performance

Details of the review of the Group’s business (including an analysis using key financial performance indicators) and the possible future development of the Group’s business are set out in the sections headed “Chairman Statement” and “Management Discussion and Analysis” of this annual report.

董事欣然提呈本公司及其附屬公司(統稱「本集團」)截至二零二三年三月三十一日止年度的報告及經審核綜合財務報表。

### 主要業務及重組

本公司於二零一五年七月二十九日根據開曼群島公司法註冊成立及登記為獲豁免有限公司，並作為投資控股公司運作。根據為籌備本公司股份於聯交所GEM上市而對本集團架構合理化的集團重組，本公司已於二零一五年九月二十一日成為本集團的最終控股公司。本公司註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands及其主要營業地點為香港九龍觀塘成業街7號寧晉中心33樓E室。

本集團主要從事提供全面建築及結構工程顧問服務。

本公司股份於二零一六年十二月十二日起於聯交所GEM上市。

將本公司之英文名稱由「KNK Holdings Limited」更改為「China Come Ride New Energy Group Limited」，以及將中文雙重外文名稱由「中國卓銀國際控股有限公司」更改為「中國來騎哦新能源集團有限公司」，以及本公司組織章程大綱及細則之建議修訂，並採納經修訂及重列組織章程大綱及細則，已於二零二二年九月三十日舉行之股東週年大會上作為特別決議案通過並於二零二二年十月三日生效。有關詳情，請參閱本公司日期為二零二二年八月三十一日之通函，以及本公司日期為二零二二年九月三十日及二零二二年十月二十六日之公告。

### 業務回顧及表現

#### 本集團業務回顧及表現

本集團的業務回顧(包括使用關鍵財務表現指標進行的分析)及本集團業務可能的未來發展的詳情載列於本年報「主席報告」及「管理層討論與分析」章節。

# REPORT OF DIRECTORS

## 董事會報告

### Compliance with Laws and Regulations

During the year ended 31 March 2023, the Group has complied with the relevant laws and regulations that have a significant impact on it.

### Environmental Policies and Performance

While the direct impact of the Group's business to the environment is minimal due to the nature of our business, we are committed to providing architectural consultancy services in a manner that minimises potential adverse impact on the environment. To achieve this aim, we have adopted a set of environmental protection policies including but not limited to shutting down lights and various office electronic equipment when not in use and reducing the paper consumption.

### Relationship with Key Stakeholders

As developing and retaining talents are vital to the Group's success, the Group not only provides competitive remuneration packages and opportunities for career advancement, but also gives support in different areas to its employees. During the Year, there were no significant disputes between the Group and its employees.

In addition, the Group also kept maintaining a long-term healthy relationships with its major customers and subcontractors by keeping engaging new projects from them and engaging them on projects that need their participations.

### RESULTS

The Group's results for the year ended 31 March 2023 and the state of affairs of the Group at that date are set out in the consolidated financial statements from pages 58 to 127 of this annual report.

The Directors do not recommend payment of any final dividend for the Year (2022: Nil).

### FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five years is set out in the section headed "Financial Summary" on page 128 of this annual report. The summary does not form part of the audited consolidated financial statements.

### SHARE CAPITAL

Details of movements in the Company's share capital during the Year are set out in note 20 to the consolidated financial statements.

### 遵守法律法規

截至二零二三年三月三十一日止年度，本集團已遵守對其有重大影響的相關法律法規。

### 環境政策及表現

由於本集團的業務性質，我們對環境的直接影響甚微。我們致力於提供建築顧問服務時減少對環境的潛在不利影響，為了達到此目標，我們採取了一系列環境保護政策，包括但不限於關掉未使用的照明及各種辦公電器設備以及減少紙張消耗。

### 與主要持份者關係

由於發展及挽留人才乃本集團成功的關鍵，我們不僅提供具競爭力的薪酬待遇及升職機會，亦從不同方面給予僱員支持。於本年度內，本集團與其僱員之間並無重大糾紛。

此外，本集團亦透過持續向主要客戶及承包商獲得新項目及持續就需要彼等參與的項目委聘有關主要客戶及承包商，從而與彼等維持長久健全的關係。

### 業績

本集團截至二零二三年三月三十一日止年度之業績及本集團於該日之業務狀況載於本年報第58至127頁之綜合財務報表。

董事不建議派付本年度之任何末期股息(二零二二年：無)。

### 財務摘要

本集團過去五年之業績及資產與負債摘要載於本年報第128頁「財務摘要」一節。該摘要並不構成經審核綜合財務報表之一部分。

### 股本

於本年度，本公司股本之變動詳情載於綜合財務報表附註20。

# REPORT OF DIRECTORS

## 董事會報告

### PROPERTY, PLANT AND EQUIPMENT

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

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles or the laws of the Cayman Islands, the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

### RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 25 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

### DISTRIBUTABLE RESERVES

As at 31 March 2023, there is no reserve available for distribution to the shareholders of the Company (2022: Nil).

### SUBSIDIARIES

A list of principal subsidiaries together with their places of operations and incorporation and particulars of their issued share capital are out in note 26 to the consolidated financial statements.

### DIRECTORS

The Directors of the Company during the year ended 31 March 2023 and up to the date of the report were:

#### Executive Directors

Mr. Zhou Renchao (*Chairman*)  
(*appointed on 1 September 2022*)  
Mr. Chung Yuk Lun  
Mr. Cao Dayong

#### Independent Non-executive Directors

Ms. Lai Pik Chi, Peggy  
Ms. Chan Yuk Chun (*resigned on 19 September 2022*)  
Ms. Mabel Lee (*resigned on 19 September 2022*)  
Mr. Leung Tsun Ip (*appointed on 1 October 2022*)  
Ms. Lam Yuen Man Maria (*appointed on 1 October 2022 and resigned on 10 January 2024*)  
Mr. Liu Jianting  
(*appointed on 28 February 2024*)

### 物業、廠房及設備

年內，本集團物業、廠房及設備之變動詳情載於綜合財務報表附註13。

### 優先購買權

本公司細則或開曼群島(本公司註冊成立的司法權區)法例均無有關優先購買權之條文，要求本公司按比例向現有股東發售新股份。

### 儲備

年內，本公司及本集團儲備之變動詳情分別載於綜合財務報表附註25及綜合權益變動報表。

### 可供分派儲備

於二零二三年三月三十一日，本公司並無可供分派予本公司股東之儲備(二零二二年：無)。

### 附屬公司

主要附屬公司的清單連同營業及註冊成立地點以及已發行股本詳情載列於綜合財務報表附註26。

### 董事

於截至二零二三年三月三十一日止年度及直至本報告日期，本公司董事如下：

#### 執行董事

周仁超先生(*主席*)  
(*於二零二二年九月一日獲委任*)  
鍾育麟先生  
曹大勇先生

#### 獨立非執行董事

黎碧芝女士  
陳玉珍女士(*於二零二二年九月十九日辭任*)  
李潔瑜女士(*於二零二二年九月十九日辭任*)  
梁俊業先生(*於二零二二年十月一日獲委任*)  
林婉雯女士(*於二零二二年十月一日獲委任並於二零二四年一月十日辭任*)  
劉建庭先生  
(*於二零二四年二月二十八日獲委任*)

# REPORT OF DIRECTORS

## 董事會報告

In accordance with the Articles of the Company, Mr. Chung Yuk Lun, Ms. Lai Pik Chi Peggy, Mr. Leung Tsun Ip and Mr. Liu Jianting will retire as Directors by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting (the "AGM").

### BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Biographical information of Directors are set out from pages 31 to 33 of this annual report.

### DIRECTORS' SERVICE CONTRACTS

The Independent Non-executive Directors were appointed for a fixed term of three years under a letter of appointment issued by our Company. Their appointment is renewable at each general meeting in which she is standing for re-election and is subject to (i) the rotation, removal, vacation or termination of her office as a Director or disqualification to act as a Director as set out in the applicable laws, the Articles of the Company and the GEM Listing Rules; and (ii) the terms of the letter of appointment.

There have been no service contracts entered into by the Company with any of the Directors which contain an unexpired period which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

### DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT AND CONTRACTS

Save as disclosed in the Company's Prospectus and the related party transactions as set out in note 22 to the consolidated financial statements, none of the Directors or entities connected with any of them has or had any material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during, or at the end of, the year ended 31 March 2023.

Save as disclosed in the Prospectus, there were no arrangements subsisting during, or at the end of, the year ended 31 March 2023 to which the Company, its subsidiary(ies), its controlling shareholder(s), or the subsidiary(ies) of its controlling shareholder(s) is a party and whose objects were, or one of whose objects was, to enable Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

根據本公司細則，鍾育麟先生、黎碧芝女士、梁俊業先生及劉建庭先生將於應屆股東週年大會（「股東週年大會」）上輪席退任董事，並符合資格及願意膺選連任。

### 董事會及高級管理層

董事履歷資料載於本年報第31至33頁。

### 董事服務合約

獨立非執行董事乃根據本公司發出之委任函獲委任，固定任期為三年。其委任可於其爭取膺選連任的每屆股東大會起重續，並受限於：(i)適用法律、本公司細則及GEM上市規則所載輪席、罷免、出缺或終止其董事職位或取消出任董事資格；及(ii)委任函條款。

本公司概無與任何董事訂立含有尚未屆滿期限的服務合約，且本公司不可於一年內免付賠償（法定賠償除外）而終止該等合約。

### 董事在交易、安排及合約中的利益

除本公司招股章程及綜合財務報表附註22所載之關聯方交易所披露者外，於截至二零二三年三月三十一日止年度或年末，董事或與彼等有關連之實體概無於本公司或其任何附屬公司所訂立及對本集團業務屬於重大之任何交易、安排或合約當中，直接或間接擁有任何重大權益。

除招股章程所披露者外，於截至二零二三年三月三十一日止年度或年末，本公司、其附屬公司、其控股股東或其控股股東之附屬公司概無訂立任何安排，其目的或其中一項目的為使董事能藉收購本公司或任何其他法團之股份或債權證而獲益。

# REPORT OF DIRECTORS

## 董事會報告

### CONTRACT OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDERS

There were no contracts of significance between the Company or any of its subsidiaries and the controlling Shareholders of the Company subsisting during the year ended 31 March 2023.

### DONATION

During the year ended 31 March 2023, the Group did not make any donation (2022: Nil).

### PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance covering Director's and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of Hong Kong Companies Ordinance when the Directors' Report prepared by the Directors is approved in accordance with section 391 of Hong Kong Companies Ordinance.

### 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.

### EMOLUMENT POLICY

The remuneration committee was established for reviewing and determining the remuneration and compensation packages of the Directors with reference to their responsibilities, workload, the time devoted to the Group and the performance of the Group. The Directors may also receive options to be granted under a share option scheme. The Company has conditionally adopted a share option scheme. The details of the share option scheme are set out in the paragraph headed "Share Option Scheme" below.

### 與控股股東的重大合約

於截至二零二三年三月三十一日止年度，本公司或其任何附屬公司概無與本公司控股股東訂立任何重大合約。

### 捐款

於截至二零二三年三月三十一日止年度，本集團並無作出任何捐款(二零二二年：無)。

### 獲准許彌償條文

本公司已就其董事及高級管理層可能面對因企業活動而產生之法律訴訟，作出涵蓋董事及高級職員之責任之適當投保安排。基於董事利益之獲准許彌償條文乃根據香港公司條例第470條的規定，於董事編製之董事會報告根據香港公司條例第391條獲批准時乃屬有效。

### 管理合約

於本年度內，概無訂立或存在有關本公司全部業務或任何重大部分業務之管理及行政合約。

### 薪酬政策

本公司已成立薪酬委員會，以檢討及參考董事之職責、工作量、投入本集團之時間及本集團之表現釐定董事之酬金及報酬待遇。董事亦可根據購股權計劃收取將予授出之購股權。本公司已有條件採納一項購股權計劃。購股權計劃詳情載列於下文「購股權計劃」一段。

# REPORT OF DIRECTORS

## 董事會報告

### INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVES IN SECURITIES

As at 31 March 2023, the interests and short positions of the Directors and chief executives of the Company (the “Chief Executives”) in the ordinary shares with a par value of HK\$0.01 each in the Company (“Shares”), underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuer set out in rules 5.48 to 5.67 of the GEM Listing Rules (the “Model Code”) were as follows:

#### Long position in the Shares

Name of Directors	Capacity/Nature of interests	Number of share held	Approximate percentage of issued share capital
董事姓名	身份／權益性質	所持股份數目 (Note 3) (附註3)	佔已發行股本之 概約百分比 (Note 2) (附註2)
New Energy Business Cluster Company Limited (Note)	Beneficial owner	265,865,000	53.93%
New Energy Business Cluster Company Limited (附註)	實益擁有人		
Mr. Zhou Renchao (“Mr. Zhou”) (Note) 周仁超先生(「周先生」)(附註)	Interest of a controlled corporation 受控制法團權益	265,865,000	53.93%

*Note:*

Mr. Zhou owns 85% equity interest of New Energy Business Cluster Company Limited with the remaining 15% equity interest owned by Mr. Cai Zhengfeng, which is interested in 265,865,000 shares of the Company, representing approximately 53.93% of the entire issued share capital of the Company.

Save as disclosed above, as at 31 March 2023, none of the Directors or the Chief Executives had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### 董事及最高行政人員於證券中之權益及淡倉

於二零二三年三月三十一日，董事及本公司最高行政人員(「最高行政人員」)於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之每股面值0.01港元的普通股(「股份」)、相關股份及債權證中擁有須記錄於根據證券及期貨條例第352條須予存置之登記冊中之權益及淡倉，或根據GEM上市規則第5.48至5.67條所載上市發行人董事進行買賣之必守標準(「標準守則」)須知會本公司及聯交所之權益及淡倉如下：

#### 於股份之好倉

*附註：*

周先生擁有New Energy Business Cluster Company Limited的85%股權，而蔡錚鋒先生則擁有餘下的15%股權，該公司擁有本公司265,865,000股股份的權益，佔本公司全部已發行股本約53.93%。

除上文所披露者外，於二零二三年三月三十一日，概無董事或最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中擁有任何須記錄於根據證券及期貨條例第352條須予存置之登記冊中之權益或淡倉，或根據標準守則須另行知會本公司及聯交所之權益或淡倉。

# REPORT OF DIRECTORS

## 董事會報告

### INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS OF THE COMPANY IN SECURITIES

So far as is known to the Directors and the Chief Executives, as at 31 March 2023, the interests and short positions of the persons or corporations (other than the Directors and the Chief Executives) in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO were as follows:

### 本公司之主要股東於證券中之權益及淡倉

據董事及最高行政人員所悉，於二零二三年三月三十一日，下列人士或法團(董事及最高行政人員除外)於股份或相關股份擁有須記錄於根據證券及期貨條例第336條須予存置之登記冊之權益及淡倉如下：

Name	Capacity/Nature of interests	Number of share capital	Approximate percentage of issued share held
姓名／名稱	身份／權益性質	股本數目 (Note 2) (附註2)	佔所持有已發行股份之概約百分比 (Note 3) (附註3)
New Energy Business Cluster Company Limited (Note)	Beneficial owner	265,865,000	53.93%
New Energy Business Cluster Company Limited (附註)	實益擁有人		
Mr. Zhou Renchao ("Mr. Zhou") (Note) 周仁超先生(「周先生」)(附註)	Interest of a controlled corporation 受控制法團權益	265,865,000	53.93%

#### Note:

Mr. Zhou owns 85% equity interest of New Energy Business Cluster Company Limited with the remaining 15% equity interest owned by Mr. Cai Zhengfeng, which is interested in 265,865,000 shares of the Company, representing approximately 53.93% of the entire issued share capital of the Company.

#### 附註：

周先生擁有New Energy Business Cluster Company Limited 的85%股權，而蔡錚鋒先生則擁有餘下的15%股權，該公司擁有本公司265,865,000股股份的權益，佔本公司全部已發行股本約53.93%。

Save as disclosed above, as at 31 March 2023, there was no person or corporation (other than the Directors and the Chief Executives) who had any interest or short position in the Shares or underlying Shares as recorded in the register of interests required to be kept by the Company under section 336 of the SFO.

除上文所披露者外，於二零二三年三月三十一日，概無任何人士或法團(董事及最高行政人員除外)於股份或相關股份中擁有任何須記錄於本公司根據證券及期貨條例第336條須予存置之權益登記冊之權益或淡倉。

# REPORT OF DIRECTORS

## 董事會報告

### OTHER INTERESTS DISCLOSEABLE UNDER THE SFO

Save as disclosed above, so far as is known to the Directors, there was no other person who had interest or short position in the Shares and underlying Shares that is discloseable under Chapter 18 of the GEM Listing Rules.

### RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the paragraphs headed “interests and short positions of the directors and chief executives in securities” and “share option scheme” in this report, at no time during year ended 31 March 2023 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

Save as disclosed above, at no time during the year ended 31 March 2023 had the Directors and the Chief Executives (including their spouses and children under 18 years of age) held any interest in, or been granted, or exercised any rights to subscribe for the shares (or warrants or debentures, if applicable) of the Company and its associated corporations (within the meaning of the SFO).

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 March 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

### CONVERTIBLE SECURITIES, OPTIONS, WARRANTS AND SIMILAR RIGHTS

No convertible securities, options, warrants and similar rights were issued or granted by the Group during the year ended 31 March 2023.

### 證券及期貨條例下須予披露之其他權益

除上文所披露者外，據董事所悉，概無其他人士於股份及相關股份中擁有根據GEM上市規則第18章須予披露之權益或淡倉。

### 收購股份或債權證之權利

除本報告「董事及最高行政人員於證券中之權益及淡倉」及「購股權計劃」兩段所披露者外，於截至二零二三年三月三十一日止年度任何時間，本公司或其任何附屬公司概無訂立任何安排，使董事可藉收購本公司或任何其他法團之股份或債權證而獲益。

除上文所披露者外，於截至二零二三年三月三十一日止年度任何時間，概無董事及最高行政人員(包括其配偶及十八歲以下子女)於本公司及其相聯法團(定義見證券及期貨條例)之股份持有任何權益、或獲授予或行使任何權利認購股份(或認股權證或債權證(如適用))。

### 購買、出售或贖回本公司之上市證券

於截至二零二三年三月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 可換股證券、購股權、認股權證或類似權利

於截至二零二三年三月三十一日止年度，本集團概無發行或授出可換股證券、購股權、認股權證或類似權利。

# REPORT OF DIRECTORS

## 董事會報告

### SHARE OPTION SCHEME

The purpose of the share option scheme is to enable the Company to grant options to any employee, adviser, consultant, agent, contractors, client, supplier, customer and/or such other person, who in the sole discretion of the Board has contributed or may contribute to our Group (the “Eligible Participant”). The Company conditionally adopted a share option scheme (the “Scheme”) on 21 November 2016 which has become effective since 12 December 2016 (the “Effective Date”) whereby the Board are authorised, at their absolute discretion and subject to the terms of the Scheme, to grant options to subscribe for the shares of the Company to the Eligible Participant. The Scheme will be valid and effective for a period of ten years commencing from the Effective Date. Terms used below shall have the same meaning as those defined in the section “D. Share Option Scheme” in Appendix IV to the Prospectus.

An offer of the grant of option(s) shall be made to an Eligible Participant by letter in such form as the Board may from time to time determine requiring the Eligible Participant to undertake to hold the Option on the terms on which it is to be granted and to be bound by the provisions of the Scheme and shall remain open for acceptance by the Eligible Participant concerned until 5:00 p.m. on the 20th business days following the Offer Date provided that no such offer shall be open for acceptance after the Scheme Period or after the Scheme has been terminated.

An Option shall be deemed to have been granted and accepted when the duplicate of the offer letter as referred to above comprising acceptance of the Option duly signed by the Grantee together with a remittance in favour of the Company of HK\$1.00 or any other amount as determined by the Board by way of consideration for the grant thereof is received by the Company within the period open for acceptance referred to above. Such remittance shall in no circumstances be refundable.

The subscription price for the shares subject to Options will be a price determined by the Board and notified to each participant and shall be the highest of: (i) the closing price of the shares as stated in the Stock Exchange’s daily quotations sheet on the date of offer of the grant of option, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange’s daily quotations sheets for the 5 business days immediately preceding the date of offer of the grant of option; and (iii) the nominal value of a share.

### 購股權計劃

購股權計劃之目的乃為使本公司可向董事會全權酌情認為已經或可能為本集團作出貢獻的任何僱員、顧問、諮詢人、代理人、承包商、客戶、供應商、顧客及／或其他有關人士（「合資格參與者」）授出購股權。本公司於二零一六年十一月二十一日有條件採納於二零一六年十二月十二日（「生效日期」）生效的購股權計劃（「該計劃」），據此，董事會獲授權按彼等之全權酌情，依照該計劃之條款授出可認購本公司股份之購股權予合資格參與者。該計劃由生效日期起十年期間一直有效及生效。下文所用詞彙與招股章程附錄四中「D. 購股權計劃」一節所界定者具有相同涵義。

提呈授出購股權須透過董事會不時釐定的有關形式以函件方式向合資格參與者作出，要求合資格參與者承諾根據購股權授出條款持有購股權及受限於該計劃之條款，並於提呈日期後第20個營業日下午五時正前維持可供涉及的合資格參與者接納，惟有關提呈不得於計劃期間後或該計劃已終止後接納。

倘於上文所述可供接納期間內，本公司接獲上述提呈函件複印本（包括承授人正式簽署的購股權接納連同向本公司匯款1.00港元或董事會釐定的任何其他金額，作為獲授購股權之代價），則購股權將被視為已授出及獲接納。有關匯款於任何情況均不得退還。

購股權之股份認購價將由董事會釐定，並知會各參與人士，價格須為下列各項之最高者：(i) 於提呈授出購股權日期（必須為營業日）聯交所每日報價表所載之股份收市價；(ii) 於緊接提呈授出購股權當日前五個營業日聯交所每日報價表所載之股份平均收市價；及 (iii) 股份面值。

# REPORT OF DIRECTORS

## 董事會報告

As at the date of this report, the maximum number of shares available for issue under the Scheme is 41,800,000 shares, representing approximately 10% of the issued share capital of the Company as at the date of adoption of the Scheme.

The Company may at any time refresh such limit, subject to the shareholders' approval and issue of a circular in compliance with the GEM Listing Rules, provided that the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under all the share option schemes of the Company does not exceed 30% of the shares in issue at the time of refreshment. An option may be exercised in accordance with the terms of the Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

The total number of shares issued and to be issued upon exercise of the options granted and to be granted to each Eligible Participant (including exercised, cancelled and outstanding options) under the Share Option Scheme and any other share option scheme of the Company in any 12-month period up to and including the date of offer of the grant of option shall not exceed 1% of the total number of shares in issue for the time being. Any further grant of options in excess of this limit is subject to shareholder's approval in general meeting.

As at the date of this report and since the adoption of the Scheme, no share option has been granted by the Company.

### REMUNERATION OF DIRECTORS, SENIOR MANAGEMENT AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors, senior management and five individuals of the Group with highest emoluments are set out in note 9 to the consolidated financial statements respectively.

### COMPETING INTERESTS

As at 31 March 2023, none of the Directors, the controlling Shareholders and their respective associates (as defined in the GEM Listing Rules) had any interest in a business which competes or may compete, either directly or indirectly, with the business of the Group and none of them had or may have any other conflicts of interest with the Group.

於本報告日期，根據該計劃可供發行之股份最高數額為41,800,000股，佔本公司於採納該計劃日期已發行股本約10%。

待獲股東批准及根據GEM上市規則發出通函後，本公司可隨時更新有關上限，惟於根據本公司全部購股權計劃已授出之所有未獲行使而尚待行使購股權獲行使後，可發行之股份總數不得超過更新之時已發行股份之30%。購股權可按該計劃之條款，於董事會所釐定之期間內隨時行使，惟不得超出授出日期起計十年(惟須受提早終止條文所規限)。

根據購股權計劃及本公司任何其他之購股權計劃，在截至及包括提呈授出購股權日期止任何十二個月期間，因行使已經授予及將會授予各合資格參與者之購股權(包括已行使、註銷及尚未行使之購股權)而已發行及將予發行之股份總數，不得超過當時已發行股份總數之1%。任何進一步授出超過此限額之購股權，須於股東大會取得股東批准，方可授出。

於本報告日期及自該計劃獲採納以來，本公司概無授出購股權。

### 董事、高級管理層及五名最高薪人士之薪酬

有關本集團董事、高級管理層及五名最高薪人士之薪酬詳情分別載於綜合財務報表附註9。

### 競爭權益

於二零二三年三月三十一日，概無董事、控股股東及彼等各自之聯繫人(定義見GEM上市規則)於與或有可能與本集團業務直接或間接競爭之業務中擁有任何權益，且彼等概無或可能與本集團有任何其他利益衝突。

# REPORT OF DIRECTORS

## 董事會報告

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 March 2023, the Company did not enter into any connected transactions which required reporting, annual review, announcements and/or independent shareholders' approval under the GEM Listing Rules.

### MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 March 2023, there was 1 customer with revenue contribution approximately 40% of the total revenue of the Group.

As far as the Directors aware, neither the Director nor their associates nor any shareholder (which to the knowledge of Directors own more than 5% of the Company's issued share capital) had any interest in that customer of the Group.

For the year ended 31 March 2023, the aggregate revenue to the top five customers of the Group accounted for approximately 63% (2022: 30%) of the Group's total revenue.

Due to the nature of the Group's business activities, the Group has no supplier.

### RELATED PARTY TRANSACTIONS

Details of the related party transactions entered into by the Group are set out in note 22 to the consolidated financial statements.

### BORROWINGS

Save as disclosed in note 18 to the consolidated financial statements, as at 31 March 2023, the Group had no bank borrowing and no borrowings from independent third parties which is repayable within one year.

### 關連交易及持續關連交易

於截至二零二三年三月三十一日止年度，本公司並無訂立任何須遵守GEM上市規則項下之申報、年度審閱、公告及／或獨立股東批准規定之關連交易。

### 主要客戶及供應商

截至二零二三年三月三十一日止年度，有一名客戶佔本集團總收益約40%。

據董事所知，概無董事或彼等之聯繫人或任何股東(據董事所知擁有本公司已發行股本超過5%)於本集團客戶中擁有任何權益。

截至二零二三年三月三十一日止年度，本集團前五大客戶佔本集團總收益約63%(二零二二年：30%)。

由於本集團之業務活動性質，本集團並無供應商。

### 關聯方交易

本集團訂立之關聯方交易詳情載於綜合財務報表附註22。

### 借款

除綜合財務報表附註18所披露者外，於二零二三年三月三十一日，本集團並無銀行借款，亦無來自獨立第三方的借款，須於一年內償還。

# REPORT OF DIRECTORS

## 董事會報告

### CHARGES ON THE GROUP'S ASSETS

The Group did not have any charge arranged with any financial institution in Hong Kong as at 31 March 2023 (2022: Nil).

### FOREIGN EXCHANGE EXPOSURE

The revenue and business costs of the Group were principally denominated in Hong Kong dollars, and thus the exposure to the risk of foreign exchange rate fluctuations for the Group was minimal. Hence, no financial instrument for hedging was employed.

### CONTINGENT LIABILITIES

No material contingent liability had come to the attention of the Directors for the year ended 31 March 2023 and up to the date hereof.

### LITIGATIONS

References are made to the announcements of the Company dated 13 July 2020, 21 July 2020, 31 August 2020 and 8 October 2020 in relation to, amongst others, the Alleged Bond and the Alleged Debt. The Company received the statement of claim in relation to the Writ on 8 December 2020 in which the Plaintiff claimed against the Company, inter alia, HK\$5,830,000 being the principal and interest of the Alleged Debt. The Company is contesting the claim in the legal proceedings. The Plaintiff and the Company have exchanged their respective witness statements, Mediation took place but was unsuccessful. Case Management Summons hearing is scheduled in 23 April 2024.

Reference is also made to the announcement of the Company dated 31 August 2020 in relation to the claim against three ex-directors, namely Mr. Sun Xiao Li, Mr. Gu Jintai and Ms. Shi Lijie for breach of fiduciary duties. The writ was lodged at the Hong Kong Judiciary on 9 November 2020 for service out of jurisdiction through the PRC Judiciary on them at their last known PRC addresses. As advised by the legal advisers of the Company in respect of this litigation in June 2021, service of the writ to them through the PRC Judiciary was unsuccessful. The Company is considering the legal adviser's advice on application for substituted service of the writ to them and has to locate their address first. However, there is no progress in locating the whereabouts of them as at the date of this report.

### CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules and considers all of them are independent.

### 本集團之資產抵押

本集團於二零二三年三月三十一日並無與任何香港金融機構安排任何抵押(二零二二年：無)。

### 外匯風險

本集團之收益及業務成本主要以港元計值，故本集團面臨之外匯匯率波動風險甚微。因此，本集團並無採用任何金融工具作對沖用途。

### 或然負債

截至二零二三年三月三十一日止年度以及截至本報告日期，董事並無注意到任何重大或然負債。

### 訴訟

茲提述本公司日期為二零二零年七月十三日、二零二零年七月二十一日、二零二零年八月三十一日及二零二零年十月八日的公告，內容有關(其中包括)指稱債券及指稱債務。於二零二零年十二月八日，本公司接獲有關該令狀的申索陳述書，其中原告向本公司申索(其中包括)5,830,000港元(即指稱債務的本金額及利息)。本公司正就申索於法律訴訟進行抗辯。原告及本公司已交換彼等各自的證人陳述書。調解已進行，惟未成功。案件管理傳票聽證會定於二零二四年四月二十三日舉行。

茲亦提述本公司日期為二零二零年八月三十一日的公告，內容有關因違反受信責任向三名前董事(即孫曉立先生、谷金泰先生及史立杰女士)提出申索。該令狀已於二零二零年十一月九日遞交香港司法機構，以透過中國司法機構在司法管轄區外將該令狀送達彼等最新獲知的中國地址。如本公司法律顧問於二零二一年六月就是項訴訟所告知，透過中國司法機構將該令狀送交彼等並未成功。本公司現時依法律顧問的意見考慮申請間接送交該令狀予彼等，惟須先取得彼等的地址。然而，於本報告日期，在尋找彼等下落方面尚未取得進展。

### 獨立性確認書

本公司已獲各獨立非執行董事根據GEM上市規則第5.09條規定提供的年度獨立性確認書，並認為彼等全體均為獨立人士。

# REPORT OF DIRECTORS

## 董事會報告

### EVENT AFTER THE REPORTING PERIOD

Save as disclosed herein, up to the date of this report, there was no significant event relevant to the business or financial performance of the Group that come to the attention of the Directors after the year ended 31 March 2023.

### CORPORATE GOVERNANCE

The Group is committed to promoting high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential for the growth of the Group and for safeguarding the shareholders' interests and the Group's assets.

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the "CG Code") in Appendix 15 of the GEM Listing Rules. Throughout the year ended 31 March 2023 and up to the date of this report, to the best knowledge of the Board, the Company has complied with all the code provisions set out in the CG Code save for the deviations set out in the section headed "Corporate Governance Practices" in this report.

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

### AUDITORS

Mazars CPA Limited resigned as auditor of the Company on 7 May 2021, and ZHONGHUI ANDA CPA Limited ("ZHONGHUI ANDA"), Certified Public Accountants, was appointed as auditor of the Company to fill the vacancy with effect from 7 May 2021.

ZHONGHUI ANDA resigned as auditor of the Company on 16 June 2023, and McMillian Woods (Hong Kong) CPA Limited ("McMillian Woods"), Certified Public Accountants, was appointed as auditor of the Company to fill the vacancy with effect from 16 June 2023.

A resolution will be submitted to the 2023 AGM to re-appoint McMillian Woods as auditor of the Company.

### 報告期後事項

除本報告所披露外，截至本報告日期，董事於截至二零二三年三月三十一日止年度後並無注意到有關本集團業務或財務表現之重大事項。

### 企業管治

本集團致力推行高標準的企業管治。董事相信，健全及合理的企業管治常規對本集團的發展以及保障股東利益及本集團資產至關重要。

本公司之企業管治常規乃以GEM上市規則附錄15所載企業管治守則（「企業管治守則」）載列之原則及守則條文為基準。就董事會所知，截至二零二三年三月三十一日止年度及截至本報告日期止的整段期間，本公司一直遵守企業管治守則載列的所有守則條文，惟本報告「企業管治常規」一節中所載偏離者除外。

### 足夠公眾持股量

基於本公司可獲得的公開資料及據董事所深知，於本報告日期，公眾持有本公司已發行股本總額的至少25%。

### 核數師

中審眾環(香港)會計師事務所有限公司於二零二一年五月七日辭任本公司核數師，而執業會計師中匯安達會計師事務所有限公司（「中匯安達」）自二零二一年五月七日起獲委聘為本公司核數師以填補空缺。

中匯安達會計師事務所有限公司於二零二三年六月十六日辭任本公司核數師，而執業會計師長青(香港)會計師事務所有限公司（「長青」）獲委任為本公司核數師以填補空缺，自二零二三年六月十六日起生效。

續聘長青為本公司核數師之決議案將於二零二三年股東週年大會上提呈。

# REPORT OF DIRECTORS

## 董事會報告

### THE MANAGEMENT'S POSITION, VIEW AND ASSESSMENT ON THE QUALIFIED OPINION

#### 1. Other Borrowings

The management of the Company (the "Management") has considered the auditors' rationale and understood their consideration in arriving at the qualified opinion on other borrowings. The Company has discussed with the auditors that the qualification on other borrowings will only be removed when the Company is able to provide all the relevant documents related to other borrowings that can satisfy the existence, rights, obligation and completeness of other borrowings or pertaining to the court judgement related to the present litigation on other borrowings to be provided to them or reach a settlement with the purported creditor on other borrowings.

The Management will continue to take all possible steps and efforts in order to retrieve all necessary information especially the receipt record in relation to other borrowings. At the same time, the Company is contesting the litigation on other borrowings by engaging lawyers and counsel on behalf of the Company.

#### 2. Valuation of financial assets at fair value through other comprehensive income ("FVTOCI")

The Company will continue to negotiate with the controlling shareholder of the investee, Kin On, to obtain its financial information at 31 March 2023 for the auditors to assess the recoverability of the loan to it in order to remove this qualification.

### AUDIT COMMITTEE'S VIEW ON THE QUALIFIED OPINIONS

Members of the Audit Committee have critically reviewed the basis for qualified opinions, the Management's position and actions taken by the Management for addressing the basis for qualified opinions. The Audit Committee agreed with the Management's position and requested the Management to use its best endeavors to resolve the qualified opinions.

### 管理層對保留意見的立場、觀點及評估

#### 1. 其他借款

本公司管理層(「管理層」)已考慮核數師的理據，並理解彼等於達致有關其他借款的保留意見時的考慮。本公司與核數師已進行討論，倘本公司能夠提供其他借款的所有相關文件，以證明其他借款之存在、權利、義務及完整性，或彼等將獲提供針對是次其他借款訴訟的法院判決有關其他借款的所有相關文件，或與宣稱債權人就其他借款達成和解，方可撤銷對其他借款的保留意見。

管理層將繼續採取所有可能措施及方法，以檢索所有必要的資料，尤其是有關其他借款的收款記錄。同時，本公司透過委聘律師及法律顧問代表本公司就針對其他借款的訴訟進行抗辯。

#### 2. 按公平值計入其他全面收益(「按公平值計入其他全面收益」)之金融資產估值

本公司將繼續與被投資方建安的控股股東磋商，以取得該控股股東於二零二三年三月三十一日的財務資料供核數師評估借予該控股股東之貸款的可收回性，從而撤銷該保留意見。

### 審核委員會對保留意見的觀點

審核委員會成員已對保留意見的依據、管理層的立場以及管理層為解決保留意見的依據時所採取的行動進行了嚴格審查。審核委員會同意管理層的立場，並要求管理層盡最大努力解決保留意見。

# REPORT OF DIRECTORS

## 董事會報告

### PLAN TO ADDRESS QUALIFIED OPINIONS

In order to address the qualified opinions, the Company will discuss proactively with the auditors the measures to be taken by the Company to resolve the qualified opinions on other borrowings and valuation of financial assets at FVTOCI. The qualified opinions may become unnecessary when other borrowings and valuation of financial assets at FVTOCI no longer have any effect on the profit and loss account of the Company in the coming year(s).

On behalf of the board

**Zhou Renchao**

*Director*

Hong Kong, 18 April 2024

### 處理保留意見

為處理保留意見，本公司將積極與核數師討論，本公司為解決有關其他借款及按公平值計入其他全面收益之金融資產估值的保留意見而將採取的措施。倘其他借款及按公平值計入其他全面收益之金融資產估值不再對本公司未來數年之損益賬造成任何影響，則保留意見可能會成為不必要性質。

代表董事會

**董事**

**周仁超**

香港，二零二四年四月十八日

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



**McMillan Woods**  
Professionalism at the forefront

### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CHINA COME RIDE NEW ENERGY GROUP LIMITED (Formerly known as "KNK HOLDINGS LIMITED")

中國來騎哦新能源集團有限公司  
(Incorporated in the Cayman Islands with limited liability)

### QUALIFIED OPINION

We have audited the consolidated financial statements of China Come Ride New Energy Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 58 to 127, which comprise the consolidated statement of financial position as at 31 March 2023, 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 a summary of significant accounting policies.

In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2023, 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 (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致中國來騎哦新能源集團有限公司(前稱「中國卓銀國際控股有限公司」)股東的獨立核數師報告

中國來騎哦新能源集團有限公司  
(於開曼群島註冊成立之有限公司)

### 保留意見

吾等已審核中國來騎哦新能源集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)刊於第58至127頁的綜合財務報表，其中包括於二零二三年三月三十一日之綜合財務狀況表、以及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動報表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

吾等認為，除吾等之報告內「保留意見之基準」一節所述事宜之可能影響外，綜合財務報表按照香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實及公平地反映貴集團於二零二三年三月三十一日之綜合財務狀況，以及截至該日止年度之綜合財務業績及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### BASIS FOR QUALIFIED OPINION

#### 1. Scope limitation on other borrowings

As further detailed in note 18 to the consolidated financial statements, the Group had other borrowings of approximately HK\$5.5 million (“5.5m Borrowing”) and stated in the consolidated statement of financial position of the Group as at 31 March 2022 and 2023, that were drawn down by certain former directors (“Former Directors”) through a subsidiary of the Company during the year ended 31 March 2020. As represented by the management of the Company, due to a loss of contact with the Former Directors who resigned or were removed from the board of directors, the management of the Company was unable to provide us with sufficient information and explanations to ascertain the completeness, existence, accuracy, rights and obligations of 5.5m Borrowings as at 31 March 2022 and 2023. There were no alternative audit procedures that we could adopt to satisfy ourselves the reliability of management’s representation and whether the 5.5m Borrowing was fairly stated as at 31 March 2022 and 2023.

A qualified opinion on the same matter was also expressed by the predecessor auditor in its auditor’s report dated 19 August 2022 in respect of the audit of the consolidated financial statements of the Group for the year ended 31 March 2022 (the “2022 Financial Statements”).

#### 2. Scope limitation on the valuation of financial assets at fair value through other comprehensive income (“FVTOCI”)

As disclosed in note 15 to the consolidated financial statements, the Group invested in unlisted equity securities, being 9.68% equity interest in an investee company, Kin On Engineering (International) Limited (“Kin On”) (the “Investment”) and accounted for the Investment as financial assets at FVTOCI with fair value of approximately HK\$4,424,000 as at 31 March 2022 and 2023. As at 31 March 2022 and 2023, the fair value assessments of the Investment had been conducted by the management of the Company using an adjusted net assets value approach. The measurement of fair value of the Investment was mainly based on the audited financial statements of Kin On for the years ended 31 March 2022 and 2023 issued by another auditor. However, in the absence of appropriate audit evidence due to our inability to perform audit work on the financial statement of Kin On, in particular (i) the recoverability of the loan to a shareholder as shown as the major assets on the statement of financial position of Kin On as at 31 March 2022 and 2023; and (ii) the appropriateness of 5% adopted for discount of lack of marketability, we are unable to satisfy ourselves as to whether the fair value of the Investment of approximately HK\$4,424,000 as at 31 March 2022 and 2023 were fairly stated. There were no other satisfactory audit procedures that we could adopt to determine whether any adjustments to the fair value of the Investment as at 31 March 2022 and 2023 were necessary.

### 保留意見之基準

#### 1. 其他借款之範圍限制

誠如綜合財務報表附註18進一步詳述，截至二零二二年三月三十一日止年度，貴集團有其他借款約5,500,000港元（「5,500,000港元借款」），並於貴集團於二零二二年及二零二三年三月三十一日的綜合財務狀況表中列賬，由若干前董事（「前董事」）透過貴公司附屬公司提取。根據貴公司管理層陳述，由於與前董事（已辭任或被免去董事會職務）失去聯繫，貴公司管理層無法向吾等提供足夠的資訊及解釋以確定於二零二二年及二零二三年三月三十一日5,500,000港元借款的完整性、存在、準確性、權利及義務。吾等無法採用其他審核程序以使吾等信納管理層陳述的可靠性及於二零二二年及二零二三年三月三十一日5,500,000港元借款是否公允。

前任核數師在其日期為二零二二年八月十九日的核數師報告中，對貴集團截至二零二二年三月三十一日止年度的綜合財務報表（「二零二二年財務報表」）的審核亦就同一事項發表了保留意見。

#### 2. 按公平值計入其他全面收益（「按公平值計入其他全面收益」）之金融資產估值之範圍限制

誠如綜合財務報表附註15所披露，貴集團投資於非上市股本證券，即持有被投資公司建安工程（國際）有限公司（「建安」）的9.68%股權（「該投資」），並於二零二二年及二零二三年三月三十一日將該投資作為按公平值計入其他全面收益且公平值約為4,424,000港元之金融資產入賬。於二零二二年及二零二三年三月三十一日，貴公司管理層已使用經調整資產淨值法對該投資之公平值進行評估。該投資的公平值計量主要基於由另一名核數師出具之建安截至二零二二年及二零二三年三月三十一日止年度的經審核財務報表。然而，由於吾等無法對建安的財務報表進行審計工作，因此缺乏適當的審核憑證，具體而言(i)建安於二零二二年及二零二三年三月三十一日的財務狀況表所示作為主要資產列示向股東提供的貸款之可收回性；及(ii)因缺乏市場流通性而採用5%折現是否適當，故吾等無法信納該投資於二零二二年及二零二三年三月三十一日的公平值約4,424,000港元已公平列報。吾等並無可採納的其他使人信納之審核程序以釐定是否有必要對該投資於二零二二年及二零二三年三月三十一日之公平值進行調整。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### BASIS FOR QUALIFIED OPINION (Continued)

#### 2. Scope limitation on the valuation of financial assets at fair value through other comprehensive income ("FVTOCI") (Continued)

A qualified opinion on the same matter was also expressed by the predecessor auditor in its auditor's report dated 19 August 2022 in respect of the audit of the 2022 Financial Statements.

Any adjustments found to be necessary might have consequential effects on the net assets of the Group as at 31 March 2022 and 2023, the financial performance of the Group for the years ended 31 March 2022 and 2023 and the related disclosures thereof in the consolidated financial statements.

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

### MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2 to the consolidated financial statements which indicates that the Group incurred a loss of approximately HK\$4,644,000 for the year ended 31 March 2023 and, as at 31 March 2023, the Group's current liabilities exceeded its current assets by approximately HK\$733,000. Based on the current liability position of the Group, the Group might have financial uncertainties which may cast significant doubt on the Group's ability to continue as a going concern. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the successful implementation of the directors' plans and measures implemented and the Group's ability to generate sufficient cash flows to meet its obligations as set forth in note 2 to the consolidated financial statements. Our opinion is not further modified in respect of this matter.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Qualified Opinion and Material Uncertainty related to Going Concern sections, we have determined (i) impairment of trade receivables and contract assets; and (ii) revenue recognition for construction contracts to be the key audit matters to be communicated in our report.

### 保留意見之基準(續)

#### 2. 按公平值計入其他全面收益(「按公平值計入其他全面收益」)之金融資產估值之範圍限制(續)

前任核數師在其日期為二零二二年八月十九日的核數師報告中，對二零二二年財務報表的審核亦就同一事項發表了保留意見。

任何必要的調整可能會對 貴集團於二零二二年及二零二三年三月三十一日的資產淨值、 貴集團截至二零二二年及二零二三年三月三十一日止年度的財務表現以及綜合財務報表的相關披露產生間接影響。

吾等根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審計。吾等在該等準則下承擔之責任已在本報告「核數師就審核綜合財務報表須承擔之責任」一節中作進一步闡述。根據香港會計師公會之專業會計師道德守則(「守則」)，吾等獨立於 貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證能充足及適當地為吾等的保留意見提供基礎。

### 有關持續經營之重大不確定因素

吾等提請注意綜合財務報表附註2，其顯示 貴集團於截至二零二三年三月三十一日止年度產生虧損約4,644,000港元，及於二零二三年三月三十一日， 貴集團的流動負債超出其流動資產約733,000港元。基於 貴集團的流動負債狀況， 貴集團財政方面可能存在不確定因素，並可能對 貴集團持續經營之能力構成重大疑慮。綜合財務報表已按持續經營基礎編製，其有效性取決於董事計劃的成功實施以及本集團產生足夠現金流量以履行綜合財務報表附註2所載義務的能力。吾等並無就此事宜進一步修訂意見。

### 關鍵審計事項

根據吾等之專業判斷，關鍵審計事項為吾等審核本期間之綜合財務報表中最為重要之事項。吾等在審核整體綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。除「保留意見之基準」及「有關持續經營之重大不確定性」章節所述之事項外，吾等已釐定(i)貿易應收款項及合約資產之減值；及(ii)建築合約之收益確認將為吾等的報告所通報之關鍵審計事項。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

#### Impairment of trade receivables and contract assets

Refer to significant accounting policies in note 3, critical judgements and accounting estimates in note 5, its relevant disclosures in note 16 and financial risks management objectives and policies in note 23 to the consolidated financial statements.

The Group tested the amount of trade receivables and contract assets for impairment by estimation of expected credit loss ("ECL") under requirements of HKFRS 9. This impairment test is significant to our audit because the balance of trade receivables and contract assets of approximately HK\$3,912,000 and HK\$1,884,000 respectively as at 31 March 2023 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on estimates.

Our audit procedures included, among others:

- Inspecting settlements after the financial year end relating to the trade receivables as at 31 March 2023;
- Assessing the reasonableness of the Group's ECL models by examining the model input used by management to form such judgements, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions variables and assumptions used in each of the economic scenarios and their probability weightings and assessing whether there was an indication of management bias when recognising impairment losses;
- Engaging a valuation specialist to assist us to review the appropriateness of the calculation of ECL, the accuracy of the calculations in the model and the market data being adopted on a sample basis; and
- Assessing the disclosures made in the consolidated financial statements in relation to the Group's credit risk exposure.

### 關鍵審計事項(續)

#### 貿易應收款項及合約資產之減值

參考綜合財務報表附註3的重大會計政策、附註5的關鍵判斷及會計估計、附註16的相關披露事項及附註23的財務風險管理目標及政策。

貴集團已根據香港財務報告準則第9號之規定，透過估計預期信貸虧損(「預期信貸虧損」)對貿易應收款項及合約資產金額進行減值測試。此減值測試對吾等之審核至關重要，原因在於貿易應收款項及合約資產於二零二三年三月三十一日之結餘分別約3,912,000港元及1,884,000港元對綜合財務報表而言屬重大。此外，貴集團之減值測試涉及判斷之應用並基於多項估計。

吾等之審核程序包括(其中包括)：

- 檢查財政年度結束後與二零二三年三月三十一日的貿易應收款項有關的結算；
- 透過檢驗管理層為形成有關判斷所採用模型輸入數據以評估貴集團預期信貸虧損模型的合理性，包括測試過往違約數據的準確性、評估過往虧損率是否基於當前經濟狀況變量及其概率權重恰當調整，及評估是否有跡象顯示管理層於確認減值虧損時出現偏頗；
- 聘請估值專家協助吾等檢討預期信貸虧損的計算是否適當，模型的計算及抽樣使用市場數據是否準確；及
- 評估綜合財務報表內就本集團信貸風險敞口作出的披露事項。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

#### Revenue recognition for construction contracts

Refer to significant accounting policies in note 3, critical judgements and accounting estimates in note 5 and its relevant disclosures in note 6. The Group recognised revenue from construction contracts amounting to approximately recognised HK\$45,369,000 for the year ended 31 March 2023.

Contract revenue is recognised progressively over time using the input method based on direct measurements of the contract costs incurred to value the contract work performed.

Our audit procedures included, among others:

- Obtaining an understanding of the key control relating to the revenue recognition adopted by the Group;
- Performing a retrospective assessment of the reliability of the management's estimation of total contract costs incurred for completed contracts made;
- Obtaining an understanding of the performance and status of all major contracts through discussion with management and key staff;
- Performing substantive testing on costs incurred to date;
- Discussing and understanding management's estimates for total contract costs and forecast costs, and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and other inherent risk factors;
- Comparing the reported percentage of completion for contracts to the proportion of contract costs incurred to date, relative to the total estimated contracts costs; and
- Assessing, on sample basis, whether contract revenue recognised in relation to variation orders met the applicable criteria in HKFRS 15 "Revenue from Contract with Customers".

### 關鍵審計事項(續)

#### 建築合約之收益確認

參考綜合財務報表附註3的重大會計政策、附註5的關鍵判斷及會計估計及附註6的相關披露事項截至二零二三年三月三十一日止年度，貴集團確認建築合約收益約45,369,000港元。

合約收益使用輸入數據法基於對已產生合約成本佔已履行合約工程價值的直接計量隨時間逐步確認。

吾等之審核程序包括(其中包括)：

- 了解 貴集團所採納有關收益確認之關鍵控制；
- 就管理層對已完成合約產生的總合約成本估計的可靠性進行追溯評估；
- 透過與管理層及主要員工討論，獲得所有主要合約的履行情況及狀態之了解；
- 就迄今產生的成本進行實際測試；
- 討論及了解管理層就總合約成本及預測成本之估計，以及通過考慮估計不確定因素的程度及其他固有風險因素而評估重大錯報的固有風險；
- 將呈報的合約完成百分比與迄今為止發生的合約成本相對於預期合約總成本的比例進行比較；及
- 抽樣評估就工程變更確認的合約收益是否符合香港財務報告準則第15號「客戶合約收益」的適用標準。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. As described in the Basis for Qualified Opinion section above, we were unable to obtain sufficient appropriate evidence from points 1 to 2. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to this matter.

### OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 March 2022 were audited by another auditor who expressed a qualified opinion on those statements on 19 August 2022.

### RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE 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 of the Company determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### 其他資料

貴公司董事須對其他資料承擔責任。其他資料包括 貴公司年報所包含之資料，惟綜合財務報表及吾等之核數師報告則除外。

吾等對綜合財務報表作出之意見並無涵蓋其他資料，而吾等不會對其他資料發表任何形式之鑒證結論。

就吾等審核綜合財務報表而言，吾等之責任為閱讀其他資料，並於此過程中考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉之資料嚴重不一致，或似乎存在重大錯誤陳述。

倘基於已履行之工作，吾等之結論為其他資料存在重大錯誤陳述，則吾等須報告該事實。誠如上文「保留意見之基準」一節所述，吾等未能從第1至2點取得充分恰當憑證。因此，吾等未能總結其他資料就此事項而言是否存在重大錯誤陳述。

### 其他事項

貴集團截至二零二二年三月三十一日止年度之綜合財務報表乃經另一名核數師審核，並於二零二二年八月十九日對該等報表發表了保留意見。

### 董事及審核委員會對綜合財務報表的責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實公平之綜合財務報表，以及 貴公司董事認為必要之內部監控，以使綜合財務報表之編製不存在由於欺詐或錯誤而導致之重大錯誤陳述。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

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

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

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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.

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

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

### 董事及審核委員會對綜合財務報表的 責任(續)

在編製綜合財務報表時，貴公司董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項(如適用)。除非貴公司董事有意將貴集團清盤，或停止營運，或除此之外並無其他實際可行的替代方案，否則貴公司董事須採用持續經營為會計基礎。

貴公司董事在審核委員會的協助下履行監督貴集團財務報告流程的職責。

### 核數師就審核綜合財務報表須承擔的 責任

吾等之目標為對綜合財務報表整體不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理鑒證，並發出載有吾等意見之核數師報告。吾等根據經協定的委聘條款，僅向閣下(作為整體)報告吾等之意見，除此之外不作其他用途。吾等概不就本報告之內容對任何其他人士負責或承擔任何責任。

合理鑒證屬高層次之鑒證，惟不能保證根據香港審計準則進行之審核工作總能察覺所存在之重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出之經濟決定時，則被視為重大錯誤陳述。

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

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，因應對該等風險設計及執行審核程序，以及獲取充足及適當的審核憑證，作為吾等提供意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

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

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

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

We also provide the Audit Committee of the Company 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 of related safeguards applied.

### 核數師就審核綜合財務報表須承擔的責任(續)

- 了解與審核相關的內部控制，以設計在有關情況下屬適當的審核程序，但目的並非對貴集團內部控制的成效發表意見。
- 評估貴公司董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。
- 總結董事採用持續經營會計基礎的適當性，並根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請注意綜合財務報表中的相關披露。假若有關的披露不足，則修訂吾等的意見。吾等的結論乃基於截至核數師報告日止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營業務。
- 評估綜合財務報表的整體列報方式、結構及內容(包括披露)事項以及綜合財務報表是否公平反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充足適當的審核憑證，以便對綜合財務報表發表意見。吾等負責集團審核的指導、監督及執行。吾等為審核意見承擔全部責任。

吾等與貴公司審核委員會就(其中包括)審核的計劃範圍及時間以及重大審核發現等進行溝通，包括吾等在審核中識別出內部控制的任何重大不足之處。

吾等亦向貴公司審核委員會提交聲明，表明吾等已符合有關獨立性的相關道德要求，並就所有被合理認為會影響吾等獨立性的關係及其他事項以及為消除威脅所採取的行動或運用的相關防範措施(如適用)與審核委員會溝通。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

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

**McMillan Woods (Hong Kong) CPA Limited**  
*Certified Public Accountants*

**Lo Ka Ki**  
Audit Engagement Director  
Practising Certificate Number P06633

24/F, Siu On Centre, 188 Lockhart Road,  
Wanchai, Hong Kong

18 April 2024

從與 貴公司審核委員會溝通的事項中，吾等決定哪些事項對本期綜合財務報表的審核最為重要，因而構成關鍵審核事項。吾等在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，若有合理預期於吾等報告中註明某事項造成的負面後果將超過其產生的公眾利益，則本行決定不應在報告中註明該事項。

**長青(香港)會計師事務所有限公司**  
*執業會計師*

**盧家麒**  
審計業務董事  
執業證書編號 P06633

香港灣仔  
駱克道188號兆安中心24樓

二零二四年四月十八日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

		Note	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		附註		
<b>Revenue</b>	<b>收益</b>	6	<b>45,369</b>	35,816
Cost of services rendered	所提供服務成本		<b>(38,320)</b>	(25,511)
Gross profit	毛利		<b>7,049</b>	10,305
Other income	其他收入	7	<b>924</b>	352
Loss on deemed disposal of an associate	視作出售聯營公司之虧損		–	(549)
Administrative expenses	行政開支		<b>(11,531)</b>	(9,290)
Finance costs	融資成本	8	<b>(28)</b>	(430)
Impairment losses on trade receivables	貿易應收款項減值虧損		<b>(664)</b>	–
Impairment losses on contract assets	合約資產減值虧損		<b>(21)</b>	–
<b>(Loss)/profit before tax</b>	<b>除稅前(虧損)/溢利</b>	8	<b>(4,271)</b>	388
Income tax expense	所得稅開支	10	<b>(373)</b>	–
(Loss)/profit for the year attributable to owners of the Company	本公司擁有人應佔年度(虧損)/溢利		<b>(4,644)</b>	388
<b>Other comprehensive income for the year</b>	<b>年內其他全面收益</b>			
Item that will not be reclassified subsequently to profit or loss:	期後不會重新分類至損益的項目：			
Fair value change on equity investment at fair value through other comprehensive income (“FVTOCI”)	按公平值計入其他全面收益(「按公平值計入其他全面收益」)之股權投資公平值變動		–	237
<b>Total comprehensive (loss)/income for the year attributable to owners of the Company</b>	<b>本公司擁有人應佔年度全面(虧損)/收益總額</b>		<b>(4,644)</b>	625
<b>(Loss)/earnings per share</b>	<b>每股(虧損)/盈利</b>			
Basic	基本	11	<b>HK(0.94) cents</b> 港仙	HK0.08 cents 港仙

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 March 2023 於二零二三年三月三十一日

		Note	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	-	78
Right-of-use assets	使用權資產	14	173	864
Equity investment at FVTOCI	按公平值計入其他全面 收益之股權投資	15	4,424	4,424
			<b>4,597</b>	5,366
<b>Current assets</b>	<b>流動資產</b>			
Trade and other receivables and contract assets	貿易及其他應收款項以及 合約資產	16	7,984	8,236
Tax recoverable	可收回稅項		344	31
Bank balances and cash	銀行結餘及現金		3,958	3,085
			<b>12,286</b>	11,352
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	17	7,339	1,830
Other borrowings	其他借款	18	5,500	5,500
Lease liabilities	租賃負債	19	180	700
			<b>13,019</b>	8,030
Net current (liabilities)/assets	流動(負債)/資產淨值		<b>(733)</b>	3,322
<b>Total asset less current liabilities</b>	<b>資產總值減流動負債</b>		<b>3,864</b>	8,688

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 March 2023 於二零二三年三月三十一日

		Note 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	19	-	180
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>3,864</b>	8,508
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	20(a)	4,930	4,930
Reserves	儲備		(1,066)	3,578
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>3,864</b>	8,508

These consolidated financial statements on pages 58 to 127 were approved and authorised for issue by the Board of Directors on 18 April 2024 and signed on its behalf by:

第58至127頁的該等綜合財務報表已於二零二四年四月十八日經董事會批准授權刊發，並由以下董事代表簽署：

Director  
董事  
**Chung Yuk Lun**  
鍾育麟

Director  
董事  
**Cao Dayong**  
曹大勇

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動報表

At 31 March 2023 於二零二三年三月三十一日

		Attributable to owners of the Company 本公司擁有人應佔					
		Issued capital	Share premium	Other reserves	Fair value reserve (non- recycling) 公平值儲備 (不可轉入 損益)	Accumulated profits/ (losses) 累計利潤/ (虧損)	Total equity 權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
			Note 20(b)(i) 附註20(b)(i)	Note 20(b)(ii) 附註20(b)(ii)	Note 20(b)(iii) 附註20(b)(iii)		
At 1 April 2021	於二零二一年四月一日	4,180	33,785	5,000	-	(45,128)	(2,163)
Loss and total comprehensive income for the year	年度虧損及全面收益 總額	-	-	-	237	388	625
Issue of share by placing	透過配售發行股份	750	9,525	-	-	-	10,275
Share issue expenses	股份發行開支	-	(229)	-	-	-	(229)
At 31 March 2022	於二零二二年三月三十一日	4,930	43,081	5,000	237	(44,740)	8,508
<b>At 1 April 2022</b>	<b>於二零二二年四月一日</b>	<b>4,930</b>	<b>43,081</b>	<b>5,000</b>	<b>237</b>	<b>(44,740)</b>	<b>8,508</b>
<b>Loss and total comprehensive loss for the year</b>	<b>年度虧損及全面虧損 總額</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(4,644)</b>	<b>(4,644)</b>
At 31 March 2023	於二零二三年三月三十一日	4,930	43,081	5,000	237	(49,384)	3,864

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

		Note	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		附註		
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>			
Cash generated from operations	經營所得現金	21(a)	126	57
Income taxes paid	已付所得稅		(686)	(153)
<b>Net cash used in operating activities</b>	<b>經營活動所用現金淨額</b>		<b>(560)</b>	(96)
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>			
Bank interest received	已收銀行利息		1	—
Payment for purchase of property, plant and equipment	購買物業、廠房及設備付款		—	(67)
Net cash generated from/(used in) investing activities	投資活動所得/(所用)現金淨額		1	(67)
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>			
Issue of shares	發行股份		—	10,046
Increase in amount due to ultimate holding company	應付最終控股公司款項增加		2,160	—
Repayment of term loan	償還定期貸款		—	(8,234)
Payment of lease liabilities and interests	租賃負債及利息付款		(728)	(757)
Interest paid	已付利息		—	(384)
<b>Net cash generated from financing activities</b>	<b>融資活動所得現金淨額</b>	21(b)	<b>1,432</b>	671
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等價物增加淨額</b>		<b>873</b>	508
<b>Cash and cash equivalents at beginning of year</b>	<b>年初現金及現金等價物</b>		<b>3,085</b>	2,577
<b>Cash and cash equivalents at end of year, represented by bank balances and cash</b>	<b>年末現金及現金等價物 (指銀行結餘及現金)</b>		<b>3,958</b>	3,085

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 1. GENERAL INFORMATION

China Come Ride New Energy Group Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited. The addresses of its registered office and principal place of business are Cricket Square Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and Unit E, 33/F., Legend Tower, 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong respectively.

The Company is an investment holding company. The Company and its subsidiaries (collectively, the “Group”) are principally engaged in provision of comprehensive architectural and structural engineering consultancy services. The principal activities of its subsidiaries are set out in note 26 to the consolidated financial statements.

In the opinion of the directors, the immediate and ultimate holding company of the Company is New Energy Business Cluster Company Limited, a company incorporated in the British Virgin Islands.

### 2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) and the applicable disclosure requirements of the Hong Kong Companies Ordinance.

All amounts have been rounded to the nearest thousand, unless otherwise indicated.

The Group incurred a loss of approximately HK\$4,644,000 for the year ended 31 March 2023 and as at 31 March 2023, the Group had net current liabilities of approximately HK\$733,000.

### 1. 一般資料

中國來騎哦新能源集團有限公司(「本公司」)為一間於開曼群島註冊成立的有限公司，其股份在香港聯合交易所有限公司GEM上市。其註冊辦事處地址及主要營業地點分別為Cricket Square Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands及香港九龍觀塘成業街7號寧晉中心33樓E室。

本公司為一間投資控股公司。本公司及其附屬公司(統稱「本集團」)主要從事提供全面的建築及結構工程顧問服務。其附屬公司的主要業務載於綜合財務報表附註26。

董事認為，本公司的直接及最終控股公司為 New Energy Business Cluster Company Limited (一間於英屬維爾京群島註冊成立之有限公司)。

### 2. 編製基準

該等綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)編製，其中包括所有適用的香港財務報告準則、香港會計準則(「香港會計準則」)以及解釋及香港公認會計原則。該等綜合財務報表符合香港聯合交易所有限公司GEM證券上市規則的適用披露規定(「GEM上市規則」)以及香港公司條例的適用披露規定。

除另有指明外，所有金額均已約整至最接近的千位數。

截至二零二三年三月三十一日止年度，本集團產生虧損約4,644,000港元，而於二零二三年三月三十一日，本集團的流動負債淨額約為733,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 2. BASIS OF PREPARATION (Continued)

Based on the net current liability position of the Group, the Group might have financial uncertainties which may cast significant doubt on the Group's ability to continue as a going concern. The directors have given careful consideration to the Group's financial performance, working capital, liquidity position and the stability of the Group's business, operations and relationships with its subcontractors, bankers and financial institutions. The directors have also prepared cash flow forecast of the Group for a period of next 12 months ending on 31 March 2024 and assessed whether any shortfall of funds in meeting the Group's liquidity requirements, and accordingly obtained interest-bearing borrowing facilities from a financial institution to an extend of HK\$10,000,000 to meet the potential shortfall. The Group has also been taking various cost control measures to tighten the costs of operations and implementing various strategies to enhance the revenue. In view of the above, the directors of the Company have a reasonable expectation that the Group has adequate financial resources to continue in operational existence for the foreseeable future.

### 3. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Basis of measurement

The measurement basis used in the preparation of these consolidated financial statements is historical cost, except for equity investment at fair value through other comprehensive income which have been measured at fair value.

#### (b) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries. The financial statements of the subsidiaries are prepared for the same reporting year as that of the Company using consistent accounting policies.

All intra-group balances, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated in full. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

### 2. 編製基準(續)

基於本集團的淨流動負債狀況，本集團財政方面可能存在不確定因素，並可能對本集團持續經營之能力構成重大疑慮。董事已審慎考慮本集團的財務表現、營運資金、流動資金狀況、本集團業務和營運的穩定性以及本集團與其分包商、往來銀行及金融機構的關係。董事亦已編製本集團截至二零二四年三月三十一日止未來十二個月期間的現金流量預測並評估資金是否不足以滿足本集團的流動資金需求，並據此向一間金融機構取得最多10,000,000港元之計息借款融資以填補潛在缺口。本集團亦一直採取各種成本控制措施縮減營運成本，並落實執行多項政策以增加收益。鑒於上文所述，本公司董事合理預期本集團具備足夠財務資源在可預見未來繼續營運。

### 3. 主要會計政策

#### (a) 計量基準

編製該等綜合財務報表時乃以歷史成本作為計量基準，惟按公平值計量的按公平值計入其他全面收益之股權投資除外。

#### (b) 綜合基準

本綜合財務報表包括本公司及其所有附屬公司的財務報表。附屬公司的財務報表乃採用與本公司財務報表一致的會計政策就相同報告年度編製。

集團成員公司間交易產生的所有集團內部各公司之間的結餘、交易、收入及開支以及損益均悉數抵銷。附屬公司的業績自本集團獲得控制權之日起綜合，直至失去控制權之日為止。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to profit or loss during the year in which they are incurred.

Depreciation is provided to write off the cost less accumulated impairment losses of property, plant and equipment over their estimated useful lives from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method, at the following rates per annum. Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis and depreciated separately:

Furniture and fixtures                      20%

#### (d) Subsidiaries

A subsidiary is an entity that is controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

In the Company's statement of financial position, which is presented within these notes, an interest in a subsidiary is stated at cost less impairment loss. The carrying amount of the interest in a subsidiary is reduced to its recoverable amount on an individual basis, if it is higher than the recoverable amount. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

### 3. 主要會計政策(續)

#### (c) 物業、廠房及設備

物業、廠房及設備以成本減累計折舊及減值虧損列賬。物業、廠房及設備項目的成本包括其購置價格及令資產達至其工作狀態及位置作擬定用途產生的任何直接應佔成本。維修及保養於其產生年度內自損益扣除。

物業、廠房及設備乃自彼等可供使用之日按彼等估計可使用年期及扣除彼等估計殘餘值後，以直線法按下列年率計提折舊，以撇銷成本減累計減值虧損。倘物業、廠房及設備項目各部分的可使用年期不同，則該項目的成本按合理基準分配並分開折舊：

傢具及裝置                                      20%

#### (d) 附屬公司

附屬公司乃由本集團控制之實體。當本集團能透過其參與承擔或享有實體可變回報之風險或權利並能夠向實體行使其權力影響回報時，本集團擁有實體之控制權。如果事實及情況表明一項或多項控制權因素發生變動，則本集團會重新評估其是否仍然控制著被投資公司。

於本公司財務狀況表(於該等附註呈列)內，於附屬公司之權益乃按成本減減值虧損列賬。倘附屬公司的權益之賬面值高於可收回款項，則個別削減至其可收回數額。附屬公司之業績由本公司按已收及應收股息入賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (e) Financial instruments

##### Financial assets

##### *Recognition and derecognition*

Financial assets are recognised when and only when the Group becomes a party to the contractual provisions of the instruments and on a trade date basis.

A financial asset is derecognised when and only when (i) the Group's contractual rights to future cash flows from the financial asset expire or (ii) the Group transfers the financial asset and either (a) it transfers substantially all the risks and rewards of ownership of the financial asset, or (b) it neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but it does not retain control of the financial asset.

##### *Classification and measurement*

Financial assets (except for trade receivables and contract assets) are initially recognised at their fair value plus, in the case of financial assets not carried at fair value through profit and loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial assets. Such trade receivables and contract assets are initially measured at their transaction price.

On initial recognition, a financial asset is classified as (i) measured at amortised cost; (ii) debt investment measured at fair value through other comprehensive income; (iii) equity investment measured at fair value through other comprehensive income; or (iv) measured at FVPL.

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets and the financial asset's contractual cash flow characteristics. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing them, in which case all affected financial assets are reclassified on the first day of the first annual reporting period following the change in the business model.

### 3. 主要會計政策(續)

#### (e) 金融工具

##### 金融資產

##### *確認及取消確認*

金融資產乃當及僅當本集團成為工具合約條文的訂約方時按交易日基準確認。

金融資產於且僅於以下情況時取消確認：(i)本集團對金融資產產生的未來現金流量的合約權利屆滿時或(ii)本集團轉讓金融資產及(a)本集團已轉移金融資產擁有權的絕大部分風險及回報；或(b)本集團既無轉移亦無保留該項金融資產擁有權的絕大部分風險及回報，但並無保留該項金融資產之控制權時。

##### *分類及計量*

倘屬並非按公平值計入損益(「公平值計入損益」)的金融資產，金融資產(貿易應收款項及合約資產除外)則初步按公平值加上收購金融資產直接應佔的交易成本確認。該等貿易應收款項及合約資產初步按交易價格計量。

於初始確認時，金融資產分類為(i)按攤銷成本計量；(ii)按公平值計入其他全面收益計量的債務投資；(iii)按公平值計入其他全面收益計量的股權投資；或(iv)按公平值計入損益計量。

金融資產在初始確認時根據本集團管理金融資產的業務模式及金融資產的合約現金流量特徵進行分類。除非本集團更改管理金融資產的業務模式，在此情況下，所有受影響的金融資產在業務模式發生變更後的首個年度報告期間的第一天進行重新分類，否則金額資產在初始確認後不得進行重新分類。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Financial instruments (Continued)

##### Financial assets (Continued)

##### *Financial assets measured at amortised cost*

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVPL:

- (i) it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- (ii) its 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 at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

The Group's financial assets at amortised cost include trade and other receivables, loan receivables and bank balances and cash.

##### **Equity investments at fair value through other comprehensive income**

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments that are not held for trading as at fair value through other comprehensive income.

Equity investments at fair value through other comprehensive income are subsequently measured at fair value with gains and losses arising from changes in fair values recognised in other comprehensive income and accumulated in the fair value reserve (non-recycling). On derecognition of an investment, the cumulative gains or losses previously accumulated in the fair value reserve (non-recycling) are not reclassified to profit or loss.

### 3. 主要會計政策(續)

#### (e) 金融工具(續)

##### 金融資產(續)

##### *按攤銷成本計量的金融資產*

當金融資產同時符合以下條件，且並無指定按公平值計入損益，則金融資產按攤銷成本計量：

- (i) 該金融資產由旨在透過持有金融資產收取合約現金流量的業務模式所持有；及
- (ii) 該金融資產的合約條款規定，在特定日期的現金流量僅用於支付本金及未償還本金的利息。

按攤銷成本計量的金融資產其後採用實際利率法計量，並可能受減值影響。減值、取消確認或攤銷過程中產生的收益及虧損於損益確認。

本集團按攤銷成本計量的金融資產包括貿易及其他應收款項、應收貸款以及銀行結餘及現金。

##### **按公平值計入其他全面收益的股權投資**

於初始確認時，本集團可按個別工具基準作出不可撤回的選擇，以指定非持作買賣的股權工具投資為按公平值計入其他全面收益。

按公平值計入其他全面收益的股權投資其後按公平值計量，其公平值變動產生的收益及虧損於其他全面收益確認及於公平值儲備(不可轉回)內累計。於終止確認投資時，先前於公平值儲備(不可轉回)內累計的累計收益或虧損不會重新分類至損益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Financial instruments (Continued)

##### Equity investments at fair value through other comprehensive income (Continued)

Dividends on these investments are recognised in profit or loss, unless the dividends clearly represent a recovery of part of the cost of the investment.

##### Financial liabilities

##### *Recognition and derecognition*

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

A financial liability is derecognised when and only when the liability is extinguished, that is, when the obligation specified in the relevant contract is discharged, cancelled or expires.

### 3. 主要會計政策(續)

#### (e) 金融工具(續)

##### 按公平值計入其他全面收益的股權投資(續)

除非能清晰顯示股息是用作填補一部分投資成本，否則該等投資的股息於損益內確認。

##### 金融負債

##### *確認及取消確認*

金融負債乃當及僅當本集團成為工具合約條文的訂約方時確認。

金融負債於且僅於負債終絕時方取消確認，即有關合約訂明的責任獲解除、註銷或屆滿時。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Financial instruments (Continued)

##### Financial liabilities (Continued)

##### Classification and measurement

Financial liabilities are initially recognised at their fair value plus, in the case of financial liabilities not carried at FVPL, transaction costs that are directly attributable to the issue of the financial liabilities.

The Group's financial liabilities include trade and other payables, other borrowings, term loan and bond payable. All financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

##### Impairment of financial assets

The Group recognises loss allowances for expected credit losses ("ECL") on financial assets that are measured at amortised cost. Except for the specific treatments as detailed below, at each reporting date, the Group measures a loss allowance for a financial asset at an amount equal to the lifetime ECL if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial asset at an amount equal to 12-month ECL.

Other financial assets measured at fair value are not subjected to ECL assessment.

### 3. 主要會計政策(續)

#### (e) 金融工具(續)

##### 金融負債(續)

##### 分類及計量

金融負債初步按公平值確認，而倘金融負債並非按公平值計入損益，則加發行金融負債直接應佔的交易成本。

本集團的金融負債包括貿易及其他應付款項、其他借款、定期貸款及應付債券。所有金融負債初步按公平值確認，其後採用實際利率法按攤銷成本計量，除非貼現影響並不重大，則按成本列賬。

##### 金融資產減值

本集團就按攤銷成本計量的金融資產的預期信貸虧損(「預期信貸虧損」)確認虧損撥備。除下文詳述的具體處理外，於各報告日期，倘金融資產的信貸風險自初始確認以來大幅增加，本集團就該金融資產按等同全期預期信貸虧損的金額計量虧損撥備。倘金融資產的信貸風險自初始確認以來並無大幅增加，本集團就該金融資產按等同12個月預期信貸虧損的金額計量虧損撥備。

按公平值計量的其他金融資產無須進行預期信貸虧損評估。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Financial instruments (Continued)

##### Impairment of financial assets (Continued)

##### Measurement of ECL

ECL is a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument.

For financial assets, a credit loss is the present value of the difference between the contractual cash flows that are due to an entity under the contract and the cash flows that the entity expects to receive.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument while 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Where ECL is measured on a collective basis, the financial instruments are grouped together based on the past due information.

Loss allowance is remeasured at each reporting date to reflect changes in the financial instrument's credit risk and loss since initial recognition. The resulting changes in the loss allowance are recognised as an impairment gain or loss in profit or loss with a corresponding adjustment to the carrying amount of the financial instrument.

### 3. 主要會計政策(續)

#### (e) 金融工具(續)

##### 金融資產減值(續)

##### 預期信貸虧損的計量

預期信貸虧損乃於金融工具預期年內以概率加權估計的信貸虧損(即所有現金缺額的現值)。

就金融資產而言，信貸虧損指根據合約應付實體的合約現金流量與實體預計會收取的現金流量之間的差額的現值。

全期預期信貸虧損指於金融工具的預期年內因所有可能違約事件而產生的預期信貸虧損。而12個月預期信貸虧損指因於報告日期後12個月內可能發生的金融工具相關違約事件而預期產生的部分全期預期信貸虧損。

倘預期信貸虧損按集體基準計量，金融工具根據逾期資料統一進行分組。

虧損撥備於各報告日期重新計量以反映初步確認以來金融工具信貸風險及虧損的變動。虧損撥備得出的變動於損益確認為減值盈虧並對金融工具賬面值作相應調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Financial instruments (Continued)

##### Impairment of financial assets (Continued)

###### Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that the Group may not receive the outstanding contractual amounts in full if the financial asset that meets any of the following criteria.

- (i) 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); or
- (ii) there is a breach of financial covenants by the counterparty.

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

###### Assessment of significant increase in credit risk

In assessing whether the credit risk on a financial instrument 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.

### 3. 主要會計政策(續)

#### (e) 金融工具(續)

##### 金融資產減值(續)

###### 違約的定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，因為歷史經驗顯示如金融資產符合以下任何一項準則，本集團或未能悉數收回未償還合約金額。

- (i) 有內部衍生資料或取自外部來源資料顯示債務人不大可能悉數向其債權人(包括本集團)支付欠款(未考慮本集團所持任何抵押品)；或
- (ii) 交易對手方有違反財務契諾。

不論上述分析如何，本集團認為，倘金融資產逾期超過90天，則發生違約事件，除非本集團具有說明更寬鬆的違約標準更為合適的合理而具理據的資料，則作別論。

###### 信貸風險顯著增加的評估

評估金融工具的信貸風險自初步確認以來有否顯著增加時，本集團會將截至報告日期金融工具發生違約的風險，與截至初步確認日期金融工具發生違約的風險比較。作出此評估時，本集團會同時考慮合理和可靠的定量及定性資料，包括無須付出過多成本或努力後即可獲得的歷史經驗及前瞻性資料。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Financial instruments (Continued)

##### Impairment of financial assets (Continued)

##### Assessment of significant increase in credit risk (Continued)

In particular, the following information is taken into account in the assessment:

- the debtor's failure to make payments of principal or interest on the due dates;
- an actual or expected significant deterioration in the financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- actual or expected changes in the technological, market, economic or legal environment that have or may have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 30 days past due.

Notwithstanding the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

### 3. 主要會計政策(續)

#### (e) 金融工具(續)

##### 金融資產減值(續)

##### 信貸風險顯著增加的評估(續)

評估時特別會考慮以下資料：

- 債務人未能於到期日支付本金或利息款項；
- 金融工具的外部或內部信貸評級(如可獲得)有實際或預期的顯著惡化；
- 債務人的經營業績有實際或預期的顯著惡化；及
- 技術、市場、經濟或法律環境方面有實際或預期的變化而會或可能會對債務人履行其對本集團的責任有重大不利影響。

無論上述評估結果如何，倘合約款項逾期超過30天，本集團推定金融工具的信貸風險已自初始確認以來顯著增加。

儘管有前述分析，如金融工具於報告日期被釐定為具有低信貸風險，本集團會假設金融工具的信貸風險自初步確認以來無顯著增加。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Financial instruments (Continued)

##### Impairment of financial assets (Continued)

###### Low credit risk

A financial instrument is determined to have low credit risk if:

- (i) it has a low risk of default;
- (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The financial instruments are determined to have low credit risks are set out in note 23 to the consolidated financial statements.

###### Simplified approach of ECL

For trade receivables, the Group applies a simplified approach in calculating ECL. The Group recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

###### Credit-impaired financial asset

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

- (a) significant financial difficulty of the issuer or the borrower.

### 3. 主要會計政策(續)

#### (e) 金融工具(續)

##### 金融資產減值(續)

###### 低信貸風險

如有下列情況，金融工具會被釐定為具有低信貸風險：

- (i) 其具低違約風險；
- (ii) 借款人有強大實力履行其近期合約現金流量責任；及
- (iii) 較長遠的經濟及營商條件的不利變動可能(但不一定)會減低借款人履行其合約現金流量責任的能力。

釐定為具有低信貸風險的金融工具載於本綜合財務報表附註23。

###### 預期信貸虧損的簡化方法

就貿易應收款項而言，本集團應用簡化方法計算預期信貸虧損。本集團根據於各報告日期之全期預期信貸虧損確認虧損撥備，並已基於本集團過往信貸虧損經驗設立一個撥備矩陣，其已就債務人特定的前瞻性因素及經濟環境作出調整。

###### 有信貸減值的金融資產

當發生對金融資產的估計未來現金流量產生不利影響的一件或多件事件之時，該金融資產即屬有信貸減值。金融資產有信貸減值的憑證包括以下事件的可觀察數據：

- (a) 發行人或借款人陷入嚴重財困。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Financial instruments (Continued)

##### Impairment of financial assets (Continued)

##### *Credit-impaired financial asset (Continued)*

- (b) a breach of contract, such as a default or past due event.
- (c) 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.
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.
- (e) the disappearance of an active market for that financial asset because of financial difficulties.
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

##### **Write-off**

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. The Group has a policy of writing off the gross carrying amount when the financial asset is 2 years past due based on historical experience of recoveries of similar assets. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities under the Group's procedures for recovery of amounts due, taking into account legal advice if appropriate. Any subsequent recovery is recognised in profit or loss.

### 3. 主要會計政策(續)

#### (e) 金融工具(續)

##### 金融資產減值(續)

##### *有信貸減值的金融資產(續)*

- (b) 違反合約，例如違約或逾期事件等。
- (c) 借款人的放款人因關乎借款人財困的經濟或合約理由，授予借款人放款人原應不會考慮授出的讓步。
- (d) 借款人可能破產或進行其他財務重組。
- (e) 金融資產因財困而失去其活躍市場。
- (f) 以大幅折扣購買或源生一項金融資產，由此反映了招致信貸虧損的情況。

##### **撇銷**

當本集團沒有合理預期可收回金融資產全部或部分合約現金流量時，則本集團撇銷該金融資產。本集團之政策為當金融資產根據收回類似資產之過往經驗已逾期兩年，則撇銷總賬面值。本集團預期不會從撇銷金額中大幅收回。然而，被撇銷之金融資產仍可能受本集團考慮法律意見(如適當)後強制執行收回到期款項程序之行動所規限。任何其後之收回於損益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (f) Impairment of non-financial assets

At the end of each reporting period, the Group reviews internal and external sources of information to assess whether there is any indication that its property, plant and equipment, right-of-use assets and interests in associates may be impaired or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs of disposal and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. a cash-generating unit).

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 cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense in profit or loss immediately.

A reversal of impairment losses is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment losses is recognised as income in profit or loss immediately.

#### (g) Revenue recognition

##### Rental income

Rental income under operating leases is recognised when the assets are let out and on the straight-line basis over the lease term.

### 3. 主要會計政策(續)

#### (f) 非金融資產減值

於各報告期末，本集團均會審閱內部及外部資訊來源，從而評估其物業、廠房及設備、使用權資產及於聯營公司的權益有否出現可能減值或先前已確認的減值虧損已不再存在或可能減少的任何跡象。如有任何該等跡象存在，資產的可收回金額會根據其公平價值減去出售成本及其使用價值的較高者估計得出。當個別資產的可回收金額不可能被估計時，本集團會獨立估算產生現金流量之最小資產組別的可回收金額(即現金產生單位)。

如估計資產或現金產生單位的可收回金額低於其賬面值，該資產或現金產生單位之賬面值調低至其可收回金額。減值虧損即時於損益內確認為開支。

減值虧損的撥回不得超逾該資產或現金產生單位在過往年度未確認減值虧損而應釐定的賬面值。減值虧損的撥回即時於損益內確認為收入。

#### (g) 收益確認

##### 租金收入

經營租賃之租金收入於資產出租時以直線法按有關租賃之年期確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Revenue recognition (Continued)

##### Revenue from contracts with customers within HKFRS 15

##### *Nature of goods or services*

The nature of the goods or services provided by the Group is provision of comprehensive architectural and structural engineering consultancy services.

##### *Identification of performance obligations*

At contract inception, the Group assesses the goods or services promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

- (a) a good or service (or a bundle of goods or services) that is distinct; or
- (b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

A good or service that is promised to a customer is distinct if both of the following criteria are met:

- (a) the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer (i.e. the good or service is capable of being distinct); and
- (b) the Group's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the good or service is distinct within the context of the contract).

### 3. 主要會計政策(續)

#### (g) 收益確認(續)

香港財務報告準則第15號範圍內來自客戶合約的收益

##### *貨物或服務的性質*

本集團所提供貨物或服務的性質為提供全面建築及結構工程顧問服務。

##### *履約責任的識別*

於合約開始時，本集團評估與客戶所簽訂合約中承諾的貨物或服務，並識別應作為一項履約責任向客戶轉讓以下任何一項的承諾：

- (a) 明確區別的貨物或服務(或一組貨物或服務)；或
- (b) 一系列大致相同且轉讓給客戶的模式相同的明確區別貨物或服務。

倘符合以下全部標準，承諾給予客戶的貨物或服務屬明確區別的貨物或服務：

- (a) 客戶能透過客戶自身或連同客戶的其他可得資源從貨物或服務中獲益(即貨物或服務能夠明確區別)；及
- (b) 本集團向客戶轉讓貨物或服務的承諾能明確與合約中其他承諾區別(即轉讓貨物或服務的承諾在合約範圍內能明確區別)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Revenue recognition (Continued)

##### Revenue from contracts with customers within HKFRS 15 (Continued)

##### Timing of revenue recognition

Revenue is recognised when (or as) the Group satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The Group transfers control of a good or service over time and, therefore, satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- (a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- (b) the Group's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or
- (c) 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.

If a performance obligation is not satisfied over time, the Group satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Group considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

Service income from provision of comprehensive architectural and structural engineering consultancy services is recognised over time when the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs, or when the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.

### 3. 主要會計政策(續)

#### (g) 收益確認(續)

香港財務報告準則第15號範圍內來自客戶合約的收益(續)

##### 收益確認的時間

當(或隨著)本集團透過向客戶轉讓承諾的貨物或服務(即資產)履行履約責任時,收益予以確認。資產在(或隨著)客戶獲得資產的控制權時轉讓。

本集團隨時間轉讓貨物或服務的控制權,因此,倘滿足以下其中一項標準,本集團履行履約責任並隨時間確認收益:

- (a) 客戶於本集團履約時同時獲得及消費本集團的履約行為所提供的利益;
- (b) 本集團的履約行為創造或改良客戶在資產被創造或改良時已控制的資產(如在建工程);或
- (c) 本集團的履約行為不會創造可由本集團另作他用的資產,且本集團對迄今已完成的履約付款擁有可強制執行的權利。

倘本集團並非隨時間履行履約責任,當客戶獲得所承諾資產的控制權時,本集團於某一時點履行履約責任。在釐定控制權何時轉讓時,本集團會考慮控制權的概念以及法定所有權、實質佔有、付款權、資產擁有權的重大風險及回報以及客戶接收等指標。

倘客戶於本集團履約時同時獲得及消費本集團的履約行為所提供的利益或倘本集團的履約行為創造或改良客戶在資產被創造或改良時已控制的資產,則提供全面建築及結構工程顧問服務所得服務收入隨時間確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Revenue recognition (Continued)

##### Revenue from contracts with customers within HKFRS 15 (Continued)

##### Timing of revenue recognition (Continued)

For revenue recognised over time under HKFRS 15, provided the outcome of the performance obligation can be reasonably measured, the Group applies the input method (i.e. based on the proportion of the actual inputs deployed to date as compared to the estimated total inputs) to measure the progress towards complete satisfaction of the performance obligation because there is a direct relationship between the Group's inputs and the transfer of control of goods or services to the customers and reliable information is available to the Group to apply the method. Otherwise, revenue is recognised only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation. The principal input applied in input methods is labour hours and/or third party and related party costs incurred.

##### Variable consideration

If the consideration promised in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the promised goods or services to a customer. The variable consideration is estimated by using either the expected-value or the most-likely-amount method whichever is better to predict the entitled amount. The estimated variable consideration is then included in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised of the contract will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

##### Interest income

Interest income from financial assets is recognised using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the assets while it is applied to the amortised cost (i.e. the gross carrying amount net of loss allowance) in case of credit-impaired financial assets.

### 3. 主要會計政策(續)

#### (g) 收益確認(續)

##### 香港財務報告準則第15號範圍內來自客戶合約的收益(續)

##### 收益確認的時間(續)

就根據香港財務報告準則第15號隨時間推移確認的收益而言，倘履約責任的結果能合理計量，本集團則應用輸入法(即按迄今的實際投入與估計總投入的比例)以計量完成履約責任的進度，原因為本集團的投入與轉讓貨物或服務的控制權予客戶之間有直接關係及有可靠資料供本集團採用該方法。否則，僅以所產生成本為限確認收益，直至其可合理計量履約責任的結果。輸入法中應用的主要投入為勞動時間及／或產生的第三方及關連方成本。

##### 可變代價

倘於合約中承諾之代價包括可變金額，本集團估計其將有權就向客戶轉遞所承諾貨物或服務換取之代價金額。可變代價使用預期價值或最可能金額法(以較佳預測有權獲得的金額者為準)估計。估計可變代價其後計入交易價格中，僅限於有關計入於日後當於可變代價相關之不確定性其後獲得解決時導致確認合約之重大累計收益撥回的可能性極微。

##### 利息收入

金融資產利息收入以實際利率法確認。就按攤銷成本計量而無信貸減值的金融資產而言，實際利率應用於資產的賬面總值，如屬有信貸減值的金融資產則應用於攤銷成本(即賬面總值減去虧損撥備)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (h) Contract assets and contract liabilities

If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, the contract is presented as a contract asset, excluding any amounts presented as a receivable. Conversely, if a customer pays consideration, or the Group has a right to an amount of consideration that is unconditional, before the Group transfers a good or service to the customer, the contract is presented as advance payments from customers when the payment is made or the payment is due (whichever is earlier). A receivable is the Group's right to consideration that is unconditional or only the passage of time is required before payment of that consideration is due.

For a single contract or a single set of related contracts, either a net contract asset or a net advance payment from customers is presented. Contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

It is common for the Group to receive from the customer the whole or some of the contractual payments before the goods are delivered (i.e. the timing of revenue recognition for such transactions). The Group recognises a contract liability until it is recognised as revenue. During that period, any significant financing components, if applicable, will be included in the contract liability and will be expensed as accrued unless the interest expense is eligible for capitalisation.

On the other hand, in accordance with the standard payment schedules of the Group, payments are normally not due or received from the customer until the services are completed or when the goods are delivered. However, for such transactions, revenue is recognised over time and therefore, a contract asset is recognised until it becomes a receivable or payments are received. During that period, any significant financing components, if applicable, will be included in the contract asset and recognised as interest income.

### 3. 主要會計政策(續)

#### (h) 合約資產及合約負債

倘本集團於客戶支付代價前或在支付到期應付前將貨品或服務轉移予客戶，合約將呈列為合約資產，不包括呈列為應收款項之任何金額。相反，倘於本集團向客戶轉讓貨品或服務前，客戶支付代價，或本集團有權無條件取得代價金額，則合約將於作出付款或付款到期應付(以較早者為準)時呈列為客戶墊款。應收款項為本集團無條件或在支付到期代價前僅需時間流逝之取得代價權利。

單一合約或一組相關合約以合約資產淨值或客戶墊款淨額呈列。無關合約之合約資產及合約負債並不按淨額基準呈列。

本集團於貨物交付前(即有關交易的收益確認時間)自客戶收取全部或部分合約款項屬常見。本集團確認合約負債直至合約負債確認為收益。於該期間，除非利息開支合資格資本化，任何重大融資成分(如適用)將計入合約負債並將按應計開支支銷。

此外，根據本集團的標準付款時間，於服務完成前或交付貨物前，客戶通常無須亦不會付款。然而，就該等交易而言，收益隨時間確認，因此確認合約資產直至其成為應收款項或已收取付款。於該期間，任何重大融資成分(倘適用)將於合約資產入賬並確認為利息收入。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (i) Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value.

#### (j) Foreign currency translation

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The Company’s functional currency is Hong Kong dollars (“HK\$”).

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

#### (k) Lease

The Group assesses whether a contract is, or contains, a lease at inception of the contract. 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.

### 3. 主要會計政策(續)

#### (i) 現金及現金等價物

就綜合現金流量表而言，現金等價物指可隨時轉換為已知金額現金且價值變動風險不大的短期高流動性投資。

#### (j) 外幣換算

綜合財務報表所列項目乃按實體經營所在的主要經濟環境的貨幣(「功能貨幣」)計量。本集團的功能貨幣為港元(「港元」)。

外幣交易均按交易當日的現行匯率換算為功能貨幣。因該等交易結算及按年末匯率換算以外幣計值之貨幣資產及負債而產生之匯兌收益及虧損，均於損益中確認。

#### (k) 租賃

本集團於合約開始時評估合約是否屬於租賃或包含租賃。倘合約賦予權利於一段時間內控制已識別資產的用途以換取代價，則該合約為租賃或包含租賃。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Lease (Continued)

##### As lessee

The Group applies the recognition exemption to short-term leases and low-value asset leases. Lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Group accounts for each lease component within a lease contract as a lease separately. The Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component.

Amounts payable by the Group that do not give rise to a separate component are considered to be part of the total consideration that is allocated to the separately identified components of the contract.

The Group recognises a right-of-use asset and a lease liability at the commencement date of the lease.

The right-of-use asset is initially measured at cost, which comprises

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

### 3. 主要會計政策(續)

#### (k) 租賃(續)

##### 作為承租人

本集團對短期租賃及低價值資產租賃應用確認豁免。該等租賃相關租賃付款按直線法於租期內確認為開支。

本集團對於租賃合約內各個租賃組成部分單獨入賬作為一項租賃。本集團根據租賃組成部分的相對單獨價格將合約代價分配至各個租賃組成部分。

本集團未產生單獨組成部分之應付款項被視作分配至合約單獨已識別組成部分總代價的一部分。

本集團於租賃開始日期確認使用權資產及租賃負債。

使用權資產乃按成本進行初步計量，其中包括

- (a) 租賃負債初步計量金額；
- (b) 於開始日期或之前作出的任何租賃付款，減已收取的任何租賃優惠；
- (c) 本集團產生的任何初始直接成本；及
- (d) 本集團拆除及移除相關資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態將予產生的估計成本，除非該等成本乃因生產存貨而產生。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (k) Lease (Continued)

##### As lessee (Continued)

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability. Depreciation is provided on a straight-line basis over the shorter of the lease term and the estimated useful lives of the right-of-use asset (unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise a purchase option — in which case depreciation is provided over the estimated useful life of the underlying asset) as follows:

Office premises	2 years
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The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date of the contract.

The lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

- (a) fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- (b) variable lease payments that depend on an index or a rate;
- (c) amounts expected to be payable under residual value guarantees;
- (d) exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- (e) payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

### 3. 主要會計政策(續)

#### (k) 租賃(續)

##### 作為承租人(續)

其後，使用權資產按成本減任何累計折舊及任何累計減值虧損計量，並就租賃負債的任何重新計量作出調整。於租賃期及使用權資產之估計可使用年期之較短者按直線法計提折舊(除非租賃於租賃期結束前將相關資產所有權轉移至本集團或倘使用權資產的成本反映本集團將行使購買選擇權 — 在該情況下，將於相關資產的估計可使用年內計提折舊)如下：

辦公室物業	兩年
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租賃負債乃按於合約開始日期尚未支付的租賃付款現值進行初步計量。

計入租賃負債計量的租賃付款包括下列就於租期內使用相關資產權利且於開始日期尚未支付的付款：

- (a) 固定付款(包括實際固定付款)減任何應收租賃優惠；
- (b) 取決於一項指數或比率的可變租賃付款；
- (c) 根據剩餘價值擔保預期應付的款項；
- (d) 購買權的行使價(倘本集團合理確定行使該權利)；及
- (e) 終止租賃的罰款付款(倘租期反映本集團行使選擇權終止租賃)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Lease (Continued)

##### As lessee (Continued)

The lease payments are discounted using the interest rate implicit in the lease, or where it is not readily determinable, the incremental borrowing rate of the lessee.

Subsequently, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

The lease liability is remeasured using a revised discount rate when there are changes to the lease payments arising from a change in the lease term or the reassessment of whether the Group will be reasonably certain to exercise a purchase option.

The Group recognises the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in profit or loss.

A lease modification is accounted for as a separate lease if:

- (a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- (b) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

### 3. 主要會計政策(續)

#### (k) 租賃(續)

##### 作為承租人(續)

租賃付款使用租賃的隱含利率貼現，或倘該利率無法可靠地釐定，則採用承租人的增量借款利率。

其後，租賃負債透過增加賬面值以反映租賃負債利息及調減賬面值以反映已付租賃付款進行計量。

當租賃期出現變動而產生租賃付款變動或重新評估本集團是否將合理確定行使購買選擇權時，租賃負債使用經修訂貼現率進行重新計量。

本集團將租賃負債重新計量金額確認為對使用權資產的調整。倘使用權資產賬面值減少至零且於租賃負債計量進一步調減，本集團將於損益中確認任何重新計量的剩餘金額。

倘出現以下情況，租賃修改則作為單獨租賃入賬：

- (a) 該修改透過增加一項或以上相關資產的使用權利而擴大租賃範圍；及
- (b) 租賃代價增加金額相當於經擴大範圍對應單獨價格及為反映特定合約的情況而對該單獨價格進行的任何適當調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (k) Lease (Continued)

##### As lessee (Continued)

When a lease modification is not accounted for as a separate lease, at the effective date of the lease modification,

- (a) the Group allocates the consideration in the modified contract on the basis of relative stand-alone price as described above.
- (b) the Group determines the lease term of the modified contract.
- (c) the Group remeasures the lease liability by discounting the revised lease payments using a revised discount rate over the revised lease term.
- (d) for lease modifications that decrease the scope of the lease, the Group accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognising any gain or loss relating to the partial or full termination of the lease in profit or loss.
- (e) for all other lease modifications, the Group accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.

##### As lessor

The Group classifies each of its leases as either a finance lease or an operating lease at the inception date of the lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and sublease as two separate contracts. The sublease is classified as an operating lease if the head lease is a short-term lease to which the Group has applied the recognition exemption. Otherwise, the sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

### 3. 主要會計政策(續)

#### (k) 租賃(續)

##### 作為承租人(續)

當租賃修改並未於租賃修改生效日期作為單獨租賃入賬，

- (a) 本集團根據上述相對單獨價格將代價分配至經修訂合約。
- (b) 本集團釐定經修訂合約的租賃期。
- (c) 本集團透過於經修訂租賃期使用經修訂貼現率對經修訂租賃付款進行貼現以重新計量租賃負債。
- (d) 就縮減租賃範圍的租賃修改而言，本集團透過減少使用權資產賬面值將租賃負債重新計量入賬，以反映部分或全面終止該租賃及於損益中確認任何與部分或全面終止該租賃相關的收益或虧損。
- (e) 就所有其他租賃修改而言，本集團透過對使用權資產作出相應調整，對租賃負債進行重新計量。

##### 作為出租人

本集團於租賃開始日期將其各項租賃分類為融資租賃或經營租賃。倘租賃將相關資產所有權的絕大部分風險及回報轉讓，則該租賃分類為融資租賃。所有其他租賃分類為經營租賃。

當本集團為中介出租人時，其將主租賃及分租賃入賬列為兩份獨立合約。倘主租賃為本集團已應用確認豁免的短期租賃，則分租賃分類為經營租賃。否則，分租賃將參考主租賃產生的使用權資產分類為融資或經營租賃。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (k) Lease (Continued)

##### As lessor – operating lease

The Group applies the derecognition and impairment requirements in HKFRS 9 to the operating lease receivables.

A modification to an operating lease is accounted for as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

#### (l) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount of obligation can be made. Expenditures for which a provision has been recognised are charged against the related provision in the year in which the expenditures are incurred. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount provided is the present value of the expenditures expected to be required to settle the obligation. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

#### (m) Employee benefits

##### Short term employee benefits

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees.

##### Defined contribution plans

The obligations for contributions to defined contribution retirement scheme are recognised as an expense in profit or loss as incurred. The assets of the scheme are held separately from those of the Group in an independently administered fund.

### 3. 主要會計政策(續)

#### (k) 租賃(續)

##### 作為出租人 — 經營租賃

本集團對經營租賃應收款項應用香港財務報告準則第9號的取消確認及減值規定。

對經營租賃的修訂由修訂生效日期起入賬列作一項新租賃，與原租賃有關的預付或應計租賃款項視作新租賃的部分租賃款項。

#### (l) 撥備

撥備於本集團因過往事件而擁有當前的法定或推定義務，為履行該義務很可能將需要有經濟利益流出，且義務的金額能夠可靠計量時確認。已確認撥備的支出自支出產生當年的相關撥備中扣除。撥備於各報告期末檢討並作出調整，以反映當前最佳估計。倘貨幣的時間價值影響屬重大，則撥備金額為履行義務預期將需要的支出的現值。倘本集團預期一項撥備將獲補償，則僅在補償實際確定時，將補償確認為獨立資產。

#### (m) 僱員福利

##### 短期僱員福利

薪金、年度花紅、有薪年假及非貨幣福利成本於僱員提供相關服務年度內應計。

##### 定額供款計劃

定額供款退休計劃之供款責任於產生時在損益中確認為開支。計劃之資產以獨立管理基金形式與本集團之資產分開處理。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (n) Taxation

The charge for current income tax is based on the results for the year as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, any deferred tax arising from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss is not recognised.

The deferred tax liabilities and assets are measured at the tax rates that are expected to apply to the year when the asset is recovered or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

#### (o) Borrowing costs

Borrowing costs incurred, net of any investment income on the temporary investment of the specific borrowings, that are directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

### 3. 主要會計政策(續)

#### (n) 稅項

即期所得稅支出乃根據本全年業績就免課稅或不可扣減項目作調整，並按於報告期末時已實施或大致實施之稅率計算。

遞延稅項乃採用負債法，就資產與負債之稅基與其於綜合財務報表賬面值兩者於報告期末時之所有暫時性差異作出撥備。然而，倘在交易中首次確認資產或負債所產生之任何遞延稅項(業務合併者除外)，於交易時並無影響會計溢利或應課稅溢利或虧損，則不會確認遞延稅項。

遞延稅項負債及資產根據於報告期末時已實施或大致實施之稅率及稅務法例，按預計適用於收回資產或負債償還年度之稅率計量。

遞延稅項資產乃根據有可能獲得之未來應課稅溢利可與可扣除臨時差異、稅務虧損及信貸抵免互相抵銷時予以確認。

#### (o) 借款成本

已產生之借款成本(有關直接用於收購、建築或製造合資格資產(即須長時間方可用於擬定用途或出售之資產)，扣除該特定借款之暫時投資所得之任何投資收入)須撥充資本，作為該等資產之部分成本。倘該等資產大致完成可作擬定用途或出售時，有關借款成本將停止撥充資本。所有其他借款成本於其產生期間確認為開支。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 4. CHANGES IN ACCOUNTING POLICIES

#### Adoption of new/revised HKFRSs

##### (a) Application of new and revised HKFRSs

The Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to Accounting Guideline 5 (Revised)	Merger Accounting for Common Control Combinations
Annual Improvements to HKFRSs 2018–2020	Amendments to HKFRS 1, HKFRS 9, HKFRS 16 and HKAS 41
Amendments to Accounting Guideline 5	Merger accounting for Common Control Combinations
Amendments to HKAS 12	International Tax Reform — Pillar Two Model Rules*

\* Entities are required to apply the temporary exception to account for deferred taxes related to Pillar Two income taxes immediately upon the issuance of the Amendments, and to provide the new disclosures as set out in the Amendments for annual reporting periods beginning on or after 1 January 2023.

The application of the Amendments to HKFRSs in the current year 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 these consolidated financial statements.

### 4. 會計政策變動

#### 採納新訂／經修訂香港財務報告準則

##### (a) 應用新訂及經修訂香港財務報告準則

本集團於編製綜合財務報表時已首次應用以下由香港會計師公會頒佈，並於二零二二年四月一日或之後開始的年度期間強制生效的香港財務報告準則的修訂本：

香港財務報告準則第3號(修訂本)	對概念框架的提述
香港會計準則第16號(修訂本)	物業、廠房及設備：作擬定用途前的所得款項
香港會計準則第37號(修訂本)	虧損性合約 — 履行合約的成本
會計指引第5號(經修訂)(修訂本)	共同控制合併的合併會計法
香港財務報告準則二零一八年至二零二零年之年度改進	香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號及香港會計準則第41號(修訂本)
會計指引第5號(修訂本)	共同控制下合併的合併會計法
香港會計準則第12號(修訂本)	國際稅務改革 — 第二支柱範本規則*

\* 修訂本發佈後，各實體必須立即應用臨時例外情況來核算與第二支柱所得稅相關的遞延稅款，並按照修訂本的規定，為二零二三年一月一日或之後開始的年度報告期提供新披露。

於本年度應用香港財務報告準則的修訂本對本集團於本年度及過往年度的財務狀況及表現及／或該等綜合財務報表所載之披露事項並無重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 4. CHANGES IN ACCOUNTING POLICIES (Continued)

#### Adoption of new/revised HKFRSs (Continued)

##### (b) New and revised HKFRSs in issue but not yet effective

The Group has not applied any new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 April 2022. These new and revised HKFRSs include the following which may be relevant to the Group.

### 4. 會計政策變動(續)

#### 採納新訂／經修訂香港財務報告準則(續)

##### (b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並未應用任何已頒佈但尚未在於二零二二年四月一日開始的財政年度生效的新訂及經修訂香港財務報告準則。該等新訂及經修訂香港財務報告準則包括以下可能與本集團有關的內容。

	<b>Effective for accounting periods beginning on or after 於以下日期或之後 開始的會計期間生效</b>
Amendments to HKAS 1 – Classification of Liabilities as Current or Non-current 香港會計準則第1號(修訂本) – 負債分類為流動或非流動	1 January 2024 二零二四年一月一日
Amendments to HKAS 1 – Non-current Liabilities with Covenants 香港會計準則第1號(修訂本) – 附帶契諾的非流動負債	1 January 2024 二零二四年一月一日
Amendments to HKAS 1 and HKFRS Practice Statement 2 – Disclosure of Accounting Policies 香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本) – 會計政策披露	1 January 2023
Amendments to HKAS 8 – Definition of Accounting Estimates 香港會計準則第8號(修訂本) – 會計估計之定義	1 January 2023 二零二三年一月一日
Amendments to HKAS 12 – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction 香港會計準則第12號(修訂本) – 與單一交易產生的資產及負債相關的遞延稅項	1 January 2023 二零二三年一月一日
Amendments to HKFRS 16 – Lease Liability in a Sales and Leaseback 香港財務報告準則第16號(修訂本) – 售後租回之租賃負債	1 January 2024 二零二四年一月一日
Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 香港財務報告準則第10號及香港會計準則第28號(修訂本) – 投資者與其聯營公司或合營企業之間的資產出售或注資	To be determined 待定
Hong Kong Interpretation 5 (Revised) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause 香港詮釋第5號(經修訂)財務報表的呈列 – 借款人對包含按要求償還條款的定期貸款的分類	1 January 2024 二零二四年一月一日
Amendments to HKAS 7 and HKFRS 7 – Supplier Finance Arrangements 香港會計準則第7號及香港財務報告準則第7號(修訂本) – 供應商融資安排	1 January 2024 二零二四年一月一日
Amendments to HKAS 21 – Lack of Exchangeability 香港會計準則第21號(修訂本) – 缺乏交換性	1 January 2025 二零二五年一月一日

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正在評估此等修訂本及新準則在首次應用期間的預期影響。迄今為止，其結論為採納此等準則不太可能對綜合財務報表構成重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 5. CRITICAL JUDGEMENTS AND ACCOUNTING ESTIMATES

Estimates and assumptions concerning the future and judgements are made by the management in the preparation of the consolidated financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Where appropriate, revisions to accounting estimates are recognised in the period of revision and future periods, in case the revision also affects future periods.

#### Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

##### (a) Going concern basis

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the successful outcome and measure implemented, at a level sufficient to finance the working capital requirements of the Group. Details are explained in note 2 to the consolidated financial statements.

##### (b) Significant increase in credit risk

As explained in note 3(e), ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward looking information.

### 5. 關鍵判斷及會計估計

管理層於編製財務資料時會作出關於未來的估計及假設以及判斷。有關估計、假設及判斷會影響本集團會計政策的應用、資產、負債、收入及開支的報告金額以及所作出的披露。管理層會持續根據經驗及相關因素(包括在各種情況下相信為對未來事件作出的合理預期)對有關估計、假設及判斷作出評估。於適用時，會計估計的修訂會於作出修訂的期間及未來期間(如有關修訂同時影響未來期間)確認。

#### 應用會計政策時的關鍵判斷

應用會計政策時，董事已作出以下對綜合財務報表內確認的金額影響最為重大的判斷(惟於下文處理涉及估計的判斷除外)。

##### (a) 持續經營基準

該等綜合財務報表乃按持續經營基準編製，其有效性取決於成功的結果及實施的措施足以滿足本集團的營運資金需求。詳情於綜合財務報表附註2內闡述。

##### (b) 信貸風險顯著增加

誠如附註3(e)所闡述，第一階段資產的預期信貸虧損按12個月預期信貸虧損撥備計量，而第二或第三階段的資產則按全期預期信貸虧損撥備計量。如一項資產自首次確認後其信貸風險顯著增加，則其轉移至第二階段。香港財務報告準則第9號並沒有對信貸風險顯著增加的構成要素進行定義。評估一項資產的信貸風險是否顯著增加時，本集團會考慮合理可靠的定量前瞻性資料和定性前瞻性資料。

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## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### Key sources of estimation uncertainty

##### Impairment losses on trade receivables and contract assets

The Group's management estimates the impairment losses for trade receivables and contract assets measured at amortised cost by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of such financial assets measured at amortised cost. Details of the key assumption and inputs used in estimating ECL are set out in note 23 to the consolidated financial statements.

##### Revenue from contracts with customers within HKFRS 15

As explained in significant accounting policies, revenue recognition on an uncompleted project is dependent on estimating the total outcome of the contract, as well as the work done to date. Based on the Group's recent experience and the nature of the activity undertaken by the Group, the Group makes estimates of the point at which it considers the work is sufficiently advanced such that the costs to complete and revenue can be reliably estimated. 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 recognised in future years as an adjustment to the amounts recorded to date.

##### Fair value of the unlisted equity securities at FVTOCI

The fair value of unlisted equity securities that are not traded in an active market is determined by using valuation techniques. The Group use its judgement to select adjusted NAV approach and makes assumptions that are mainly based on market conditions existing at the end of each reporting period. Details of the key assumptions used and the impact of changes to these assumptions are disclosed in Note 15. Changes in assumptions could affect the carrying amount of the FVTOCI.

As at 31 March 2023, the carrying amount of the Group's unlisted equity securities at FVTOCI was approximately HK\$4,424,000 (2022: HK\$4,424,000).

### 5. 關鍵判斷及會計估計(續)

#### 估計不確定因素之主要來源

##### 貿易應收款項及合約資產之減值虧損

本集團管理層使用不同輸入資料及假設，包括違約風險及預期虧損率估計以攤銷成本計量的貿易應收款項及合約資產之減值虧損。估計涉及高度不確定性，乃基於本集團過往資料、現時市況以及於各報告期末之前瞻性估計而作出。倘預期與原有估計有所出入，其差異將影響以攤銷成本計量的金融資產之賬面值。有關估計預期信貸虧損所用主要假設及輸入資料之詳情載於綜合財務報表附註23。

##### 香港財務報告準則第15號範圍內來自客戶合約的收益

如主要會計政策中所述，未完成項目的收益確認取決於估計合約的總結果以及至今完成的工作。根據本集團的近期經驗及本集團所開展活動的性質，本集團會估計其認為工作已充分推進的時間點，以便可靠地估計完成成本及收益。實際結果可能高於或低於報告期末的估計，這可能會影響到以後年度確認為對至今記錄金額的調整的收益及溢利。

##### 按公平值計入其他全面收益之非上市股本證券之公平值

不在活躍市場交易的非上市股本證券的公平值採用估值技術釐定。本集團運用判斷選擇經調整資產淨值法，並主要根據各報告期末的市場狀況作出假設。所用關鍵假設的詳情以及該等假設變動的影響於附註15披露。假設的變動可能會影響按公平值計入其他全面收益之賬面值。

於二零二三年三月三十一日，本集團的非上市股本證券按公平值計入其他全面收益的賬面值約為4,424,000港元(二零二二年：4,424,000港元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 6. REVENUE AND SEGMENT INFORMATION

#### (a) Revenue and business segment

### 6. 收益及分部資料

#### (a) 收益及業務分部

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>	香港財務報告準則第15號範圍內的客戶合約收益		
Contract revenue from provision for comprehensive architectural and structural engineering consultancy services recognised over time	來自提供全面建築及結構工程顧問服務隨時間確認的合約收益	<b>45,369</b>	35,816

The Group's operation is mainly derived from provision for comprehensive architectural and structural engineering consultancy services. For the purpose of resources allocation and performance assessment, the chief operating decision maker (i.e. the directors of the Company) reviews the overall results and financial position of the Group as a whole prepared in accordance with accounting policies which conform to HKFRSs. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

#### Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its contracts such that the Group does not disclose information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts as all contract works have an original expected duration of one year or less.

本集團的營運主要來自提供全面建築及結構工程顧問服務。為方便資源分配及表現評估，主要營運決策人(即本公司的董事)會審視本集團根據符合香港財務報告準則之會計政策所編製之整體業績及財務狀況。因此，本集團只有一個單一經營分部，且並無呈列該單一分部的進一步分析。

#### 預期將於日後確認於報告日期存在的來自客戶合約的收益

本集團已將香港財務報告準則第15號第121段的實際權宜手段用於合約，故此，本集團概不披露有關本集團(在其履行合約的餘下履約責任時)將有權獲取的收益之資料，因所有合約工程均有一年或以下的原有預期期限。

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## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 6. REVENUE AND SEGMENT INFORMATION (Continued)

#### (b) Geographical information

All of the Group's external revenue during the Year are derived from services rendered in Hong Kong, the place of domicile of the Group's operating entities.

The geographical location of the non-current assets is based on (i) the physical location of the asset in the case of property, plant and equipment and right-of-use assets; and (ii) the location of the operation to which they are allocated in the case of equity investment at FVTOCI.

Since both the Group's the property, plant and equipment and right-of-use assets and the operation of the investee for which the investment was classified as equity investment at FVTOCI are located in Hong Kong, no geographical information is presented accordingly.

#### Information about major customers

Revenue from customers contributing individually over 10% or more of the Group's revenue is as follows:

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Customer A 客戶A	22,843	-

### 6. 收益及分部資料(續)

#### (b) 地域資料

本集團於本年度的所有外部收益均來自於香港(本集團經營實體註冊居籍的地方)境內提供的服務。

非流動資產之地理位置乃根據(i)資產之實際位置(倘屬物業、廠房及設備以及使用權資產);及(ii)所分配的經營地點(倘屬按公平值計入其他全面收益之股權投資)而釐定。

由於本集團的物業、廠房及設備及使用權資產及投資分類為按公平值計入其他全面收益之股權投資的被投資方的經營所在地均位於香港，故並無呈列地域資料。

#### 有關主要客戶的資料

單獨佔本集團收益10%或以上的來自客戶之收益載列如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 7. OTHER INCOME

### 7. 其他收入

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Rental income from subleases of right-of-use assets/rented premises	使用權資產／已出租物業轉租的租金收入	291	294
Government grants	政府補貼	552	-
Bank interest income	銀行利息收入	1	-
Sundry income	雜項收入	80	58
		<b>924</b>	<b>352</b>

The Group successfully applied for and fulfilled the condition of government grants that relate to wage subsidy set up by the Hong Kong SAR Government for the year ended 31 March 2023. Under the conditions of the wage subsidy, the Group is required to retain its local employees even if business is affected by the COVID-19 outbreak.

本集團於截至二零二三年三月三十一日止年度成功申請並符合條件領取香港特區政府所設立有關工資補貼的政府補貼。根據工資補貼的條件，即使業務受到COVID-19疫情影響，本集團仍需保留其本地僱員。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 8. (LOSS)/PROFIT BEFORE TAX

This is stated after charging:

### 8. 除稅前(虧損)/溢利

此為扣除後列示：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Finance costs</b>	<b>融資成本</b>		
Interest on term loan	定期貸款利息	-	384
Interest expenses on lease liabilities	租賃負債之利息開支	28	46
		<b>28</b>	430
<b>Staff costs (including directors' remuneration)</b>	<b>員工成本 (包括董事酬金)</b>		
Salaries, wages and other benefits	薪金、工資及其他福利	15,681	16,962
Contributions to defined contribution plans	定額供款計劃的供款	961	1,240
Total staff costs	員工成本總額	16,642	18,202
Less: Amount included in cost of services rendered	減：計入所提供服務成本的金額	(12,435)	(13,605)
Total staff costs included in administrative expenses	計入行政開支的員工成本總額	4,207	4,597
<b>Other items</b>	<b>其他項目</b>		
Auditor's remuneration — audit services	核數師酬金 — 審計服務		
— Group's auditor	— 本集團核數師	550	580
— Statutory auditor for subsidiaries of the Group	— 本集團附屬公司法定核數師	107	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	78	187
Depreciation of right-of-use assets	使用權資產折舊	691	641
Impairment losses on trade receivables	貿易應收款項減值虧損	664	-
Impairment losses on contract assets	合約資產減值虧損	21	-

The Group participates in the Mandatory Provident Fund ("MPF") Scheme under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the laws of Hong Kong) for qualifying employees of the Group in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of independent trustees. The Group contributes at the lower of HK\$1,500 or 5% of relevant monthly payroll costs to the MPF Scheme, which contribution is matched by employees. The Group's contributions to the MPF Scheme vest fully and immediately with the employees. Accordingly, there were no forfeited contributions available for the Group to reduce its existing level of contributions to the MPF Scheme.

本集團根據香港法例第485章《強制性公積金計劃條例》為旗下在香港的合資格僱員參與強制性公積金(「強積金」)計劃。強積金計劃的資產於獨立受託人控制下的基金內與本集團資產分開持有。本集團按1,500港元或相關月薪成本的5% (以較低者為準)對強積金計劃供款，而僱員亦須作出同等供款。本集團對強積金計劃的供款即時全面歸屬予僱員。因此，本集團並無任何可用的沒收供款可降低其現時的強積金計劃供款水平。

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## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 9. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

The aggregate amounts of emoluments paid or payable to the Company's directors are as follows:

### 9. 董事及高級管理層酬金

已付或應付本公司董事之酬金總額如下：

		For the year ended 31 March 2023 截至二零二三年三月三十一日止年度				
		Emoluments paid or payable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 已付或應付擔任董事職務人士(不論為本公司或其附屬公司業務)之酬金				
		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Contributions to defined contribution plan	Total
		董事袍金	薪金、津貼及實物福利	酌情花紅	定額供款計劃的供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Executive directors:</b>	<b>執行董事：</b>					
Chung Yuk Lun	鍾育麟	360	-	-	-	360
Cao Dayong <sup>(3)</sup>	曹大勇 <sup>(3)</sup>	288	-	-	-	288
Zhou Renchao <sup>(2)</sup>	周仁超 <sup>(2)</sup>	583	-	-	-	583
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>					
Lai Pik Chi, Peggy	黎碧芝	120	-	-	-	120
Chan Yuk Chun	陳玉珍	56	-	-	-	56
Mabel Lee <sup>(4)</sup>	李潔瑜 <sup>(4)</sup>	56	-	-	-	56
Lam Yuen Man, Maria <sup>(7)</sup>	林婉雯 <sup>(7)</sup>	60	-	-	-	60
Leung Tsun Ip <sup>(1)</sup>	梁俊業 <sup>(1)</sup>	60	-	-	-	60
Liu Jianting <sup>(8)</sup>	劉建庭 <sup>(8)</sup>	-	-	-	-	-
		<b>1,583</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,583</b>

		For the year ended 31 March 2022 截至二零二二年三月三十一日止年度				
		Emoluments paid or payable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 已付或應付擔任董事職務人士(不論為本公司或其附屬公司業務)之酬金				
		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Contributions to defined contribution plan	Total
		董事袍金	薪金、津貼及實物福利	酌情花紅	定額供款計劃的供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Executive directors:</b>	<b>執行董事：</b>					
Chung Yuk Lun	鍾育麟	360	-	-	-	360
Cao Dayong <sup>(3)</sup>	曹大勇 <sup>(3)</sup>	-	-	-	-	-
Poon Kai Kit, Joe <sup>(6)</sup>	潘啟傑 <sup>(6)</sup>	-	1,650	330	297	2,277
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>					
Lai Pik Chi, Peggy	黎碧芝	120	-	-	-	120
Chan Yuk Chun	陳玉珍	120	-	-	-	120
Mabel Lee <sup>(4)</sup>	李潔瑜 <sup>(4)</sup>	47	-	-	-	47
Lee Pui Chung <sup>(6)</sup>	李沛聰 <sup>(6)</sup>	47	-	-	-	47
		<b>694</b>	<b>1,650</b>	<b>330</b>	<b>297</b>	<b>2,971</b>

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Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 9. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

- (1) Mr. Leung Tsun Ip was appointed as the independent non-executive director of the Company on 1 October 2022.
- (2) Mr. Zhou Renchao was appointed as an executive director of the Company on 1 September 2022.
- (3) Mr. Cao Dayong was appointed as an executive director of the Company on 20 January 2022.
- (4) Ms. Mabel Lee was appointed as an independent non-executive director of the Company on 10 November 2021.
- (5) Mr. Poon Kai Kit, Joe resigned as an executive director of the Company on 25 August 2021.
- (6) Mr. Lee Pui Chung retired as an independent non-executive director of the Company on 23 August 2021.
- (7) Ms. Lam Yuen Man, Maria was appointed as an independent non-executive director of the Company on 1 October 2022 and resigned as an independent non-executive director of the Company on 10 January 2024.
- (8) Mr. Liu Jianting was appointed as an independent non-executive director of the Company on 28 February 2024.

No directors and five highest paid individuals have waived emoluments in respect of the years ended 31 March 2023 and 2022.

No emoluments have been paid by the Group to the directors and five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

The five (2022: four) non-director individuals, having the highest emoluments in the Group for the year, are as follows:

### 9. 董事及高級管理層酬金 (續)

- (1) 梁俊業先生於二零二二年十月一日獲委任為本公司獨立非執行董事。
- (2) 周仁超先生於二零二二年九月一日獲委任為本公司執行董事。
- (3) 曹大勇先生於二零二二年一月二十日獲委任為本公司執行董事。
- (4) 李潔瑜女士於二零二一年十一月十日獲委任為本公司非執行董事。
- (5) 潘啟傑先生於二零二一年八月二十五日辭任本公司執行董事。
- (6) 李沛聰先生於二零二一年八月二十三日退任本公司獨立非執行董事。
- (7) 林婉雯女士於二零二二年十月一日起獲委任為本公司獨立非執行董事，並於二零二四年一月十日辭去本公司獨立非執行董事職務。
- (8) 劉建庭先生於二零二四年二月二十八日獲委任為本公司獨立非執行董事。

截至二零二三年及二零二二年三月三十一日止年度，並無董事及五名最高薪酬人士放棄領取酬金。

本集團未為勸誘董事及五名最高薪酬人士加入本集團而付酬金或在董事加入本集團後付上酬金或就董事失去職位作出賠償。

本集團年內最高薪酬的五名(二零二二年：四名)非董事人士詳情如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Salaries and other emoluments	薪金及其他酬金	6,915	6,894
Contributions to defined contribution plan	定額供款計劃的供款	723	966
Discretionary bonuses	酌情花紅	137	2,572
		<b>7,775</b>	10,432

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 9. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

The emoluments were paid to the five (2022: four) highest paid individuals as follows:

Emoluments band	酬金範圍	Number of individuals 人數	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Nil to HK\$1,000,000	零至1,000,000港元	2	-
HK\$1,000,001 to HK\$1,500,000	1,000,001港元 至1,500,000港元	2	4
HK\$2,000,001 to HK\$2,500,000	2,000,001港元 至2,500,000港元	1	-
		<b>5</b>	<b>4</b>

### 10. TAXATION

The provision for Hong Kong Profits Tax is calculated at 16.5% (2022: 16.5%) of the estimated assessable profits for the Year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime.

For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision of the Hong Kong Profits Tax for this subsidiary was calculated on the same basis in 2022.

The Cayman Islands levies no tax on the income of the Company and the Group.

### 9. 董事及高級管理層酬金(續)

支付五名(二零二二年:四名)最高薪酬人士之酬金如下:

### 10. 稅項

香港利得稅撥備乃按本年度估計應課稅溢利的16.5%(二零二二年:16.5%)計算,惟於利得稅兩級制下的合資格公司的本集團一間附屬公司除外。

該附屬公司之首2,000,000港元按應課稅溢利的8.25%徵稅而餘下部分按應課稅溢利的16.5%徵稅。該附屬公司的香港利得稅撥備於二零二二年按相同基準計算。

開曼群島並不對本公司及本集團之收入徵收任何稅項。

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Current tax</b>	<b>現行稅項</b>		
Hong Kong Profits Tax:	香港利得稅:		
Current year	本年度	-	-
Under-provision for prior year	過往年度撥備不足	373	-
<b>Total tax charge for the year</b>	<b>本年度總稅項費用</b>	<b>373</b>	<b>-</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 10. TAXATION (Continued)

### 10. 稅項(續)

Reconciliation of tax expense	稅項開支之對賬	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>(Loss)/profit before taxation</b>	<b>除稅前(虧損)/溢利</b>	<b>(4,271)</b>	388
Income tax at applicable tax rate of 16.5% (2022: 16.5%)	按適用稅率16.5% (二零二二年: 16.5%)之 所得稅	<b>(705)</b>	64
Non-deductible expenses	不可扣稅開支	<b>1,241</b>	30
Non-taxable income	非應課稅收入	<b>(91)</b>	-
Tax effect of temporary difference not recognised	未確認臨時差異之稅務影響	<b>115</b>	-
Unrecognised tax losses	未確認稅項虧損	<b>8</b>	136
Tax effect of utilisation of tax losses previously not recognised	動用之前未確認稅項虧損之 稅務影響	<b>(568)</b>	(230)
Under-provision for prior years	過往年度撥備不足	<b>373</b>	-
<b>Tax expense for the year</b>	<b>本年度稅項開支</b>	<b>373</b>	-

The provision for Hong Kong Profits Tax is calculated at 16.5% (2022: 16.5%) of the estimate profits for the year, except for the subsidiary of the Group which qualify under the two-tiered Profits Tax rate regime.

Under the two-tiered Profits Tax rate regime, the first HK\$2 million of assessable profits are taxed at 8.25% and the remain assessable profits are taxed at 16.5%. The provision of the Hong Kong Profit tax of the subsidiary was calculated at the same basis in 2022.

At the end of the reporting period, the Group has unused tax losses of approximately HK\$11,344,000 (2022: HK\$14,742,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams. Other losses may be carried forward indefinitely.

香港利得稅撥備乃按本年度估計應課稅溢利的16.5% (二零二二年: 16.5%)計算, 惟符合利得稅兩級制的本集團一間附屬公司除外。

根據利得稅兩級制, 首2,000,000港元按應課稅溢利的8.25%徵稅而餘下部分按應課稅溢利的16.5%徵稅。附屬公司的香港利得稅撥備於二零二二年按相同基準計算。

於報告期末, 本集團有未動用稅務虧損約11,344,000港元(二零二二年: 14,742,000港元)可用以抵銷未來利潤。概無就稅務虧損確認任何遞延稅項資產, 原因是難以預計未來利潤來源。其他虧損可無限期結轉。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 11. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted earnings/(loss) per share is as follows:

#### (a) Basic (loss)/earnings per share

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
(Loss)/earnings attributable to owners of the Company (HK\$'000)	本公司擁有人應佔(虧損)/盈利(千港元)	(4,644)	388
Weighted average number of ordinary shares ('000)	普通股加權平均數(千股)	493,000	463,822
Basic (loss)/earnings per share (HK cents)	每股基本(虧損)/盈利(港仙)	(0.94)	0.08

#### (b) Diluted (loss)/earnings per share

Diluted (loss)/earnings per share equals to basic loss per share as there was no potential dilutive ordinary shares in issue during the years ended 31 March 2023 and 2022.

### 12. DIVIDENDS

The directors do not recommend the payment of any dividend for the year ended 31 March 2023 (2022: HK\$Nil).

### 11. 每股(虧損)/盈利

每股基本及攤薄盈利/(虧損)計算如下：

#### (a) 每股基本(虧損)/盈利

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
(Loss)/earnings attributable to owners of the Company (HK\$'000)	本公司擁有人應佔(虧損)/盈利(千港元)	(4,644)	388
Weighted average number of ordinary shares ('000)	普通股加權平均數(千股)	493,000	463,822
Basic (loss)/earnings per share (HK cents)	每股基本(虧損)/盈利(港仙)	(0.94)	0.08

#### (b) 每股攤薄(虧損)/盈利

於截至二零二三年及二零二二年三月三十一日止年度，每股攤薄(虧損)/盈利等於每股基本虧損，乃由於並無發行具潛在攤薄影響的普通股。

### 12. 股息

董事不建議派付截至二零二三年三月三十一日止年度的任何股息(二零二二年：零港元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 13. PROPERTY, PLANT AND EQUIPMENT

### 13. 物業、廠房及設備

		Furniture and fixtures 傢俱及 固定裝置 HK\$'000 千港元
<b>Reconciliation of carrying amount</b>		
<b>— year ended 31 March 2023</b>		
At the beginning of the year	賬面值之對賬 — 截至二零二三年三月三十一日止年度 年初	78
Depreciation	折舊	(78)
<b>At end of the reporting period</b>	<b>報告期末</b>	<b>—</b>
Cost	成本	78
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(78)
		—
<b>Reconciliation of carrying amount</b>		
<b>— year ended 31 March 2022</b>		
At the beginning of the year	賬面值之對賬 — 截至二零二二年三月三十一日止年度 年初	198
Additions	添置	67
Depreciation	折舊	(187)
<b>At end of the reporting period</b>	<b>報告期末</b>	<b>78</b>
Cost	成本	1,059
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(981)
		78

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 14. RIGHT-OF-USE ASSETS

#### The Group as lessee

##### Disclosures of lease-related items:

### 14. 使用權資產

#### 本集團作為承租人

##### 租賃相關項目之披露：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>At 31 March:</b>	<b>於三月三十一日：</b>		
Right-of-use assets	使用權資產		
– Office premises	– 辦公物業	173	864
The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:	本集團租賃負債基於未貼現現金流量之到期分析如下：		
– Less than 1 year	– 少於一年	182	728
– Between 1 and 2 years	– 一至兩年	–	182
		182	910
<b>Year ended 31 March:</b>	<b>截至三月三十一日止年度：</b>		
Depreciation charge of right-of-use assets	使用權資產之折舊費用		
– Office premises	– 辦公物業	691	641
Lease interests	租賃利息	28	46
Income from subleasing right-of-use assets	轉租使用權資產之收入	291	294
Total cash outflow for leases	租賃之現金流出總額	728	757
Addition to right-of-use assets	添置使用權資產	–	1,383

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 14. RIGHT-OF-USE ASSETS (Continued)

#### The Group as lessee (Continued)

The Group leases an office premises for its daily operations. Lease term is 2 years with an option to extend 1.5 years.

#### Restrictions or covenants

The lease imposes a restriction that, unless the approval is obtained from the lessor, the right-of-use asset can only be used by the Group and the Group is prohibited from selling or pledging the underlying assets.

#### Extension options

The lease contract of office premises contains an extension option. The extension option aims to provide flexibility to the Group in managing the leased assets. The extension option of the leases of office premises is normally exercised because there are significant leasehold improvements.

### 15. EQUITY INVESTMENT AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Equity securities designated at FVTOCI (non-recycling)	指定為按公平值計入其他全面收益(不可轉入損益)之股本證券
- Unlisted securities	- 非上市證券

Financial assets at fair value through other comprehensive income (FVTOCI) comprise equity securities which the Group intends to hold for strategic purposes, and which the Group has irrevocably elected at initial recognition to recognise in this category.

The Group held shares in Kin On Engineering (International) Limited, a company incorporated in Hong Kong SAR.

As at 31 March 2023, the fair value of these Shares was approximately HK\$4,424,000 (2022: HK\$4,424,000).

### 14. 使用權資產(續)

#### 本集團作為承租人(續)

本集團租賃一處辦公物業用作日常營運。租賃期限為兩年，可以選擇延長1.5年。

#### 限制或契諾

租約規定一項限制，即未經出租人批准，使用權資產僅可由本集團使用，且本集團不得出售或抵押相關資產。

#### 續期選擇權

辦公室物業的租約包含續期選擇權。續期選擇權旨在令本集團靈活管理租賃資產。由於存在重大租賃物業裝修，辦公室物業的續租選擇權通常獲行使。

### 15. 按公平值計入其他全面收益的股權投資

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Equity securities designated at FVTOCI (non-recycling)		
- Unlisted securities	4,424	4,424

按公平值計入其他全面收益的金融資產包括本集團擬持作戰略目的的股本證券，本集團已於初步確認時選擇不可撤銷地就此於該分類確認。

本集團持有建安工程(國際)有限公司之股份，該公司於香港特區註冊成立。

於二零二三年三月三十一日，該等股份之公平值約為4,424,000港元(二零二二年：4,424,000港元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 16. TRADE AND OTHER RECEIVABLES AND CONTRACT ASSETS

### 16. 貿易及其他應收款項以及合約資產

		Note 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Trade receivables</b>	<b>貿易應收款項</b>			
Trade receivables from third parties	第三方之貿易應收款項		<b>4,576</b>	7,051
Less: Impairment losses	減：減值虧損		<b>(664)</b>	-
		16(a)(i)	<b>3,912</b>	7,051
<b>Contract assets</b>	<b>合約資產</b>			
Contract assets	合約資產		<b>1,905</b>	626
Less: Impairment losses	減：減值虧損		<b>(21)</b>	-
		16(a)(ii)	<b>1,884</b>	626
Sub-total	小計		<b>5,796</b>	7,677
<b>Other receivables</b>	<b>其他應收款項</b>			
Other receivables	其他應收款項		<b>100</b>	-
Deposits and prepayments	按金及預付款		<b>1,928</b>	387
Due from an investee company	應收被投資公司	16(b)	<b>160</b>	160
Due from ultimate holding company	應收最終控股公司	16(b)	-	12
			<b>2,188</b>	559
			<b>7,984</b>	8,236

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 16. TRADE AND OTHER RECEIVABLES AND CONTRACT ASSETS (Continued)

#### (a) Trade receivables and contract assets

##### (i) Trade receivables

As of the end of the reporting period, the ageing analysis of trade receivables based on invoice date and net of impairment losses, is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
1–30 days	1至30天	1,368	2,538
31–60 days	31至60天	1,147	1,509
61–90 days	61至90天	474	828
91–180 days	91至180天	343	607
Over 180 days	超過180天	580	1,569
		<b>3,912</b>	7,051

The Group does not allow any credit period to its customers.

Information about the Group's exposure to credit risks and impairment losses for trade receivables is included in note 23.

### 16. 貿易及其他應收款項以及合約資產(續)

#### (a) 貿易應收款項及合約資產

##### (i) 貿易應收款項

截至報告期末，按發票日期計算及扣除減值虧損的貿易應收款項賬齡分析如下：

本集團並未向其客戶提供任何信用期。

有關本集團面臨信貸風險及貿易應收款項之減值虧損之資料載於附註23。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 16. TRADE AND OTHER RECEIVABLES AND CONTRACT ASSETS (Continued)

#### (a) Trade receivables and contract assets (Continued)

##### (ii) Contract assets

The movements (excluding those arising from increases and decreases both occurred within the same year) of contract assets from contracts with customers within HKFRS 15 during the year are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At the beginning of the year	於年初	626	-
Increase due to operation in the year	因年內營運而增加	1,905	626
Impairment losses recognised during the year	年內確認減值虧損	(21)	-
Transferred to trade receivables	轉至貿易應收款項	(626)	-
At the end of the reporting period	於報告期末	1,884	626

During the year, contract assets increased in line with the increase of operation as well as revenue recognised.

The amount of contract assets is expected to be recovered within one year.

#### (b) Due from ultimate holding company/ investee company

The amounts due are unsecured, interest-free and repayable on demand.

As at 31 March 2022, the outstanding balance of amount due from the ultimate holding company of which directors, Poon Kai Kit Joe and Chan Ka Yee, own equity interest was HK\$12,000.

### 16. 貿易及其他應收款項以及合約資產(續)

#### (a) 貿易應收款項及合約資產(續)

##### (ii) 合約資產

年內符合香港財務報告準則第15號的客戶合約的合約資產的變動(不包括於同年內增加及減少產生的變動)如下:

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
--	----------------------------------	----------------------------------

年內，合約資產隨經營規模及已確認收益增加而有所增加。

預期合約資產的金額將於一年內收回。

#### (b) 應收最終控股公司／被投資公司款項

到期款項為無抵押、免息且按要求償還。

於二零二二年三月三十一日，應收最終控股公司(董事潘啟傑及陳嘉儀擁有其股權)的未償還結餘金額為12,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 17. TRADE AND OTHER PAYABLES

### 17. 貿易及其他應付款項

		Note 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Trade payables</b>	<b>貿易應付款項</b>			
Trade payables — third parties	貿易應付款項—第三方	17(a)	—	569
Contract liabilities	合約負債	17(c)	—	—
			—	569
<b>Other payables</b>	<b>其他應付款項</b>			
Accrued charges and other creditors	應計費用及其他應付款項		5,179	1,261
Amount due to ultimate holding company	應付最終控股公司款項	17(b)	2,160	—
			7,339	1,261
			7,339	1,830

#### (a) Trade payables

As of the end of the reporting period, the ageing analysis of trade payables based on invoice date, is as follows:

#### (a) 貿易應付款項

截至報告期末，按發票日期計算的貿易應付款項賬齡分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
1–30 days	1至30天	—	447
31–60 days	31至60天	—	—
61–90 days	61至90天	—	122
		—	569

#### (b) Amount due to ultimate holding company

The amount due to ultimate holding company is interest free, unsecured and repayable on demand.

#### (b) 應付最終控股公司款項

應付最終控股公司款項為免息、無抵押且按要求償還。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 17. TRADE AND OTHER PAYABLES (Continued)

#### (c) Contract liabilities

The movements (excluding those arising from increases and decreases both occurred within the same year) of contract liabilities from contracts with customers within HKFRS 15 during the year are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At the beginning of the year	於年初	-	276
Recognition of revenue	收益確認	-	(276)
Receipt of advances	收到預付款	-	-
At the end of the reporting period	於報告期末	-	-

### 18. OTHER BORROWINGS

During the year ended 31 March 2020, the Group received an advance of HK\$5.5 million ("Alleged Debt"). The proceeds of the Group's Alleged Debt were received through a subsidiary of the Company. The then management had been unable to reach certain former directors of the Company, who were also directors ("Former Directors") of the subsidiary, to obtain the loan agreements and representations in relation to the Alleged Debt.

On 20 July 2020, a statutory demand served on the Company by a purported creditor, demanding the Company to settle the Alleged Debt together with accrued interest in an aggregate amount of approximately HK\$5,830,000 within 3 weeks of the service of the statutory demand. If no payment was made by the end of the 3-week period, the purported creditor might present a winding-up petition against the Company. On 23 September 2020, the Company received a writ of summons issued in the Court of First Instance of the High Court of Hong Kong by the same purported creditor. Pursuant to the writ, the plaintiff is claiming from the Company the Alleged Debt with accrued interest.

### 17. 貿易及其他應付款項(續)

#### (c) 合約負債

年內符合香港財務報告準則第15號的客戶合約的合約負債的變動(不包括於同年內增加及減少產生的變動)如下:

### 18. 其他借款

於截至二零二零年三月三十一日止年度，本集團已收取墊款5,500,000港元(「指稱債務」)。本集團指稱債務所得款項乃透過本公司一間附屬公司收取。當時管理層無法與若干亦為該附屬公司董事的本公司前董事(「前董事」)取得聯繫，從而獲得貸款協議及有關指稱債務的聲明。

於二零二零年七月二十日，據稱債權人向本公司發出一份法定要求償債書，要求本公司於法定要求償債書送達後三個星期內償還指稱債務連同應計利息合共約5,830,000港元。倘於三個星期期限或之前未作出付款，該據稱債權人或會對本公司提起清盤呈請。於二零二零年九月二十三日，本公司接獲同一據稱債權人發出的香港高等法院原訟法庭頒發的傳訊令狀。根據傳訊令狀，原告向本公司索償指稱債務連同應計利息。

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### 18. OTHER BORROWINGS (Continued)

Notwithstanding the above, the current management has been unable to reach the Former Directors, on 31 July 2020 the Company issued and filed a writ of summons, together with the statement of claim dated 30 July 2020, against the Former Directors for breach of the directors' duties in the High Court of Hong Kong. An application was made to the court to serve the writ out of jurisdiction on the Former Directors in the People Republic of China. The process of serving writs against certain former directors will take years as it involves corresponding court(s) in China. There is no update as of the date of this report.

For more details, please refer to the announcements of the Company dated 24 January 2020, 31 July 2020, 31 August 2020 and 8 October 2020.

### 18. 其他借款(續)

儘管如此，由於現時之管理層無法與前董事取得聯繫，故於二零二零年七月三十一日，本公司於香港高等法院就違反董事職責向前董事發出並存檔傳訊令狀，連同日期為二零二零年七月三十日的申索陳述書。本公司已向法院申請在司法管轄區外將該令狀送達位於中華人民共和國的前董事。由於涉及中國的相應法院，將令狀送達若干前董事的程序將耗時數年。截至本報告日期概無進展。

更多詳情請參閱本公司日期為二零二零年一月二十四日、二零二零年七月三十一日、二零二零年八月三十一日及二零二零年十月八日之公告。

### 19. LEASE LIABILITIES

### 19. 租賃負債

		Minimum lease payables 最低租賃付款		Present value of minimum lease payments 最低租賃付款之現值	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	182	728	180	700
In the second to fifth years, inclusive	第二至五年(包括首尾兩年)	—	182	—	180
Total minimum finance lease payments	最低融資租賃付款總額	182	910	180	880
Less: Future finance charges	減：未來融資費用	(2)	(30)	—	—
Present value of lease obligations	租賃責任之現值	180	880	180	880
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：須於十二個月內償付之金額(於流動負債下列示)			(180)	(700)
Amount due for settlement after 12 months	須於十二個月後償付之金額			—	180

The average incremental borrowing rate applied to lease liabilities is approximately 5.125% (2022: 5.125%).

適用於租賃負債的平均增量借款利率約為5.125% (二零二二年：5.125%)。

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## 綜合財務報表附註

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### 20. SHARE CAPITAL AND RESERVE

#### (a) Share capital

		2023		2022	
		No. of shares '000	HK\$'000	No. of shares '000	HK\$'000
		股份數目 千股	千港元	股份數目 千股	千港元
<b>Authorised:</b>	<b>法定：</b>				
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股	2,000,000	20,000	2,000,000	20,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>				
At beginning of the reporting period	於報告期初	493,000	4,930	418,000	4,180
Issue of shares by placing (Note)	透過配售發行股份 (附註)	-	-	75,000	750
At end of the reporting period	於報告期末	493,000	4,930	493,000	4,930

Note: On 20 August 2021, 75,000,000 ordinary shares were issued by the Company pursuant to a placing agreement dated 2 August 2021 at a placing price of HK\$0.137 per share, giving net proceeds of HK\$10,046,000, after settlement of relevant share issue expenses of approximately HK\$229,000.

附註：於二零二一年八月二十日，本公司根據日期為二零二一年八月二日的配售協議按配售價每股0.137港元發行75,000,000股普通股，償付相關股份發行開支約229,000港元後，所得款項淨額為10,046,000港元。

#### (b) Reserves

##### i) Share premium

Under the Cayman Companies Law, the share premium account is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

#### (b) 儲備

##### i) 股份溢價

根據開曼公司法，股份溢價賬可分配予本公司股東，惟於緊隨建議股息獲分配之日後，本公司須有能力於一般業務過程中於債務到期時償還債務。

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### 20. SHARE CAPITAL AND RESERVE (Continued)

#### (b) Reserves (Continued)

##### ii) Other reserve

Other reserve represented the sum of (i) the difference between the issued share capital of K&K Chartered Architect & Associates Limited (which were transferred to Energetic Tree Limited (“Energetic Tree”) pursuant to the group reorganisation to rationalise the structure of the Group in preparation for the listing of the Company’s shares on GEM of The Stock Exchange of Hong Kong Limited (“Group Reorganisation”)) and the newly issued share capital of Energetic Tree to Energetic Way Limited (“Energetic Way”); and (ii) the difference between the issued share capital and share premium of Energetic Tree and the newly issued share capital of the Company to Energetic Way and Alpha Advantage International Limited as a result of the share swap pursuant to the Group Reorganisation.

##### iii) Fair value reserve (non-recycling)

The fair value reserve (non-recycling) comprises the cumulative net change in the fair value of equity investments designated of FVOCI under HKFRS 9 that are hold at the end of the reporting period.

### 20. 股本及儲備(續)

#### (b) 儲備(續)

##### ii) 其他儲備

其他儲備指(i)啓傑建築顧問有限公司之已發行股本(根據為籌備本公司股份於香港聯合交易所有限公司GEM上市而優化本集團架構所進行之集團重組(「集團重組」)轉予Energetic Tree Limited (「Energetic Tree」)與Energetic Tree向Energetic Way Limited (「Energetic Way」)新發行之股本之間的差額;及(ii)Energetic Tree已發行股本及股份溢價以及本公司因根據集團重組的股份掉期而向Energetic Way及Alpha Advantage International Limited新發行之股本之間的差額之總和。

##### iii) 公平值儲備(不可轉入損益)

公平值儲備(不可轉入損益)包括於報告期末所持香港財務報告準則第9號項下指定為按公平值計入損益的股權投資的累計公平值變動淨額。

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## 綜合財務報表附註

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### 21. OTHER CASH FLOW INFORMATION

#### (a) Cash used in operations

### 21. 其他現金流量資料

#### (a) 營運所用現金

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
(Loss)/profit before tax	除稅前(虧損)/溢利	<b>(4,271)</b>	388
Adjustments for:	調整：		
Bank interest income	銀行利息收入	<b>(1)</b>	—
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>78</b>	187
Depreciation of right-of-use assets	使用權資產折舊	<b>691</b>	641
Impairment losses on trade receivables	貿易應收款項減值虧損	<b>664</b>	—
Impairment losses on contract assets	合約資產減值虧損	<b>21</b>	—
Loss on deemed disposal of associates	視作出售聯營公司的虧損	<b>—</b>	549
Interest expenses	利息開支	<b>28</b>	430
Changes in working capital:	營運資金變動：		
Contract assets	合約資產	<b>(1,279)</b>	—
Trade and other receivables	貿易及其他應收款項	<b>846</b>	(3,922)
Loan receivables	應收貸款	<b>—</b>	1,250
Trade and other payables	貿易及其他應付款項	<b>3,349</b>	534
<b>Cash generated from operations</b>	<b>營運所得現金</b>	<b>126</b>	57

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 21. OTHER CASH FLOW INFORMATION

(Continued)

#### (b) Changes in liabilities arising from financing activities

Details of the changes in the Group's liabilities from financing activities are as follows:

		Amount due to ultimate holding company	Lease liabilities	Other borrowings	Total
		應付最終控股 公司款項	租賃負債	其他借款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
2023					
二零二三年					
At beginning of the year	於年初	-	880	5,500	6,380
Interest expenses	利息開支	-	28	-	28
Net cash flows	現金流量淨額	2,160	(728)	-	1,432
At end of the year	於年末	2,160	180	5,500	7,840

### 21. 其他現金流量資料(續)

#### (b) 融資活動產生的負債變動

本集團融資活動產生的負債變動詳情如下：

		Amount due to ultimate holding company	Lease liabilities	Term loan	Other borrowings	Total
		應付最終控股 公司款項	租賃負債	定期貸款	其他借款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
2022						
二零二二年						
At beginning of the year	於年初	-	208	8,234	5,500	13,942
Interest expenses	利息開支	-	46	384	-	430
New lease entered during the year	年內訂立的新租賃	-	1,383	-	-	1,383
Net cash flows	現金流量淨額	-	(757)	(8,618)	-	(9,375)
At end of the year	於年末	-	880	-	5,500	6,380

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### 22. SIGNIFICANT RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in the consolidated financial statements, the Group entered into the following material related party transactions in the ordinary course of the Group's business.

#### (a) Related party transactions

Related party relationship 關聯方關係	Nature of transaction 交易性質	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
A company controlled by the family member of the Company's director 由本公司董事的家族成員控制之公司	Subcontracting charges 分包費用	—	(883)
	Consultancy fee received 收取顧問費	—	489
	Rental income 租金收入	—	24
A company managed by the shareholder of the ultimate holding company 由最終控股公司股東管理之公司	Consultancy fee received 收取顧問費	—	—
	Rental income 租金收入	—	2

#### (b) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors and certain of the highest paid employees as disclosed in note 9 to the consolidated financial statements, is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Short-term employee benefits 短期僱員福利		8,635	10,160
Post-employment benefits 離職後福利		723	966
		<b>9,358</b>	11,126

### 22. 重大關聯方交易

除綜合財務報表其他部分所披露之交易及結餘外，本集團於一般業務過程中訂立以下重大關聯方交易。

#### (a) 關聯方交易

#### (b) 主要管理人員薪酬

本集團主要管理人員的薪酬，包括於綜合財務報表附註9所披露向本公司董事所支付的金額及向若干最高薪酬僱員支付的酬金如下：

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### 23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The main risks arising from the Group's financial instruments are price risk, liquidity risk and credit risk. The board of directors generally adopts conservative strategies on its risk management and limits the Group's exposure to these risks to a minimum. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarised below:

#### Price risk

The Group is exposed to equity price risk mainly through its investment in equity securities. The management manages this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's equity price risk is mainly concentrated on unlisted equity securities.

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

If equity prices had been 15% higher/lower (2022: 15% higher/lower):

- other comprehensive income for the year ended 31 March 2023 would increase/decrease by approximately HK\$664,000 (2022: increase/decrease by approximately HK\$664,000) as a result of the changes in fair value of FVTOCI.

### 23. 財務風險管理目標及政策

本集團金融工具產生的主要風險為價格風險、流動資金風險及信貸風險。董事會一般採納保守政策管理其風險，並將本集團所面臨的該等風險降至最低。董事會審查並同意管理各該等風險的政策，概述如下：

#### 價格風險

本集團主要因其於股本證券的投資而面臨股價風險。管理層透過維持風險及回報各異的投資組合管理該風險。本集團的股價風險主要集中於非上市股本證券。

以下敏感度分析乃根據報告期末的股價風險釐定。

若股價上升／下跌15% (二零二二年：上升／下跌15%)：

- 截至二零二三年三月三十一日止年度的其他全面收益將因按公平值計入其他全面收益的公平值變動而增加／減少約664,000港元(二零二二年：增加／減少約664,000港元)。

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### 23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants (if any), to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The remaining undiscounted contractual maturity profile of the Group's non-derivative financial liabilities and derivative financial liabilities at the end of the reporting period, based on the earliest date on which the Group is required to settle, is summarised below:

#### Non-derivative financial liabilities

		Within 1 year/ On demand 一年內/ 按要求 HK\$'000 千港元	Over 1 year but within 2 years 一年以上 兩年以內 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 31 March 2023</b>	<b>於二零二三年三月三十一日</b>			
Lease liabilities	租賃負債	182	-	182
Accrued charges and other creditors	應計費用及其他應付款項	5,179	-	5,179
Other borrowings	其他借款	5,500	-	5,500
Amount due to ultimate holding company	應付最終控股公司款項	2,160	-	2,160
		<b>13,021</b>	<b>-</b>	<b>13,021</b>

### 23. 財務風險管理目標及政策(續)

#### 流動資金風險

本集團的目標為在資金持續性及靈活性之間取得平衡。本集團之政策為定期監察流動資金需求及其貸款契諾(如有)的合規情況，以確保本集團能從主要金融機構維持充足現金儲備及充足的承諾資金額度，以應付短期及長期的流動資金需求。

本集團非衍生金融負債及衍生金融負債於報告期末基於本集團須結清之最早日期的餘下未貼現合約到期情況概述如下：

#### 非衍生金融負債

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### 23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Liquidity risk (Continued)

#### Non-derivative financial liabilities (Continued)

### 23. 財務風險管理目標及政策(續)

#### 流動資金風險(續)

#### 非衍生金融負債(續)

		Within 1 year/ On demand 一年內/ 按需求 HK\$'000 千港元	Over 1 year but within 2 years 一年以上 兩年以內 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 31 March 2022</b>	<b>於二零二二年三月三十一日</b>			
Trade payables excluding contract liabilities	貿易應付款項(不包括合 約負債)	569	-	569
Lease liabilities	租賃負債	728	182	910
Accrued charges and other creditors	應計費用及其他應付款項	1,261	-	1,261
Other borrowings	其他借款	5,500	-	5,500
		8,058	182	8,240

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### 23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Credit risk

The carrying amount of trade and other receivables and bank balances recognised on the consolidated statement of financial position, which is net of impairment losses, represents the Group's exposure to credit risk without taking into account the value of any collateral held or other credit enhancements.

#### Trade receivables and contract assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers.

At the end of the reporting period, the Group had a concentration of credit risk as 10% (2022: 16%) and 42% (2022: 37%) of the total trade receivables were due from its largest customer and the five largest customers respectively.

The Group applies a simplified approach in calculating ECL for trade receivables and contract assets and recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. The expected loss rate used in the provision matrix is calculated for each category based on actual credit loss experience over the past years and adjusted for current and forward-looking factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's estimate on future economic conditions over the expected lives of the receivables. There was no change in the estimation techniques or significant assumptions made during the year.

### 23. 財務風險管理目標及政策(續)

#### 信貸風險

綜合財務狀況表中確認的貿易及其他應收款項以及銀行結餘的賬面值(扣除減值虧損)指本集團面臨的信貸風險，而並無計及所持任何抵押物或其他信貸增強之價值。

#### 貿易應收款項及合約資產

信貸風險重大集中情況乃主要由於本集團就個別客戶擁有重大風險，因此，本集團面臨的信貸風險乃主要受各客戶而非客戶經營所在行業或國家的個別特徵影響。

於報告期末，本集團於貿易應收款項總額之信貸風險集中度分別為10% (二零二二年：16%)及42% (二零二二年：37%)，有關風險來自最大客戶及五大客戶。

本集團採用簡化方法計算貿易應收款項及合約資產的預期信貸虧損，並於每個報告日根據全期預期信貸虧損確認虧損撥備，並根據其過往信貸虧損經驗建立撥備矩陣，並就債務人及經濟環境特定的前瞻因素作出調整。撥備矩陣中使用的預期虧損率乃根據過去幾年的實際信貸虧損經驗為每類計算所得，並針對當前及前瞻性因素進行了調整，以反映收集過往數據期間的經濟狀況、當前狀況以及本集團對應收款項預期年限內的未來經濟狀況之估計之間的差異。本年度的估計技術或重大假設並未發生變動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Credit risk (Continued)

#### Trade receivables and contract assets (Continued)

#### Trade receivables

As at 31 March 2023

		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
1-30 days past due	逾期1至30日	1.08%	1,383	(15)
31-60 days past due	逾期31至60日	1.12%	1,160	(13)
61-90 days past due	逾期61至90日	1.04%	479	(5)
91-180 days past due	逾期91至180日	1.72%	349	(6)
Over 180 days past due	逾期180日以上	51.87%	1,205	(625)
			<b>4,576</b>	<b>(664)</b>

As at 31 March 2022

		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
1-30 days past due	逾期1至30日	–	2,538	–
31-60 days past due	逾期31至60日	–	1,509	–
61-90 days past due	逾期61至90日	–	828	–
91-180 days past due	逾期91至180日	–	607	–
Over 180 days past due	逾期180日以上	–	1,569	–
			<b>7,051</b>	<b>–</b>

### 23. 財務風險管理目標及政策(續)

#### 信貸風險(續)

#### 貿易應收款項及合約資產(續)

#### 貿易應收款項

於二零二三年三月三十一日

	Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
1-30 days past due	1.08%	1,383	(15)
31-60 days past due	1.12%	1,160	(13)
61-90 days past due	1.04%	479	(5)
91-180 days past due	1.72%	349	(6)
Over 180 days past due	51.87%	1,205	(625)
		<b>4,576</b>	<b>(664)</b>

於二零二二年三月三十一日

	Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
1-30 days past due	–	2,538	–
31-60 days past due	–	1,509	–
61-90 days past due	–	828	–
91-180 days past due	–	607	–
Over 180 days past due	–	1,569	–
		<b>7,051</b>	<b>–</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Credit risk (Continued)

#### Trade receivables and contract assets (Continued)

#### Contract assets

As at 31 March 2023

		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Within 1 year	一年內	1.10%	1,905	(21)

As at 31 March 2022

		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Within 1 year	一年內	–	626	–

Except as indicated above, the impairment losses on trade receivables and contract assets as a result of applying the ECL model was insignificant for the years ended 31 March 2023 and 2022.

### 23. 財務風險管理目標及政策(續)

#### 信貸風險(續)

#### 貿易應收款項及合約資產(續)

#### 合約資產

於二零二三年三月三十一日

		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Within 1 year	一年內	1.10%	1,905	(21)

於二零二二年三月三十一日

		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Within 1 year	一年內	–	626	–

除以上所示者外，截至二零二三年及二零二二年三月三十一日止年度，因應用預期信貸虧損模型而產生的貿易應收款項及合約資產的減值虧損並不重大。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Credit risk (Continued)

##### Amounts due from an investee company and ultimate holding company

The Group considers that the amounts due from investee company and ultimate holding company have low credit risk based on the borrowers' strong capacity to meet its contractual cash flow obligations in the near term and low risk of default. Impairment on amounts due from these related companies is measured on 12-month ECL and reflects the short maturities of the exposures.

In estimating the ECL, the Group has taken into account the historical actual credit loss experience and the financial position of the counterparties by reference to, among others, their management or audited accounts, adjusted for forward-looking factors that are specific to the debtors and general economic conditions of the industry in which the counterparties operate, in estimating the probability of default of these financial assets, as well as the loss upon default in each case. The management of the Group considers the ECL of these financial assets to be insignificant after taking into account the financial position and credit quality of the counterparties.

#### Other receivables

Other receivables is closely monitored by the directors of the Company. The directors of the Company consider that the expected credit loss of other receivables are immaterial to the consolidated financial statements.

#### Bank balances

The credit risk on bank balances is low because the counterparties are high credit rating.

There was no change in the estimation techniques or significant assumptions made during the year.

#### Fair values

All financial instruments are carried at amounts not materially different from their fair values as at 31 March 2023 and 2022.

### 23. 財務風險管理目標及政策(續)

#### 信貸風險(續)

##### 應收被投資公司及最終控股公司之款項

本集團認為，基於借款人在短期內履行合約現金流量責任的能力較強及違約風險較低，因此，應收被投資公司及最終控股公司之款項的信貸風險較低。該等關聯公司應收款項的減值以12個月預期信貸虧損計量，反映了短期風險。

在估計預期信貸虧損時，本集團已考慮歷史實際信貸虧損經驗及對手方的財務狀況，參考(其中包括)其管理層或經審核賬目，並根據債務人特定的前瞻性因素及對手方經營所在行業的整體經濟狀況作出調整，以估計該等金融資產的違約概率以及每種情況下的違約損失。經考慮對手方的財務狀況及信貸質素後，本集團管理層認為該等金融資產的預期信貸虧損並不重大。

#### 其他應收款項

其他應收款項由本公司董事密切監控。本公司董事認為其他應收款項的預期信貸虧損對綜合財務報表並不重大。

#### 銀行結餘

由於對手方的信貸評級較高，因此銀行結餘的信貸風險較低。

本年度的估計技術或重大假設並無變動。

#### 公平值

所有金融工具的賬面值與二零二三年及二零二二年三月三十一日的公平值並無重大差異。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Fair value measurement

##### (i) Financial assets and liabilities measured at fair value

##### Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

### 23. 財務風險管理目標及政策(續)

#### 公平值計量

##### (i) 按公平值計量之金融資產及負債

##### 公平值等級架構

下表呈列於報告期末按香港財務報告準則第13號，公平值計量所界定公平值等級架構的三個等級經常以公平值計量之本集團金融工具公平值。公平值計量所屬級別乃參照在估值技術中使用之輸入項目之可觀察程度及重要性而釐定，有關等級界定如下：

- 第一級估值：公平值只採用第一級輸入項目計量，即在計量日於活躍市場中相同資產或負債之未經調整報價。
- 第二級估值：公平值採用第二級輸入項目計量，即未能符合第一級之可觀察輸入項目，及不會採用重大不可觀察輸入項目。不可觀察輸入項目為無法取得市場數據之輸入項目。
- 第三級估值：公平值採用重大不可觀察輸入項目計量。

#### Fair value measurement as at 31 March 2023 categorised into 於二零二三年三月三十一日按下列分類之公平值計量

	Fair value at 2023 二零二三年之公平值 HK\$'000 千港元	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元
The Group 本集團				
Other investments (note 15): 其他投資(附註15):				
Unlisted securities 非上市證券	4,424	-	-	4,424

No movement of fair value of the unlisted securities was recognised as the changes of fair value was insignificant.

由於公平值變動並不重大，因此未確認非上市證券的公平值變動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Fair value measurement (Continued)

#### (i) Financial assets and liabilities measured at fair value (Continued)

#### Fair value hierarchy (Continued)

	Fair value at 2022 二零二二年 之公平值 HK\$'000 千港元	Fair value measurement as at 31 March 2022 categorised into 於二零二二年三月三十一日按下列分類之 公平值計量		
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元
The Group Other investments (note 15): <b>Unlisted securities</b>	本集團 其他投資(附註15): 非上市證券 <b>4,424</b>	-	-	<b>4,424</b>

During the year ended 31 March 2023, there was no transfer between Level 1 and Level 2, or transfer into or out of Level 3.

截至二零二三年三月三十一日止年度，第一級與第二級工具之間並無任何轉撥，亦無自第三級工具轉入或轉出。

#### (ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair values as at 31 March 2023 and 2022.

#### (ii) 並非按公平值列賬的金融資產及負債的公平值

於二零二三年及二零二二年三月三十一日，本集團按成本或攤銷成本入賬的金融工具的賬面值與其公平值之間並無重大差異。

#### (iii) Reconciliation of assets measured at fair value based on level 3:

#### (iii) 根據第三級按公平值計量的資產之對賬：

		2022 二零二二年 HK\$'000 千港元
At 1 April 2021	於二零二一年四月一日	-
Transfer from interest in an associate upon deemed disposal	於視作出售時轉自於聯營公司的權益	4,187
Total gains recognised in other comprehensive income	於其他全面收益確認的收益總額	237
At 31 March 2022 and 31 March 2023	於二零二二年三月三十一日及 二零二三年三月三十一日	4,424

The total gains recognised in other comprehensive income are presented in fair value gain on equity investment in the statement of profit or loss and other comprehensive income.

於其他全面收益確認的收益總額於損益及其他全面收益表以股權投資公平值收益呈列。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Fair value measurement (Continued)

#### (iv) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 March 2022 and 2023:

The Group's directors are responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. Discussions of valuation processes and results are held between the financial controller and the board of directors at least twice a year.

#### Level 3 fair value measurements

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value 2023
描述	估值技術	不可觀察輸入項目	範圍	輸入項目增加對公平值的影響	公平值 二零二三年 HK\$'000 千港元
Unlisted securities 非上市證券	Adjusted Net Assets Value 經調整資產淨值	Discount of Lack of Marketability 缺乏市場流通性折讓	5%	Decrease 減少	4,424

### 23. 財務風險管理目標及政策(續)

#### 公平值計量(續)

#### (iv) 披露本集團所用估值程序及於二零二二年及二零二三年三月三十一日公平值計量所用的估值技術及輸入項目：

本集團董事負責財務申報所規定之資產及負債公平值計量，包括第三級公平值計量。估值程序及結果之討論由財務總監及董事會最少每年進行兩次。

#### 第三級公平值計量

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 24. CAPITAL MANAGEMENT

The objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to provide returns for shareholders. The Group manages its capital structure and makes adjustments according to changes in economic conditions, including payment of dividend to shareholders, return of capital to shareholders or issue of new shares or sale of assets to reduce debts. No changes were made in the objectives, policies and procedures during the years ended 31 March 2023 and 2022.

The Group is required to maintain a sufficient public float of 25% for the Company's shares. The Group has maintained a sufficient public float to comply with the GEM Listing Rules throughout the year.

### 25. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Pursuant to the disclosure requirements of the Hong Kong Companies Ordinance, the statement of financial position of the Company and the movements in its reserves are set out below:

### 24. 資本管理

本集團資本管理的目標為保障本集團繼續持續經營的能力及為股東提供回報。本集團管理其資本結構並根據經濟狀況的變動作出調整，包括向股東支付股息、向股東支付資本回報或發行新股份或出售資產抵減債務。目標、政策及程序於截至二零二三年及二零二二年三月三十一日止年度並無任何變動。

本集團須維持足夠的本公司股份25%的公眾持股量。本集團全年維持足夠公眾持股以遵守GEM上市規則。

### 25. 本公司財務狀況表

根據香港公司條例的披露規定，本公司財務狀況表及其儲備變動如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Investment in subsidiaries	投資於附屬公司	2	-
Equity investment at fair value through other comprehensive income	按公平值計入其他全面收益的股權投資	4,424	4,424
		<b>4,426</b>	4,424
<b>Current assets</b>	<b>流動資產</b>		
Deposits and prepayments	按金及預付款	63	63
Amount due from subsidiaries	應收附屬公司款項	96	6,097
Bank balances and cash	銀行結餘及現金	92	301
		<b>251</b>	6,461

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 25. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

### 25. 本公司財務狀況表(續)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables	其他應付款項	4,473	1,181
Amount due to ultimate holding company	應付最終控股公司款項	2,160	-
Amount due to subsidiaries	應付附屬公司款項	806	-
Other borrowings	其他借款	5,500	5,500
		<b>12,939</b>	6,681
<b>Net current liabilities</b>	<b>流動負債淨值</b>	<b>(12,688)</b>	(220)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>(8,262)</b>	4,204
<b>Net (liabilities)/assets</b>	<b>(負債)/資產淨值</b>	<b>(8,262)</b>	4,204
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Issued capital	已發行股本	4,930	4,930
Reserves	儲備	(13,192)	(726)
(Capital deficiency)/total equity	(資本虧絀)/權益總額	<b>(8,262)</b>	4,204

The statement of financial position was approved and authorised for issue by the Board of Directors on 18 April 2024 and signed on its behalf by

財務狀況表已於二零二四年四月十八日經董事會批准授權刊發，並由以下董事代表簽署

Director  
董事  
**Chung Yuk Lun**  
鍾育麟

Director  
董事  
**Cao Dayong**  
曹大勇

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 25. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

#### (a) Movements of the reserves

		Share premium	Fair value reserve (non-recycling) 公平值儲備 (不可轉入損益)	Accumulated losses	Total reserve
		股份溢價 HK\$'000 千港元	公平值儲備 (不可轉入損益) HK\$'000 千港元	累計虧損 HK\$'000 千港元	儲備總額 HK\$'000 千港元
At 1 April 2021	於二零二一年四月一日	33,785	-	(40,442)	(6,657)
Issue of share by placing	透過配售發行股份	9,525	-	-	9,525
Share issue expenses	股份發行開支	(229)	-	-	(229)
Loss and total comprehensive income/(loss) for the year	本年度虧損及全面收益/ (虧損)總額	-	237	(3,602)	(3,365)
<b>At 31 March 2022</b>	<b>於二零二二年三月三十一日</b>	<b>43,081</b>	<b>237</b>	<b>(44,044)</b>	<b>(726)</b>
At 1 April 2022	於二零二二年四月一日	<b>43,081</b>	<b>237</b>	<b>(44,044)</b>	<b>(726)</b>
Loss and total comprehensive loss for the year	本年度虧損及全面虧損總額	-	-	(12,466)	(12,466)
<b>At 31 March 2023</b>	<b>於二零二三年三月三十一日</b>	<b>43,081</b>	<b>237</b>	<b>(56,510)</b>	<b>(13,192)</b>

### 25. 本公司財務狀況表(續)

#### (a) 儲備變動

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

Year ended 31 March 2023 截至二零二三年三月三十一日止年度

### 26. SUBSIDIARIES

Details of the Company's principal subsidiaries at 31 March 2023 are as follows:

Name of the company 公司名稱	Place and date of incorporation 註冊成立地點和日期	Place of operation 營業地點	Particular of issued and paid-up capital/ registered capital/ 已發行及繳足 資本/註冊資本 的具體情況	Proportion of ownership interest 權益擁有人應佔百分比			Principal activities 主要業務
				Group's effective interest 本集團的 實際權益	Held by the Company 本公司 持有之權益	Held by a subsidiary 附屬公司 持有之權益	
Energetic Tree Limited	British Virgin Islands 英屬維爾京群島	note (i) 附註(i)	US\$100 100美元	100%	100%	-	Investment holding 投資控股
Lucky Unicorn Holdings Limited	British Virgin Islands 英屬維爾京群島	note (i) 附註(i)	HK\$1 1港元	100%	100%	-	Investment holding 投資控股
Golden Legend Consortium Limited	British Virgin Islands 英屬維爾京群島	note (i) 附註(i)	US\$1,000 1,000美元	100%	100%	-	Investment holding 投資控股
K & K Chartered Architect & Associates Limited	Hong Kong	Hong Kong	HK\$2	100%	-	100%	Provision of comprehensive architectural and structural engineering consultancy services 提供全面的建築和結構工程 諮詢服務
啟傑建築顧問有限公司	香港	香港	2港元				
Global Crown Limited	Hong Kong	Hong Kong	HK\$1	100%	-	100%	Provision of comprehensive architectural and structural engineering consultancy services 提供全面的建築和結構工程 諮詢服務
	香港	香港	1港元				
Golden Legend Capital Limited 金馬資本有限公司	Hong Kong 香港	Note (i) 附註(i)	HK\$10,000 10,000港元	100%	-	100%	Investment holding 投資控股
K & K Chartered Architect & Associates (HK) Limited	Hong Kong	Hong Kong	HK\$1	100%	-	100%	Provision of comprehensive architectural and structural engineering consultancy services 提供全面的建築和結構工程 諮詢服務
啟傑建築顧問(香港)有限公司	香港	香港	1港元				

Note:

i) These companies are investment holding companies which have no specific principal place of operation.

附註:

i) 該等公司均為投資控股公司，並無既定的主要營業地點。

# FINANCIAL SUMMARY

## 財務摘要

### RESULTS

### 業績

		2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
<b>REVENUE</b>	<b>收益</b>	45,848	29,779	41,246	35,816	<b>45,369</b>
Cost of services rendered	所提供服務成本	(40,664)	(35,501)	(37,977)	(25,511)	<b>(38,320)</b>
Other income/(losses)	其他收入/(虧損)	376	344	2,610	(197)	<b>924</b>
General and administrative expenses	一般及行政開支	(10,500)	(13,572)	(14,663)	(9,290)	<b>(11,531)</b>
Profit/(loss) from operations	經營溢利/(虧損)	(4,940)	(18,950)	(8,784)	818	<b>(3,558)</b>
Finance cost	融資成本	(199)	(673)	(967)	(430)	<b>(28)</b>
Share of results of an associate	分佔聯營公司業績	(9)	(2,484)	(2,943)	-	-
Write-off of loan receivables	撇銷應收貸款	-	(10,159)	1,250	-	-
Impairment losses on trade receivables	貿易應收款項減值虧損	-	-	-	-	<b>(664)</b>
Impairment losses on contract assets	合約資產減值虧損	-	(2,003)	(1,714)	-	<b>(21)</b>
Loss on derecognition of subsidiaries	終止確認附屬公司之虧損	-	(41)	-	-	-
<b>PROFIT/(LOSS) BEFORE TAXATION</b>	<b>除稅前溢利/(虧損)</b>	<b>(5,148)</b>	<b>(34,310)</b>	<b>(13,158)</b>	<b>388</b>	<b>(4,271)</b>
Income tax (expense)/credit	所得稅(開支)/抵免	(7)	(24)	17	-	<b>(373)</b>
<b>PROFIT/(LOSS) FOR THE YEAR, ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	<b>年內本公司擁有人應佔 溢利/(虧損)</b>	<b>(5,155)</b>	<b>(34,334)</b>	<b>(13,141)</b>	<b>388</b>	<b>(4,644)</b>
Other comprehensive income/(loss) for the year	年內其他全面收益/(虧損)	-	-	-	237	-
<b>TOTAL COMPREHENSIVE INCOME/ (LOSS) FOR THE YEAR, ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	<b>年內本公司擁有人應佔 全面收益/(虧損)總額</b>	<b>(5,155)</b>	<b>(34,334)</b>	<b>(13,141)</b>	<b>625</b>	<b>(4,644)</b>
<b>(LOSS)/EARNINGS PER SHARE</b>	<b>每股(虧損)/盈利</b>					
Basic and diluted	基本及攤薄	(1.23) cents 仙	(8.21) cents 仙	(3.14) cents 仙	0.08 cents 仙	<b>(0.94) cents 仙</b>

### ASSETS AND LIABILITIES

### 資產及負債

		2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Total assets	總資產	55,109	32,011	13,197	16,718	<b>16,883</b>
Total liabilities	總負債	(9,797)	(21,033)	(15,360)	(8,210)	<b>(13,019)</b>
Net assets/(liabilities)	資產/(負債)淨值	45,312	10,978	(2,163)	8,508	<b>3,864</b>



CHINA COME RIDE NEW ENERGY GROUP LIMITED  
中國來騎哦新能源集團有限公司