



PIONEER GLOBAL GROUP LIMITED
建生國際集團有限公司

Stock Code 股份代號 : 00224





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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Rossana WANG GAW, *Chairman*
Goodwin GAW, *Vice Chairman*
Kenneth GAW, *Managing Director*
Christina GAW
Alan Kam Hung LEE

Independent Non-executive Directors

Dr. Charles Wai Bun CHEUNG, JP
Arnold Tin Chee IP
Stephen TAN
Kin CHAN

AUDIT COMMITTEE

Dr. Charles Wai Bun CHEUNG, JP, *Chairman*
Arnold Tin Chee IP
Stephen TAN
Kin CHAN

REMUNERATION COMMITTEE

Arnold Tin Chee IP, *Chairman*
Dr. Charles Wai Bun CHEUNG, JP
Stephen TAN
Kin CHAN

NOMINATION COMMITTEE

Rossana WANG GAW, *Chairman*
Dr. Charles Wai Bun CHEUNG, JP
Arnold Tin Chee IP
Stephen TAN
Kin CHAN

COMPANY SECRETARY

Clara Yuk Yee CHENG

BANKERS

BNP Paribas
Citibank N.A. Hong Kong
Hang Seng Bank Limited
Standard Chartered Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

SOLICITORS

Fangda Partners
Mayer Brown

AUDITOR

CHENG & CHENG LIMITED

REGISTERED OFFICE

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10, Bermuda

PRINCIPAL OFFICE IN HONG KONG

18th Floor
68 Yee Wo Street
Causeway Bay
Hong Kong

SHARE REGISTRAR & TRANSFER OFFICE IN BERMUDA

MUFG Fund Services (Bermuda) Limited
4th Floor, North Cedar House
41 Cedar Avenue
Hamilton HM 12, Bermuda

SHARE REGISTRARS & TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services Limited
17th Floor, Hopewell Centre
183 Queen's Road East
Hong Kong

INFORMATION

<http://www.pioneerglobalgroup.com>
<http://www.irasia.com/listco/hk/pioneer>
Bloomberg: 224:HK
Reuters: 0224.hk

Managing Director's Report

BUSINESS REVIEW

The 2023 to 2024 fiscal year continued to be a difficult one for our businesses. Even though the US Fed stopped raising Fed Funds rate in July 2023, the benchmark interest rate continued to remain at a high level as US consumption stayed strong, combined with low unemployment and higher than anticipated inflation. This higher for longer interest rate environment has made it challenging for real estate markets globally, especially the commercial offices sector. The exception is Japan where the Bank of Japan has continued to keep interest rates at a very low level, causing the Japanese Yen to fall to its weakest level in nearly four decades. While the weak Yen has been a boon for tourism and export businesses, it has caused domestic inflation in Japan, and has negatively affected the value of the Group's Japan office investments in foreign currency terms.

Hong Kong's economy has continued to suffer due to geopolitical concerns and slower than expected recovery of the Chinese economy. With the IPO market in the doldrums, Hong Kong's traditional role as China's and Asia's international financial center has not been functioning as it was in the past. Without any clear economic driver, the commercial office sector in Hong Kong has seen continued downward spiral in both occupancy and rental rates. In addition, Hong Kong's strong currency, due to the peg with US Dollars, and the excellent transportation infrastructure linking Hong Kong to China has led to unprecedented northbound consumption by Hong Kong residents in the Greater Bay Area, in turn hurting Hong Kong's own domestic consumption. While Hong Kong's tourism market has been steadily recovering from COVID, it has been slower than expected due to our strong currency and China's own slow economic recovery.

On the other hand, tourism in Thailand is recovering well, with over 27 million visitors in 2023. For 2024, the country is projected to welcome 37 million arrivals, putting it within 90% of the nearly 40 million in 2019. As a result, we are pleased to see our two hotels in Thailand (Bangkok and Pattaya) returning to operating profits and business continuing to ramp up.

In the fiscal year ended 31 March 2024, the Group had revenues of HK\$249.5 million, an increase of 4.7% from HK\$238.4 million in 2023. The growth in revenues was due to higher rental revenues at some of our investment properties (increases from Pioneer Place and Club Lusitano Building, net of a slight decrease at 68 Yee Wo Street Building), increase in property management fees, and increase in interest income due to higher bank deposit rates. During the 2023/2024 reporting period, operating profit was HK\$174.5 million, a 10.7% increase from HK\$157.6 million the year before. In spite of the challenging operating environment, the performance of the Group's investment properties has been quite resilient. However, share of results of associates was a loss of HK\$102.0 million, compared to a gain of HK\$5.3 million during the same period in 2023. This substantial loss was caused by the high interest expense and operating loss of The Regent Hotel Hong Kong (as the hotel started to ramp up to full operations only in March 2024), as well as the depreciation of the Japanese Yen for our investments in Tokyo properties. Change in fair value of investment properties was a decrease of HK\$12.0 million, compared to a gain of HK\$6.0 million the year before. Due to the increase in interest rates, finance costs nearly doubled from HK\$69.0 million (in the year to March 2023) to HK\$121.7 million for this fiscal year period. Despite higher revenues and operating profits from our investment properties, the Group thus suffered net loss of HK\$49.6 million for the twelve months period (2023: profit of HK\$64.4 million), of which net loss attributable to shareholders was HK\$56.2 million (2023: profit of HK\$59.8 million).

Property Investments (Hong Kong and Asia)

By Subsidiaries

As of 31 March 2024, the occupancy rate of Pioneer Place (245,678 sq. ft.) in Kwun Tong, Hong Kong was 76%, same as it was at the end of the interim period ending September 2023. The substantial supply of new office stock in the East Kowloon district made it the most challenging district in Hong Kong for office leasing, with high vacancies and falling rental rates. For the twelve months fiscal year, Pioneer Place contributed rental and related revenues of HK\$48.2 million, which is an increase from HK\$44.2 million in 2023, and the fair value increased slightly by HK\$1.0 million (2023: increase of HK\$21.0 million).

At the end of March 2024, the Group's 60% owned 68 Yee Wo Street Building (229,200 sq. ft.) in Causeway Bay, Hong Kong had an occupancy rate of 86% (September 2023: 86%). While overall occupancy rate was maintained, average rental rates have been dropping throughout the period. For the twelve months ended 31 March 2024, the property had rental and related revenues of HK\$99.5 million (2023: HK\$100.0 million) and a fair value decrease of HK\$10.0 million (2023: decrease of HK\$20.0 million).

For the twelve-month period ended 31 March 2024, the Club Lusitano Building (80,100 sq. ft.) in Central, Hong Kong has an occupancy rate of 92%, which is slightly lower than the 96% occupancy reported in September 2023. During the fiscal year, the property contributed HK\$60.7 million (2023: HK\$56.9 million) in rental and related revenues and no fair value increase (2023: increase of HK\$8.0 million).

At the end of the reporting period, the 56,740 sq. ft. commercial podium of Kiu Fat Building (115–119 Queen's Road West) in Sai Ying Pun, Hong Kong maintained an occupancy rate of 100% (September 2023: 100%), benefiting from long-term leases. For the twelve-month period, the property contributed HK\$21.2 million (2023: HK\$21.2 million) in rental and related revenues and fair value decrease of HK\$2.6 million (2023: no fair value increase).

By Associates

The Group has an investment in Shanghai K. Wah Centre (7.7%) in China through an associate company. As of 31 March 2024, the property has a healthy occupancy rate of 92% (compared to 94% in September 2023) and the share of associate's results recorded a profit of HK\$8.9 million (2023: HK\$11.0 million).

The Group owned an effective stake of 5.1% in three adjacent commercial buildings in Tokyo, Japan through an associate company. The three buildings are the Aoyama Building (400,594 sq. ft.), Mihashi Building (5,419 sq. ft.), and Clover Aoyama Building (9,250 sq. ft.) on Aoyama Dori on top of three subway lines. A sale agreement of these three Tokyo properties was signed in March 2024 at a total value of JPY95.0 billion (investment cost: JPY84.0 billion). In the fiscal year, the Group recorded a share of associate's loss of HK\$20.5 million. The loss was the fair value adjustment mainly due to the devaluation of the Japanese Yen. Despite the currency fluctuation, the disposal gain recorded was HK\$12.9 million for the holding period. The Group shall receive cash distributions of JPY1,691.4 million (HK\$84.6 million equivalent) by Q3 2024 from this disposition.

By Equity Instruments

The Group is part of an investment consortium that owns the Cityplaza Three (half block) and Cityplaza Four in Tai Koo Shing, Hong Kong. The two adjacent buildings have a total GFA of 792,780 sq. ft. and the Group's investment constitutes a 0.9% effective stake in the properties. As of 31 March 2024, the properties had an occupancy rate of 76% (September 2023: 76%). This investment recorded a fair value loss of HK\$5.0 million during the fiscal year (2023: loss of HK\$2.2 million).

The Group has an investment in Ciro's Plaza (4.0%) in Shanghai, China through an equity instrument. As of 31 March 2024, the property had an occupancy rate of 80% (September 2023: 77%) and the investment recorded a fair value loss of HK\$2.6 million (2023: loss of HK\$20.8 million).

Hotel Investments (Hong Kong and Asia)

The Group's investments in the hotel industry have all been made through associate companies.

The Group owns 30% in The Regent Hotel Hong Kong. The hotel (previously known as The InterContinental Hong Kong) had been closed for renovation since April 2020 and was partially soft opened as The Regent Hotel Hong Kong in December 2022. During renovation, the only part of the hotel that remained operational had been the Yan Toh Heen Restaurant (now renamed Lai Ching Heen). In late December 2022, the hotel's lobby lounge, Harbourside Restaurant, and The Steak House were opened for business. Since the end of March 2023, guest rooms opened in batches as they were turned over by contractors. By March 2024, 495 out of 497 guest rooms (except for 2 speciality suites) became available for operation. The 2 speciality suites

were also completed in April 2024. During the fiscal year, the hotel had an average occupancy rate of 45% based on available inventory and an average daily room rate of HK\$4,212 for the rooms that were opened. While the hotel's operations are still ramping up, reviews from customers on the new restaurants and hotel rooms have been very positive. For the year ended 31 March 2024, the hotel had revenues of HK\$564.6 million (2023: HK\$77.3 million) and operating loss of HK\$23.5 million (2023: loss of HK\$149.3 million). The hotel is still running at an operating loss because of the partial availability of rooms during the year while staff count has already been ramped up to prepare for full opening. For the fiscal year period, the share of results from this associate recorded a loss of HK\$137.1 million (2023: loss of HK\$50.8 million) mainly due to higher loan interest rate, pre-opening expenses, operating losses and property fair value adjustment.



The Regent Hotel Hong Kong – Exterior



The Regent Hotel Hong Kong – Harbour View Room



The Regent Hotel Hong Kong – Lobby Lounge



Regent Hong Kong – The Steak House

In 2023 and the first quarter of 2024, the recovery of Thailand's tourism industry continued, and the performance of our two Thai hotels both improved substantially during the period. For the twelve months ended 31 March 2024, the Pullman Bangkok Hotel G (owned by the Group's 49.5% owned associate company) had revenues of Baht 542.7 million (HK\$118.4 million equivalent) (2023: Baht 400.7 million, HK\$91.0 million equivalent) and operating profit of Baht 178.3 million (HK\$38.9 million equivalent) (2023: Baht 113.3 million, HK\$25.7 million equivalent), with an average occupancy of 76% (2023: 55%). During the same fiscal period, the Pullman Pattaya Hotel G (held by the Group through the same 49.5% owned associate that holds the Pullman Bangkok Hotel G) had revenues of Baht 420.8 million (HK\$91.8 million equivalent) (2023: Baht 346.2 million, HK\$78.6 million equivalent) and operating profit of Baht 147.8 million (HK\$32.2 million equivalent) (2023: Baht 112.8 million, HK\$25.6 million equivalent), with an average occupancy rate of 79% (2023: 73%). The share of results of the Thai associate recorded a profit of HK\$19.0 million (2023: HK\$38.8 million) during the year.

The Group owned an unlisted associate company (43.2% owned by the Group), Strand Hotels International Limited ("SHI"), which was in a 50/50 joint venture with the government of Myanmar to own and operate three hotels in Yangon – the Strand Hotel, the Inya Lake Hotel, and the Hotel G Yangon. SHI also owned the "Strand Cruise", which is a luxury river cruise ship with 27 cabins operating in the Ayeyarwady River in Myanmar. The hotel and cruise businesses were badly affected in past years due to the international sanctions on Myanmar. During the fiscal year, the holding companies of both the hotels and the Strand Cruise were sold. The Group received a cash distribution of US\$8.9 million and recorded a share of associate's profit of HK\$27.6 million.

PROSPECTS

China and Hong Kong are both currently navigating a complex and challenging economic landscape. In China, market confidence and economic growth are under pressure due to a prolonged property crisis and ongoing global trade tensions. The Chinese government is taking proactive steps to mitigate these issues; by lowering borrowing costs and implementing various policy stimuli, authorities aim to reignite market confidence and restore growth momentum. Hong Kong, intrinsically linked to China's economic health, is similarly facing unprecedented headwinds. Slower growth in China and heightened geopolitical uncertainties have weighed on Hong Kong's economic prospects. In particular, the office sector will continue to face challenges until the recovery of our economy, especially the finance sector such as the return of large IPOs in Hong Kong. However, the removal of stringent property cooling measures, or "spicy" measures, by the Government of HKSAR in February this year has provided a much-needed boost to the residential property market. This policy shift has led to a substantial increase in transaction volumes, offering hope for the city's beleaguered residential property sector. Another uplift will hopefully come soon on the monetary front, as interest rates seem to have peaked globally. While the US Federal Reserve has maintained higher rates for a longer period than expected, some major central banks, such as those in Europe and Canada, have recently begun cutting rates, signalling the start of a new interest rate cycle. Lower interest rate cycle will not only lower finance costs, but provide much needed support to capital value of investment properties.

The recovery of the hotel and tourism sector in Hong Kong has been ongoing since the reopening of borders in 2023. While arrivals have been increasing, the recovery has been weaker than expected, primarily due to slower return of Chinese outbound travellers. In 2024, the government is projecting 46 million visitors for the year, a 35% increase over 2023, but representing only 70% of the number in 2018 (the last "normal" year before the anti-government protests and pre-COVID). While The Regent Hotel Hong Kong has been well received with industry accolades (e.g. the hotel recently won the award as Best Hotel in Hong Kong from Travel & Leisure Asia Pacific), the continued improvement of the travel sector will be crucial for our ramp-up plans.

Thailand's tourism sector has been recovering well, with projected arrivals in 2024 expected to reach more than 90% of 2019 level. Even though Chinese outbound sector has not returned to full capacity, the country has seen strong pick-up from other markets. This is a positive development as Thailand grows to a more diversified visitor base. Our hotels in Thailand have been performing satisfactorily and we are optimistic that the strong recovery will continue in 2024-2025 in spite of the new supply in the market.

Due to high interest cost and slower recovery of Hong Kong's inbound travel market, the Group anticipates that The Regent Hotel Hong Kong will require additional funds to cover negative cashflow. In order to conserve capital, no final dividend will be paid this year.

FINANCIAL REVIEW

Liquidity and Financial Resources

The Group continued to enjoy a healthy financial position. As at 31 March 2024, the Group had cash and bank balances amounting to HK\$302.5 million (31 March 2023: HK\$262.8 million) together with an undrawn standby banking facility of HK\$50.0 million (31 March 2023: HK\$50.0 million).

As at 31 March 2024, the total bank borrowings of the Group were HK\$2,281.0 million (31 March 2023: HK\$2,281.0 million). The bank loan of Pioneer Place Building of HK\$600.0 million will be re-financed in June 2024 and the bank loan of 68 Yee Wo Street Building of HK\$1,017.5 million will be re-financed in February 2025. The Group's total debts to total assets ratio was 20.7% (31 March 2023: 20.5%) and net debt to total assets ratio was 18.0% (31 March 2023: 18.1%).

There is no foreign currency risk to the Group's financial liabilities as they are all denominated in Hong Kong dollars. However, the Group has investments in associates operating in Thailand, China and Japan with carrying amounts of HK\$361.8 million, HK\$207.3 million and HK\$89.3 million equivalents respectively as at 31 March 2024 (31 March 2023: HK\$356.4 million, HK\$219.8 million and HK\$110.7 million equivalents respectively). The Group also has equity instrument investments in Malaysia and China denominated in Malaysian ringgit and Renminbi with fair value of HK\$124.4 million and HK\$65.7 million equivalents respectively as at 31 March 2024 (31 March 2023: HK\$121.3 million and HK\$68.3 million equivalents respectively). The management will closely monitor the currency market and take any necessary measures to reduce the exposure.

Pledge of Assets

At the year-end date, investment properties with a carrying value of HK\$7,813.5 million (31 March 2023: HK\$7,825.1 million) were pledged to secure bank loan facilities to the extent of HK\$2,281.0 million (31 March 2023: HK\$2,281.0 million) of which all facilities have been fully utilized.

Contingent Liabilities

As at 31 March 2024, the Group had guarantees of HK\$1,879.8 million (31 March 2023: HK\$1,879.8 million) given to banks in respect of banking facilities utilised by subsidiaries.

Kenneth Gaw

Managing Director

Hong Kong, 25 June 2024

Directors' Report

The Directors are pleased to present their report together with the audited financial statements of the Group for the year ended 31 March 2024.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the activities of its principal subsidiaries and associated companies are shown in notes 30 and 31 to the financial statements. An analysis of the Group's revenue and contribution to results by principal activity of operations is set out in note 3 to the financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2024 are set out in the consolidated statement of profit or loss on page 42.

No interim dividend had been paid for the year ended 31 March 2024.

The Board of Directors does not recommend the payment of a final dividend for the year ended 31 March 2024 (2023: HK1.5 cents per ordinary share).

SHARE CAPITAL

There was no movement in the share capital of the Company during the financial year.

DISTRIBUTABLE RESERVES

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of a company is available for distribution. However, the company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after payment be, unable to pay its liabilities as they become due; or
- (b) the realizable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium.

The reserves of the Company available for distribution to shareholders as at 31 March 2024, including contributed surplus and retained earnings amounted to HK\$1,259,265,000 (2023: HK\$1,258,559,000).

Details of movements in reserves are set out in note 28 to the financial statements.

GROUP FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five financial years is set out on page 120.

PROPERTY, PLANT & EQUIPMENT

Details of movements in property, plant & equipment are set out in note 14 to the financial statements.

MAJOR SUBSIDIARIES

Details of the major subsidiaries as at 31 March 2024 are set out in note 30 to the financial statements.

LOANS AND BORROWINGS

Details of loans and borrowings are set out in note 19 to the financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2024, the Group's five largest customers together accounted for about 29% (2023: 33%) of the Group's total revenue and the largest customer accounted for about 10% (2023: 12%) of the Group's total revenue while the Group's five largest suppliers accounted for less than 30% (2023: less than 30%) of the Group's purchases.

None of the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors own more than 5% of the issued share capital) had an interest in any of the Group's five largest customers or suppliers.

DIRECTORS

The Directors in office during the financial year and up to the date of this report were:

Executive Directors

Rossana WANG GAW

Goodwin GAW

Kenneth GAW

Christina GAW

Alan Kam Hung LEE

Independent Non-executive Directors

Dr. Charles Wai Bun CHEUNG, JP

Arnold Tin Chee IP

Stephen TAN

Kin CHAN

In accordance with the Bye-Laws 82 & 83, Ms. Christina Gaw, Mr. Alan Kam Hung Lee and Mr. Arnold Tin Chee Ip will retire by rotation, and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

DISCLOSURE OF DIRECTORS' INTERESTS

As at 31 March 2024, the following Directors of the Company were interested, or were deemed to be interested in the following long and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which (a) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) adopted by the Company to be notified to the Company and the Stock Exchange.

Long Position in Shares of the Company

Name of director	Number of ordinary shares					Total	%
	Personal Interests	Interests held by controlled corporation	Interests held by family trust	Others			
Rossana Wang Gaw	–	312,914,946 ¹	215,768,260 ²	–	–	528,683,206	45.81
Kenneth Gaw	61,418,428	12,725,857 ³	43,246,864 ⁴	–	–	117,391,149	10.17
Christina Gaw	–	20,699,216 ⁵	–	–	–	20,699,216	1.79
Goodwin Gaw	–	1,749,000 ⁶	–	–	–	1,749,000	0.15
Stephen Tan	–	8,401,276 ⁷	–	504,658 ⁸	–	8,905,934	0.77
Kin Chan	–	432,000 ⁹	–	–	–	432,000	0.04

1 Mrs. Rossana Wang Gaw owns the entire issued share capital of Forward Investments Inc. and Vitality Holdings Limited, which were beneficially interested in 283,200,215 and 29,714,731 shares respectively.

2 Family trust of which Mrs. Rossana Wang Gaw is the sole beneficiary held an aggregate of 215,768,260 shares.

3 Mr. Kenneth Gaw owns the entire issued share capital of Top Elite Company Limited, which was beneficially interested in 12,725,857 shares.

4 Family trust of which Mr. Kenneth Gaw is the sole beneficiary held an aggregate of 43,246,864 shares.

5 Ms. Christina Gaw owns the entire issued share capital of Eternity Rich Investments Limited, which was beneficially interested in 20,699,216 shares.

6 Mr. Goodwin Gaw owns the entire issued share capital of Time Legend International Limited, which was beneficially interested in 1,749,000 shares.

7 Mr. Stephen Tan and his spouse together own 33.8% issued share capital of United-Asia Enterprises Inc. which was beneficially interested in 8,401,276 shares.

8 Mr. Stephen Tan is one of the trustees and administrators of his father's residuary estate which was beneficially interested in 504,658 shares.

9 Mr. Kin Chan is a significant shareholder of Argyle Street Management Holdings Limited and ASMH (Cayman) Limited which were beneficially interested in 432,000 shares.

Directors' Report

Long Position in Shares of Associated Corporations

Name of company	Name of director	Number of ordinary shares held by controlled corporation	%
Pioneer Hospitality Siam (GBR) Limited	Rossana Wang Gaw	30,300,000*	50.5
Pioneer Hospitality Siam (GBR) Limited	Kenneth Gaw	30,300,000*	50.5
Keencity Properties Limited	Rossana Wang Gaw	5,019,205*	50.5
Keencity Properties Limited	Kenneth Gaw	5,019,205*	50.5

* Interested by Mrs. Rossana Wang Gaw and Mr. Kenneth Gaw represented the same interests and were therefore duplicated amongst these two directors for the purpose of the SFO.

Save as disclosed above, as at 31 March 2024, none of the Directors of the Company were interested, or were deemed to be interested in the long and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code adopted by the Company to be notified to the Company and the Stock Exchange.

DISCLOSURE OF SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 March 2024, so far as the Directors were aware, the following persons (other than a director or chief executive of the Company) who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

Name of shareholder	Number of ordinary shares	%
Asset-Plus Investments Ltd.	115,351,866	9.99
Forward Investments Inc.	283,200,215 ¹	24.54
Intercontinental Enterprises Corp.	215,768,260 ²	18.70
Prosperous Island Limited	97,324,936	8.43

1 Forward Investments Inc. of which Mrs. Rossana Wang Gaw is the sole beneficiary held an aggregate of 283,200,215 shares, which duplicated to those disclosed in "Long Position in Shares of the Company".

2 Family trust of which Mrs. Rossana Wang Gaw is the sole beneficiary held an aggregate of 215,768,260 shares, which duplicated to those disclosed in "Long Position in Shares of the Company".

Save as disclosed above, the Directors were not aware of any other persons (other than a director or chief executive of the Company) who, as at 31 March 2024, had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

BUSINESS REVIEW

A fair review of the business of the Group, including description of the possible risks and uncertainties that the Group may be facing, the important events and its future prospect of the Group is set out in the “Managing Director’s Report” of the annual report.

An analysis of the Group’s performance for the reporting year using financial key performance indicator and the financial risk management are set out on page 120 and in note 27 to the financial statements respectively.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group adheres to environmental sustainability from office throughout the property portfolio. As a responsible corporation, we strive to ensure minimal environmental impacts by carefully managing our energy consumption, water usage, property design and waste production.

At office level, the Company participated in the Green Office Awards Labelling Scheme organized by World Green Organization to implement green initiatives and encourage staff to join environmental related training. At rental property level, we advocated e-bill and e-receipt to our tenants and actively launched various energy savings and waste recycling programmes.

More details of the environmental policies and performance of the Company will be published separately in the environmental, social and governance report (“ESG Report”). The ESG Report can be assessed under the section “ESG Reports” at the Company’s website (www.pioneerglobalgroup.com or www.irasia.com/listco/hk/pioneer).

COMPLIANCE TO LAWS AND REGULATIONS

The Board paid attention to the Group’s policies and practices on compliance with legal and regulatory requirements. External compliance and legal advisors are engaged to ensure transactions and business performed by the Group are within the applicable laws’ framework. Updates on applicable laws, rules and regulations are brought to the attention of relevant employees and operation units from time to time.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

(a) Employees

The Company recognizes the value of employee involvement in effective communications and the need for their contribution to decision making on matters affecting their jobs. The employment policies of the Company embody the principles of equal opportunity and are tailored to meet the needs of the Company and the areas in which it operates. This includes suitable procedures to support the Company's policy that individuals should not be discriminated against on the basis of race, disability, age, gender, sexuality or religion and that they should be considered for employment and subsequent training, career development and promotion on the basis of their aptitudes and abilities.

(b) Customers

Tenants are the Group's main customers. We endeavour to maintain a close and lasting relationship with them and pursue their satisfaction. The tenants can contact our asset management team directly via telephone and emails as and when needed. We also pay attention to the tenant's dissatisfaction and put the best effort to respond instantly to the problem and complaint submitted by the tenants.

(c) Suppliers

The Group seeks to develop long-standing and maintains good relationship with our key suppliers. We select our suppliers prudently and assess them based on criteria such as track record, experience, reputation and history of meeting our standards. We also discussed with the suppliers on areas of improvement so as to increase efficiency and foster long-term business benefits.

EMOLUMENT POLICY

As at 31 March 2024, the number of salaried staff at the holding company level was 18 (31 March 2023: 17). The Group ensures that its employees' remuneration packages are competitive. Employees are rewarded on a performance related basis within the general framework of the Group's salary and bonus system. The emoluments of the directors of the Company are determined with reference to his/her position, duties and responsibilities, remuneration policy of the Company and the prevailing market conditions. All the employees in Hong Kong are entitled to join the defined contribution mandatory provident fund retirement benefits scheme under the Mandatory Provident Fund Scheme Ordinance.

DONATIONS

Charitable and other donations made by the Group during the financial year amounted to approximately HK\$369,000 (2023: HK\$748,000).

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

As at 31 March 2024, there were no outstanding options to subscribe for the shares of the Company. There were no other arrangements to which the Company or any of its subsidiaries was a party to enable the directors of the Company to acquire benefits by means of the acquisition of shares, or debentures of the Company or any other body corporate.

DIRECTORS' SERVICE CONTRACTS

No Director, including those proposed for re-election at the forthcoming annual general meeting, has a service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation other than statutory compensation.

INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed under "Connected Transactions" and in note 26 to the financial statements, no Director or an entity connected with a Director, a controlling shareholder or any of its subsidiaries, has a material beneficial 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 is a party during the financial year.

MANAGEMENT CONTRACTS

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

PERMITTED INDEMNITY PROVISION

The Company's Bye-laws provides that all directors or other officers of the Company shall be entitled to be indemnified out of the Company's fund against all losses or liabilities which he or she may incur or sustain in or about the execution of the duties of his or her office or otherwise in relation thereto. In addition, the Company has maintained appropriate directors' and officers' liability insurance throughout the financial year, which provides appropriate cover for certain legal actions brought against its directors and officers.

PRE-EMPTIVE RIGHTS

No pre-emptive rights exist in Bermuda, the jurisdiction in which the Company was incorporated.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors at the date of the annual report, there was a sufficient public float of the Company.

CORPORATE GOVERNANCE

Principal corporate governance practices as adopted by the Company are set out in the Corporate Governance Report on pages 22 to 35.

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

During the year, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the shares of the Company.

COMPETING INTERESTS

None of the Directors had, either directly or indirectly, an interest in a business which significantly competes or may compete with the business of the Group.

CONNECTED TRANSACTIONS

Continuing Connected Transactions

On 8 May 2019, Treasure Spot Investments Limited ("Treasure Spot"), a non-wholly owned subsidiary of the Company, as the landlord, entered into the lease agreements (the "2019 Lease Agreements") for rental income with Gaw Capital Advisors Limited ("GCAL") and Gaw Capital Asset Management (HK) Limited ("GCAM"), as the tenants, pursuant to which Treasure Spot agreed to lease the partial of 18th and 19th Floors, 68 Yee Wo Street, Causeway Bay, Hong Kong (the "First Property") at HK\$811,776 per calendar month, and a unit on 10th Floor, 68 Yee Wo Street, Hong Kong (the "Second Property") at HK\$151,720 per calendar month to GCAL and GCAM, respectively, for a term of 3 years from 1 July 2019 to 30 June 2022. On 20 May 2022, Treasure Spot entered into the new lease agreements with GCAL and GCAM to renew the 2019 Lease Agreements for a new term of 3 years from 1 July 2022 to 30 June 2025 (the "2022 Lease Agreements"). Pursuant to the 2022 Lease Agreements, Treasure Spot agreed to lease the First Property at HK\$676,480 per calendar month, the Second Property at HK\$132,755 per calendar month to GCAL and GCAM, respectively.

On 14 January 2021, Treasure Spot entered into another lease agreement (the "2021 Lease Agreement") with GCAM pursuant to which Treasure Spot agreed to lease Unit 1505, 15th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong (the "Third Property") at HK\$127,908 per calendar month to GCAM, for a term of 3 years from 1 March 2021 to 29 February 2024. On 27 February 2024, Treasure Spot entered into the new lease agreements with GCAM to renew the 2021 Lease Agreement for a new term of 3 years from 1 March 2024 to 28 February 2027 (the "2024 Lease Agreement"). Pursuant to the 2024 Lease Agreement, Treasure Spot agreed to lease the Third Property at a monthly rental of HK\$114,444, HK\$117,810 and HK\$121,176 per calendar month for the first year, second year and third year respectively.

The ultimate beneficial owners of GCAL and GCAM include Mr. Goodwin Gaw, Mr. Kenneth Gaw and Ms. Christina Gaw, who are Executive Directors, and are therefore connected persons of the Company under the Listing Rules.

The Independent Non-executive Directors have reviewed the above continuing connected transactions and confirmed that the transactions have been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) in accordance to the agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Board confirmed that the Auditor has issued its unqualified independent assurance report on 25 June 2024 containing its findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules.

RELATED PARTY TRANSACTIONS

Details of the related party transactions are set out in note 26 to the financial statements. None of these related party transactions constitutes a connected transaction, except for those described under "Connected Transactions", in respect of which the disclosure requirements in accordance with Chapter 14A of the Listing Rules have been complied with.

AUDITOR

The financial statements for the year ended 31 March 2024 have been audited by CHENG & CHENG LIMITED who will retire and being eligible offer itself for re-appointment. A resolution for the re-appointment of CHENG & CHENG LIMITED as auditor of the Company will be proposed at the forthcoming annual general meeting.

On Behalf of the Board

Rossana Wang Gaw

Chairman

Hong Kong, 25 June 2024

Biographical Details of Directors

EXECUTIVE DIRECTORS

Mrs. Rossana WANG GAW (Chairman)

Aged 78, was appointed to the Board in 1980 and has been Chairman of the Group since February 1999. She is responsible for the management of the real estate sector in the Group. Mrs. Gaw has 8 years of experience in the garment manufacturing industry and over 35 years of experience in real estate investments and hotels business. Mrs. Gaw is a graduate of the University of California, Berkeley, and holds a Degree in Business Administration. She is the mother of Mr. Goodwin Gaw, Mr. Kenneth Gaw and Ms. Christina Gaw.

Mr. Goodwin GAW (Vice Chairman)

Aged 55, was appointed to the Board in 1994 and became Vice Chairman of the Group in August 1996. He is the Chairman of Gaw Capital Partners, a global real estate private equity firm. He is also the President of Downtown Properties Holdings, a private real estate investment company with commercial properties interest in the United States. Mr. Gaw graduated with a Bachelor of Science Degree in Civil Engineering from the University of Pennsylvania, a Finance Degree from Wharton Business School and a Master of Science Degree in Construction Management from Stanford University. He is the son of Mrs. Rossana Wang Gaw, and the brother of Mr. Kenneth Gaw and Ms. Christina Gaw.

Mr. Kenneth GAW (Managing Director)

Aged 53, was appointed to the Board in 1994 and became Managing Director of the Group in February 1999. He holds directorship at Hong Kong-Thailand Business Council. He was previously a director of Dusit Thani Public Company Limited until 2018, a director of Home Inns Hotels and Management Inc until 2016, a director of Siam Food Products Public Company Limited until 2006 and a director and Deputy Chairman of Wah Kwong Shipping Holdings Limited until 2000. Mr. Gaw co-founded Gaw Capital Partners, a global real estate private equity firm, in July 2005 and serves as its President and Managing Principal. He graduated with a Bachelor of Science Degree in Applied Mathematics and Economics from Brown University (Magna Cum Laude). Before joining the Group, Mr. Gaw worked in the structured finance group at Goldman, Sachs & Co. in New York and in corporate finance with Goldman Sachs (Asia) LLC in Hong Kong. He is the son of Mrs. Rossana Wang Gaw, and the brother of Mr. Goodwin Gaw and Ms. Christina Gaw.

Ms. Christina GAW

Aged 51, Christina Gaw was appointed to the Board in 2014. She also serves as an Independent Non-executive Director and a Member of the Sustainability Committee of CLP Holdings Limited. She is the Managing Principal and Global Head of Capital Markets, Co-Chair of Alternative Investments of Gaw Capital Partners. She works closely with limited partners relating to capital raising and new product developments. Since 2005, Gaw Capital Partners is a real estate private equity firm and has raised seven commingled funds in Asia, three US funds, one Vietnam fund, two hospitality funds and one growth equity fund alongside other global separate account mandates within the real estate space. Ms. Gaw was named Global PERE's Rainmaker 30 and one of the Top 10 PERE's Women of Influence in 2021. Prior to joining Gaw Capital Partners, Ms. Gaw worked at Goldman Sachs (Asia) LLC for almost 9 years and UBS for 6 years as Managing Director with responsibilities as Head of Asian Regional Sales and latest capacity as Head of APAC Capital Introduction team within Prime Brokerage. Christina is also active in community and educational sector capacity work in Hong Kong. She is currently a member of the Listing Committee of The Stock Exchange of Hong Kong Limited, an honorary advisor of Hong Kong PropTech Association, a board member of InspiringHK Sports Foundation and an advisor of Teach for Hong Kong and Time Auction, finance committee member and board member of Hong Kong International School, board member of Stellart International School of Arts, executive committee vice chairwoman of St. Paul's Co-educational College Alumni Association, corporate member of the Cheltenham Ladies College UK, school supervisor for TWGHs S. C. Gaw Memorial College and the council member of Lingnan University, Hong Kong. She has also served as the board member of The Women's Foundation for over 10 years from 2009 to 2019 and the board treasurer of The Hong Kong Ballet Group from 2010 to 2017. Christina received her B.S in Business Administration from the University of San Francisco, California. Ms. Gaw is the daughter of Mrs. Rossana Wang Gaw, and the sister of Mr. Goodwin Gaw and Mr. Kenneth Gaw.

Mr. Alan Kam Hung LEE

Aged 68, was appointed to the Board in 2013 and has been the Chief Financial Officer of the Group since 2000. He is also the Chief Operating Officer, Managing Director and Principal of Gaw Capital Partners, a global real estate private equity firm. Mr. Lee graduated with a Bachelor of Science Degree in Civil Engineering from Imperial College London, a Master of Science Degree in Engineering from the University of Hong Kong and a Master of Business Administration Degree from the University of Toronto. He is a Chartered Professional Accountant (Canada) and a fellow member of the Hong Kong Institute of Certified Public Accountants.

Biographical Details of Directors

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Charles Wai Bun CHEUNG, JP

Aged 87, was appointed to the Board in 1986. He is the Chairman of the Audit Committee of the Company. Dr. Cheung holds an Honorary Doctor's Degree, a Master's Degree in Business Administration and a Bachelor of Science Degree. He has over 40 years of experience in the senior management of companies in various industries including over 30 years of experience of banking business in senior management positions. Dr. Cheung is director and Vice Chairman of the Executive Committee of Metropolitan Bank (China) Ltd. PRC. He is an independent non-executive director and Chairman of Audit Committee of Modern Dental Group Limited and a non-executive director of Galaxy Entertainment Group Limited of which are listed on the main board of the Stock Exchange. He resigned an independent non-executive director of Jiayuan International Group Limited (In Liquidation) with effect from 30 April 2024. He was formerly a director and director general of Audit Committee of China Resources Bank of Zhuhai Co. Ltd., and also an independent non-executive director and Chairman of Audit Committee of Shanghai Electric Group Company Limited. He was an independent non-executive director and Chairman of Remuneration Committee of Universal Technologies Holdings Limited and an independent non-executive director and Chairman of Nomination Committee of Yin He Holdings Limited which was listed on GEM board of the Stock Exchange. He is the advisor of the Institute of ESG & Benchmark. He was formerly a council member of The Hong Kong Institute of Directors. Dr. Cheung was formerly an Executive Deputy Chairman and Group Chief Executive of Mission Hills Group and Visiting Professor of School of Business of Nanjing University, China. He was a former director and advisor of Tung Wah Group of Hospitals, a former member of Hospital Governing Committee of both Kowloon Hospital and Hong Kong Eye Hospital and a former member of the Regional Advisory Committee of Kowloon of Hong Kong Hospital Authority. He was awarded the Directors of the year Awards 2002 of Listed Company Non-executive Director. Dr. Cheung was elected Outstanding Director Award by the Chartered Association of Directors, Outstanding Management Award by Chartered Management Association and Outstanding CEO Award by the Asia Pacific CEO Association in December 2010.

Mr. Arnold Tin Chee IP

Aged 61, was appointed to the Board in 1999. He is the Chairman of the Remuneration Committee of the Company. Mr. Ip is a graduate of Trinity College, Cambridge University. Mr. Ip is chairman of Altus Holdings Limited, a company listed on the GEM board of the Stock Exchange, which focuses on providing corporate finance services to listed and unlisted companies in Hong Kong, and property investment. He is an independent non-executive director of Sam Woo Construction Group Limited, a company listed on the main board of the Stock Exchange; and an independent non-executive director of SV Vision Limited (formerly known as Icicle Group Holdings Limited), a company listed on the GEM board of the Stock Exchange. He was an independent non-executive director of Pak Fah Yeow International Limited, a company listed on the main board of the Stock Exchange until September 2022. He was the chairman of Japan Residential Assets Manager Limited, manager of Saizen REIT which was listed in Singapore until it subsequently delisted in 2017. Between 1989 and March 1997, Mr. Ip worked for Standard Chartered Asia Limited and was a director of Yuanta Securities (Hong Kong) Limited thereafter until January 2001, specializing in a range of corporate finance and advisory activities for companies based in Hong Kong and China. From 1984 to 1988, he worked at Arthur Andersen & Co in London specializing in taxation and qualified as a Chartered Accountant in 1988.

Mr. Stephen TAN

Aged 70, was appointed to the Board in 2007. He was educated in the United States and holds a Bachelor's Degree in Business Administration at Rutgers University, and a Master's Degree in Business Administration at St. John's University. Mr. Tan is currently an executive director of Asia Financial Holdings Limited and was appointed as an independent non-executive director of China Motor Bus Company, Limited and Keck Seng Investments (Hong Kong) Limited in April 2014 and June 2019 respectively, and all of which are listed on the main board of the Stock Exchange. He also sits on the boards of Bank Consortium Trust Company Limited, Hong Kong Life Insurance Limited and AFH Charitable Foundation Limited. Mr. Tan serves as the Honorary President of the Federation of Hong Kong Shantou Community Organizations, the Honorary President of the Council of the Ninth Shantou Overseas Friendship Association, the Managing Director of Hong Kong Chiu Chow Chamber of Commerce Limited, a member of the Board of Governors of Hong Kong Sinfonietta Limited and the Chairman of Bangkok Mercantile (Hong Kong) Company Limited. He is a Standing Committee Member of the Chinese General Chamber of Commerce, the Incumbent Honorary President of Chiu Yang Residents Association of Hong Kong Limited, the Supervisor of Chiu Yang Por Yen Primary School and the Manager of Chiu Yang Primary School of Hong Kong. Mr. Tan is also a voting member of Tung Wah Group of Hospitals Advisory Board and a charter member of the Rotary Club of The Peak.

Mr. Kin CHAN

Aged 58, Mr. Chan is the founding shareholder of Argyle Street Management Limited and has been the Chief Investment Officer since its inception in 2002. He is the Chairman and a deemed Executive Director of TIH Limited and a Non-Executive Non-Independent Director of OUE Limited, both listed on the Singapore Exchange. He is also a Non-Executive Director of CITIC Resources Holdings Limited, a natural resources company listed on the main board of the Stock Exchange, and a member of the board of commissioners of PT Lippo Karawaci Tbk, a real estate company listed on Indonesia Stock Exchange. Mr. Chan was the Chief Executive and Managing Director of Lazard Asia Limited ("Lazard") from 2000 to 2001 and managed the firm's advisory business in Asia outside of Japan. Prior to joining Lazard, Mr. Chan was an Executive Director at Goldman, Sachs & Co. where he worked in Hong Kong, New York and Singapore from 1992 to 1999. Mr. Chan has over 30 years experience in international capital markets, investment banking, corporate advisory and major transactions, particularly in Asia. Mr. Chan holds an AB degree from Princeton University and a Master's degree in Business Administration from the Wharton School of University of Pennsylvania where he was a Palmer Scholar.

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

Good corporate governance provides a framework that is essential for effective management, healthy corporate culture, successful business growth and better shareholders' value. The Group's corporate governance practices emphasize a well-balanced quality Board, effective risk management and internal control and accountability to shareholders. The Company has adopted the principles and the corporate governance code (the "CG Code") set out in Part 2 of Appendix C1 of the Listing Rules. The Company has complied with all the code provisions set out in the CG Code throughout the year under review.

PURPOSE, VALUES AND STRATEGY

The Group aims to generate attractive returns to the Shareholders by investing in real estates assets. Operating with integrity, social responsibility and environmental sustainability are the Group's guiding principles. To this end, the Group upholds high probity standards, ethical and anti-corruption business practices, and embraces green property management to minimize the environmental footprint.

The Board has been adopting a strategy to focus on the long term sustainable returns instead of short term gains. This also enables the Group to fulfill its social responsibility and environmental sustainability obligations.

THE BOARD OF DIRECTORS

Responsibilities of the Board

The Company is headed by an effective Board which is accountable to shareholders for the long-term performance and interests of the Company. The Board is responsible for directing business affairs of the Group which include determining the corporate objectives and business strategies, setting appropriate policies to manage risks and performing the corporate governance function. On the other hand, the Board delegated the management with the day to day running and operational matters of the Group and the management is held accountable for the performance of the Company.

Regarding the corporate governance duties, the Board as a whole is responsible for developing and reviewing the policies and practices on corporate governance and the legal and regulatory compliance; reviewing and monitoring the code of conduct and ethical behavior applicable to the Directors and employee; reviewing and monitoring the training and continuous professional development of Directors; and reviewing the Company's compliance with the CG Code and disclosure in the corporate governance report.

During the year under review, the Board has reviewed the corporate governance practices of the Company and the disclosure in this corporate governance report. It also monitored the training and continuous professional development of Directors regularly.

Decisions on important matters, including those affect the Group's strategic policies, annual and interim results, material transactions and funding exercises are reserved to the Board whereas the Group's general operations decisions are reserved to the management. The respective functions to the Board and the management have been formalized and set out in writing and are reviewed annually to ensure that they remain appropriate to the Company.

Composition of the Board

The Board currently comprises nine Directors, including five Executive Directors and four Independent Non-executive Directors. The number of Independent Non-executive Directors in the Company represents more than one-third of the Board, which satisfied the requirement under Rule 3.10(A) of the Listing Rules. The biographical details of the Directors including their names, positions and relationships are set out on pages 18 to 21. In particular, Mrs. Rossana Wang Gaw (Chairman) is the mother of Mr. Goodwin Gaw (Vice Chairman), Mr. Kenneth Gaw (Managing Director) and Ms. Christina Gaw (Executive Director). Save as aforesaid, none of the members of the Board is related to one another.

The Company has maintained on its website and that of Stock Exchange an updated list of Directors identifying their roles and functions and disclosed the names of Directors, including those Independent Non-executive Directors, in all corporate communications.

Chairman and Managing Director

The roles of the Chairman and the Managing Director of the Company are separate to reinforce their respective independence and accountability.

The Chairman provides leadership to and oversees the effective functioning of the Board with good corporate governance practices. The Chairman should encourage all directors to make positive contribution to and act in the best interest of the Company. With the support of the senior management, the Chairman ensures that all Directors receive adequate, complete and reliable information, and are properly briefed on issues arising at Board meetings and that all key and appropriate issues are discussed by the Board in a timely manner. The Chairman should also create an environment that promotes constructive discussion among Board members and effective communication with shareholders.

The Managing Director heads the management and focuses on implementing objectives, policies and strategies approved and delegated by the Board. He has the executive responsibilities over the Company's day-to-day management and operation.

During the year under review, the Chairman of the Company is Mrs. Rossana Wang Gaw and the Managing Director is Mr. Kenneth Gaw.

Independent Non-executive Directors

Each Independent Non-executive Director is appointed for a term of three years and is subject to retirement by rotation and re-election at the annual general meeting of the Company (the “AGM”) in accordance with the provisions of the Bye-Laws. The Independent Non-executive Directors possess appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. Their active participation in the Board and committee meetings brings an independent and constructive view on issues such as, strategy, policy, performance, accountability, resources, key appointments and standards of conduct; helps to scrutinize the Company’s performance in achieving agreed corporate goals and objectives, and monitors performance reporting as well as protects the minority interests.

The Company has received in writing the annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the Independent Non-executive Directors and considers them to be independent of the management and free of any relationship that could materially interfere with the exercise of their independent judgment.

Any re-appointment of an Independent Non-executive Director who has served the Board for more than nine years will be subject to a separate resolution to be approved by shareholders. Reasons will be given in the circular to shareholders to explain why the Board believes those Independent Non-executive Directors are still independent and should be re-elected.

If an Independent Non-executive Director will be holding his seventh (or more) listed company directorship, the Board will explain in the circular why he will still be able to devote sufficient time to the Board.

Pursuant to Code Provision B.2.4(b) of the CG Code, the Company, by way of an ordinary resolution, had appointed Mr. Kin Chan as a new Independent Non-executive Director at the AGM held on 13 September 2023.

Directors and Officers Liability Insurance

Appropriate insurance cover on directors’ and officers’ liabilities has been in force to protect the Directors and officers of the Group from their risk exposure arising from the business of the Group. The insurance coverage is reviewed and renewed on annual basis.

Board Meetings and Procedures

The Board meets regularly, and at least four times a year, to review the business development and discuss any matters arising from corporate governance, risk management, accounting and financing. Additional meetings will be held upon the request of the members when they think necessary. Every Director is entitled to have full access to information on the Group and may, in appropriate circumstances, take independent professional advice at the Company's expense.

In respect of regular Board meetings, at least 14 days' notice is normally given to all Directors and all Directors can include matters for discussion in the agenda if necessary. Agenda and accompanying Board papers in respect of regular Board meetings are sent out in full to all Directors within reasonable time before the Board meetings, which enable the Board to make an informed decision on the matters. Draft minutes of every Board meeting are circulated to all Directors for their comment within a reasonable time after the Board meeting is held. All the minutes are kept by the Company Secretary and available for inspection by any Director.

All Directors, including the Independent Non-executive Directors, have devoted a reasonable amount of time and effort to the business affairs of the Company. The decisions made are collective decisions of all Directors after thorough discussion at the Board meetings. According to the current Board practices, any material transaction, which involves a conflict of interest for a substantial shareholder or a director, will be considered and dealt with by the Board at a duly convened Board meeting and the director concerned will abstain from voting.

During the financial year, four Board meetings and the 2023 AGM were held. The composition of the Board and attendance record of each Director at these meetings are set out below:

Directors	Number of Board Meeting attended	Number of General Meeting attended
Executive Directors		
Rossana Wang Gaw (<i>Chairman</i>)	4/4	1/1
Goodwin Gaw (<i>Vice Chairman</i>)	3/4	1/1
Kenneth Gaw (<i>Managing Director</i>)	4/4	1/1
Christina Gaw	4/4	1/1
Alan Kam Hung Lee	4/4	1/1
Independent Non-executive Directors		
Dr. Charles Wai Bun Cheung, JP	4/4	1/1
Arnold Tin Chee Ip	4/4	1/1
Stephen Tan	4/4	1/1
Kin Chan ¹	3/4	0/1

1 Mr. Kin Chan was appointed as an independent non-executive Director with effect from 13 September 2023.

Directors' Induction and Training

On appointment to the Board, each newly appointed director receives a comprehensive induction package covering policies and procedures of the Company as well as the general, statutory and regulatory obligations of being a director to ensure that he is sufficiently aware of his responsibilities under the Listing Rules and other relevant regulatory requirements.

All Board members are encouraged to update their knowledge of and familiarity with the business environment related to the Group through active participation at Board meetings and enrolling in a wide range of professional development courses and seminars relating to the Listing Rules, Companies Ordinance, corporate governance practices and professional skills at the Company's expense. The Company provides Directors with regular updates on the performance, financial position and latest development of the Group. Directors are also updated on any material changes in the Listing Rules, Companies Ordinance, rules and regulatory requirements related to directors' duties and responsibilities from time to time.

All Directors have provided the Company Secretary with their training record for the financial year under review and the training received by each Director is summarized below:

Directors	Reading journals, Newspapers and/or updates*	Attending seminars, webinars, forums and/or conference*
Executive Directors		
Rossana Wang Gaw (<i>Chairman</i>)	✓	✓
Goodwin Gaw (<i>Vice Chairman</i>)	✓	✓
Kenneth Gaw (<i>Managing Director</i>)	✓	✓
Christina Gaw	✓	✓
Alan Kam Hung Lee	✓	✓
Independent Non-executive Directors		
Dr. Charles Wai Bun Cheung, JP	✓	✓
Arnold Tin Chee Ip	✓	✓
Stephen Tan	✓	✓
Kin Chan ¹	✓	✓

* All the trainings are related to corporate governance, rules and regulations, market and economic analysis, accounting, financial, management, professional skills and/or directors' duties and responsibilities.

¹ Mr. Kin Chan was appointed as an independent non-executive Director with effect from 13 September 2023.

Risk Management and Internal Control

The Board acknowledges its responsibility for the risk management and internal control systems of the Company and reviewing their effectiveness. It has the overall responsibility to evaluate and determine the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains an appropriate and effective risk management and internal control systems. The Board also oversees the management in the design, implementation and monitoring of the risk management and internal control systems, and the management should provide a confirmation to the Board on the effectiveness of the systems.

The Board, through the Audit Committee, assesses the effectiveness of the Group's risk management and internal control systems, which covers all material controls, including financial, operational and compliance controls, on at least annual basis, reviews the effectiveness of the internal audit function, and also considers the adequacy of resources, staff qualifications and experience, training programmes and budgets.

The Company's risk management and internal control systems have five components, including control environment, risk assessment, control activities, information and communication, and monitoring which are embedded in each business unit or functional area. Such systems are designed to manage, rather than eliminate, the risk associated in failing to achieve certain business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

The management with the coordination of different business units implements the risk management and internal control systems in accordance to the Board's direction. They meet regularly to review and identify any significant management and operational risks and each of identified risks is assessed and evaluated of its impact and likelihood. Various controls or safeguards are taken to address the significant risks. Timely and accurate information are effectively communicated among operational staff and the management. Material issues, particularly any incidence of control failings or weaknesses that may cause material impact on the business of the Group is to be reported to the Board and the Audit Committee on a timely basis.

The internal audit function undertaken by the internal auditor is also established to monitor the Group's internal governance and strive to provide an objective assurance to the Board on the adequacy, efficiency and effectiveness of the Group's risk management and internal control systems maintained by the management and to provide recommendations for improvement. The annual internal audit plan is reviewed and approved by the Audit Committee.

When handling and dissemination of inside information, senior management of the Company must take all reasonable measures to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Company from time to time. They must promptly bring any possible leakage or divulgence of inside information to the attention of the Chief Financial Officer, who will notify the Board accordingly for taking the appropriate action promptly. Employees are required to keep confidential and are not permitted to the unauthorized use of all information relating to our suppliers, clients, transactions and the use of confidential information for the benefit of themselves and any third party is restricted.

In the year under review, the Board, through the Audit Committee and the external auditor, conducted the review of effectiveness of the Group's risk management and internal control systems, including all material financial, operational and compliance controls and assessed the adequacy of resources, qualification and experience of the staff of the Company's accounting and financial reporting function, and their training programs and budgets and the review of the internal audit function for the year ended 31 March 2024. The result of assessment was satisfactory and the Board was not aware any significant issues that would have an adverse impact on the effectiveness and adequacy of the systems of the Group. Also the management provided a confirmation to the Audit Committee and the Board on the effectiveness of the systems.

BOARD COMMITTEES

Remuneration Committee

As at 31 March 2024, the Remuneration Committee consisted of four Independent Non-executive Directors, including Mr. Arnold Tin Chee Ip (Chairman), Dr. Charles Wai Bun Cheung, JP, Mr. Stephen Tan and Mr. Kin Chan. The responsibilities and functions of the Remuneration Committee are set out in its terms of reference and are available on the websites of the Company and the Stock Exchange.

The principal duties of the Remuneration Committee are to make recommendations to the Board regarding the Company's remuneration policy and structure; to assess the performance of executive directors; and to review and approve the remuneration packages of all the Directors and senior executives.

A formal and transparent remuneration policy is in place to determine the remuneration packages of Directors and senior management. The remuneration policy is built upon the principle of providing market competitive remuneration package with reference to corporate goals and objectives, his/her position, duties, responsibilities, time commitment and prevailing market condition and the remuneration packages of executive directors and senior management comprise basic salary and annual discretionary bonus.

The Remuneration Committee consults the Chairman and the Managing Director about their proposals relating to the remuneration of the Executive Directors and reviews and determines the remuneration of Directors and senior management with reference to the remuneration policy of the Company. Sufficient resources are provided to the Committee to discharge its duty. The Committee members can access to independent professional advice at the Company's expense if necessary.

During the financial year, two Remuneration Committee meetings were held and attendance record of each Director is set out as below:

Directors	Number of Remuneration Committee Meeting attended
Independent Non-executive Directors	
Arnold Tin Chee Ip (<i>Chairman</i>)	1/2
Dr. Charles Wai Bun Cheung, JP	2/2
Stephen Tan	2/2
Kin Chan ¹	1/2

1 Mr. Kin Chan was appointed as a member with effect from 13 September 2023.

During the financial year, the Remuneration Committee reviewed the remuneration of a new Independent Non-executive Director, assessed the performance of the Executive Directors, and approved the remuneration packages for the Executive Directors for year 2024 and the bonus for year 2023 with reference to the remuneration policy and reported the same to the Board. Details of the Directors' remuneration for year 2024 are set out in note 10 to the financial statements.

Audit Committee

As at 31 March 2024, the Audit Committee consisted of four Independent Non-executive Directors, including Dr. Charles Wai Bun Cheung, JP (Chairman), Mr. Arnold Tin Chee Ip, Mr. Stephen Tan and Mr. Kin Chan. The responsibilities and functions of the Audit Committee are set out in its terms of reference and are available on the websites of the Company and the Stock Exchange.

The principal duties of the Audit Committee are to review the interim and annual financial statements; to investigate any activity within its terms of reference; to oversee the Company's relationship with external auditor; to discuss any issues arising from the audits and any matters raised by the external auditor; to assess the risk management and internal control systems; to review the effectiveness of the internal audit function; and to monitor the financial aspects of the Group. The Audit Committee meets twice a year with external auditor and is provided with sufficient resources to discharge its duty and access to independent professional advice at the Company's expense if necessary.

Corporate Governance Report

During the financial year, two Audit Committee meetings were held and attendance record of each Director is set out as below:

Directors	Number of Audit Committee Meeting attended
Independent Non-executive Directors	
Dr. Charles Wai Bun Cheung, JP (<i>Chairman</i>)	2/2
Arnold Tin Chee Ip	2/2
Stephen Tan	2/2
Kin Chan ¹	1/2

1 Mr. Kin Chan was appointed as a member with effect from 13 September 2023.

Throughout the year, the Audit Committee reviewed the interim and annual financial statements and reports of the Group with the external auditor and the management before recommending them to the Board for consideration and approval. The Committee also reviewed the continuing connected transactions and monitored the integrity of the financial statements and paid attention to any changes in accounting policies and practices and their impact on the Group's financial statements. In addition, the Audit Committee assisted the Board in meeting its responsibilities for maintaining an effective systems of risk management and internal control and the internal audit function during the financial year. The Committee reviewed the risk management and internal control systems report and internal audit report prepared by the management/internal auditor and discussed the same with the external auditor to ensure the effectiveness and efficiency of the Group's operation. The external auditor and the Audit Committee were satisfied that the overall financial and operational controls for the Group continued to be effective. The work and finding of the Audit Committee were reported to the Board.

Nomination Committee

Mr. Kin Chan was appointed to replace Mr. Kenneth Gaw as a member of the Nomination Committee with effect from 13 September 2023. As at 31 March 2024, the Nomination Committee consisted of four Independent Non-executive Directors and one Executive Director. Mrs. Rossana Wang Gaw is the Chairman of the Nomination Committee whereas Dr. Charles Wai Bun Cheung, JP, Mr. Arnold Tin Chee Ip, Mr. Stephen Tan and Mr. Kin Chan are the Committee members. The responsibilities and functions of the Nomination Committee are set out in its terms of reference and are available on the websites of the Company and the Stock Exchange.

The principal duties of the Nomination Committee are to review the structure, size and composition of the Board; to assess the independence of the Independent Non-executive Directors; and to make recommendation to the Board on selection of candidates for directorship, on appointment or reappointment of directors and on succession planning for directors, in particular the chairman and the chief executive.

The Company recognises and embraces the benefits of having a diverse Board and adopted a board diversity policy with the aim of achieving diversity on the Company's board of directors. Our board diversity policy considers that board diversity includes a number of different aspects, such as professional experiences, business perspectives, skills, knowledge, gender, age, cultural and educational background, ethnicity and length of service. Under the board diversity policy, the Nomination Committee has responsibility in leading the progress for Board appointments.

As at 31 March 2024, the Board consisted of seven male Directors and two female Directors and the gender ratio was 7:2 male to female. The Board considered that the Board was sufficiently diverse in terms of gender and balance of skills and experience. The gender ratio in the workforce (including senior management) was 1:2 male to female. The Company will continue to review our board diversity policy and our recruitment policy to promote gender diversity at all levels of the Group.

When there is a vacancy or an addition of director, the Committee will identify suitable candidates internally and externally for nomination. The Committee will assess the candidates including but not limited to character and reputation, qualifications (including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy), the willingness and ability to devote sufficient time to discharge duties as a member of the Board, and the board diversity policy. All directors so appointed by the Board are subject to election by shareholders at the forthcoming general meeting.

During the financial year, two Nomination Committee meetings were held and attendance record of each Director is set out as below:

Directors	Number of Nomination Committee Meeting attended
Executive Directors	
Rossana Wang Gaw (<i>Chairman</i>)	2/2
Kenneth Gaw ¹	1/2
Independent Non-executive Directors	
Dr. Charles Wai Bun Cheung, JP	2/2
Arnold Tin Chee Ip	1/2
Stephen Tan	2/2
Kin Chan ¹	1/2

1 Mr. Kin Chan was appointed as a member to replace Mr. Kenneth Gaw with effect from 13 September 2023.

During the financial year, the Nomination Committee reviewed the appointment of a new Independent Non-executive Director, the structure, size and composition of the Board and the board diversity policy, assessed the independence of Independent Non-executive Directors and discussed the re-appointment of retiring Directors at 2024 AGM.

ACCOUNTABILITY AND AUDIT

The Directors acknowledge that they are responsible for preparing the accounts in accordance with generally accepted accounting standards in Hong Kong, the requirements of the Listing Rules and applicable laws as well as the integrity of the financial information so reported. Starting from April 2012, the Company has provided all Directors with monthly management updates of the Company's performance, financial positions and other major matters, giving a balanced and understandable assessment to each Director to discharge their duties.

The Directors, having made appropriate enquiries, are of the view that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate for the Group to prepare the consolidated financial statements of the Company for the year ended 31 March 2024 (the "Consolidated Financial Statements") on the going concerns basis. The Consolidated Financial Statements have been audited by the external auditor, CHENG & CHENG LIMITED, and reviewed by the Audit Committee. The Auditor's reporting responsibilities are included in the Independent Auditor's Report on pages 36 to 41.

During the financial year ended 31 March 2024, the fees charged by the external auditor of the Company for their statutory audit services amounted to HK\$660,000 (2023: HK\$645,000) and no non-audit services were provided to the Group.

ANTI-CORRUPTION POLICY AND WHISTLEBLOWING POLICY

The Board has adopted the anti-corruption policy and code of conduct setting out the obligation of Group's directors, employees and related parties to foster the Group's standards of business conduct and to protect the Group's reputation from dishonesty, disloyalty or corruption.

The Board has also adopted the whistleblowing policy setting out the system for employees and those who deal with the Group to raise concern, in confidence and anonymity, if required and appropriate, with the Audit Committee of the Company, about any breach of the anti-corruption policy and code of conduct or any other improprieties related to the Group.

The anti-corruption policy and code of conduct and the whistleblowing policy are available on the websites of the Company.

DIRECTORS' DEALING IN SHARES OF THE COMPANY

The Company has adopted the Model Code as set out in Appendix C3 of the Listing Rules as its code of conduct for securities transactions by Directors of the Company. The Company having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standard set out in the Model Code throughout the year ended 31 March 2024.

The relevant employees who are likely to be in possession of inside information of the Company are required to comply with the provisions of the Model Code.

COMPANY SECRETARY

Our Company Secretary, a full time employee of the Company, is responsible for assisting the Board on corporate governance matters and communication with shareholders. All Directors have access to the advice and services of the Company Secretary on corporate governance and Board practices and matters. For the year under review, the Company Secretary has confirmed that she has undertaken no less than 15 hours of relevant professional training.

SHAREHOLDERS' RIGHTS

Procedure for Shareholders to convene a special general meeting

Pursuant to the Companies Act of Bermuda, a special general meeting may be convened by the Board of Directors upon requisition by any shareholder(s) holding not less than one-tenth of the paid-up capital of the Company as at the date of deposit carries the right of voting at the general meetings of the Company. The requisition must state the purpose of the meeting, and each must be signed by the relevant shareholders and deposited to the registered office of the Company at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda.

If the Board of Directors does not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the shareholder(s), or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

Procedure for Shareholders to put forward proposals at a general meeting

Pursuant to the Companies Act of Bermuda, either any number of the registered shareholders holding not less than one-twentieth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, or not less than 100 of such registered shareholders, can request the Company in writing to (a) give to shareholders entitled to receive notice of the next general meeting notice of any resolutions which may properly be moved and is intended to be moved at that meeting; and (b) circulate to shareholders entitled to receive notice of the next general meeting any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or business to be dealt with at that meeting.

Each of requisition must be signed by the relevant shareholders and deposited to the registered office of the company at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda not less than six weeks before the meeting, in case of a requisition requiring notice of a resolution; and not less than one week before the meeting, in case of any other requisition, together with a sum reasonably sufficient to meet the Company's expense in sending the notice.

Corporate Governance Report

Procedure for Shareholders to propose a person for election as a director

The procedure for proposing a person for election as a director is stated at the Company's website under the Corporate Governance Section.

Procedure for Shareholders to direct enquiries to the Board

Any enquiries by shareholders drawing the Board's attention can be sent in writing to the Company Secretary at the Company's principal place of business in Hong Kong or via email (info@pioneerglobalgroup.com). Shareholders may also make enquiries during the general meetings of the Company.

Constitutional Documents

During the financial year ended 31 March 2024, no change have been made to the constitutional documents of the Company.

DIVIDEND POLICY

The Company endeavors to maintain a balance between shareholders' interests and prudent capital management with sustainable dividend policy.

When proposing any dividends payout, the Board shall take into account, inter alia, the Group's financial conditions and business performance; stable and sustainable returns to the shareholders; the expected future operations and working capital requirements; the Company's business plans and strategies; global economics conditions and other internal/external factors that may have an impact on the business or financial performance of the Group; any restrictions on payment of dividends and any other factors that the Board considers relevant.

COMMUNICATION WITH SHAREHOLDERS

The Board recognizes the importance of good communication with shareholders and had adopted the shareholders' communication policy setting out the channels of communication with the shareholders and other stakeholders. Information in relation to the Group is disseminated to them in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars. They can also visit the Company's website (www.pioneerglobalgroup.com or www.irasia.com/listco/hk/pioneer) for relevant corporate and financial information.

The Board regards the Company's AGM another valuable forum to communicate directly with the shareholders. The Chairman, the management, Independent Non-executive Directors and external auditor participate in the meeting to answer any questions from the shareholders. An AGM circular is distributed to all shareholders at least 20 clear business days prior to the AGM. To facilitate enforcement of the shareholders' rights, significant issues are dealt with under separate resolutions. All resolutions at the AGM will be decided on a poll and the Company will engage external scrutineer for proper counting of the votes. Results of the poll will be published on the websites of the Company and the Stock Exchange.

The 2023 AGM was held on 13 September 2023 and at which the Board and senior management of the Group had exchanged views with the shareholders about the business of the Group.

The Board has reviewed the implementation and effectiveness of the shareholders' communication policy during the year and considered that the policy was able to facilitate an open and ongoing communication with the Shareholders on a fair disclosure basis.

Independent Auditor's Report



CHENG & CHENG LIMITED

Certified Public Accountants

鄭鄭會計師事務所有限公司

TO THE SHAREHOLDERS OF

PIONEER GLOBAL GROUP LIMITED

(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Pioneer Global Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 42 to 118, which comprise the consolidated statement of financial position as at 31 March 2024, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

Key audit matters	How our audit addressed the key audit matters
<p>Valuation of investment properties</p> <p>As at 31 March 2024, the carrying amount of the Group's investment properties amounted to approximately HK\$7,891,300,000 as disclosed in Note 11 to the consolidated financial statements, unrealised loss on fair value changes of investment properties of approximately HK\$12,000,000 was recognised in profit or loss.</p> <p>All the Group's investment properties are measured at fair value based on valuations performed by an independent qualified professional valuer engaged by the Company. Details of the valuation techniques and key inputs used in the valuations are disclosed in Note 11 to the consolidated financial statements. Given that the valuation was significant to the Group and that the fair value estimate itself is subjective, we have identified the valuation of the investment properties as one of the key audit matters.</p>	<p>Our procedures in relation to assessing the appropriateness of the valuation of investment properties included:</p> <ul style="list-style-type: none"> • Understanding the nature and extent of internal control in place over management's process for making the valuation. • Performing retrospective review on the valuation estimated by management in prior year. • Evaluating the valuer's competence, capabilities and objectivity. • Obtaining and reviewing the valuation reports prepared by the independent valuer engaged by the Company. • Discussing with the management of the Company and the valuer the appropriateness of the valuation approach, key assumptions and inputs being used in determining the fair value of the investment properties as at 31 March 2024. • Comparing the market transactions and market rental with similar properties and locations. • Checking the ownership of investment properties.

Independent Auditor's Report

KEY AUDIT MATTERS *(Continued)*

Key audit matters	How our audit addressed the key audit matters
Valuation of an associate As at 31 March 2024, the carrying amount of the Group's interest in associates amounted to approximately HK\$2,471,177,000 as disclosed in Note 12 to the consolidated financial statements. Included in this balance, Supreme Key Limited ("Supreme Key") is the most significant associate of the Group, with the aggregate amount of Group's share of net assets and amount due from the associate, amounted to approximately HK\$1,812,423,000. The major investment of Supreme Key is investment in an equity instrument of a private entity which is classified as a financial asset at fair value through profit or loss and the major investment of the financial assets is an investment property which is running hotel business which had been under renovation and was grand opened in November 2023. The investment property is measured at fair value based on valuation performed by an independent qualified professional valuer. Given that the fair value estimation itself is subjective, we have identified the valuation of Supreme Key as one of the key audit matters.	<p>Our procedures in relation to assessing the appropriateness of the valuation of the interest in an associate, Supreme Key, included:</p> <ul style="list-style-type: none">• Discussing with the management of the Group about the performance of Supreme Key and how the associate prepared the financial statements, in particular, whether the accounting policies used by the associate in preparing its financial statements were in line with the Group's accounting policies.• Performing audit procedures on material items of Supreme Key.• Arranging and receiving audit confirmations for the balance of amounts due from associates.• With regard to investment property held by Supreme Key's investment, performing the procedures which are the same as those procedures as we have conducted for addressing the key audit matter "Valuation of investment properties" as set out above.• Checking the ownership and verifying the classification of the investment.

OTHER INFORMATION

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

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

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

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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

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

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

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

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

CHENG & CHENG LIMITED

Certified Public Accountants

Lui Chun Yip

Practising Certificate Number: P07004

Hong Kong, 25 June 2024

Consolidated Statement of Profit or Loss

For the year ended 31 March 2024

	Notes	For the year ended 31 March	
		2024 HK\$'000	2023 HK\$'000
Revenue	3, 4	249,480	238,397
Properties operating expenses		(50,879)	(55,981)
Staff costs		(19,124)	(19,103)
Depreciation		(732)	(830)
Other expenses		(4,234)	(4,922)
		(74,969)	(80,836)
Operating profit		174,511	157,561
Share of results of associates		(102,027)	5,264
Change in fair value of investment properties	11	(12,000)	5,972
Change in fair value of investments in equity instruments at fair value through profit or loss ("FVTPL")		(7,580)	(23,043)
Other gains and losses		336	247
Finance costs	5	(121,694)	(68,999)
(Loss)/profit before taxation	6	(68,454)	77,002
Taxation			
Current	7	(2,829)	(8,082)
Deferred	7	21,717	(4,525)
(Loss)/profit for the year		(49,566)	64,395
(Loss)/profit attributable to:			
Shareholders of the Company		(56,169)	59,835
Non-controlling interests		6,603	4,560
		(49,566)	64,395
(Loss)/earnings per share	9	HK cents (4.87)	HK cents 5.18

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2024

	For the year ended 31 March	
	2024	2023
	HK\$'000	HK\$'000
(Loss)/profit for the year	(49,566)	64,395
Other comprehensive (expense)/income:		
<i>Item that will not be reclassified subsequently to profit or loss:</i>		
Change in fair value of investments in equity instruments designated at fair value through other comprehensive income ("FVTOCI")	(1,008)	2,487
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Reclassification of investment revaluation reserve upon redemption of debt instruments at FVTOCI	–	(345)
Exchange difference on translation of associates	(17,236)	(29,428)
Other comprehensive expense for the year, net of tax	(18,244)	(27,286)
Total comprehensive (expense)/income for the year	(67,810)	37,109
Total comprehensive (expense)/income attributable to:		
Shareholders of the Company	(75,500)	30,642
Non-controlling interests	7,690	6,467
	(67,810)	37,109

Consolidated Statement of Financial Position

At 31 March 2024

		At 31 March 2024	At 31 March 2023
	Notes	HK\$'000	HK\$'000
ASSETS			
Non-current assets			
Investment properties	11	7,891,300	7,903,300
Interests in associates	12	2,471,177	2,584,702
Equity instruments designated at FVTOCI	13	173,055	204,384
Equity instruments at FVTPL	13	150,859	154,924
Property, plant & equipment	14	2,448	2,350
Other assets		300	300
		10,689,139	10,849,960
Current assets			
Debtors, advances & prepayments	15	28,305	26,960
Tax recoverable		1,201	942
Cash & bank balances	16	302,502	262,773
		332,008	290,675
Total assets		11,021,147	11,140,635
EQUITY			
Share capital	17	115,404	115,404
Reserves		7,357,646	7,450,457
Shareholders' funds		7,473,050	7,565,861
Non-controlling interests		1,113,027	1,105,652
Total equity		8,586,077	8,671,513

Consolidated Statement of Financial Position

At 31 March 2024

		At 31 March 2024 HK\$'000	At 31 March 2023 HK\$'000
	Notes		
LIABILITIES			
Non-current liabilities			
Creditors & other payables	18	44,759	42,673
Secured bank loans	19	663,500	1,617,500
Lease liabilities	20	–	237
Deferred taxation	21	64,520	86,237
		772,779	1,746,647
Current liabilities			
Creditors & other payables	18	44,764	57,905
Secured bank loans	19	1,617,500	663,500
Lease liabilities	20	–	349
Tax liabilities		27	721
		1,662,291	722,475
Total liabilities		2,435,070	2,469,122
Total equity and liabilities		11,021,147	11,140,635
Net current liabilities		(1,330,283)	(431,800)
Total assets less current liabilities		9,358,856	10,418,160

The Group's consolidated financial statement on pages 42 to 118 were approved and authorised for issue by the Board of Directors on 25 June 2024 and are signed on its behalf by:

Kenneth Gaw
Director

Alan Kam Hung Lee
Director

Consolidated Statement of Changes in Equity

For the year ended 31 March 2024

	Attributable to shareholders of the Company									
	Share capital	Share premium	Capital	Exchange reserve	Investment revaluation reserve	Property revaluation reserve	Retained earnings	Total	Non-controlling interests	Total equity
			reserve & surplus							
			HK\$'000							
At 1 April 2023	115,404	547,748	41,242	(5,697)	81,493	174,497	6,611,174	7,565,861	1,105,652	8,671,513
Fair value change of investments in equity instruments designated at FVTOCI	-	-	-	-	(2,095)	-	-	(2,095)	1,087	(1,008)
Exchange on translation of associates	-	-	-	(17,236)	-	-	-	(17,236)	-	(17,236)
Other comprehensive (expense)/ income for the year	-	-	-	(17,236)	(2,095)	-	-	(19,331)	1,087	(18,244)
(Loss)/profit for the year	-	-	-	-	-	-	(56,169)	(56,169)	6,603	(49,566)
Total comprehensive (expense)/ income for the year	-	-	-	(17,236)	(2,095)	-	(56,169)	(75,500)	7,690	(67,810)
Disposal of investments in equity instruments designated at FVTOCI	-	-	-	-	9,248	-	(9,248)	-	-	-
Dividend paid to non-controlling interests	-	-	-	-	-	-	-	-	(315)	(315)
2023 final dividend paid	-	-	-	-	-	-	(17,311)	(17,311)	-	(17,311)
At 31 March 2024	115,404	547,748	41,242	(22,933)	88,646	174,497	6,528,446	7,473,050	1,113,027	8,586,077

Consolidated Statement of Changes in Equity

For the year ended 31 March 2024

	Attributable to shareholders of the Company									
	Share capital HK\$'000	Share premium HK\$'000	Capital	Exchange reserve HK\$'000	Investment revaluation reserve HK\$'000	Property revaluation reserve HK\$'000	Retained earnings HK\$'000	Total	Non- controlling interests HK\$'000	Total equity HK\$'000
			reserve & surplus HK\$'000							
			HK\$'000							
At 1 April 2022	115,404	547,748	41,242	23,731	80,855	174,497	6,574,823	7,558,300	1,115,185	8,673,485
Fair value change of investments in equity instruments designated at FVTOCI	-	-	-	-	580	-	-	580	1,907	2,487
Redemption of debt instruments at FVTOCI	-	-	-	-	(345)	-	-	(345)	-	(345)
Exchange on translation of associates	-	-	-	(29,428)	-	-	-	(29,428)	-	(29,428)
Other comprehensive (expense)/ income for the year	-	-	-	(29,428)	235	-	-	(29,193)	1,907	(27,286)
Profit for the year	-	-	-	-	-	-	59,835	59,835	4,560	64,395
Total comprehensive (expense)/ income for the year	-	-	-	(29,428)	235	-	59,835	30,642	6,467	37,109
Disposal of investments in equity instruments designated at FVTOCI	-	-	-	-	403	-	(403)	-	-	-
Dividend paid to non-controlling interests	-	-	-	-	-	-	-	-	(16,000)	(16,000)
2022 final dividend paid	-	-	-	-	-	-	(23,081)	(23,081)	-	(23,081)
At 31 March 2023	115,404	547,748	41,242	(5,697)	81,493	174,497	6,611,174	7,565,861	1,105,652	8,671,513

Consolidated Statement of Cash Flows

For the year ended 31 March 2024

	For the year ended 31 March	
	2024	2023
	HK\$'000	HK\$'000
Cash flows from operating activities		
(Loss)/profit before taxation	(68,454)	77,002
Share of results of associates	102,027	(5,264)
Decrease/(increase) in fair value of investment properties	12,000	(5,972)
Change in fair value of investments in equity instruments at FVTPL	7,580	23,043
Other gains and losses	(336)	(247)
Depreciation	732	830
Interest income	(10,936)	(5,342)
Finance costs	121,694	68,999
Dividend income		
– listed	(4,257)	(6,195)
– unlisted	(2,519)	(2,000)
Operating cash flows before working capital changes	157,531	144,854
Increase in debtors, advances & prepayments	(512)	(4,447)
(Decrease)/increase in creditors & other payables	(11,654)	4,507
Cash generated from operations	145,365	144,914
Hong Kong profits tax paid	(4,069)	(8,235)
Hong Kong profits tax refunded	287	–
Net cash generated from operating activities	141,583	136,679

Consolidated Statement of Cash Flows

For the year ended 31 March 2024

	For the year ended 31 March	
	2024 HK\$'000	2023 HK\$'000
Cash flows from investing activities		
Decrease/(increase) in short-term bank deposits maturing after three months	8,067	(67)
Additions to investment properties	–	(2,028)
Associates:		
Advance to associates	(93,099)	(68,293)
Return of capital from associates	48,892	–
Distribution from associates	38,469	13,255
Financial instruments:		
Purchase of investments in equity instruments designated at FVTOCI	(1,199)	(17,387)
Additions to investments in equity instruments at FVTPL	(3,532)	–
Proceeds from return of capital of equity instruments designated at FVTOCI	416	2,049
Proceeds from return of capital of equity instruments at FVTPL	17	807
Proceeds from redemption of investments in debt instruments designated at FVTOCI	–	1,985
Proceeds from disposal of investments in equity instruments designated at FVTOCI	31,104	62,375
Property, plant & equipment:		
Purchase of property, plant & equipment	(1,163)	(23)
Net insurance compensation of a motor vehicle	717	–
Dividend received from investments in equity instruments designated at FVTOCI	6,776	8,195
Interest received	10,103	4,684
Net cash generated from investing activities	45,568	5,552

Consolidated Statement of Cash Flows

For the year ended 31 March 2024

	Note	For the year ended 31 March	
		2024 HK\$'000	2023 HK\$'000
Cash flows from financing activities			
Repayment of lease liabilities		(586)	(352)
Interest paid		(120,178)	(67,311)
Other finance costs paid		(917)	–
Dividend paid to shareholders of the Company		(17,311)	(23,081)
Dividend paid to non-controlling shareholders of subsidiaries		(315)	(16,000)
Net cash used in financing activities		(139,307)	(106,744)
Net increase in cash and cash equivalents		47,844	35,487
Exchange difference		(48)	(110)
Cash and cash equivalents at the beginning of the year		254,706	219,329
Cash and cash equivalents at the end of the year		302,502	254,706
Analysis of the balances of cash and cash equivalents			
Bank balances, cash & deposits placed with banks up to three months' maturity	16	302,502	254,706

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES

(a) General information

Pioneer Global Group Limited (the “Company”) is a limited liability company, incorporated in Bermuda with its shares listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information of the annual report. The principal activity of the Company is investment holding and the principal activities of its major subsidiaries and associates are shown in Notes 30 and 31 respectively.

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

(b) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

The accounting policies and methods of computation used by the Company and its subsidiaries (collectively referred to as the “Group”) in the preparation of the consolidated financial statements are consistent with those used in the consolidated financial statements for the year ended 31 March 2023, except for the changes as set out below.

During the current year, the Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual periods beginning on or after 1 April 2023 for the preparation of the consolidated financial statements:

HKFRS17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies

The application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and on the disclosures set out in these consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES (Continued)

(b) Statement of compliance (Continued)

Amendments to HKFRSs in issue but not yet effective

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

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

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

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

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

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

New HKICPA guidance on the accounting implications of the abolition of the Mandatory Provident Fund (“MPF”) – Long Service Payment (“LSP”) offsetting mechanism in Hong Kong

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

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES *(Continued)*

(c) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 March 2024 incorporate the financial statements of the Company and its subsidiaries and the Group's interest in associates.

The measurement basis used in the preparation of the financial statements is the historical cost basis except for investment properties and some financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment", leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value in use in HKAS 36 "Impairment of Assets".

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES *(Continued)*

(c) Basis of preparation of the financial statements *(Continued)*

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

(d) Basis of consolidation

The financial statements of the Group include the financial statements of the Company and its direct and indirect subsidiary companies and also incorporate the Group's interest in associates on the basis set out in Note 1(f) below. Results of subsidiaries and associates acquired or disposed of during the year are included as from their effective dates of acquisition to 31 March 2024 or up to the dates of disposal as the case may be.

(e) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has right to, variable returns from its involvement with entity and had the ability to affect those returns through its power over the entity. When assessing whether the Group has power of controls, only substantive rights held by the Group are considered.

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES *(Continued)*

(e) **Subsidiaries** *(Continued)*

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

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

In the Company’s statement of financial position (see Note 28), the investment in subsidiaries is stated at cost less any impairment losses.

(f) **Associates**

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

An investment in an associate is accounted for in the consolidated financial statements under the equity method and is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter for the post-acquisition change in the Group’s share of the associate’s net assets, unless it is classified as held for sale. The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the Group’s equity investment. Thereafter, the investment is adjusted for the post-acquisition change in the group’s share of the associate’s net assets and any impairment loss relating to the investment. Any excess of the Group’s share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, the Group’s share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group’s share of the post-acquisition, post-tax items of the investees’ other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES *(Continued)*

(f) Associates *(Continued)*

The financial statements of associates used for equity accounting purpose, except for associates being investment entities, are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. The Group retains the fair value measurement applied by the investment entity associates to their interests in subsidiaries when applying the equity method in accordance with HKAS 28 “Investments in Associates and Joint Ventures”. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group.

In the Company’s statement of financial position (see Note 28), the investment in associates is stated at cost less any impairment losses.

(g) Investment properties

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

Investment properties also include leased properties which are being recognised as right-of-use assets and subleased by the Group under operating leases.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Subsequent costs are capitalised in the asset’s carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group.

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES *(Continued)*

(h) Property, plant & equipment

Property, plant & equipment are stated in the consolidated statement of financial position at cost less accumulated depreciation and impairment losses. Depreciation is calculated to write off the cost over their estimated useful lives on the reducing balance method at 20% p.a.

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

(i) Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES (Continued)

(i) Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

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

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

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

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

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

A financial asset is classified as held for trading if:

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES (Continued)

(i) Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

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

(i) *Amortised cost and interest income*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired.

(ii) *Equity instruments designated at FVTOCI*

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained earnings.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "revenue" line item in profit or loss.

(iii) *Financial assets at FVTPL*

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

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES (Continued)

(i) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets under Expected Credit Losses (“ECL”) model

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including debtors, advances and cash & bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on both quantitative and qualitative information combined with current conditions and forward-looking analysis.

The Group recognises lifetime ECL for debtors which are lease receivables. The ECL on these assets are assessed individually for debtors with significant balances. For other financial assets measured subsequently at amortised cost, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on whether there have been significant increases in the credit risk of the assets since initial recognition.

Significant increase in credit risk

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

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

- an actual or expected significant deterioration in the financial instrument’s external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES *(Continued)*

(i) Financial instruments *(Continued)*

Financial assets *(Continued)*

Significant increase in credit risk (Continued)

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

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

Definition of default

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

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES *(Continued)*

(i) Financial instruments *(Continued)*

Financial assets *(Continued)*

Credit-impaired financial assets

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

- (a) significant financial difficulty of the issuer or the borrower;
- (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; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES (Continued)

(i) Financial instruments (Continued)

Financial assets (Continued)

Measurement and recognition of ECL

The measurement of ECL is a function of probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the discount rate determined at initial recognition. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16.

Financial liabilities and equity instruments

Classification on debt or equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Interest expense is recognised on an effective interest basis.

Financial liabilities

Financial liabilities (including creditors & other payables and secured bank loans) are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES *(Continued)*

(i) Financial instruments *(Continued)*

Derecognition

Financial assets are derecognised only when the contractual rights to receive cash flows from the assets expire, or when it transfers the financial assets and substantially all the risks and rewards of ownership of the financial assets to another entity.

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

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Financial liabilities are derecognised only when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

(j) Leases

Definition of a lease

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

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES *(Continued)*

(j) Leases *(Continued)*

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset. Other than investment properties measured under fair value model, such costs are recognised as an expense on a straight-line basis over the lease term.

Lease modifications

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through waiver or reduction of rentals as rent concessions.

The Group accounts for a modification to an operating lease 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.

(k) Debtors

Receivables from debtors are recognised when the group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see Note 1(i)).

(l) Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

Cash and cash equivalents are assessed for ECL in accordance with the policy set out in Note 1(i).

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES (Continued)

(m) Bank loans and interest-bearing borrowings

Bank loans and interest-bearing borrowings are recognised initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to raising of the bank loans and interest-bearing borrowings. They are subsequently stated at amortised cost. Any difference between the cost and the redemption value is recognised in profit or loss over the period of the bank loans and interest-bearing borrowings using the effective interest rate method.

(n) Creditors

Payables to creditors are recognised initially at fair value and subsequently stated at amortised cost using the effective interest method, unless the effect of discounting would be immaterial, in which case they are stated at cost. Creditors are classified as current liabilities if payment is due within one year or less; otherwise, they are presented as non-current liabilities.

(o) Revenue recognition

The Group recognises revenue from the following major sources:

- Rental income from property leasing
- Provision of property management services
- Dividend income from investments
- Interest income

The Group recognises revenue from contracts with customers (within the scope of HKFRS 15) when (or as) a performance obligation is satisfied i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES *(Continued)*

(o) Revenue recognition *(Continued)*

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

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

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

Further details of the Group's revenue recognition policies are as follows:

(i) Rental income *(outside the scope of HKFRS 15)*

Rental income is recognised on a straight-line basis over the periods of the leases.

(ii) Provision of property management services *(within the scope of HKFRS 15)*

Revenue from provision of property management services is recognised over time.

(iii) Dividend income *(outside the scope of HKFRS 15)*

Dividend income from investments is recognised when the right to receive payment have been established.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES *(Continued)*

(o) Revenue recognition *(Continued)*

(iv) Interest income *(outside the scope of HKFRS 15)*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost (see note 1(i)).

(p) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES (Continued)

(q) Employee benefits

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme is recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

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

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

(r) Taxation

Income tax expense represents the sum of the tax currently payable and the deferred tax.

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES *(Continued)*

(r) **Taxation** *(Continued)*

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

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

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

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

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

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES *(Continued)*

(r) **Taxation** *(Continued)*

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income tax levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

(s) **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are 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.

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

(t) **Related parties**

(i) A person or a close member of that person's family is related to the Group if that person:

- (1) has control or joint control over the Group;
- (2) has significant influence over the Group; or
- (3) is a member of the key management personnel of the Group or of a parent of the Group;

or

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

1. MATERIAL ACCOUNTING POLICIES *(Continued)*

(t) Related parties *(Continued)*

(ii) An entity is related to the Group if any of the following conditions apply:

- (1) the entity and the Group are members of the same group (which means that each holding company, subsidiary and fellow subsidiary is related to the others);
- (2) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (3) the entity and the Group are joint ventures of the same third party;
- (4) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (5) the entity is a post-employment benefit plan for the benefit of the employees of either the Group or an entity related to the Group;
- (6) the entity is controlled or jointly controlled by a person identified in (t)(i);
- (7) a person identified in (t)(i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (8) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 1, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities arising from investment properties of subsidiaries and associates that are measured using the fair value model, the directors of the Company have reviewed the Group's and associates' investment properties portfolio and concluded that the fair value of the Group's and associates' investment properties located in Hong Kong will be recovered through sale. Therefore, in measuring the Group's and associates' deferred taxation on investment properties located in Hong Kong, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted.

For the Group's and associates' investment properties located in China, the directors of the Company concluded that they are being held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's and associates' deferred taxation arising from investment properties located in China, the directors of the Company determined that the presumption that investment properties measured using the fair value model are recovered through sale is rebutted.

As a result, the Group has not recognised any deferred tax on changes in fair value of investment properties located in Hong Kong as the Group is not subject to any income taxes on disposal of its investment properties. In respect of those investment properties located in China, the Group recognised additional deferred taxes based on Enterprise Income Tax upon changes in fair value of such investment properties as appropriate.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Key sources of estimation uncertainty

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

Valuation of investment properties

At the end of the reporting period, the Group's investment properties are stated at fair value of HK\$7,891,300,000 (2023: HK\$7,903,300,000) based on the valuations conducted by AP Appraisal Limited (2023: AA Property Services Limited), an independent professional valuer, by capitalisation of rental income from properties and with reference to market evidence of transaction prices for similar properties in the same location and conditions.

In relying on the valuation, the management of the Group has exercised their judgments and is satisfied that the method of valuation is reflective of the current market conditions. Details of the carrying amounts of investment properties as at 31 March 2024 are disclosed in Note 11.

Fair value measurement of financial instruments

Certain of the Group's financial assets amounting to HK\$295,760,000 as at 31 March 2024 (31 March 2023: HK\$299,347,000) are measured at fair values with fair values being determined based on unobservable inputs using valuation techniques (Level 3). Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could affect the reported fair value of these instruments. See Note 13 for further disclosures.

3. SEGMENT INFORMATION

Segment information is presented in respect of the Group's primary business segments. In accordance with the internal financial reporting of the Group provided to the chief operating decision maker (i.e. Board of Directors) for the purposes of allocating resources to segments, assessing their performance and making strategic decisions, the reportable and operating segments are:

- (i) properties and hotels – investment in properties and hotels that earn rental and returns in hotel operation; and
- (ii) investments and others – other investments that generate dividend and interest income.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

3. SEGMENT INFORMATION (Continued)

The following are the analyses of the Group's revenue and results; assets and liabilities by reportable and operating segments for the year under review:

Segment Revenue and Results

For the year ended 31 March 2024 (31 March 2023)

	Properties and hotels		Investments and others		Consolidated	
	2024	2023	2024	2023	2024	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment revenue						
Company and subsidiaries	231,768	224,485	17,712	13,912	249,480	238,397
Segment results	157,763	144,829	16,865	13,104	174,628	157,933
Unallocated corporate expenses					(117)	(372)
Operating profit					174,511	157,561
Share of results of associates	(102,027)	5,264	-	-	(102,027)	5,264
Change in fair value of investment properties	(12,000)	5,972	-	-	(12,000)	5,972
Change in fair value of investments in equity instruments at FVTPL	(7,580)	(23,043)	-	-	(7,580)	(23,043)
Other gains and losses	-	(29)	336	276	336	247
Finance costs					(121,694)	(68,999)
(Loss)/profit before taxation					(68,454)	77,002

Segment results represent the profit earned by each segment without allocation of general administrative expenses incurred by corporate office, share of results of associates, change in fair value of investment properties, change in fair value of investments in equity instruments at FVTPL, other gains and losses and finance costs. This is the measure reported to the chief operating decision maker for the purposes of resources allocation and performance assessment.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

3. SEGMENT INFORMATION (Continued)

Segment Assets and Liabilities

As at 31 March 2024 (31 March 2023)

	Properties and hotels		Investments and others		Consolidated	
	2024	2023	2024	2023	2024	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment assets	8,247,938	8,243,968	302,032	311,965	8,549,970	8,555,933
Interests in associates	2,471,177	2,584,702	-	-	2,471,177	2,584,702
Consolidated total assets					11,021,147	11,140,635
Segment liabilities	(2,431,968)	(2,466,468)	(1,134)	(607)	(2,433,102)	(2,467,075)
Unallocated corporate liabilities					(1,968)	(2,047)
Consolidated total liabilities					(2,435,070)	(2,469,122)

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable and operating segments other than interests in associates.
- all liabilities are allocated to reportable and operating segments other than creditors and other payables of investment holding companies.

Other Information

Amounts included in the measure of segment profit or loss or segment assets:

	Properties and hotels		Investments and others		Consolidated	
	2024	2023	2024	2023	2024	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Capital expenditure	-	2,028	1,163	23	1,163	2,051
Depreciation	-	-	732	830	732	830

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

3. SEGMENT INFORMATION (Continued)

Geographical Segments

In geographical segments, segment revenue is based on the geographical location of customers. Information about the Group's non-current assets (excluding financial instruments) is presented based on the geographical location of the assets. Overseas segments mainly include China, Thailand, Malaysia and Japan.

Segment revenue

For the year ended 31 March 2024 (31 March 2023)

	2024 HK\$'000	2023 HK\$'000
Hong Kong	237,251	233,429
Overseas	12,229	4,968
	249,480	238,397

Information about the Group's non-current assets

As at 31 March 2024 (31 March 2023)

	2024 HK\$'000	2023 HK\$'000
Hong Kong	9,677,671	9,732,346
Overseas	687,554	758,306
	10,365,225	10,490,652

For the year ended 31 March 2024, a customer from properties and hotels segment contributed revenue of HK\$24,714,000 (2023: HK\$28,547,000) to the Group, which accounted for about 10% (2023: 12%) of the Group's revenue.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

4. REVENUE

Disaggregation of revenue from contracts with customers by major service lines is as follows:

	2024 HK\$'000	2023 HK\$'000
Revenue from contracts with customers within the scope of HKFRS 15		
Property management service income	43,877	35,540
Revenue from other sources		
Rental income from property leasing	187,891	188,945
Dividend income		
– equity instruments designated at FVTOCI	6,776	8,195
Interest income		
– financial assets at amortised cost	10,936	5,321
– debt instruments at FVTOCI	–	21
Others	–	375
	249,480	238,397

Contracts for property management services typically have non-cancellable terms ranged from 2 years to 6 years in which the Group bills a fixed amount for each month of service provided. The Group elected to apply the practical expedient by recognising revenue in the amount to which the Group has the right to invoice. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

5. FINANCE COSTS

	2024 HK\$'000	2023 HK\$'000
Interest on bank loans	120,763	68,963
Interest on lease liabilities	14	36
Other finance costs	917	–
	121,694	68,999

6. (LOSS)/PROFIT BEFORE TAXATION

	2024 HK\$'000	2023 HK\$'000
(Loss)/profit before taxation has been arrived at after charging:		
Staff costs (including directors' remuneration)		
Salaries, wages and other benefits	15,745	15,722
Short-term lease payment for directors' quarters	3,120	3,120
Pension scheme contributions	259	261
Auditor's remuneration	660	645
Depreciation	732	830
Net exchange loss	48	110
and after crediting:		
Rental income from property leasing	187,891	188,945
Less: direct outgoings	(6,215)	(19,587)
Listed investment dividend income	4,257	6,195
Unlisted investment dividend income	2,519	2,000
Interest income	10,936	5,342

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

7. TAXATION

(a) Taxation

	2024 HK\$'000	2023 HK\$'000
Current tax		
Hong Kong profits tax		
– current year	2,829	7,961
– under-provision in prior years	–	121
	2,829	8,082
Deferred taxation	(21,717)	4,525
	(18,888)	12,607

Hong Kong profits tax for both years are calculated at 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 rates 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%.

Overseas tax has been provided at the applicable rates in the countries in which the tax is levied.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

7. TAXATION (Continued)

(b) Reconciliation between accounting profits and the taxation (credit)/charge

	2024 HK\$'000	2023 HK\$'000
(Loss)/profit before taxation	(68,454)	77,002
Less: Share of results of associates, net of tax	102,027	(5,264)
Profit before taxation attributable to the Company and its subsidiaries	33,573	71,738
Tax calculated at applicable tax rate of 16.5% (2023: 16.5%)	5,540	11,837
Effect of different applicable tax rate for operations in overseas	27	(103)
Expenses not deductible for taxation purposes	3,873	7,495
Income not subject to taxation	(4,650)	(7,325)
Current year tax losses not recognised	711	1,079
Utilisation of tax losses previously not recognised	(106)	(313)
Under-provision in prior years	–	121
Tax effect of origination and reversal of temporary differences	(24,109)	11
Tax relief for the year	(9)	(30)
Tax effect on two-tiered tax rate	(165)	(165)
Taxation (credit)/charge	(18,888)	12,607

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

8. DIVIDENDS

	2024	2023
	HK\$'000	HK\$'000
Final dividend proposed – Nil (2023: HK1.5 cents per ordinary share)	–	17,311

The dividends which have been paid during the year by cash are as follows:

Final dividend for the year ended 31 March 2023 (2022)	17,311	23,081
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The Board of Directors does not recommend the payment of a final dividend for the year ended 31 March 2024 (2023: HK1.5 cents per ordinary share).

9. (LOSS)/EARNINGS PER SHARE

(Loss)/earnings per share is calculated on loss attributable to ordinary shareholders of the Company amounting to HK\$56,169,000 (2023: profit attributable to ordinary shareholders of the Company amounting to HK\$59,835,000) and on 1,154,038,656 shares (2023: 1,154,038,656 shares) in issue during the year.

No diluted (loss)/earnings per share have been presented for the years ended 31 March 2024 and 2023 as the Company had no dilutive potential ordinary shares during both years.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

	Directors' fee HK\$'000	Salaries, allowances and benefits HK\$'000 (Note a)	Discretionary bonus HK\$'000 (Note b)	Pension scheme contributions HK\$'000	2024 Total HK\$'000
Executive Directors					
Rossana Wang Gaw	55	2,975	250	–	3,280
Goodwin Gaw	55	638	106	18	817
Kenneth Gaw	55	4,578	393	18	5,044
Christina Gaw	55	383	64	18	520
Alan Kam Hung Lee	55	1,851	307	18	2,231
Independent Non-executive Directors					
Charles Wai Bun Cheung, JP	100	–	–	–	100
Stephen Tan	100	–	–	–	100
Arnold Tin Chee Ip	100	–	–	–	100
Kin Chan	50	–	–	–	50
Total	625	10,425	1,120	72	12,242

	Directors' fee HK\$'000	Salaries, allowances and benefits HK\$'000 (Note a)	Discretionary bonus HK\$'000 (Note b)	Pension scheme contributions HK\$'000	2023 Total HK\$'000
Executive Directors					
Rossana Wang Gaw	55	2,924	241	–	3,220
Goodwin Gaw	55	617	102	18	792
Kenneth Gaw	55	4,497	380	18	4,950
Christina Gaw	55	371	61	18	505
Alan Kam Hung Lee	55	1,790	300	18	2,163
Independent Non-executive Directors					
Charles Wai Bun Cheung, JP	100	–	–	–	100
Stephen Tan	100	–	–	–	100
Arnold Tin Chee Ip	100	–	–	–	100
Total	575	10,199	1,084	72	11,930

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

Note a: The Group has been providing accommodations to Mrs. Rossana Wang Gaw and Mr. Kenneth Gaw respectively at no charge. The estimated money value of the benefit in kind to Mrs. Rossana Wang Gaw and Mr. Kenneth Gaw is HK\$1,468,000 and HK\$2,204,000 respectively (2023: HK\$1,467,000 and HK\$2,201,000 respectively).

Note b: The bonus is determined based on performance of the Group and the current market environment.

No directors waived any emoluments in the years ended 31 March 2024 and 2023.

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

(b) Other senior management's emoluments

Of the five individuals with the highest emoluments in the Group, three (2023: three) were directors of the Company whose emoluments are included in the disclosures above. The emoluments of the remaining two individuals (2023: two individuals) were as follows:

	2024 HK\$'000	2023 HK\$'000
Salaries, allowances	1,996	1,886
Discretionary bonus	790	740
Pension scheme contributions	36	36
	2,822	2,662

The emoluments were within the following band:

	2024 No. of employees	2023 No. of employees
HK\$1,000,001 to HK\$1,500,000	1	2
HK\$1,500,001 to HK\$2,000,000	1	–

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

11. INVESTMENT PROPERTIES

	HK\$'000
Fair Value	
At 1 April 2022	7,895,300
Additions	2,028
Revaluation	5,972
At 31 March 2023 and 1 April 2023	7,903,300
Revaluation	(12,000)
At 31 March 2024	7,891,300

Investment properties have been valued at 31 March 2024 by AP Appraisal Limited (2023: AA Property Services Limited), an independent professional valuer, who has recognised relevant professional qualifications and experiences in valuation of properties. The directors of the Company had on-going discussions with the valuer upon producing the valuation reports in respect of valuation assumption use and other inputs relevant for the valuations of the Group's investment properties.

The following table presents the investment properties measured at fair value at 31 March 2024 and 31 March 2023 on a recurring basis, categorised into level 3 under the fair value hierarchy as defined in HKFRS 13 "Fair Value Measurement". Inputs used in determining fair value measurement are categorised into different levels based on the extent of observable and unobservable inputs being used in the valuation technique.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

11. INVESTMENT PROPERTIES (Continued)

Descriptions	Fair value <i>HK\$'000</i>	Significant unobservable inputs (Level 3) <i>HK\$'000</i>
As at 31 March 2024		
Investment properties		
In Hong Kong	7,862,500	7,862,500
In China	28,800	28,800
	7,891,300	7,891,300
As at 31 March 2023		
Investment properties		
In Hong Kong	7,874,100	7,874,100
In China	29,200	29,200
	7,903,300	7,903,300

During the year, there were no transfers between level 1 and 2, or transfer in and out of level 3. The Group's policy is to recognise transfer as at the end of the reporting period in which they occur.

As at 31 March 2024 and 31 March 2023, the fair value of the investment properties was determined on the basis of capitalisation of the net income receivable with due allowance for reversionary income potential.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

11. INVESTMENT PROPERTIES (Continued)

Information about fair value measurement using significant unobservable inputs

2024

Descriptions	Fair value as at 31 March 2024 HK\$'000	Valuation techniques	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Properties in Hong Kong	7,862,500	Income capitalisation approach	(i) Capitalisation rate: – Retail – Office – Industrial	2.2% – 4.6% 2.5% – 3.5% 2.8%	The higher the capitalisation rate, the lower the fair value
			(ii) Market rent per month: – Retail – Office – Industrial	HK\$21 – HK\$89/ft ² HK\$13 – HK\$70/ft ² HK\$9/ft ²	The higher the market rent, the higher the fair value
Properties in China	28,800	Income capitalisation approach	(i) Capitalisation rate: – Residential	2.8%	The higher the capitalisation rate, the lower the fair value
			(ii) Market rent per month: – Residential	RMB125/m ²	The higher the market rent, the higher the fair value

2023

Descriptions	Fair value as at 31 March 2023 HK\$'000	Valuation techniques	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Properties in Hong Kong	7,874,100	Income capitalisation approach	(i) Capitalisation rate: – Retail – Office – Industrial	2.2% – 4.5% 2.5% – 3.8% 2.8%	The higher the capitalisation rate, the lower the fair value
			(ii) Market rent per month: – Retail – Office – Industrial	HK\$19 – HK\$93/ft ² HK\$8 – HK\$70/ft ² HK\$9/ft ²	The higher the market rent, the higher the fair value
Properties in China	29,200	Income capitalisation approach	(i) Capitalisation rate: – Residential	2.6%	The higher the capitalisation rate, the lower the fair value
			(ii) Market rent per month: – Residential	RMB114/m ²	The higher the market rent, the higher the fair value

The fair value measurement of investment properties is based on the highest and best use, which does not differ from their actual use.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

12. INTERESTS IN ASSOCIATES

	2024 HK\$'000	2023 HK\$'000
Cost of investment	170,731	219,623
Share of post-acquisition reserves	540,389	698,121
	711,120	917,744
Amounts due from associates	1,760,057	1,666,958
	2,471,177	2,584,702

Included in the amounts due from associates, HK\$1,124,265,000 (2023: HK\$1,123,876,000) is unsecured, interest-free, repayable upon unanimous consent of the shareholders of an associate. The residual amounts due from associates are unsecured, interest-free, have no fixed terms of repayment and repayable on demand. The directors of the Company consider that the amounts due from associates as at the end of the reporting period form part of the net investments in the relevant associates (i.e. deemed capital contribution to the associates).

Particulars of the Group's major associates as at 31 March 2024 and 31 March 2023 are set out in Note 31.

	2024 HK\$'000	2023 HK\$'000
Carrying value of the material associates in the consolidated financial statements:		
Supreme Key Limited	1,812,423	1,855,595
Keency Properties Limited	361,761	356,356
Tidefull Investment Limited	207,262	219,802
	2,381,446	2,431,753
Aggregate carrying value of associates that are not individually material in the consolidated financial statements	89,731	152,949
	2,471,177	2,584,702

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For the year ended 31 March 2024

12. INTERESTS IN ASSOCIATES (Continued)

Summary of financial information of the material associate, Supreme Key Limited (accounted for as an investment entity), is as follows:

	Supreme Key Limited	
	2024	2023
	HK\$'000	HK\$'000
Non-current assets	5,899,881	6,093,561
Current assets	82,287	66,342
Non-current liabilities	(3,732,957)	(3,745,877)
Current liabilities	(1,809,241)	(1,517,212)
Net assets	439,970	896,814
Revenue		
Net change in unrealised loss on financial assets at FVTPL	(461,717)	(167,617)
Dividend and interest income	4,041	1,489
Total revenue	(457,676)	(166,128)
Loss for the year	(456,844)	(169,360)
Total comprehensive expense	(456,844)	(169,360)
Reconciled to the Company's interest in the associate:		
Gross amounts of net assets of the associate	439,970	896,814
Group's effective interest	30.0%	30.0%
Group's share of net assets of the associate	131,991	269,044
Amount due from the associate	1,680,432	1,586,551
Carrying value of the associate in the consolidated financial statements	1,812,423	1,855,595

The major asset of Supreme Key Limited is the investment in Regent Hong Kong. Regent Hong Kong had been closed in April 2020 for renovation and was grand opened in November 2023.

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For the year ended 31 March 2024

12. INTERESTS IN ASSOCIATES (Continued)

Summary of financial information of the material associate, Keencity Properties Limited (accounted for as an investment entity), is as follows:

	Keencity Properties Limited	
	2024	2023
	HK\$'000	HK\$'000
Non-current assets	336,077	326,182
Current assets	430,647	429,710
Current liabilities	(47,115)	(47,098)
Net assets	719,609	708,794
Revenue		
Net change in unrealised appreciation on financial assets at FVTPL	37,495	77,979
Total revenue	37,495	77,979
Profit for the year	38,416	78,458
Other comprehensive expense	(27,601)	(13,751)
Total comprehensive income	10,815	64,707
Reconciled to the Company's interest in the associate:		
Gross amounts of net assets of the associate	719,609	708,794
Group's effective interest	49.5%	49.5%
Group's share of net assets of the associate	356,207	350,854
Amount due from the associate	5,554	5,502
Carrying value of the associate in the consolidated financial statements	361,761	356,356

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For the year ended 31 March 2024

12. INTERESTS IN ASSOCIATES (Continued)

Summary of financial information of the material associate, Tidefull Investment Limited is as follows:

	Tidefull Investment Limited	
	2024 HK\$'000	2023 HK\$'000
Non-current assets	414,524	439,604
Net assets	414,524	439,604
Revenue		
Share of results of an associate	17,823	22,098
Total revenue	17,823	22,098
Profit for the year	17,823	22,098
Other comprehensive expense	(7,147)	(45,241)
Total comprehensive income/(expense)	10,676	(23,143)
Dividends received from the associate during the year	17,877	9,746
Reconciled to the Company's interest in the associate:		
Gross amounts of net assets of the associate	414,524	439,604
Group's effective interest	50.0%	50.0%
Group's share of net assets of the associate	207,262	219,802
Carrying value of the associate in the consolidated financial statements	207,262	219,802

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12. INTERESTS IN ASSOCIATES (Continued)

Aggregate financial information of associates that are not individually material:

	2024 HK\$'000	2023 HK\$'000
Aggregate carrying value of associates that are not individually material in the consolidated financial statements	89,731	152,949
Aggregate amounts of the Group's share of those associates:		
Profit for the year	7,099	6,186
Total comprehensive income	7,099	6,186

Share of hotel revenues of the associates' underlying investments through the Group's investment in associates

For the year ended 31 March 2024

	Revenue HK\$'000	Group's shareholding	Group's share of revenue HK\$'000
Regent Hong Kong	564,612	30.0%	169,384
Pullman Bangkok Hotel G	118,369	49.5%	58,593
Pullman Pattaya Hotel G	91,780	49.5%	45,431
	774,761		273,408

For the year ended 31 March 2023

	Revenue HK\$'000	Group's shareholding	Group's share of revenue HK\$'000
Regent Hong Kong	77,302	30.0%	23,191
Pullman Bangkok Hotel G	90,965	49.5%	45,028
Pullman Pattaya Hotel G	78,591	49.5%	38,903
	246,858		107,122

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For the year ended 31 March 2024

13. INVESTMENTS IN EQUITY INSTRUMENTS DESIGNATED AT FVTOCI/EQUITY INSTRUMENTS AT FVTPL

	2024	2024	2024	2024	2023	2023	2023	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Investments in equity instruments designated at FVTOCI (Note a)								
Equity investments classified								
as non-current assets								
Listed in Hong Kong	28,154	-	-	28,154	59,961	-	-	59,961
Unlisted in Hong Kong	-	-	37	37	-	-	37	37
Unlisted outside Hong Kong	-	-	144,864	144,864	-	-	144,386	144,386
	28,154	-	144,901	173,055	59,961	-	144,423	204,384
Investments in equity instruments at FVTPL (Note b)								
Equity investments classified								
as non-current assets								
Unlisted in Hong Kong	-	-	85,140	85,140	-	-	86,593	86,593
Unlisted outside Hong Kong	-	-	65,719	65,719	-	-	68,331	68,331
	-	-	150,859	150,859	-	-	154,924	154,924
Total	28,154	-	295,760	323,914	59,961	-	299,347	359,308

Note a: The directors of the Company have elected to designate these listed investments in Hong Kong and outside Hong Kong as equity instruments at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run. The fair value of the listed investments is measured using quoted prices in active market (level 1 inputs). They are derived from the current bid price of the listed shares at reporting date.

In the current year, the Group disposed of the investment in certain listed investments in Hong Kong, at a total consideration of HK\$31,104,000, which was also the fair value as at the dates of disposals as the investments no longer meet the investment objective of the Group. A cumulative loss on disposal of HK\$9,248,000 has been transferred to retained earnings.

The directors of the Company have elected to designate investments in unlisted equity instruments at FVTOCI as they believe that these investments would bring long-term value to the Group. The major investment in unlisted equity instruments designated at FVTOCI represents a 9.75% ownership in a Malaysian private company with principal operation in property development in Malaysia ("Malaysian Investment") with fair value amounted HK\$124,365,000 (2023: HK\$121,258,000). The fair value of the unlisted equity instruments was measured by directors of the Company (2023: an independent valuer engaged by the management) and market approach was applied. The major unobservable inputs included the discount for lack of marketability and the price-to-book ratio. As at 31 March 2024, the discount for lack of marketability of 15.7% (2023: 15.7%) and price-to-book ratio of 65% (2023: 65%) were applied in the valuation. The fair value measurement is negatively correlated to the discount for lack of marketability and is positively correlated to the price-to-book ratio.

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13. INVESTMENTS IN EQUITY INSTRUMENTS DESIGNATED AT FVTOCI/EQUITY INSTRUMENTS AT FVTPL (Continued)

Note b: The unlisted equity instruments at FVTPL represents a 4% ownership in a company which indirectly holds an investment property in Shanghai, China for rental income ("Shanghai Investment") and a 3.13% ownership in a company which indirectly holds an investment property in Taikoo Shing, Hong Kong for rental income ("Hong Kong Investment").

The fair value of both Shanghai Investment and Hong Kong Investment amounted to HK\$65,719,000 (2023: HK\$68,331,000) and HK\$85,140,000 (2023: HK\$86,593,000) respectively, were classified as level 3 of which the significant portion of the fair value of the investment comes from the investment property and bank borrowings. The fair value of the investment properties located in Shanghai and located in Hong Kong as at 31 March 2024 amounted to RMB4,339,000,000, equivalent to approximately HK\$4,770,145,000 (2023: RMB4,339,000,000, equivalent to approximately HK\$4,925,154,000) and HK\$18,923,000,000 (2023: HK\$19,560,000,000) respectively. The fair value of the investment properties was measured by independent valuers engaged by the management of the investees.

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment property of the Shanghai Investment and Hong Kong Investment:

Descriptions	Valuation technique	Significant unobservable inputs	Range or weighted average of unobservable inputs	Relationship of unobservable inputs to fair value
Commercial property (in Shanghai)	Income capitalisation approach	(i) Investment yield	4.3%-5.8% (2023: 4.3%-5.8%)	The higher the investment yield, the lower the fair value
		(ii) Market rent		The higher the market rent, the higher the fair value
		– Office portion	RMB8.75/m ² /day (2023: RMB8.75/m ² /day)	
		– Retail portion	RMB11.11/m ² /day (2023: RMB10.93/m ² /day)	
Commercial property (in Hong Kong)	Income capitalisation approach	(i) Investment yield	1.7%-2.5% (2023: 1.7%-2.5%)	The higher the investment yield, the lower the fair value
		(ii) Market rent		The higher the market rent, the higher the fair value
		– Office portion	HK\$34-HK\$64/ft ² /month (2023: HK\$46-HK\$62/ft ² /month)	
		– Retail portion	HK\$50-HK\$80/ft ² /month (2023: HK\$48-HK\$70/ft ² /month)	

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For the year ended 31 March 2024

13. INVESTMENTS IN EQUITY INSTRUMENTS DESIGNATED AT FVTOCI/EQUITY INSTRUMENTS AT FVTPL (Continued)

The following table shows the movement of level 3 financial instruments during the years:

	HK\$'000
At 1 April 2022	321,826
Return of capital	(2,856)
Total gains or losses recognised due to change in fair value of investments:	
In profit or loss	(23,043)
In other comprehensive income	3,420
At 31 March 2023 and 1 April 2023	299,347
Addition	3,577
Return of capital	(433)
Total gains or losses recognised due to change in fair value of investments:	
In profit or loss	(7,580)
In other comprehensive income	849
At 31 March 2024	295,760

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For the year ended 31 March 2024

14. PROPERTY, PLANT & EQUIPMENT

	Leasehold improvements HK\$'000	Furniture and equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
Cost				
At 1 April 2022	5,073	236	3,072	8,381
Additions	–	23	–	23
At 31 March 2023 and 1 April 2023	5,073	259	3,072	8,404
Additions	–	13	1,150	1,163
Written off	–	(12)	(1,197)	(1,209)
At 31 March 2024	5,073	260	3,025	8,358
Accumulated depreciation				
At 1 April 2022	3,690	111	1,423	5,224
Charge for the year	277	28	525	830
At 31 March 2023 and 1 April 2023	3,967	139	1,948	6,054
Charge for the year	221	25	486	732
Eliminated on written off	–	(11)	(865)	(876)
At 31 March 2024	4,188	153	1,569	5,910
Net book value				
At 31 March 2024	885	107	1,456	2,448
At 31 March 2023	1,106	120	1,124	2,350

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For the year ended 31 March 2024

14. PROPERTY, PLANT & EQUIPMENT (Continued)

The Group as lessee

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

Right-of-use assets (included in property, plant & equipment)

	Motor vehicles and total HK\$'000
As at 31 March 2024	
Carrying amount	–
As at 31 March 2023	
Carrying amount	622
For the year ended 31 March 2024	
Depreciation charge	289
For the year ended 31 March 2023	
Depreciation charge	400

The analysis of expense items relation to leases recognised in profit or loss is as follows:

	2024 HK\$'000	2023 HK\$'000
Expense relating to short-term leases	3,120	3,120
Total cash outflow for leases	3,719	3,509

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For the year ended 31 March 2024

15. DEBTORS, ADVANCES & PREPAYMENTS

Debtors, advances & prepayments comprised the following:

	2024	2023
	HK\$'000	HK\$'000
Deferred rental receivables	10,784	12,396
Other deposits and prepayments	12,497	10,724
Debtors	5,024	3,840
	28,305	26,960

Debtors mainly comprise rental receivables. Rent from leasing of investment properties are normally received in advance.

At the reporting date, the aging analysis of the debtors based on the date of invoices and which are past due was as follows:

	2024	2023
	HK\$'000	HK\$'000
0–30 days	2,559	2,554
31–60 days	1,693	404
61–90 days	254	305
> 90 days	518	577
	5,024	3,840

The Group considered the above debtors are fully recoverable. The Group has not recognised any ECL for the years ended 31 March 2024 and 2023.

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For the year ended 31 March 2024

16. CASH & BANK BALANCES

	2024	2023
	HK\$'000	HK\$'000
Cash at bank and in hand	20,029	17,959
Short-term bank deposits	282,473	236,747
Cash and cash equivalents	302,502	254,706
Short-term bank deposits maturing after three months	–	8,067
	302,502	262,773

Bank balances of HK\$37,301,000 (2023: HK\$27,126,000) were charged by the lending bank to secure payment of bank loan interest.

The effective interest rate on short-term bank deposits maturing within three months was 5.03% p.a. (2023: 3.60% p.a.). The effective interest rate on short-term bank deposits maturing after three months was 4.81% p.a. for the year ended 31 March 2023.

For the years ended 31 March 2024 and 2023, the Group performed impairment assessment on bank balances and concluded that the probability of defaults of the counterparty banks are insignificant and accordingly, no allowance for credit losses is provided.

The cash and bank balances were denominated in the following currencies:

	2024	2023
	HK\$'000	HK\$'000
Hong Kong dollars	145,593	192,425
United States dollars	156,335	70,166
Others	574	182
	302,502	262,773

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For the year ended 31 March 2024

17. SHARE CAPITAL

	Number of Shares of HK\$0.10 each	HK\$'000
Authorised		
At 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024	2,000,000,000	200,000
Issued and fully paid		
At 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024	1,154,038,656	115,404

18. CREDITORS & OTHER PAYABLES

	2024 HK\$'000	2023 HK\$'000
Creditors & other payables (due within one year)		
Rental deposits received	12,656	22,936
Accruals and other payables	26,784	29,378
Creditors	5,324	5,591
	44,764	57,905
Creditors & other payables (due more than one year)		
Rental deposits received	44,759	42,673
	89,523	100,578

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

18. CREDITORS & OTHER PAYABLES (Continued)

At the reporting date, the aging analysis of the creditors based on the date of the invoices was as follows:

	2024 HK\$'000	2023 HK\$'000
0–30 days	4,930	3,527
31–60 days	320	915
61–90 days	25	226
> 90 days	49	923
	5,324	5,591

19. SECURED BANK LOANS

	2024 HK\$'000	2023 HK\$'000
Current		
Repayable within one year	1,617,500	663,500
Non-current		
Repayable more than one year but not exceeding two years	–	1,617,500
Repayable more than two years but not exceeding five years	663,500	–
	663,500	1,617,500

As at 31 March 2024 and 31 March 2023, all bank loans were denominated in Hong Kong dollars and carry interest at benchmarks ranged from 1.10% to 1.22% over HIBOR. The effective interest rate at the year end date was 5.28% p.a. (2023: 4.10% p.a.).

In respect of the bank loans with carrying amount of HK\$2,281,000,000 as at 31 March 2024 (2023: HK\$2,281,000,000), the Group is required to comply with the following financial covenants throughout the continuance of the relevant loan and/or as long as the loan is outstanding:

- the loan-to-value ratio that the loan to the property market value shall at all times be less than 55%; and
- the ratio of net semi-annual rental to the estimated amount of interest payable on the bank loans for such forthcoming calendar six-month period shall be not less than 1.3:1 to 1.5:1.

The Group has complied with the covenant throughout the reporting period.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

20. LEASE LIABILITIES

	2024 HK\$'000	2023 HK\$'000
Lease liabilities payable:		
Within one year	–	349
Within a period of more than one year but not exceeding two years	–	237
	–	586
Less: Amount due for settlement within 12 months shown under current liabilities	–	(349)
	–	237
Amount due for settlement after 12 months shown under non-current liabilities	–	237

For the years ended 31 March 2024 and 2023, it is the Group's policy to lease certain of its motor vehicles under lease contract. The average lease term is 3 to 5 years (2023: 3 to 5 years). Interest rates underlying the lease liabilities are fixed at respective contract rate at 2.1% (2023: 2.1%) per annum. During the current year, the Group has fully repaid the lease liabilities.

21. DEFERRED TAXATION

For the purposes of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The components of deferred tax balance recognised in the consolidated statement of financial position and movements thereon during the current and prior years are as follows:

	Revaluation of investment properties HK\$'000	Accelerated tax depreciation HK\$'000	Tax losses HK\$'000	Total HK\$'000
At 1 April 2022	5,813	76,539	(640)	81,712
Charge/(credit) to profit or loss	(500)	4,965	60	4,525
At 31 March 2023 and 1 April 2023	5,313	81,504	(580)	86,237
Credit to profit or loss	(100)	(17,975)	(3,642)	(21,717)
At 31 March 2024	5,213	63,529	(4,222)	64,520

At the end of the reporting period, the Group has unused tax losses of HK\$45,709,000 (2023: HK\$26,388,000) available for offsetting against future profits. The losses may be carried forward indefinitely. A deferred tax asset has been recognised in respect of HK\$25,585,000 (2023: HK\$3,514,000) of such losses. No deferred tax asset has been recognised in respect of the remaining approximately HK\$20,124,000 (2023: HK\$22,874,000) due to the unpredictability of future profit streams.

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22. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	Interest payable (included in accruals) HK\$'000	Secured bank loans HK\$'000 (Note)	Lease liabilities HK\$'000	Total HK\$'000
At 1 April 2022	723	2,281,000	938	2,282,661
Changes from financing cash flows:				
Lease liabilities principal repayment	–	–	(352)	(352)
Interest paid	(67,275)	–	(36)	(67,311)
Other non-cash change:				
Finance costs	68,963	–	36	68,999
At 31 March 2023 and 1 April 2023	2,411	2,281,000	586	2,283,997
Changes from financing cash flows:				
Lease liabilities principal repayment	–	–	(586)	(586)
Interest paid	(120,164)	–	(14)	(120,178)
Other finance cost paid	(917)	–	–	(917)
Other non-cash change:				
Finance costs	121,680	–	14	121,694
At 31 March 2024	3,010	2,281,000	–	2,284,010

Note: During the year ended 31 March 2024, the Group's secured bank loans were renewed.

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23. GUARANTEES & COMMITMENTS

	2024 HK\$'000	2023 HK\$'000
Guarantees		
– given to banks by the Company in respect of banking facilities utilised by subsidiaries of the Company	1,879,800	1,879,800
Commitments (contracted but not provided for)		
– for total future minimum lease payments in respect of land and buildings (short-term lease)		
– not later than one year	2,670	2,670
– for capital contribution to investees classified as equity instruments designated at FVTOCI not yet called		
– upon called	1,420	1,495
– for additional capital contribution to an associate		
– not later than one year	22,675	93,600
	1,906,565	1,977,565

24. OPERATING LEASE RECEIVABLE

At the year end date, the Group's total future minimum lease payments to be received, as lessor, under non-cancellable rental leases in respect of investment properties were as follows:

	2024 HK\$'000	2023 HK\$'000
Within one year	163,020	170,014
In the second year	118,788	127,235
In the third year	48,442	86,663
In the fourth year	12,917	31,935
In the fifth year	3,248	12,802
After five years	–	3,248
	346,415	431,897

The Group leases out the investment properties of the Group under operating leases. The leases typically run for an initial period of 1 month to 6 years (2023: 1 month to 6 years).

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25. PLEDGE OF ASSETS

At the year end date, investment properties with a carrying value of HK\$7,813,500,000 (2023: HK\$7,825,100,000) were pledged to secure bank loan facilities to the extent of HK\$2,281,000,000 (2023: HK\$2,281,000,000) of which all facilities have been fully utilised.

26. RELATED PARTY TRANSACTIONS

(a) Transactions with related parties

- (i) In May 2019, Gaw Capital Advisors Limited (“GCAL”) entered into a lease agreement with our Group company to lease partial of 18th and 19th Floors of 68 Yee Wo Street, Hong Kong for a term of 3 years from 1 July 2019 to 30 June 2022 at a monthly rental of HK\$811,776, excluding rates, government rent and management fee. In May 2022, the lease was renewed for a term of 3 years from 1 July 2022 to 30 June 2025 with a 5 months rent-free period during the lease term at a monthly rental of HK\$676,480, excluding rates, government rent and management fee. Based on the terms of the lease agreement, a rental deposit of HK\$2,385,000 (2023: HK\$2,385,000) and rental income of HK\$6,990,000 (2023: HK\$7,678,000) were recognized for the year ended 31 March 2024. Lease payments of HK\$8,118,000 (2023: HK\$5,141,000) according to lease agreements were received for the year ended 31 March 2024.
- (ii) In May 2019, Gaw Capital Asset Management (HK) Limited (“GCAM”) entered into a lease agreement with our Group company to lease a unit in 10th Floor of 68 Yee Wo Street, Hong Kong for a term of 3 years from 1 July 2019 to 30 June 2022 at a monthly rental of HK\$151,720, excluding rates, government rent and management fee. In May 2022, the lease was renewed for a term of 3 years from 1 July 2022 to 30 June 2025 with a 5 months rent-free period during the lease term at a monthly rental of HK\$132,755, excluding rates, government rent and management fee. Based on the terms of lease agreement, a rental deposit of HK\$478,000 (2023: HK\$478,000) and rental income of HK\$1,372,000 (2023: HK\$1,459,000) were recognized for the year ended 31 March 2024. Lease payments of HK\$1,593,000 (2023: HK\$986,000) according to lease agreements were received for the year ended 31 March 2024.
- (iii) In January 2021, GCAM entered into a lease agreement with our Group company to lease a unit in 15th Floor of 68 Yee Wo Street, Hong Kong for a term of 3 years from 1 March 2021 to 29 February 2024 with a 4 months rent-free period during the lease term at a monthly rental of HK\$127,908, excluding rates, government rent and management fee. In February 2024, the lease was renewed for a term of 3 years from 1 March 2024 to 28 February 2027 with a 7.5 months rent-free period during the lease term. The monthly rentals for each year of the lease term are HK\$114,444, HK\$117,810 and HK\$121,176 respectively, excluding rates, government rent and management fee. Based on the terms of lease agreement, a rental deposit of HK\$434,000 (2023: HK\$454,000) and rental income of HK\$1,344,000 (2023: HK\$1,364,000) were recognised for the year ended 31 March 2024. Lease payments of HK\$1,407,000 (2023: HK\$1,279,000) according to lease agreements were received for the year ended 31 March 2024.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

26. RELATED PARTY TRANSACTIONS *(Continued)*

(a) Transactions with related parties *(Continued)*

The transactions (i), (ii) and (iii) above constitute continuing connected transactions under Rule 14A.56 of the Listing Rules and the details of the transactions are discussed in the Directors' Report section on pages 16 to 17. As at 31 March 2024, the amount of total future minimum lease payments to be received, as lessor, from GCAL and GCAM under non-cancellable rental leases was HK\$15,506,000 (2023: HK\$23,256,000).

(b) Key management personnel compensation

The remuneration of Directors and other members of key management during the year were as follows:

	2024 HK\$'000	2023 HK\$'000
Fees	625	575
Salaries, allowances and benefits	12,422	12,327
Discretionary bonus	1,910	1,824
Pension scheme contributions	108	108
	15,065	14,834

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

27. FINANCIAL RISKS MANAGEMENT

(a) Categories of financial instruments

	2024 HK\$'000	2023 HK\$'000
Financial assets		
Amortised cost		
Amounts due from associates	1,760,057	1,666,958
Receivables	27,442	26,517
Cash & bank balances	302,502	262,773
Equity instruments designated at FVTOCI	173,055	204,384
Equity instruments at FVTPL	150,859	154,924
	2,413,915	2,315,556
Financial liabilities		
Amortised cost		
Secured bank loans	2,281,000	2,281,000
Creditors & other payables	62,739	71,200
	2,343,739	2,352,200

The Group's principal financial instruments comprise amounts due from associates, secured bank loans, cash and short-term deposits and equity investments. The main purpose of these financial instruments is to raise finance for the Group's operation and to seek for investment returns. The Group has various other financial assets and liabilities such as debtors and creditors, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and equity price risk. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarised below.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

27. FINANCIAL RISKS MANAGEMENT (Continued)

(b) Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank borrowings and short-term bank deposits with a floating interest rate. The Group cash flow interest rate risk is mainly concentrated on HIBOR arising from the Group's bank borrowings. The interest rates and terms of repayment of the Group's bank borrowings are disclosed in Note 19 to the financial statements. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

The sensitivity analyses below have been determined based on the exposure to interest rates. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis point (2023: 100 basis points) increase or decrease in variable-rate bank borrowings and a 50 basis point (2023: 50 basis points) increase or decrease in variable-rate bank balances are used which represents management's assessment of the reasonably possible change in interest rates.

The following table demonstrates the sensitivity to a reasonable possible change in interest rates, with all other variables held constant, of the Group's profit before taxation (through the impact on floating rate borrowings and floating rate bank deposits) and the Group's equity.

	Change in basis points	Change in profit before taxation HK\$'000	Change in equity HK\$'000
2024			
Bank borrowings	100	(22,810)	(19,046)
Short-term bank deposits	50	1,412	1,412
2023			
Bank borrowings	100	(22,810)	(19,046)
Short-term bank deposits	50	1,224	1,224

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

27. FINANCIAL RISKS MANAGEMENT (Continued)

(c) Foreign currency risk

The Group's exposure to foreign currency risk is primarily through its bank balances, amounts due from associates, investment in equity instruments at FVTPL and investment in equity instruments at FVTOCI, that are denominated in a foreign currency, i.e. a currency other than the functional currency of the group entities. The currencies giving rise to this risk are primarily United States dollars, Renminbi, Malaysian ringgit and Euro. As Hong Kong dollars are pegged to United States dollars, the management considers that the foreign currency risk arising from United States dollars to the Group is not significant.

The following table demonstrates the sensitivity at the year end date to a reasonable possible change in the foreign exchange rate, with all other variables held constant, of the Group's profit before taxation and the Group's equity.

	Exposure HK\$'000	Change in exchange rate %	Change in profit before taxation HK\$'000	Change in equity HK\$'000
At 31 March 2024				
Equity instruments at FVTOCI				
Malaysian ringgit	124,365	5%	–	6,218
Euro	41	5%	–	2
Equity instruments at FVTPL				
Renminbi	65,719	5%	3,286	3,286
At 31 March 2023				
Equity instruments at FVTOCI				
Malaysian ringgit	121,258	5%	–	6,063
Euro	46	5%	–	2
Equity instruments at FVTPL				
Renminbi	68,331	5%	3,417	3,417

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

27. FINANCIAL RISKS MANAGEMENT *(Continued)*

(d) Credit risk

The Group's exposure to credit risk is mainly attributable to bank deposits and amounts due from associates.

Financial assets at amortised cost

Bank deposits are placed with high-quality financial institutions with good credit ratings. Regarding the amounts due from associates, the directors of the Company has assessed its credit risk by monitoring the financial performance and position regularly and reviewing its cash flow forecast annually. The associates are considered as strong based on its underlying business. Accordingly, the credit risk for these balances are considered as minimal.

The Group is also exposed to counterparties credit risk from its operating activities, primarily attributable to rental income. The directors of the Company believe that our tenants are having high credit quality and the Group has policy in place to ensure that the properties are rented to tenants with an appropriate credit history. The Group has no concentration of credit risk and had no significant outstanding balances due by tenants at the reporting date. Accordingly, the overall credit risk is considered minimal.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

27. FINANCIAL RISKS MANAGEMENT (Continued)

(e) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank facilities.

The maturity profile of the Group's financial liabilities as at the year end date, based on the contracted undiscounted payments, was as follows:

At 31 March 2024

	Weighted average interest rate %	Within 1 year or on demand HK\$'000	1 to 2 years HK\$'000	3 to 5 years HK\$'000	Over 5 years HK\$'000	Total HK\$'000	Carrying value HK\$'000
Secured bank loans (Note)	5.28	1,708,541	35,066	691,552	-	2,435,159	2,281,000
Creditors & other payables	-	17,980	23,434	21,325	-	62,739	62,739
		1,726,521	58,500	712,877	-	2,497,898	2,343,739

At 31 March 2023

	Weighted average interest rate %	Within 1 year or on demand HK\$'000	1 to 2 years HK\$'000	3 to 5 years HK\$'000	Over 5 years HK\$'000	Total HK\$'000	Carrying value HK\$'000
Secured bank loans (Note)	4.10	749,803	1,660,899	-	-	2,410,702	2,281,000
Lease liabilities	2.43	368	242	-	-	610	586
Creditors & other payables	-	28,527	12,709	28,679	1,285	71,200	71,200
		778,698	1,673,850	28,679	1,285	2,482,512	2,352,786

Note: The above maturity analysis of secured bank loans are presented in accordance with the scheduled repayment dates set out in the loan agreements. Taking into account the Group's financial position, the management believe that it is probable that the secured bank loans will be renewed at their maturity dates.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

27. FINANCIAL RISKS MANAGEMENT (Continued)

(f) Equity price risk

The Group is exposed to equity price risk arising from individual investments classified as equity instruments at FVTOCI and FVTPL (see Note 13) as at 31 March 2024. The Group's listed investments are valued at quoted market prices at the year end date.

The following table demonstrates the sensitivity to every 5% change in fair value of the equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the year end date.

	Carrying amount of investments HK\$'000	Change in profit before taxation HK\$'000	Change in equity HK\$'000
At 31 March 2024			
Listed investments:			
Equity instruments designated at FVTOCI	28,154	–	1,408
Unlisted investment:			
Equity instruments designated at FVTOCI	144,901	–	7,245
Equity instruments at FVTPL	150,859	7,543	7,543
At 31 March 2023			
Listed investments:			
Equity instruments designated at FVTOCI	59,961	–	2,998
Unlisted investment:			
Equity instruments designated at FVTOCI	144,423	–	7,221
Equity instruments at FVTPL	154,924	7,746	7,746

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

27. FINANCIAL RISKS MANAGEMENT (Continued)

(g) Capital management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes during the years ended 31 March 2024 and 2023.

The Group monitors capital using a gearing ratio, which is net debt divided by total assets. Net debt includes interest bearing bank borrowings less cash and bank balances. The gearing ratios as at the year end dates were as follows:

	2024	2023
	HK\$'000	HK\$'000
Interest bearing bank borrowings	2,281,000	2,281,000
Less: Cash & bank balances	(302,502)	(262,773)
Net debt	1,978,498	2,018,227
Total assets	11,021,147	11,140,635
Gearing ratio	18.0%	18.1%

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

28. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

(a) Statement of Financial Position of the Company

	At 31 March 2024 HK\$'000	At 31 March 2023 HK\$'000
ASSETS		
Non-current assets		
Interests in subsidiary companies	1,905,115	1,902,417
Interests in associates	41,114	41,114
	1,946,229	1,943,531
Current assets		
Debtors, advances & prepayments	194	190
Cash & bank balances	7,685	501
Tax recoverable	292	292
	8,171	983
Total assets	1,954,400	1,944,514
EQUITY		
Share capital	115,404	115,404
Reserves	1,807,013	1,806,307
Total equity	1,922,417	1,921,711
LIABILITIES		
Current liabilities		
Other payables	4,174	3,837
Amounts due to subsidiaries	27,809	18,966
Total liabilities	31,983	22,803
Total equity and liabilities	1,954,400	1,944,514

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 25 June 2024 and are signed on its behalf by:

Kenneth Gaw
Director

Alan Kam Hung Lee
Director

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

28. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

(b) Reserves Movement of the Company

	Share premium HK\$'000	Contributed surplus HK\$'000	Retained earnings HK\$'000	Investment revaluation reserve HK\$'000	Total HK\$'000
At 1 April 2022	547,748	381,051	816,632	(429)	1,745,002
Profit for the year	–	–	84,388	–	84,388
2022 final dividend paid	–	–	(23,081)	–	(23,081)
Fair value change of investments in equity instruments designated at FVTOCI	–	–	–	(2)	(2)
Disposal of investments in equity instruments designated at FVTOCI	–	–	(431)	431	–
At 31 March 2023 and 1 April 2023	547,748	381,051	877,508	–	1,806,307
Profit for the year	–	–	18,017	–	18,017
2023 final dividend paid	–	–	(17,311)	–	(17,311)
At 31 March 2024	547,748	381,051	878,214	–	1,807,013

The reserves of the Company available for distribution to shareholders as at the reporting date calculated in accordance with the Bermuda Companies Act, amounted to HK\$1,259,265,000 (2023: HK\$1,258,559,000), being the contributed surplus and retained earnings at that date.

29. RETIREMENT BENEFIT SCHEMES

The Group arranges for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the “MPF Scheme”), which is a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Hong Kong subsidiaries of the Group and its Hong Kong employees is required to make monthly contributions of 5% of the employees’ earnings to the scheme in accordance with the requirements of the Mandatory Provident Fund Schemes Ordinance and related regulations. The respective monthly contributions made by the Group and the employees are subject to a cap of HK\$1,500 with contributions beyond these amounts being voluntary.

Total expenses recognised in profit or loss for the contributions to the retirement benefit schemes made by the Group during the year amounted to HK\$259,000 (2023: HK\$261,000). There were no forfeited contributions utilised to offset employer’s contributions for the years ended 31 March 2024 and 2023. At the end of the reporting period, there were no forfeited contributions available to reduce the contributions payable in the future years (2023: Nil).

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

30. PARTICULARS OF MAJOR SUBSIDIARIES

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

Name of company	Main activity	Place of incorporation	Principal place of operations	Particulars of issued and paid up capital	Percentage of equity held 2024	Percentage of equity held 2023
All Success Holdings Limited	Real Estate	Hong Kong	Hong Kong	HK\$1	100	100
Anpona Investments Limited	Investment	Hong Kong	Hong Kong	HK\$10,000	100	100
Best Date Investments Limited	Real Estate	Hong Kong	Hong Kong	HK\$1	100	100
Bright Grand Limited	Real Estate	Hong Kong	Hong Kong	HK\$1	100	100
Causeway Bay 68 Limited	Investment	British Virgin Islands	Hong Kong	US\$1,000	60	60
Chance Advance Limited	Investment	British Virgin Islands	Hong Kong	US\$1,000	100	100
Charm Victory Investment Limited	Real Estate	Hong Kong	Hong Kong	HK\$1	100	100
Dynamic Business Limited	Real Estate	Hong Kong	Hong Kong	HK\$1	100	100
Forerunner Investments Limited	Investment	Hong Kong	Hong Kong	HK\$3,000,000	65	65
Honesty Properties Limited	Real Estate	Hong Kong	Hong Kong	HK\$1	100	100
Kind Regent Holdings Limited	Investment	British Virgin Islands	Hong Kong	US\$1	100	100
Master Yield Limited	Investment	British Virgin Islands	Hong Kong	Nil	100	100
Pine International Limited	Investment	British Virgin Islands	Hong Kong	HK\$1	100	100
Pioneer Estates Limited	Real Estate	Hong Kong	Hong Kong	HK\$1,000	100	100
Pioneer Industries (Holdings) Limited	Investment	Hong Kong	Hong Kong	HK\$75,873,257	100	100
Treasure Spot Investments Limited	Real Estate	British Virgin Islands	Hong Kong	US\$1	60	60
Uniever Link Limited	Investment	British Virgin Islands	Hong Kong	US\$1	100	100
Win Plus Development Ltd.	Investment	British Virgin Islands	Hong Kong	Nil	100	100

Notes to the Consolidated Financial Statements

For the year ended 31 March 2024

30. PARTICULARS OF MAJOR SUBSIDIARIES (Continued)

The following table presents the information relating to Causeway Bay 68 Limited, the subsidiary of the Group which has material NCI. The following summarised consolidated financial information represents the amounts before any inter-company elimination.

	2024	2023
	HK\$'000	HK\$'000
Percentage of NCI	40%	40%
Assets and liabilities of Causeway Bay 68 Limited:		
Non-current assets	3,700,000	3,710,000
Current assets	42,680	35,544
Non-current liabilities	(39,745)	(1,076,920)
Current liabilities	(1,029,802)	(11,244)
Net assets	2,673,133	2,657,380
Carrying value of NCI in the consolidated financial statements	1,069,253	1,062,952
Revenue	101,618	101,049
Profit for the year	15,753	11,012
Total comprehensive income	15,753	11,012
Profit allocated to NCI	6,301	4,405
Dividends paid to NCI	–	(16,000)
Cash generated from/(used in) operating activities	66,767	(15,295)
Cash generated from investing activities	1,017	239
Cash (used in)/generated from financing activities	(59,184)	8,247

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For the year ended 31 March 2024

31. PARTICULARS OF MAJOR ASSOCIATES

Particulars of the major associates of the Group as at 31 March 2024 and 31 March 2023 are as follows:

Name of company	Place of incorporation	Investment by associates	Group's effective interest in		Issued and paid up share capital
			investment	associates	
Keencity Properties Limited	British Virgin Islands	Investment	49.5% (2023: 49.5%)	49.5% (2023: 49.5%)	US\$9,939,020
Pioneer Hospitality Siam (GBR) Limited	Thailand	Pullman Pattaya Hotel G, Thailand	49.5% (2023: 49.5%)	49.5% (2023: 49.5%)	Baht 300,000,000
Royal Culture Limited	Hong Kong	Pullman Bangkok Hotel G, Thailand	49.5% (2023: 49.5%)	49.5% (2023: 49.5%)	HK\$1
Supreme Key Limited	British Virgin Islands	Regent Hong Kong	30.0% (2023: 30.0%)	30.0% (2023: 30.0%)	US\$10
Tidefull Investment Limited ("Tidefull")	Liberia	Shanghai K. Wah Centre, China (Note a)	7.7% (2023: 7.7%)	50% (2023: 50%)	Nil
Britt Hands Limited	British Virgin Islands	Bank balances indirectly held in Japan (2023: Investment properties in Japan) (Note b)	5.1% (2023: 5.1%)	19.3% (2023: 19.3%)	US\$633

Note a: Tidefull holds 28% direct interest in a company, Chely Well Limited ("Chely Well") and 15.4% indirect interest in the investment of Chely Well. One out of six directors of Chely Well is appointed by the Company and therefore the management of the Company considers that the Company has significant influence over Chely Well. Because Shanghai K. Wah Centre, China is the only investment of Tidefull and Chely Well, the management considers that classifying Tidefull as an associate in the consolidated financial statements would provide a more faithful presentation even the Company has joint control over Tidefull.

Note b: Britt Hands Limited holds 26.3% indirect interest in a company with underlying assets in Japan. It was classified as an associate because the management of the Company appointed one out of three directors in Britt Hands Limited and has significant influence over Britt Hands Limited. At 31 March 2023, the underlying assets of the investment mainly included investment properties in Japan. For the year ended 31 March 2024, the investment properties were disposed of and the underlying assets of the investment remained at 31 March 2024 were bank balances.

Schedule of the Group's Properties

The following is a list of properties held for investment as at 31 March 2024:

Location/Lot No.	Type of property	Lease term	Group's effective interest	Gross Area
1. Pioneer Place (formerly known as Pioneer Building) 33 Hoi Yuen Road, Kwun Tong, Kowloon Kwun Tong Inland Lot No. 294	Commercial	Medium-term	100%	245,678 ft ²
2. 1st Floor, Fu Hop Factory Building Nos. 209 & 211 Wai Yip Street, Kwun Tong, Hong Kong 8/112 shares of and in Kwun Tong Inland Lot No. 293	Industrial	Medium-term	100%	11,100 ft ²
3. Club Lusitano No. 16 Ice House Street, Central, Hong Kong Remaining portion of Inland Lot No. 339	Commercial	Long-term	100%	80,100 ft ²
4. 68 Yee Wo Street Building No. 68 Yee Wo Street, Causeway Bay, Hong Kong The whole of Section K of Inland Lot No. 1408	Commercial	Long-term	60%	229,200 ft ²
5. The Whole of LG/F., G/F., 1/F., and 2/F., Kiu Fat Building, Nos. 115-119 Queen's Road West, Western District, Hong Kong Remaining portion of Marine Lot No. 58	Commercial	Long-term	100%	56,740 ft ²
6. Apartments A and B on 19th Floor, Wah Tai Mansion, No. 388 Zhao Jia Bang Road, Shanghai, People's Republic of China	Residential	Medium-term	100%	5,248 ft ²

Five Years Financial Summary

	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000
RESULTS					
Revenue	249,480	238,397	263,023	274,383	295,756
(Loss)/profit attributable to shareholders	(56,169)	59,835	211,814	292,529	38,454
Dividend paid during the year	17,311	23,081	11,540	–	53,086
(Loss)/earnings per share (HK cents)	(4.87)	5.18	18.35	25.35	3.33
FINANCIAL POSITION					
Total assets	11,021,147	11,140,635	11,132,591	10,956,418	10,557,389
Total liabilities	(2,435,070)	(2,469,122)	(2,459,106)	(2,450,502)	(2,454,294)
	8,586,077	8,671,513	8,673,485	8,505,916	8,103,095
Capital and reserves					
Share capital	115,404	115,404	115,404	115,404	115,404
Reserves	7,357,646	7,450,457	7,442,896	7,263,537	6,912,398
Shareholders' funds	7,473,050	7,565,861	7,558,300	7,378,941	7,027,802
Non-controlling interests	1,113,027	1,105,652	1,115,185	1,126,975	1,075,293
	8,586,077	8,671,513	8,673,485	8,505,916	8,103,095
	HK cents	HK cents	HK cents	HK cents	HK cents
Net asset value per share (Note a)	647.6	655.6	654.9	639.4	609.0
Total debt to total assets (Note b)	20.7%	20.5%	20.5%	20.8%	21.6%

Note a: Net asset value per share is arrived at using shareholders' fund divided by number of issued shares at year end.

Note b: Total debt to total assets is arrived at using interest-bearing bank borrowings divided by total assets.

