

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

香港聯合交易所有限公司(「聯交所」) **GEM** 之特色

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

GEM的定位乃為相比起聯交所上市的其他公司帶有更高投資風險的中小型公司提供上市的市場。有意投資者應了解投資於此類公司的潛在風險,並應經審慎周詳考慮後方作出投資決定。

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

由於在GEM上市的公司一般為中小型公司,在GEM買賣的證券可能會承受較於聯交所主板買賣的證券為高的市場波動風險,同時亦無法保證在GEM買賣的證券會有高流通量的市場。

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This report, for which the directors (the "Directors") of F8 Enterprises (Holdings) Group Limited (the "Company") collectively and individually accept full responsibilities, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules") of the Stock Exchange for the purpose of giving information with regard to the Company and its subsidiaries (together the "Group"). The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, there are no other matters the omission of which would make any statement herein or this report misleading.

本報告乃遵照聯交所GEM證券上市規則 (「GEM上市規則」)的規定而提供有關F8企業 (控股)集團有限公司(「本公司」)及其附屬公司 (統稱「本集團」)之資料。本公司之董事(「董事」)願就本報告所載資料共同及個別承擔全部 責任。董事在作出一切合理查詢後,確認就其 所知及所信,本報告所載資料在各重要方面均 屬準確完備,沒有誤導或欺詐成分,本報告無 遺漏任何其他事項,足以令致本報告或其所載 任何陳述產生誤導。

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Fong Chun Man (Chairman)
Ms. Lo Pui Yee (Vice Chairlady)

Mr. Chan Chi Fai (Chief Executive Officer)

Independent non-executive Directors

Mr. Chui Chi Yun, Robert

Mr. Kwong Yuk Lap

Mr. Wang Anyuan

AUDIT COMMITTEE

Mr. Chui Chi Yun, Robert (Chairman)

Mr. Kwong Yuk Lap

Mr. Wang Anyuan

REMUNERATION COMMITTEE

Mr. Wang Anyuan (Chairman)

Mr. Chui Chi Yun, Robert

Mr. Fong Chun Man

NOMINATION COMMITTEE

Mr. Kwong Yuk Lap (Chairman)

Mr. Chui Chi Yun, Robert

Mr. Fong Chun Man

AUTHORISED REPRESENTATIVES

Mr. Fong Chun Man

Ms. Lo Pui Yee

COMPLIANCE OFFICER

Mr. Fong Chun Man

COMPANY SECRETARY

Ms. Leung Yin Fai (HKICPA, ACCA, CPA Australia)

董事會

執行董事

方俊文先生(主席) 勞佩儀女士(副主席) 陳志輝先生(行政總裁)

獨立非執行董事

崔志仁先生

鄺旭立先生

王安元先生

審核委員會

崔志仁先生(主席)

鄺旭立先生

王安元先生

薪酬委員會

王安元先生(主席)

崔志仁先生

方俊文先生

提名委員會

鄺旭立先生(主席)

崔志仁先生

方俊文先生

授權代表

方俊文先生

勞佩儀女士

合規主任

方俊文先生

公司秘書

梁燕輝女士(香港會計師公會、英國特許公認會計師公會、澳洲會計師公會)

Corporate Information 公司資料

REGISTERED OFFICE

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 3304, 33/F, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

AUDITORS

HLB Hodgson Impey Cheng Limited Certified Public Accountants

LEGAL ADVISER

D. S. Cheung & Co.

PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

COMPANY WEBSITE

www.f8.com.hk

註冊辦事處

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

香港總部及主要營業地點

香港九龍九龍灣宏照道38號 企業廣場五期一座33樓3304室

香港股份過戶登記分處

寶德隆證券登記有限公司 香港北角電氣道148號21樓2103B室

開曼群島股份過戶登記總處

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

核數師

國衛會計師事務所有限公司 *執業會計師*

法律顧問

張岱樞律師事務所

主要往來銀行

香港上海滙豐銀行有限公司

公司網站

www.f8.com.hk

Chairman's Statement 主席報告書

To our Shareholders,

On behalf of the board of Directors (the "Board") of F8 Enterprises (Holdings) Group Limited (the "Company"), I am pleased to present the annual audited financial statements of the Company and its subsidiaries (together referred to as the "Group") for the year ended 31 March 2021.

The Group has recorded a revenue of approximately HK\$438.2 million for the year ended 31 March 2021, representing a decrease of approximately HK\$1.1 million or 0.3% as compared to the year ended 31 March 2020. The Group's net profit for the year was approximately HK\$5.5 million and approximately HK\$4.5 million for the year ended 31 March 2021 and 2020, respectively, representing an increase of approximately HK\$1.0 million as compared with the year ended 31 March 2020, and the Group's net profit margin increased from approximately 1.0% to approximately 1.2% during the same period. The increase in the net profit and net profit margin for the year ended 31 March 2021 was mainly due to the increase in the sale and transportation of diesel oil business; which was offset by the decrease in the sale of steel products and the increase in fair value change on contingent consideration receivable for the year ended 31 March 2021.

As at 31 March 2021, the Group had a fleet of nine diesel tank wagons of various capacity to meet customers' requirement. In order to increase the total capacity of our fleet of diesel tank wagons to facilitate the increasing demand from customers, and further reduce the level of nitrogen dioxide and particulates to fulfill our social responsibility, the Group had acquired three new diesel tank wagons and replaced two existing diesel tank wagons.

As at 31 March 2021, the Group had a marine oil barge. Besides, the Group had carried out marketing and promotional activities and negotiated with potential customers to secure purchase orders for marine diesel oil.

各位股東:

本人謹代表F8企業(控股)集團有限公司(「本公司」)董事會(「董事會」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至2021年3月31日止年度的年度經審核財務報表。

截至2021年3月31日止年度,本集團已錄得收益約438.2百萬港元·較截至2020年3月31日止年度減少約1.1百萬港元或0.3%。本集團截至2021年及2020年3月31日止年度的年內統利分別為約5.5百萬港元及約4.5百萬港元,較截至2020年3月31日止年度增加約1.0百萬港元,而本集團同期的純利率由約1.0%增加至約1.2%。截至2021年3月31日止年度純利及純利率增加主要由於柴油業務銷售及運輸增加;惟被截至2021年3月31日止年度鋼產品銷售減少,以及應收或然代價公平值變動增加所抵銷。

於2021年3月31日,本集團擁有九架不同容量的柴油貯槽車隊,以滿足客戶要求。為提高我們柴油貯槽車車隊的總容量以滿足客戶日益增長的需求,以及進一步減低二氧化氮及粒子水平以履行我們的社會責任,本集團已購買三部新柴油貯槽車,以取代兩部現有的柴油貯槽車。

於2021年3月31日,本集團擁有一艘船用柴油駁船。此外,本集團已進行市場推廣活動,並與潛在客戶磋商以爭取船用柴油的採購訂單。

Chairman's Statement 主席報告書

Looking forward, the Group will strive to improve its operational efficiency and profitability of its businesses. Notwithstanding the adverse impact brought by the outbreak of the pandemic, we believe that market trend of the sale of diesel oil and marine diesel oil market in Hong Kong remains optimistic mainly due to the stable and high level investment in public infrastructure including the railway network, development of marine construction projects including the Hong Kong International Airport's third runway project together with the recovery of logistics industry in Hong Kong.

展望未來,本集團會致力於改善其運營效率,提高業務盈利能力。儘管疫情的爆發帶來不利影響,我們相信香港柴油及船用柴油銷售市場的市場趨勢仍樂觀,主要由於公共基建(包括鐵路網絡)的投資穩定維持於較高水平、海事工程項目(包括香港國際機場第三條跑道項目)的開發以及香港物流業的復甦所致。

The Board would like to extend its sincere thanks to our shareholders (the "Shareholders"), business partners and customers for their utmost support to the Group. We would also like to take this opportunity to thank all management members and staff for their hard work and dedication throughout the year.

董事會對股東(「**股東**」)、業務夥伴及客戶致以 衷心的謝意,感謝他們對本集團的鼎力支持。 我們亦藉此機會感謝所有管理層成員及員工在 這一年的辛勤工作及奉獻。

FONG Chun Man

Chairman

Hong Kong, 25 June 2021

方俊文

主席

香港,2021年6月25日

BUSINESS REVIEW

The Group principally carries on the business of sale and transportation of diesel oil and related products and other products in Hong Kong and the People's Republic of China (the "PRC"). The Group also supplies marine diesel oil used for construction vessels and lubricant oil used for construction machinery and vehicles. Most of the Group's customers are construction companies which require diesel oil to operate their construction machinery and vehicles. The Group had a fleet of nine diesel tank wagons of various capacity and a marine oil barge as at 31 March 2021. The Group is also engaged in the business of manufacturing and sale of steel products and injecting molding machine in the PRC.

On 23 March 2020, the Group entered into a sale and purchase agreement to conditionally acquire 51% equity interest in Meijia Shell (Global) Lubricant Technology Limited which is principally engaged in the sale and distribution of lubricant oil in the PRC. The acquisition was completed on 21 April 2020. Hence, the financial statements of Meijia Shell (Global) Lubricant Technology Limited had been included in the audited consolidated financial statements of the Group for the year ended 31 March 2021.

Sale and transportation of diesel oil and related products business

The Group recorded a revenue of approximately HK\$371.3 million from the sale and transportation of diesel oil and related products for the year ended 31 March 2021, representing approximately 84.7% of the Group's total revenue and an increase of approximately HK\$43.2 million or 13.2% as compared to the year ended 31 March 2020. The increase was mainly due to (i) the acquisition of Meijia Shell (Global) Lubricant Technology Limited, which is principally engaged in the sale and distribution of lubricant oil in the PRC and (ii) the increase in demand of marine diesel oil in Hong Kong.

Sale of steel product business

The Group recorded a revenue of approximately HK\$66.9 million from the sale of steel products for the year ended 31 March 2021, representing approximately 15.3% of the Group's total revenue, a decrease of approximately HK\$44.3 million or 39.9% as compared to the year ended 31 March 2020. The decrease was mainly due to the challenging economic environment, strict customer selection and credit control policy implemented by the Group on the sale of steel product business, revenue from the sale of the steel product was mainly generated from sales to renowned valuable customers with strong financial position.

業務回顧

本集團主要在香港及中華人民共和國(「中國」) 進行柴油及相關產品以及其他產品的銷售及運 輸業務。本集團亦提供用於工程船舶的船用柴 油以及用於工程機器及汽車的潤滑油。本集團 的客戶大多數為需要柴油以操作其工程機器及 汽車的工程公司。本集團於2021年3月31日 擁有九架不同容量的柴油貯槽車及一艘船用柴 油駁船。本集團亦於中國從事鋼產品及注塑機 的製造及銷售業務。

於2020年3月23日,本集團訂立買賣協議, 以有條件收購美嘉殼(環球)潤滑科技有限公司 51%股權,該公司主要於中國從事銷售及分銷 潤滑油。收購事項於2020年4月21日完成。 因此,美嘉殼(環球)潤滑科技有限公司的財務 報表已計入本集團截至2021年3月31日止年 度的經審核綜合財務報表。

柴油及相關產品的銷售及運輸業務

截至2021年3月31日止年度,本集團錄得來 自柴油及相關產品銷售及運輸的收益約371.3 百萬港元,佔本集團總收益約84.7%,較截至 2020年3月31日止年度增加約43.2百萬港元 或13.2%。有關增加乃主要由於(i)在中國收購 美嘉殼(環球)潤滑科技有限公司(該公司主要 從事銷售及分銷潤滑油)及(ii)香港船用柴油的 需求增加所致。

鋼產品的銷售業務

截至2021年3月31日止年度,本集團錄得來 自鋼產品銷售的收益約66.9百萬港元,佔本集 團總收益約15.3%,較截至2020年3月31日止 年度減少約44.3百萬港元或39.9%。有關減少 乃主要由於經濟環境挑戰重重、本集團對鋼產 品的銷售業務實施的嚴格客戶甄選及信貸控制 政策,而鋼產品的銷售收益主要來自向財務狀 況良好的知名且具有價值的客戶的銷售。

BUSINESS REVIEW (Continued)

Meanwhile, the Group has executed strict control on costs and expenses. The Group recorded a net profit of approximately HK\$5.5 million for the year ended 31 March 2021. The increase in the net profit was mainly attributable to the increase in the sale and transportation of diesel oil business; which was offset by the decrease in the sale of steel products and the increase in fair value change on contingent consideration receivable for the year ended 31 March 2021.

Excluding the fair value change on contingent consideration receivables and payables, the net profit would have been approximately HK\$4.2 million and approximately HK\$0.9 million for the year ended 31 March 2021 and 2020, respectively, representing an increase of approximately HK\$3.3 million or 366.9% as compared to the year ended 31 March 2020.

INDUSTRY REVIEW

In 2020, international oil prices fluctuated significantly. The outbreak of the pandemic brings uncertainties to the international oil prices in short-term. Notwithstanding the government has introduced massive emergency fiscal plans to support workers and businesses, there is clearly a long way to go before we can put the pandemic crisis behind us. We believe we could work together to meet this historic challenge.

FUTURE PROSPECTS

The outbreak of COVID-19 has brought adverse impact on the economic condition in an international and domestic context. The Directors will continue to observe closely and manage risks associated.

In view of the challenging business environment and keen competition in the diesel oil sales market in Hong Kong, the Group will deploy more resources on talent recruitment, strengthening the business development and marketing strategy on diesel oil guardedly. The Group will also proactively seek potential business opportunities that broaden our sources of income and enhance value to the Shareholders.

業務回顧(續)

同時,本集團對各項成本及開支進行嚴格監控。截至2021年3月31日止年度,本集團錄得純利約5.5百萬港元。該純利增加乃主要由於柴油業務銷售及運輸增加:惟被截至2021年3月31日止年度鋼產品的銷售減少,以及應收或然代價公平值變動增加所抵銷。

撇除應收及應付或然代價的公平值變動,截至2021年及2020年3月31日止年度的純利將分別為約4.2百萬港元及約0.9百萬港元,較截至2020年3月31日止年度增加約3.3百萬港元或366.9%。

行業回顧

於2020年,國際油價大幅波動。疫情爆發於短期內為國際油價帶來不確定性。儘管政府已推行大量緊急財政計劃以支援勞工及企業,惟對於我們遠離新型冠狀病毒疫情的危機顯然尚有漫漫長路。我們深信我們可共同努力應對此歷史性挑戰。

未來前景

新型冠狀病毒的爆發給國際及國內經濟狀況帶來了不利影響。董事將繼續密切觀察並管理相 關風險。

鑒於香港柴油銷售市場營商環境挑戰重重且競爭激烈,本集團將謹慎地投放更多資源於招募人才,加強於柴油方面的業務發展及市場營銷策略。本集團將主動尋找可擴大本集團收入來源及增加股東價值的潛在商機。

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by approximately HK\$1.1 million or approximately 0.3% from approximately HK\$439.3 million for the year ended 31 March 2020 to approximately HK\$438.2 million for the year ended 31 March 2021.

Revenue from the sale of diesel oil, marine diesel oil and lubricant oil amounted to approximately HK\$293.7 million, HK\$63.1 million and HK\$9.2 million, representing approximately 67.0%, 14.4% and 2.1%, respectively, of the Group's total revenue for the year ended 31 March 2021. For the year ended 31 March 2020, the revenue from the sale of diesel oil, marine diesel oil and lubricant oil accounted for approximately HK\$271.6 million, HK\$55.7 million and HK\$0.8 million, representing approximately 61.8%, 12.7% and 0.2%, respectively, of the Group's total revenue. Sale of diesel oil remained the largest contributor to the Group's revenue. The increase was mainly due to increase in demand from construction customers and logistic customers.

Revenue from the sale of steel products business amounted to approximately HK\$66.9 million, representing approximately 15.3% of the Group's total revenue (2020: HK\$111.2 million). The decrease was mainly due to the challenging economic environment, strict customer selection and credit control policy implemented by the Group.

The decrease in the Group's revenue was primarily due to the increase in the Group's sale of diesel oil and related products, but offset by the decrease of sale of steel products.

Cost of sales

Cost of the sale and transportation of diesel oil and related products business primarily consists of diesel oil costs, marine diesel oil costs, lubricant oil costs, direct labour costs and depreciation. The purchase cost for the diesel oil, marine diesel oil costs and lubricant oil costs depends on the domestic purchase price offered by the Group's oil suppliers, with reference to the price indices such as Europe Brent spot crude price. Cost of the sale of steel product business mainly consists of raw material costs, direct labour costs and transportation costs. For the year ended 31 March 2021, the Group's cost of sales was approximately HK\$410.1 million, representing a decrease of approximately 1.3% from approximately HK\$415.5 million for the year ended 31 March 2020.

財務回顧

收益

本集團的收益由截至2020年3月31日止年度約439.3百萬港元減少約1.1百萬港元或約0.3%至截至2021年3月31日止年度約438.2百萬港元。

來自柴油、船用柴油及潤滑油銷售的收益分別約為293.7百萬港元、63.1百萬港元及9.2百萬港元,分別佔截至2021年3月31日止年度本集團的總收益約67.0%、14.4%及2.1%。截至2020年3月31日止年度,來自柴油、船用柴油及潤滑油銷售的收益分別約為271.6百萬港元、55.7百萬港元及0.8百萬港元,分別佔本集團的總收益約61.8%、12.7%及0.2%。柴油銷售依然為本集團收益的最大貢獻者。增加主要由於建築客戶及物流客戶需求增加所致。

鋼產品的銷售業務產生收益為約66.9百萬港元,佔本集團收益總額的約15.3%(2020年:111.2百萬港元)。減少乃主要由於經濟環境充滿挑戰、本集團實施嚴格的客戶甄選及信貸控制政策所致。

本集團收益減少乃主要由於本集團增加銷售柴 油及相關產品,惟被鋼產品銷售減少所抵銷。

銷售成本

柴油及相關產品銷售及運輸業務成本主要包括 柴油成本、船用柴油成本、潤滑油成本、直接 勞工成本及折舊。柴油、船用柴油及潤滑油的 採購成本取決於本集團燃油供應商提供的當地 採購價,並經參考歐洲布倫特原油現貨價格等 價格指標。鋼產品業務的銷售成本主要分為原 材料成本、直接勞工成本及運輸成本。截至 2021年3月31日止年度,本集團的銷售成本約 為410.1百萬港元,較截至2020年3月31日止 年度約415.5百萬港元減少約1.3%。

FINANCIAL REVIEW (Continued)

Gross profit and gross profit margin

The gross profit represented the Group's revenue less cost of sales. The Group's gross profit increased by approximately HK\$4.3 million from approximately HK\$23.8 million for the year ended 31 March 2020 to approximately HK\$28.1 million for the year ended 31 March 2021. The Group's gross profit margin increased from approximately 5.4% for the year ended 31 March 2020 to approximately 6.4% for the year ended 31 March 2021. The increase in gross profit was mainly due to the decrease in our cost of sales for the year ended 31 March 2021.

Fair value change on contingent consideration receivable

Pursuant to the sale and purchase agreement (the "SPA") in relation to the acquisition of Meijia Shell (Global) Lubricant Technology Limited and its subsidiaries ("Meijia Group"), the Vendors have given a guarantee to the Group that the audited consolidated net profit after tax of Meijia Group for the three financial years ending 31 March 2021, 31 March 2022 and 31 March 2023 (each of the "Guaranteed Period") would be no less than RMB5,000,000, RMB10,000,000 and RMB10,000,000 (the "Guaranteed Sum") for each of the Guaranteed Period (the "Profit Guarantee").

In case the Profit Guarantee is not fulfilled for the corresponding period/year, the Vendors shall pay of the difference between the Guaranteed Sum and the actual audited consolidated net profit after tax of Meijia Group (the "Shortfall") to the Group. During the year ended 31 March 2021, the actual audited consolidated net profit after tax of Meijia Group did not satisfy the Profit Guarantee. Hence, the Vendors are required to pay the Shortfall to the Group in accordance with the terms and condition stated in the SPA. The Group recognised approximately HK\$1.2 million for the year ended 31 March 2021.

財務回顧(續)

毛利及毛利率

毛利指本集團的收益減去銷售成本。本集團的毛利由截至2020年3月31日止年度約23.8百萬港元增加約4.3百萬港元至截至2021年3月31日止年度約28.1百萬港元。本集團的毛利率由截至2020年3月31日止年度約5.4%增加至截至2021年3月31日止年度約6.4%。毛利增加主要由於截至2021年3月31日止年度銷售成本減少所致。

應收或然代價的公平值變動

根據有關收購美嘉殼(環球)潤滑科技有限公司及其附屬公司(「美嘉集團」)的買賣協議(「買賣協議」),賣方已向本集團提供保證,美嘉集團截至2021年3月31日、2022年3月31日及2023年3月31日止三個財政年度(各為「保證期」)的經審核綜合除稅後純利將不少於各保證期的人民幣5,000,000元、人民幣10,000,000元及人民幣10,000,000元(「保證金額」)(「溢利保證」)。

就於相應期間/年度未履行的溢利保證而言, 賣方須向本集團支付保證金額與美嘉集團的實際經審核綜合除稅後純利之間的差額(「差額」)。截至2021年3月31日止年度,美嘉集團的實際經審核綜合除稅後純利未滿足溢利保證。因此,賣方須根據買賣協議所述條款及條件向本集團支付差額。本集團於截至2021年3月31日止年度確認約1.2百萬港元。

FINANCIAL REVIEW (Continued)

Profit for the year

As a result of the foregoing, the Group recognised net profit of approximately HK\$5.5 million and approximately HK\$4.5 million for the year ended 31 March 2021 and 2020, respectively, representing an increase of approximately HK\$1.0 million as compared with the year ended 31 March 2020, and the Group's net profit margin increased from approximately 1.0% to approximately 1.2% during the same period. The increase in the net profit and net profit margin for the year ended 31 March 2021 was mainly due to the increase in the sale and transportation of diesel oil business which was offset by the decrease in the sale of steel products and the increase in fair value change on contingent consideration receivable for the year ended 31 March 2021. Excluding the fair value change on contingent consideration receivable and payables, the net profit would have been HK\$4.2 million and HK\$0.9 million for the year ended 31 March 2021 and 2020 respectively, representing an increase of approximately HK\$3.3 million or 366.9% as compared to the year ended 31 March 2020.

LIQUIDITY AND CAPITAL RESOURCES

Financial Resources and Liquidity

The Group finances its operations through cash generated from operating activities and interest-bearing bank borrowings. The Group recorded net current assets of approximately HK\$72.7 million as at 31 March 2021.

As at 31 March 2021, the Group's current assets amounted to approximately HK\$154.7 million (2020: HK\$118.7 million) and the Group's current liabilities amounted to approximately HK\$82.0 million (2020: HK\$36.8 million). Current ratio was approximately 1.9 as at 31 March 2021 (2020: 3.2). Current ratio is calculated based on total current assets at the end of the year divided by total current liabilities at the end of the year.

財務回顧(續)

年內溢利

由於上述原因,本集團確認截至2021年及2020年3月31日止年度的純利分別為約5.5百萬港元及約4.5百萬港元,較截至2020年3月31日止年度增加約1.0万萬港元,而本集團的純利率於同期由約1.0%增加至約1.2%。截至2021年3月31日止年度純利及純利率增加主要由於柴油業務銷售及運輸增加,惟被截至2021年3月31日止年度鋼產品的銷售減少以及應收或然代價公平值變動增加所致。截至2021年及2020年3月31日止年度,撇除應收及應付或然代價的公平值變動,純利分別為4.2百萬港元及0.9百萬港元,較截至2020年3月31日止年度增加約3.3百萬港元或366.9%。

流動資金及資本資源

財務資源及流動資金

本集團經營活動的資金來源為自經營活動所產生的現金及計息銀行借款。於2021年3月31日,本集團錄得流動資產淨值約72.7百萬港元。

於2021年3月31日,本集團的流動資產約為 154.7百萬港元(2020年:118.7百萬港元),而 本集團的流動負債則約為82.0百萬港元(2020年:36.8百萬港元)。於2021年3月31日,流 動比率約為1.9倍(2020年:3.2倍)。流動比率 乃根據年末的總流動資產除以年末的總流動負 債計算。

GEARING RATIO

As at 31 March 2021, the maximum limit of the banking facilities available to the Group amounted to approximately HK\$65.0 million (2020: HK\$65.0 million) and approximately HK\$21.3 million (2020: HK\$16.1 million) of the banking facilities was utilised.

The bank borrowings were denominated in Hong Kong dollars with two banking facilities which respectively carried at variable interest rate of the range from 5.7% to 6.6% and at fixed interest rate at ranged from 4.8% to 20.4% per annum for the year ended 31 March 2021. For the year ended 31 March 2020, all the bank borrowings were interest-bearing which carried variable interest rate ranging from 3.57% to 4.88% and 2.76% to 3.97% per annum. As at 31 March 2021, the bank borrowings of the Group were secured by the corporate guarantee, fixed deposits and life insurance policy of the Group.

Gearing ratio was approximately 23.4% as at 31 March 2021 which was calculated based on the total debt at the end of the year divided by total equity at the end of the year (2020: 23.6%).

CAPITAL STRUCTURE

For the year ended 31 March 2021, the capital structure of the Group consisted of equity attributable to the owners of the Company of approximately HK\$116.5 million (2020: HK\$91.8 million). The share capital of the Group only comprises of ordinary shares.

The Shares were listed on GEM of the Stock Exchange on 12 April 2017 (the "Listing Date"). On 21 April 2020, 78,000,000 consideration shares of HK\$0.01 each of the Company were allotted and issued as fully paid for the Vendor (as defined below) at the price of HK\$0.21 each under the general mandate. For further details, please refer to the announcement of the Company dated 21 April 2020. There has been no change in the capital structure of the Group since then, save as disclosed below.

資產負債比率

於2021年3月31日,本集團可用的銀行融資 上限約為65.0百萬港元(2020年:65.0百萬港 元),而約21.3百萬港元(2020年:16.1百萬港 元)銀行融資已獲動用。

截至2021年3月31日止年度,銀行借款以港元計值,兩項銀行融資分別按浮動年利率介乎5.7%至6.6%計息及按固定年利率介乎4.8%至20.4%計息。截至2020年3月31日止年度,所有銀行借款均按浮動年利率介乎3.57%至4.88%及2.76%至3.97%計息。於2021年3月31日,本集團的銀行借款以本集團的公司擔保、定期存款及人壽保單作擔保。

於2021年3月31日, 資產負債比率約為 23.4%,乃按年末總債務除以年末總權益計算 (2020年:23.6%)。

資本架構

截至2021年3月31日止年度,本集團的資本架構包括本公司擁有人應佔權益約為116.5百萬港元(2020年:91.8百萬港元)。本集團的股本僅包括普通股。

股份於2017年4月12日(「上市日期」)於聯交所GEM上市。於2020年4月21日,78,000,000股每股面值0.01港元的本公司代價股份根據一般授權按每股0.21港元的價格向賣方(定義見下文)配發及發行為繳足股份。有關進一步詳情,請參閱本公司日期為2020年4月21日的公佈。除下文所披露者外,自此本集團資本架構概無發生變動。

FOREIGN CURRENCY EXPOSURE RISKS

The Group operates mainly in Hong Kong and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the distribution of lubricant oil and steel products transactions settled in Renminbi and financial assets with Malaysian ringgit. Foreign exchange risk arises when future commercial transactions, recognised assets and liabilities are denominated in a currency that is not the group entities' functional currency. The Group however did not engage in any derivatives agreements and did not commit to any financial instrument to hedge its foreign exchange exposure during the year ended 31 March 2021.

TREASURY POLICIES

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the year ended 31 March 2021. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS

On 23 March 2020, the Company and Mr. Zhu Yixiang and Mr. Li Weinian (collectively, the "Vendor") entered into the sale and purchase agreement (the "SPA"), pursuant to which the Vendor conditionally agreed to sell and the Company is conditionally agreed to purchase 51% equity interest in Meijia Shell (Global) Lubricant Technology Limited at an aggregate consideration of approximately HK\$16,380,000. The consideration was satisfied by the allotment and issuance of 78,000,000 Shares under general mandate (the "Consideration Shares") at the issue price of HK\$0.21 by the Company to the Vendor. The acquisition was completed on 21 April 2020. Upon the completion, 78,000,000 new Shares, representing approximately 8.9% of the issued share capital of the Company as at 21 April 2020 (as enlarged by the issue of the Consideration Shares), have been duly allotted and issued as fully paid to the Vendor at the issue price of HK\$0.21 each under the general mandate. Accordingly, immediately after the completion, there are 878,000,000 Shares in issue. Please refer to the announcements of the Company dated 23 March 2020, 31 March 2020 and 21 April 2020, respectively for details.

外匯風險

本集團主要在香港經營,並面臨各種貨幣風險 所引起的外匯風險,主要指以人民幣結算的潤 滑油及鋼產品分銷交易及以馬來西亞令吉結算 的金融資產。當未來商業交易、已確認資產及 負債以非集團實體功能貨幣計值時,則會出現 外匯風險。然而,截至2021年3月31日止年 度,本集團並未涉及任何衍生工具協議及概無 訂立任何金融工具以對沖外匯風險。

庫務政策

本集團已對其庫務政策採取審慎的財務管理方針,故於截至2021年3月31日止整個年度內均得以維持穩健的流動資金狀況。本集團致力透過持續進行的信貸評估及評估其客戶的財務狀況以降低信貸風險。為管理流動資金風險,董事會密切監視本集團的流動資金狀況,以確保本集團資產、負債及其他承擔的流動資金架構可滿足其不時的資金要求。

重大投資、重大收購及出售

於2020年3月23日,本公司與朱益祥先生及 黎偉念先生(統稱「賣方」)訂立買賣協議(「買 賣協議」),據此,賣方已有條件同意出售,而 本公司已有條件同意購買美嘉殼(環球)潤滑科 技有限公司51%股權,總代價為約16,380,000 港元。代價以本公司根據一般授權按發行價 0.21港元向賣方配發及發行78,000,000股股份 (「代價股份」)結算。收購事項於2020年4月21 日完成。於完成後,根據一般授權按每股發行 價0.21港元向賣方正式配發及發行入賬列為繳 足之78,000,000股新股份(相當於本公司於 2020年4月21日經發行代價股份擴大後已發 行股本約8.9%)。因此,緊隨完成後,本公司 有878,000,000股已發行股份。有關詳情請參 閱本公司日期分別為2020年3月23日、2020 年3月31日及2020年4月21日的公佈。

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS (Continued)

During the year ended 31 March 2021, the Group did not have any significant investments, material acquisitions nor disposals of subsidiaries and affiliated companies, save as disclosed from above of this report.

FINANCIAL ASSETS THROUGH PROFIT AND LOSS

As at 31 March 2021, the Group had HK\$4.8 million of key management personnel life insurance with an insurance company. During the year ended 31 March 2021, the Group disposed all equity of a company listed in Bursa Malaysia Berhad and recorded a net realised gain of approximately HK\$0.4 million.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 March 2021, save as disclosed below in the section headed "Use of Proceeds" in this report, the Group did not have any other material capital commitments or any material contingent liabilities (2020: Nil).

DIVIDENDS

The Directors do not recommend a payment of any dividend for the year ended 31 March 2021.

PLEDGE OF ASSETS

As at 31 March 2021, the Group's pledged short-term bank deposits in the amount of approximately HK\$12.2 million, life insurance policy in the amount of approximately HK\$4.8 million and motor vehicles in the amount of approximately HK\$1.0 million were pledged as security for the Group's banking facilities.

重大投資、重大收購及出售(續)

截至2021年3月31日止年度,除本報告上文 所披露者外,本集團並無任何重大投資、重大 收購或出售附屬公司及聯屬公司。

透過損益計算金融資產

於2021年3月31日,本集團已向一間保險公司投保主要管理人員人壽保險4.8百萬港元。截至2021年3月31日止年度,本集團已出售一間在馬來西亞交易所上市的公司的所有股權,並錄得已變現收益淨額約0.4百萬港元。

資本承擔及或然負債

於2021年3月31日,除本報告下文「所得款項用途」一節所披露者外,本集團概無任何其他重大資本承擔或任何重大或然負債(2020年:無)。

股息

董事不建議就截至2021年3月31日止年度派付任何股息。

資產抵押

於2021年3月31日,本集團的已抵押短期銀行存款約12.2百萬港元、人壽保單約4.8百萬港元及汽車約1.0百萬港元已抵押,以作為本集團銀行融資的抵押品。

COMPARISON OF IMPLEMENTATION PLANS FOR BUSINESS STRATEGIES WITH ACTUAL IMPLEMENTATION PROGRESS

The following is a comparison of the Group's implementation plans for its business strategies up to 31 March 2021 as set out in the section headed "Future Plans and Use of Proceeds" in the prospectus of the Company dated 29 March 2017 (the "**Prospectus**") with the Group actual implementation progress:

業務策略推行計劃與實際推行進度 的比較

以下為本公司日期為2017年3月29日的招股章程(「招股章程」)「未來計劃及所得款項用途」一節所載本集團直至2021年3月31日的業務策略推行計劃與本集團實際推行進度的比較:

已密切評估新柴油貯槽車的有效性

及運行效率。

Business strategy 業務策略	Implementation plan from 1 April 2017 to 31 March 2021 2017年4月1日至2021年3月31日 的推行計劃	Actual implementation progress up to 31 March 2021 直至2021年3月31日的 實際推行進度
Expansion and enhancement of our fleet of diesel tank wagons	 Purchase three new diesel tank wagons Replace three existing diesel tank wagons Continue to evaluate the effectiveness and operating efficiency of new diesel tank wagons and assess our need for additional diesel tank wagons in view of our business development 	been purchased and two existing diesel tank wagons had been replaced. The delivery of the rest of new diesel tank wagon will be completed at the end of March 2022.
擴充及改善柴油貯槽車車隊	購買三部新柴油貯槽車取代三部現有的柴油貯槽車繼續評估新柴油貯槽車的有效性及 運行效率,並評估我們因應業務發	• 已購買三部新柴油貯槽車及已取代 兩部現有的柴油貯槽車。餘下的新 柴油貯槽車將於2022年3月底完成 交付。

展對更多柴油貯槽車的需要

COMPARISON OF IMPLEMENTATION PLANS FOR BUSINESS STRATEGIES WITH ACTUAL IMPLEMENTATION PROGRESS (Continued)

業務策略推行計劃與實際推行進度的比較(續)

Business strategy 業務策略	Implementation plan from 1 April 2017 to 31 March 2021 2017年4月1日至2021年3月31日 的推行計劃	Actual implementation progress up to 31 March 2021 直至2021年3月31日的 實際推行進度
Development and expansion of our marine bunkering business	Commence trial and full operation of the marine diesel oil barge	 The Group had obtained all the licences and permits and commenced trial operation of the marine diesel oil barge in April 2018 and commenced full operation in July 2018.
	 Carry out marketing and promotional activities and negotiate with potential customers to secure purchase orders for marine diesel oil 	 The Group had carried out marketing and promotional activities and negotiated with potential customers to secure purchase orders for marine diesel oil.
	 Evaluate the effectiveness and operating efficiency of the marine diesel oil barge 	 The effectiveness and operating efficiency of the marine diesel oil barge had been evaluated from time to time.
發展及擴充海上供油業務	● 開展船用柴油駁船的全面試運行	 本集團已取得所有牌照及許可證, 並於2018年4月開展船用柴油駁船 的試運行並於2018年7月開始全面 運行。
	進行市場推廣及宣傳活動,並與潛在客戶進行磋商以獲得船用柴油的採購訂單評估船用柴油駁船的有效性及運行	本集團已進行市場推廣及宣傳活動,並與潛在客戶進行磋商以獲得船用柴油的採購訂單。已不時評估船用柴油駁船的有效性
Upgrading our information technology and systems	效率 • Purchase and upgrade new office administrative information technology systems	及運行效率。 • Minor upgrade of information technology systems had been done. The Group was still in negotiation with the potential suppliers on the requirements and specification of the new office administrative information technology systems.
提升資訊科技及系統	 Continue to review and maintain the performance of the information technology systems 購買及更新新辦公室行政與資訊科技系統 	 The Group closely monitors and maintains the performance of the information technology systems. 已完成資訊科技系統的次要升級。本集團仍就新辦公室行政資訊科技系統的要求及規格與潛在供應商進行磋商。
	繼續審閱及維持資訊科技系統的表現	本集團密切監控及維持資訊科技系統的表現。

COMPARISON OF IMPLEMENTATION PLANS FOR BUSINESS STRATEGIES WITH ACTUAL IMPLEMENTATION PROGRESS (Continued)

業務策略推行計劃與實際推行進度的比較(續)

已向員工提供培訓課程及在職培訓。

Business strategy 業務策略	Implementation plan from 1 April 2017 to 31 March 2021 2017年4月1日至2021年3月31日 的推行計劃	Actual implementation progress up to 31 March 2021 直至2021年3月31日的 實際推行進度
Strengthening our manpower	 Recruit three drivers and three logistics assistants to strengthen our workforce required for our fleet of diesel tank wagons Recruit one safety supervisor to enhance our occupational safety management Recruit (i) seafarers including two coxswains, two technical operators, four sailors, (ii) one administration 	 One logistics assistant was hired, it is expected that the rest of staff will be hired around March 2022. Safety supervisor was hired through job reallocation. The Group contracted with a service company to operate the marine bunkering business.
	staff, (iii) one operation manager and (iv) one independent consultant to cope with our marine bunkering business • Evaluate the performance of the newly recruited staff and assess our need to recruit additional staff in view of our business development • Provide training to our existing and newly recruited staff and/or sponsor our staff to attend training courses on occupational health and safety	 The Group evaluates and assesses the performance of our manpower continuously so as to facilitate the Group's business development. Training courses and on-the-job training have been provided to staff.
加強我們的人手	 聘請三名司機及三名物流助理,以 加強我們柴油貯槽車車隊所需的人 手 	 已聘請一名物流助理,預期其他員工將於2022年3月前後左右招聘。
	 聘請一名安全監工,以加強職業安全管理 為配合海上供油業務而聘請(i)海員,包括兩名舵手、兩名技術操作員、四名水手:(ii)一名行政人員;(iii)一名操作經理:及(iv)一名獨立顧問 	安全監工已透過職位重新分配聘請。本集團與服務公司訂立合約以經營 海上供油業務。
	 評估新入職員工的表現,並評估我 們因應業務發展對招聘更多員工的 	本集團持續評估及評價人手的表現,以促進本集團業務發展。

為現有及新入職員工提供培訓 •

及/或資助員工參加職業健康與安

全的培訓課程

USE OF PROCEEDS

As disclosed in the annual report of the Company issued in 2019, the actual net proceeds (the "**Net Proceeds**") from the Share Offer (after deduction of the underwriting commission and Listing related expenses) were approximately HK\$45.1 million, which was less than the estimated Net Proceeds of approximately HK\$50.9 million as set out in the Prospectus and the allotment results announcement of the Company dated 11 April 2017.

Set out below is the actual use of the Net Proceeds up to 31 March 2021:

所得款項用途

誠如本公司於2019年刊發的年報所披露,股份發售實際所得款項淨額(「**所得款項淨額**」) (經扣除包銷佣金及上市相關開支後)約為45.1 百萬港元,低於招股章程及本公司日期為2017 年4月11日的配售結果公佈所載估計所得款項 淨額約50.9百萬港元。

以下載列直至2021年3月31日的所得款項淨額的實際用途:

		Planned use of total Net Proceeds 總所得 款項淨額 計劃用途 HK\$ million 百萬港元	Approximate percentage of total Net Proceeds	Actual use of Net Proceeds up to 31 March 2021 直至 2021年 3月31日的 所得款項淨額 實際用途 HK\$ million 百萬港元	Unused total Net Proceeds up to 31 March 2021 直至2021年3月31日的尚未使用線所得款項淨額HK\$ million 百萬港元	Expected timeframe for the remaining utilising net proceeds (Note 6) 剩餘可動用所得款項淨額預期時間表 (附註6)
Purchase of diesel tank wagons (Note 1)	購買柴油貯槽車 (附註1)	7.8	17.3%	5.0	2.8	By 31 March 2022 於2022年3月31日 之前
Purchase of marine diesel oil barge (Note 2)	購買船用柴油駁船 (附註2)	14.0	31.0%	8.5	5.5	と用 By 31 March 2022 於2022年3月31日 之前
Further strengthen our manpower (Note 3)	進一步加強人手 (附註3)	6.1	13.6%	2.9	3.2	By 31 March 2022 於2022年3月31日 之前
Upgrade of our information technology systems (Note 4)	提升資訊科技及系統 (附註4)	3.6	7.9%	0.5	3.1	By 31 March 2022 於2022年3月31日 之前
Working capital necessary for the operation of the new diesel tank wagons and marine bunkering business (Note 5)	營運新柴油貯槽車及 海上供油業務所需的 營運資金(附註5)	9.1	20.2%	9.1	-	- UH
Working capital	營運資金	4.5	10.0%	4.5		
Total	合計	45.1	100.0%	30.5	14.6	

USE OF PROCEEDS (Continued)

Note:

- 1 Three new diesel tank wagons had been purchased and two existing diesel tank wagons had been replaced up to 31 March 2021.
- 2 Marine diesel oil barge had been delivered in November 2017 and has commenced full operation in July 2018.
- 3 The Group has been actively involved in the recruitment and selection of suitable candidates through various means including job advertisements in major newspapers.
- 4 The Group was still in negotiation with the potential suppliers on the requirements and specification of the new office administrative information technology systems.
- 5 The Group contracted with a service company to operate the marine bunkering
- 6 The expected timeline for utilising the remaining proceeds is based on the best estimation of the future market condition made by the Group. It will be subject to change based on current and future development of market conditions.

Save as disclosed above, the Group will apply the net proceeds received from the Share Offer in the manners consistent with the proposed applications set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus. The implantation plans for business strategies and use of net proceeds as stated in the Prospectus were based on the best estimation and assumption of future market conditions made by the Group at the time of preparing the Prospectus. The Group will continue to implement its business strategies and apply the net proceeds based on the actual development of the Group's business and industry, as well as market conditions.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2021, the Group had a total of 58 employees (53 employees as at 31 March 2020) including the Directors. For the year ended 31 March 2021, total staff costs amounted to approximately HK\$12.8 million (year ended 31 March 2020: approximately HK\$10.3 million). Remuneration (including employees' benefits) is maintained within the market level and reviewed on a periodic basis. Employees' salary and relevant benefits are determined on the basis of performance, qualification, experience, positions and the Group's business performance.

所得款項用途(續)

附註:

- 1 直至2021年3月31日,已購買三部新柴油貯槽車及 兩部現有的柴油貯槽車已被取代。
- 2 船用柴油駁船已於2017年11月交付並於2018年7月 開始全面運行。
- 3 本集團透過多種方式(包括在各大報章刊登招聘廣告) 積極招聘及甄選合適人選。
- 4 本集團仍就新辦公室行政資訊科技系統的要求及規 格與潛在供應商進行磋商。
- 5 本集團與服務公司訂立合約以經營海上供油業務。
- 6 可動用剩餘所得款項的預期時間表乃按本集團對未來市況的最佳估計為基礎。其將可根據當前及未來市況發展而產生變化。

除上文所披露者外,本集團將按照與招股章程「未來計劃及所得款項用途」一節所載的擬定用途一致的方式應用從股份發售所收取的所得款項淨額。招股章程所載的業務策略實施計劃及所得款項淨額用途乃基於本集團於編製招股章程時對未來市況作出的最佳估計及假設。本集團將根據本集團業務及行業的實際發展以及市況繼續推行其業務策略及應用所得款項淨額。

僱員及薪酬政策

於2021年3月31日,連董事在內,本集團共有58名僱員(2020年3月31日:53名僱員)。 截至2021年3月31日止年度,總員工成本約 12.8百萬港元(截至2020年3月31日止年度:約10.3百萬港元)。薪酬待遇(包括員工福利)維持於市場水平,並會定期檢討。僱員薪酬及相關福利乃按其表現、資歷、經驗、職位以及本集團業務表現而釐定。

EVENTS AFTER THE REPORTING PERIOD

- On 11 June 2021, Eastern Champion Investment Limited, a wholly owned subsidiary of the Company, and Ms. Li Loretta Shui Wah (the "Vendor") entered into the agreement for sale and purchase in respect of the acquisition of the Property by the Company pursuant to which the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell office 4, 6/F, Nam Wo Hong Building, 148 Wing Lok Street, Hong Kong, at an aggregate consideration of HK\$21,000,000, which shall be paid by the Company by way of (i) the cash of HK\$9,820,000 which shall be paid in full on completion to the Vendor; and (ii) the allotment and issuance of the 130,000,000 new Shares (equivalent to approximately HK\$11,180,000) at the issue price of HK\$0.086 per Share, credited as fully paid, for the purpose of settling the consideration, to Mr. Li Fat Sang. Please refer to the announcements of the Company dated 11 June 2021 and 16 June 2021, respectively for details.
- (b) On 11 June 2021, the Company and the Vendors entered into the memorandum of understanding in relation to the possible acquisition of equity interest of the Target Company. The Target Company and its subsidiaries is principally engaged in the business of technical services support and consultation on lubricant, production and sales and distribution of lubricant, grease and other related products. For details, please refer to the announcement dated 11 June 2021.

Mr. Lee Cheuk Shun and Mr. Fan Chunhua, being shareholders interest in 80% and 20% of the equity interests of the Marco (International) Lubricant Technology Limited, a company incorporated in British Virgin Islands with limited liability ("**Target Company**").

報告期後事項

- (a) 於2021年6月11日,本公司全資附屬公司Eastern Champion Investment Limited與Li Loretta Shui Wah 女士(「**賣方**」)就本公司收購該物業訂立買賣協議,據此,買方有條件同意收購而賣方有條件同意出售香港永樂街148號南和行大廈6樓4室,總代價為21,000,000港元,其將由本公司以(i)現金9,820,000港元(須於完成時悉數支付予賣方);及(ii)向Li Fat Sang先生按發行價每股股份0.086港元配發及發行130,000,000股入賬列作繳足的新股份(相當於約11,180,000港元)的方式支付,以償付代價。詳情請參閱本公司日期分別為2021年6月11日及2021年6月16日的公佈。
- (b) 於2021年6月11日,本公司與賣方就有關目標公司股權的可能收購事項訂立諒解備忘錄。目標公司及其附屬公司主要從事潤滑油技術服務支持及諮詢以及潤滑油、潤滑脂及其他相關產品生產及銷售以及分銷業務。詳情請參閱日期為2021年6月11日的公佈。

李卓順先生及范春華先生於Macro (International) Lubricant Technology Limited (一間於英屬處女群島註冊成立的有限公司,「目標公司」)中擁有80%及20%股權。

CORPORATE GOVERNANCE PRACTICE

The Board is committed to establish and ensure high standards of corporate governance and adopt sound corporate governance practices so as to achieve effective accountability. The Company's corporate governance practices are based on the Corporate Governance Code and Corporate Governance Report (the "CG Code") as set out in Appendix 15 to the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules"). The Directors strongly believe that reasonable and sound corporate governance practices are essential for the growth of the Group and for safeguarding and enhancing shareholders' interests.

The Directors consider that throughout the year ended 31 March 2021, the Company has complied with all the applicable code provisions set out in the CG Code.

BOARD OF DIRECTORS

The key responsibilities of the Board include formulation of the Group's overall strategies, the setting of management targets and supervision of management performance. The management is delegated with the authority and responsibility by the Board for the management and administration of the Group. In addition, the Board has also delegated various responsibilities to the board committees of the Company. Further details of the board committees of the Company are set out below in this report.

The Board is entrusted with the overall responsibility for promoting the success of the Group by the direction and supervision of the Group's business and affairs and the ultimate responsibility for day to day management of the Group which is delegated to the management. To this end, monthly financial and operational information are provided to the Board for assessing the performance of the Company and its subsidiaries. For significant matters that are specifically delegated by the Board, the management must report back to and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

企業管治常規

董事會致力建立並維持高標準的企業管治並採取穩健的企業管治常規以實現有效問責。本公司的企業管治常規乃基於聯交所GEM證券上市規則(「GEM上市規則」附錄十五所載企業管治守則及企業管治報告(「企業管治守則」)。董事深信合理及穩健之企業管治常規對於促進本集團增長以及保障與提升股東利益至為重要。

董事認為,於截至2021年3月31日止整個年度,本公司已遵守企業管治守則所載一切適用守則條文。

董事會

董事會的主要職責包括制訂本集團的整體策略、訂立管理目標,以及監察管理層的表現。 管理層獲董事會轉授有關本集團管理及行政的 授權及責任。此外,董事會亦已將各職責轉授 予本公司董事委員會。有關本公司董事委員會 的進一步詳情載於本報告下文。

董事會整體上負責指揮及監督本集團的業務及事務,藉此推動本集團邁向成功,而本集團日常管理的最終責任則指派予管理層。就此而言,董事會將每月獲提供財務及營運資料以評估本公司及其附屬公司的表現。就董事會特別委派的重大事項而言,管理層須向董事會匯報及取得董事會批准後方可代表本公司作出決策或訂立任何承諾。

The Board is responsible for, among others, performing the corporate governance duties as set out in the code provision D.3.1 of the CG Code, which include:

董事會負責(其中包括)履行企業管治守則第 D.3.1條守則條文所載的企業管治職責,包括:

- (a) to develop and review the Group's policies and practices on corporate governance and make recommendations;
- (a) 制定及檢討本集團的企業管治政策及常 規,並提出建議;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management;
- (b) 檢討及監察董事及高級管理層的培訓及 持續專業發展;
- (c) to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
- (c) 檢討及監察本集團在遵守法律及監管規 定方面的政策及常規:
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the Directors and employees; and
- (d) 制定、檢討及監察適用於董事及僱員的 操守準則及合規手冊(如有);及
- (e) to review the Group's compliance with the CG Code and disclosure in the corporate governance report.
- (e) 檢討本集團遵守企業管治守則的情況及 在企業管治報告內的披露。

Board Composition

董事會組成

Details of the composition of the Directors of the Company during the year and up to the date of this report by category are as follows:

年內及直至本報告日期,按類別劃分的本公司 董事組合詳情如下:

Executive Directors

執行董事

Mr. Fong Chun Man (Chairman)

方俊文先生*(主席)* 勞佩儀女士

Ms. Lo Pui Yee Mr. Chan Chi Fai

陳志輝先生

Independent Non-executive Directors

獨立非執行董事

Mr. Chui Chi Yun, Robert

崔志仁先生

Mr. Kwong Yuk Lap

鄺旭立先生 王安元先生

Mr. Wang Anyuan

全體董事均擁有適當的專業資格或實質經驗及 行業知識。董事會整體在技能與經驗上已達到 適當的平衡。董事會乃根據GEM上市規則第 5.05及5.05A條的規定組成。有三名獨立非執 行董事,其中一名擁有會計專業資格。董事會 有超逾三分之一的成員為獨立非執行董事,其

All Directors have appropriate professional qualification or substantive experience and industry knowledge. The Board as a whole has achieved an appropriate balance of skills and experience. The composition of the Board is in accordance with the requirements of Rules 5.05 and 5.05A of the GEM Listing Rules. There are three independent non-executive Directors and one of them has account professional qualification. More than one-third of the members of the Board are independent non-executive Directors, which brings a fairly strong independence element in its composition.

組成體現充分的獨立性。

The participation of independent non-executive Directors in the Board brings a diverse range of expertise, skills and independent judgment on issues relating to the Group's strategies, performance, conflicts of interests and management process to ensure that the interests of all Shareholders of the Company have been duly considered.

獨立非執行董事加入董事會能為有關本集團策略、表現、利益衝突及管理過程的事宜帶來多元化的專業知識、技能及獨立判斷,確保本公司全體股東的權益均得到充分考慮。

The details of Directors are set out in the section headed "Biographies of Board of Directors and Senior Management" on pages 55 to 59 of this report. Other than that Ms. Lo Pui Yee who is the wife of Mr. Fong Chun Man, there are no family or other material relationships among members of the Board.

董事之詳情載於本報告第55至59頁「董事會 及高級管理層履歷」一節。除勞佩儀女士為方 俊文先生之妻子以外,董事會成員之間概無家 屬或其他重大關係。

The Company is governed by the Board which has the responsibility for leadership and monitoring of the Company. The Directors are collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs.

本公司由董事會管治,董事會有責任領導及監察本公司。各董事透過指導及監督本集團事務,共同負責推動本集團創造佳績。

The Board sets strategies and directions for the Group's activities with a view to developing its business and enhancing shareholders' value. The Board has delegated the daily operation and day-to-day management of the Group as well as the implementation of the Board's policies and strategies to the executive Directors and management of the Group.

董事會制訂本集團之業務策略及方針,旨在發展其業務及提升股東價值。董事會已委託本集 團執行董事及管理層處理本集團日常營運及日常管理,並執行董事會之政策及策略。

Number of Meetings and Directors' Attendance

會議次數及董事出席情況

The Board has established three committees, including the audit committee (the "Audit Committee"), remuneration committee (the "Remuneration Committee") and nomination committee (the "Nomination Committee"), on 23 March 2017 with delegated powers for overseeing particular aspects of the Company's affair. Each of the committees of the Board has been established with written terms of reference, in which the terms of reference of the Audit Committee and the Nomination Committee were amended and restated with effect from 1 January 2019.

董事會已於2017年3月23日成立三個委員會,包括審核委員會(「審核委員會」)、薪酬委員會 (「新酬委員會」)及提名委員會(「提名委員會」),各自擁有指定權限以監察本公司不同層面的事務。董事會各委員會於成立之時已書面訂明其職權範圍,其中審核委員會及提名委員會的職權範圍自2019年1月1日起經修訂及重列。

The Board will conduct at least four regular meetings a year. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Company's articles of association (the "Articles"). The Chairman also meets with the independent non-executive Directors at least once a year without the presence of other executive Directors. Notices and agendas of regular Board meetings are served to all Directors at least 14 days before convening the Board meeting. For all other Board and committee meetings, reasonable notice is generally given. All other schedules and the relevant information of each Board and committee meeting are generally made available to Directors or committee members at least three days in advance. The Board and each Director also have separate and independent access to the management whenever necessary.

董事會將於每年舉行至少四次定期會議。董事 可親身出席或按本公司章程細則(「章程細則|) 所提及電子通訊的其他方式出席。主席亦與獨 立非執行董事每年舉行至少一次會議,概無其 他執行董事出席。常規董事會會議的通告及議 程會於董事會會議舉行前最少14日送交全體 董事。對於所有其他董事會及委員會會議,一 般會給予合理的通知。各董事會及委員會會議 的所有其他計劃及相關資料一般最少會提前三 日送交董事或委員會成員。如有需要,董事會 及各董事均可獨自與管理人員聯絡。

The attendance of each of the Directors at the Annual General Meeting, Board Meeting and meetings of the Audit Committee, Remuneration Committee and Nomination Committee held during the year is set out below:

每名董事於年內舉行之股東週年大會、董事會 會議、審核委員會會議、薪酬委員會會議以及 提名委員會會議之出席次數如下:

	Attendance/Number of meetings 出席次數/會議舉行次數					
Name of Directors 董事姓名		General Meeting 股東大會	¹ Board Meeting ¹ 董事會會議	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
Executive Directors:	———————— 執行董事:					
Mr. Fong Chun Man (Chairman)	方俊文先生(主席)	1/1	8/8	_	1/1	1/1
Ms. Lo Pui Yee	勞佩儀女士	1/1	8/8	_	_	_
Mr. Chan Chi Fai	陳志輝先生	1/1	8/8	-	_	_
Independent Non-executive Directors:	獨立非執行董事:					
Mr. Chui Chi Yun, Robert	崔志仁先生	1/1	8/8	5/5	1/1	1/1
Mr. Kwong Yuk Lap	鄺旭立先生	1/1	8/8	5/5	_	1/1
Mr. Wang Anyuan	王安元先生	1/1	8/8	5/5	1/1	_
Note:			附註:			

Note:

包括董事會會議,主席於該會議上在執行董事及管 理層缺席的情況下會見獨立非執行董事。

The company secretary of the Company (the "Company Secretary") attended all the scheduled Board meetings to report matters arising from corporate governance, risk management, statutory compliance, accounting and finance.

本公司公司秘書(「公司秘書」)出席了所有預定 董事會會議,以報告有關企業管治、風險管 理、法例遵守、會計及財務方面的事宜。

Include a Board meeting where the Chairman met the independent non-executive Directors in the absence of the executive Directors and management.

Practice and Conduct of Meetings

Annual meeting schedules and draft agenda of each meeting are normally made available to Directors in advance. At least 14 days' notice should be given for a regular Board meeting. For other Board and committee meetings, reasonable notices are generally given.

Minutes of all Board meetings recording sufficient details of matters considered and decisions reached are duly kept by the Company Secretary at the meetings and open for inspection by the Directors.

The Articles contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

Board papers together with all appropriate, complete and reliable information are sent to all Directors at least three days before each Board meeting or Audit Committee meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions.

Appointment and Re-election of Directors

The Articles provide that at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation and that every Director shall be subject to retirement at an annual general meeting at least once every three years.

The independent non-executive Directors should be appointed for a specific term and subject to re-election. Each of the independent non-executive Directors has entered into an appointment letter with the Company. The appointment letter of each of the independent non-executive Directors is for a term of three years, which may be terminated by not less than three months' notice in writing served by either party on the other. The aforesaid appointment letters are subject to termination provisions therein and the retirement and re-election provisions in the Articles. Details of the appointment letters are summarised in the Report of the Board of Directors on pages 38 to 54 of this report.

會議常規及進程

全年會議時間表及每次會議草擬議程一般會事 先向董事提供。常規董事會會議通告最少於會 議日期14日前發出。其他董事會及委員會會 議,則一般給予合理時間之通知。

公司秘書已妥善保管記載所考慮事宜詳情及所 達成之決定之董事會會議記錄,該等記緣可供 董事查閱。

章程細則規定,有關董事於批准彼等或其任何 聯繫人擁有重大利益的交易時放棄投票且並不 計入會議法定人數。

董事會文件連同所有合適、完整及可靠資料, 最少於各董事會會議或審核委員會會議三日前 送交全體董事,以便董事知悉本公司最新發展 及財務狀況以作出知情決定。

委任及重選董事

章程細則規定,在每屆股東週年大會上,當時 為數三分之一的董事(或如董事人數並非三(3) 的倍數,則為最接近但不少於三分之一之人 數)須輪值退任,而每名董事須至少每三年在 股東週年大會上退任一次。

獨立非執行董事有特定委任年期,並須接受重新選舉。各獨立非執行董事與本公司已訂立委任函。各獨立非執行董事之委任函為期三年,可由一方向另一方發出不少於三個月的書面通知予以終止。上述委任函乃受其所載之終止條款以及章程細則的退任及重選連任條文規限。委任函詳情概述於本報告第38至54頁董事會報告。

DIRECTORS' CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

To assist Directors' continuing professional development, the Company recommends Directors to participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. During the Reporting Period and up to the date of this report, all Directors have participated in continuous professional development by attending training course or reading relevant materials on the topics related to corporate governance and regulations. Records of the training received by the respective Directors are kept and updated by the Company Secretary of the Company.

The record of continuous professional development relating to directors' duties and regulatory and business development that have been received by the Directors during the year ended 31 March 2021 are summarised as follows:

applicable regulatory requirements and directors' duties and responsibilities

董事之持續培訓及專業發展

為協助董事的持續專業發展,本公司建議董事參與持續專業發展以發展及更新彼等之知識及技能。有關規定旨在確保各董事在知情情況下向董事會作出適切的貢獻。於報告期間及截至本報告日期,全體董事已通過出席培訓課程或閱覽有關企業管治及規例之資料參與持續專業發展。各董事的培訓記錄由本公司之公司秘書保管及更新。

董事於截至2021年3月31日止年度接受的董事職責及規定及業務發展相關持續專業發展記錄概要如下:

				Type of training 培訓種類 (Note)
Dir	ectors	董事		(附註)
_		+1 /- ++		
	ecutive Director	執行董事	- \	5
	Fong Chun Man (Chairman)	方俊文先生(主席)	В
	Lo Pui Yee	勞佩儀女士		В
Mr.	Chan Chi Fai	陳志輝先生		В
Ind	ependent Non-executive Director	獨立非執行董事		
Mr.	Chui Chi Yun, Robert	崔志仁先生		А, В
Mr.	Kwong Yuk Lap	鄺旭立先生		В
	Wang Anyuan	王安元先生		В
Notes			附註:	
notes			LITHT.	
Types	of training		培訓種	重類
A:	Attending training sessions, including but not limited to, conferences, forums and workshops	briefing, seminars,	A:	出席培訓,包括但不限於簡介會、研討會、會議、論壇及工作坊
B:	Reading relevant news alerts, newspapers, journals, maga publications relating to the latest development of the GEM		B :	閱讀相關新聞、報紙、期刊、雜誌及GEM上市規則 最新發展、其他適用監管規定及董事職責相關刊物

Independent Non-executive Directors

Mr. Chui Chi Yun, Robert, Mr. Kwong Yuk Lap and Mr. Wang Anyuan were appointed as the independent non-executive Directors with effect from 23 March 2017.

The independent non-executive Directors are experienced professionals with expertise in respective areas of accounting, finance, industry knowledge and expertise. With their professional knowledge and experience, the independent non-executive Directors serve an important function of advising the senior management on strategy development and ensure that the Board maintains high standards in financial and other mandatory reporting as well as providing adequate checks and balances for safeguarding the interests of the Shareholders and the Company as a whole; and participate in the Company's various committees including Audit Committee, Remuneration Committee and Nomination Committee.

The Company has received from each of its independent non-executive Directors the written confirmation of his independence. The Company considers the independent non-executive Directors to be independent in accordance with Rule 5.09 of the GEM Listing Rules.

Chairman and Chief Executive Officer

Mr. Fong Chun Man was appointed as the Chairman of the Board and an executive Director of the Company on 23 March 2017. Mr. Chan Chi Fai was appointed as the Chief Executive Officer and an executive Director of the Company on 23 March 2017.

The Chairman of the Board provides leadership to the Board and is also responsible for the effective functioning of the Board in accordance with good corporate governance practice and is responsible for the overall corporate management of the business development strategies of the Group. The Chief Executive Officer is responsible for the implementation of the business strategies, policies and objectives set out by the Board and is accountable to the Board for the overall operations of the Group. These functions and responsibilities are current being shared by the management team.

獨立非執行董事

崔志仁先生、鄺旭立先生及王安元先生獲委任 為獨立非執行董事,自2017年3月23日起生效。

各獨立非執行董事均為經驗豐富的專業人士, 彼等具備會計、金融各個領域的專業技能以及 行業知識與專長。憑藉彼等的專業知識及經 驗,獨立非執行董事在就策略發展向高級管理 層提供意見方面扮演重要角色,確保董事會維 持高標準的財務及其他強制申報以及提供充足 檢查進行充分制衡,以保障股東及本公司的整 體利益;及參與包括審核委員會、薪酬委員會 及提名委員會在內的本公司各個委員會。

本公司已收訖各獨立非執行董事發出的獨立性確認函,本公司亦根據GEM上市規則第5.09條規定確認獨立非執行董事為獨立人士。

主席及行政總裁

方俊文先生於2017年3月23日獲委任為本公司董事會主席兼執行董事。陳志輝先生於2017年3月23日獲委任為本公司行政總裁兼執行董事。

董事會主席負責領導董事會,並負責確保董事會根據良好企業管治常規有效運作並負責本集團業務發展策略的整體企業管理。行政總裁負責實施董事會所制定的業務策略、政策及目標,並就本集團整體營運向董事會負責。該等職能及職責現由管理團隊分擔。

BOARD COMMITTEE

Audit Committee

The Company has established the Audit Committee on 23 March 2017 in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules and with written terms of reference amended and restated with effect from 1 January 2019 in compliance with Appendix 15 of the GEM Listing Rules. The full terms of reference setting out details of the authority, duties and responsibilities of the Audit Committee is available on both the GEM website and the Company's website.

The Audit Committee comprises three independent non-executive Directors, namely Mr. Chui Chi Yun, Robert, Mr. Kwong Yuk Lap and Mr. Wang Anyuan meanwhile Mr. Chui Chi Yun, Robert, is the Chairman of the Audit Committee.

The primary duties of the Audit Committee are to assist the Board by providing an independent view of the effectiveness of the Company's internal control and risk management system, overseeing the balance, transparency and integrity of the Company's financial statements and the application of financial reporting principles, reviewing the relationship with the external auditor and its independence assessment and the adequacy of resources, qualifications and experience of the Company's accounting staff, their training programs and budget.

The Audit Committee is satisfied with their review of the auditors' remuneration, the independence of the auditors, HLB Hodgson Impey Cheng Limited (the "HLB"), and recommended the Board to reappoint HLB as the Company's auditors for the year ending 31 March 2022, which is subject to the approval of Shareholders at the forthcoming AGM. The Audit Committee has reviewed the Group's consolidated financial statements for the year ended 31 March 2021.

According to the current terms of reference, meetings of the Audit Committee shall be held not less than twice a year and the external auditor may request a meeting if they consider that one is necessary.

Details of the number of Audit Committee meetings held and Directors attendance are set out in the section headed "Number of Meetings and Directors' Attendance" on pages 22 to 23 in this report.

董事委員會

審核委員會

本公司於2017年3月23日根據GEM上市規則第5.28至5.29條成立審核委員會,並根據GEM上市規則附錄十五自2019年1月1日起修訂及重列書面職權範圍。載有審核委員會的職權、職責及責任詳情的全部職權範圍可於GEM網站及本公司網站查閱。

審核委員會由三名獨立非執行董事崔志仁先 生、鄺旭立先生及王安元先生組成,崔志仁先 生同時為審核委員會主席。

審核委員會的主要職責為透過就以下事項向董事會提供獨立意見,為董事會提供協助:本公司內部監控及風險管理系統的成效,監督本公司財務報表的收支、透明度及完整性以及財務報告原則的應用、審閱與外部核數師的關係及其獨立性評估以及本公司會計人員的資源、資格和經驗的充足性、其培訓計劃及預算。

審核委員會信納核數師薪酬及核數師國衛會計師事務所有限公司(「國衛」)獨立性的審閱結果,並向董事會建議續聘國衛為本公司截至2022年3月31日止年度的核數師,惟須於應屆股東週年大會上經股東批准後方可作實。審核委員會已審閱本集團截至2021年3月31日止年度的綜合財務報表。

根據目前的職權範圍,每年舉行的審核委員會 會議應不少於兩次及外聘核數師在其認為必要 情況下可能要求召開一次會議。

已舉行審核委員會會議次數及出席董事的詳情 乃列載於本報告第22至23頁所載「會議次數 及董事出席情況」一節。

Remuneration Committee

The Company established a remuneration committee (the "Remuneration Committee") on 23 March 2017 in compliance with Appendix 15 of the GEM Listing Rules, which comprised two independent non-executive Directors, namely Mr. Wang Anyuan and Mr. Chui Chi Yun, Robert together with Mr. Fong Chun Man. Mr. Wang Anyuan is the Chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group, review and approve the management's remuneration proposals, and ensure none of the Directors determine their own remuneration.

The full terms of reference setting out details of duties of the Remuneration Committee is available on both the GEM website and the Company's website.

The Remuneration Committee determines Directors' remuneration by reference to the benchmarking of the market. The Company also looks into individual Director's competence, duties, responsibilities, performance and the results of the Group in determining the exact level of remuneration for each Director.

Pursuant to the terms of reference of the Remuneration Committee, meeting shall be held at least once a year and additional meetings should be held if the committee shall so request.

Details of the number of Remuneration Committee meeting held and Directors attendance are set out in the section headed "Number of Meetings and Directors' Attendance" on pages 22 to 23 in this report.

Senior Management's remuneration

0至1,000,000港元

Details of the remuneration of the Directors and the five highest paid individuals are set out in notes 12 and 13 to the consolidated financial statements.

薪酬委員會

本公司於2017年3月23日根據GEM上市規則 附錄十五成立薪酬委員會(「薪酬委員會」),由 兩名獨立非執行董事王安元先生及崔志仁先生 連同方俊文先生組成。王安元先生為薪酬委員 會主席。

薪酬委員會的主要職責為就本集團全體董事及 高級管理層的整體薪酬政策及架構向董事會作 出推薦意見;審閱及批准管理層薪酬建議;及 確保董事概無自行釐定薪酬。

載列薪酬委員會職責詳情的全部職權範圍詳情 可於GEM網站及本公司網站查閱。

薪酬委員會诱過參考市場基準釐定董事薪酬, 本公司亦考慮董事個人能力、職責、責任、表 現及本集團之業績釐定各董事之確切薪酬水 平。

根據薪酬委員會的職權範圍,每年應至少舉行 一次會議,並應按委員會的要求舉行其他會 議。

已舉行薪酬委員會會議次數及出席董事的詳情 乃列載於本報告第22至23頁所載「會議次數 及董事出席情況 | 一節。

高級管理層的薪酬

董事及五名最高薪酬人士之薪酬詳情乃載於綜 合財務報表附註12及13。

Number of individuals

人數

2

HK\$

港元

Nil to HK\$1,000,000

Remuneration policy

The remuneration policy of the Group for the Directors and senior management members was based on their experience, level of responsibility and general market conditions. Any discretionary bonus and other merit payments are linked to the performance of the Group and the individual performance of the Directors and senior management members.

Nomination Committee

The Company established a nomination committee (the "Nomination Committee") on 23 March 2017 which comprised Mr. Fong Chun Man and two independent non-executive Directors, namely Mr. Kwong Yuk Lap and Mr. Chui Chi Yun, Robert. Mr. Kwong Yuk Lap is the Chairman of the Nomination Committee. The written terms of reference are amended and restated with effect from 1 January 2019.

The primary function of the Nomination Committee is to review the policy concerning diversity of board members and the structure, size and composition of the Board on regular basis and disclose such policy, including any measurable objectives that the Committee has set for implementing the policy and progress on achieving those objectives, pursuant to the GEM Listing Rules (including disclosure in the Company's corporate governance report as appropriate); identify individuals suitably qualified to become Board members; assess the independence of independent non-executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors. The full terms of reference setting out details of the authority, duties and responsibilities of the Nomination Committee is available on both the GEM website and the Company's website.

Pursuant to the terms of reference of the Nomination Committee, meeting shall be held at least once a year and additional meetings should be held if the committee shall so request.

The Nomination Committee has reviewed the structure, size and composition of the Board and the Policy as well as discussing matters regarding the retirement and re-election of Directors.

Details of the number of Nomination Committee meeting held and Directors attendance are set out in the section headed "Number of Meetings and Directors' Attendance" on pages 22 to 23 in this report.

薪酬政策

本集團董事及高級管理層成員的薪酬政策乃根 據其經驗、職責及一般市況而釐定。任何酌情 花紅及其他酬金付款均與本集團業績以及董事 及高級管理層成員的個別表現掛鈎。

提名委員會

本公司於2017年3月23日成立提名委員會(「提名委員會」),由方俊文先生以及兩名獨立非執行董事鄺旭立先生及崔志仁先生組成。鄺旭立先生為提名委員會主席。書面職權範圍自2019年1月1日起經修訂及重列。

根據提名委員會的職權範圍,每年應至少舉行 一次會議,並應按委員會的要求舉行其他會 議。

提名委員會已檢討董事會架構、規模及組成以及政策,並討論有關董事退任及重選的事宜。

已舉行提名委員會會議次數及出席董事的詳情 乃列載於本報告第22至23頁所載「會議次數 及董事出席情況」一節。

ACCOUNTABILITY AND AUDIT

Directors' and auditor's responsibilities for the consolidated financial statements

All Directors understand and acknowledge their responsibility for ensuring that the Group's consolidated financial statements for each financial year are prepared to give a true and fair view of the state of affairs, the financial results and cash flows of the Group in accordance with the disclosure requirements of the Hong Kong Companies Ordinance. In preparing the consolidated financial statements for the year ended 31 March 2021, the Board has adopted appropriate and consistent accounting policies and made prudent, fair and reasonable judgments and estimates. The Directors are responsible for maintaining proper accounting records which reflect with reasonable accuracy the state of affairs, operating results, cash flows and equity movement of the Group at any time. The Directors confirm that the preparation of the financial statements of the Group is in accordance with statutory requirements and applicable accounting standards.

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

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

The reporting responsibilities of the Company's auditor, are set out in the Independent Auditor's Report on pages 60 to 69 of this report.

AUDITORS' REMUNERATION

During the year ended 31 March 2021, the remuneration for the audit and non-audit services provided by the Company's auditor to the Group was as follows:

問責性及審核

董事及核數師對綜合財務報表的責任

所有董事理解及承認其確保本集團各財政年度的綜合財務報表均根據香港公司條例的披露要求編製以真實公平地反映本集團事務、財務業績及現金流量狀況的責任。於編製截至2021年3月31日止年度的綜合財務報表時,董事會已採納合適及一致的會計政策,並作出謹慎及公平合理的判斷及估計。董事負責維持適當的會計記錄,以合理準確地反映本集團於任何時間的事務狀況、經營業績、現金流量及股權變動情況。董事確認本集團財務報表的編製乃符合法例規定及適用的會計準則。

董事亦確認,就彼等在作出一切合理查詢後所知、所悉及所信,彼等並不知悉可能導致本公司持續經營能力受重大質疑的事件或情況的任何重大不確定因素。

董事負責採取所有合理必要步驟保障本集團的 資產,以及避免和偵測欺詐及其他違規行為。 有關核數師對綜合財務報表的申報責任的聲明 載於獨立核數師報告。

本公司核數師的申報責任載於本報告第60至 69頁的獨立核數師報告。

核數師酬金

於截至2021年3月31日止年度,本公司核數師向本集團提供審計及非審計服務的酬金如下:

Services rendered 提供服務		HK\$ 港元
Annual audit service for the year ended 31 March 2021	截至2021年3月31日止年度的 年度審計服務	700,000
Non-audit service for the year ended 31 March 2021	截至2021年3月31日止年度的 非審計服務	200,000

CORPORATE GOVERNANCE FUNCTIONS

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of the directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc.

The Directors will review the Group's corporate governance policies and compliance with the CG Code each financial year and comply with the "comply or explain" principle in the corporate governance report which will be included in the annual reports upon the Listing.

BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy in accordance with the requirement as set out in the CG Code, which is summarised as below:

The policy of the Company specifies that in designing the composition the Board, Board diversity shall be considered from a number of aspects, including but not limited to age, cultural and educational background, professional experience, skills and knowledge. All Board members' appointment will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity of the Board. Selection of candidates for the Board will be based on a range of diversity perspectives, including but not limited to gender, age, culture, ethnicity and educational background, professional experience, knowledge and skills.

The Nomination Committee will disclose the composition of the Board in Corporate Governance Report every year and supervise the implementation of the Policy. The Nomination Committee will discuss any revision that may be required, and recommend any such revision to the Board for consideration and approval.

企業管治職能

由於本公司並無成立企業管治委員會,董事會 負責執行企業管治職能,如制定及檢討本公司 企業管治的政策及常規、為董事及高級管理層 提供培訓及持續專業發展、確保本公司政策及 常規符合法律及監管規定等。

董事將於各財政年度檢討本集團的企業管治政 策及企業管治守則的合規情況,並遵守將於上 市後載入年報的企業管治報告中所載的「不遵 守就解釋」原則。

董事會成員多元化政策

本公司已根據企業管治守則所載規定採納董事 會成員多元化政策,政策摘要如下:

本公司政策確定在設定董事會成員組合時會從多個方面考慮董事會成員多元化,包括但不限於年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則,並在考慮人選時以客觀條件顧及董事會成員多元化的益處。甄選董事會人選將按一系列多元化範疇為基準,包括但不限於性別、年齡、文化、種族、教育背景、專業經驗、知識及技能。

提名委員會將每年在企業管治報告中披露董事 會組成,並監察政策的執行。提名委員會將會 討論任何或需作出的修訂,再向董事會提出任 何有關修訂建議以供其審批。

Corporate Governance Report

企業管治報告

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct ("Code of Conduct") regarding securities transactions by the Directors. The Company has confirmed, having made specific enquiry of the Directors, that all the Directors have complied with the Code of Conduct throughout the year ended 31 March 2021 and up to the date of this report.

COMMUNICATION WITH SHAREHOLDERS

The Company endeavors to maintain an on-going dialogue with the shareholders and in particular, through annual general meetings or other general meetings to communicate with the shareholders and encourage their participation.

The Company will ensure that there are separate resolutions for separate issues proposed at the general meetings. All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the GEM Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each shareholder meeting.

The Company will continue to maintain an open and effective investor communication policy and to update investors on relevant information on the Group's business in a timely manner, subject to relevant regulatory requirements.

Significant Changes in the Constitutional Documents

During the year ended 31 March 2021 and up to the date of this report, there has been no significant changes in the constitutional documents of the Company. The Articles are available on the websites of the Stock Exchange and the Company.

General Meetings with Shareholders

The Company's annual general meeting will be held on Wednesday, 18 August 2021.

董事進行證券交易

本公司已採納GEM上市規則第5.48條至第5.67條作為其本身有關董事進行證券交易之操守準則(「操守準則」)。經向董事作出特定查詢後,本公司已確認全體董事已於截至2021年3月31日止整個年度及直至本報告日期一直遵守操守準則。

與股東溝通

本公司致力與股東保持持續溝通,特別是透過 股東週年大會或其他股東大會與股東溝通,並 鼓勵股東參與其中。

本公司將確保就於股東大會提議的各事項作出獨立的決議案。根據GEM上市規則,所有於股東大會上提呈的決議案將以投票方式進行表決。投票結果將於各股東大會後適時刊登於本公司及聯交所網站。

本公司將繼續維持公開及有效的投資者溝通政策,並在相關監管規定限制下適時向投資者提供有關本集團業務的最新相關資料。

章程文件的重大變動

於截至2021年3月31日止年度及直至本報告 日期,本公司章程文件並無重大變動。有關章 程細則可在聯交所及本公司網站查閱。

與股東的股東大會

本公司的股東週年大會將於2021年8月18日(星期三)舉行。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS

(a) Convening of an extraordinary general meeting on requisition by shareholders

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

(b) Procedures for putting forward proposals at shareholders' meetings

Shareholders are welcomed to put forward proposals relating to the operations and management of the Group to be discussed at shareholders' meetings. The proposals shall be sent to the company secretary of the Company by a written requisition. Shareholders who wish to put forward a proposal should convene an extraordinary general meeting by following the procedures set out in "Convening of an extraordinary general meeting on requisition by shareholders" above.

(c) Enquiries to the Board

Shareholders may put forward enquiries to the Board to the extent such information is publicly available to the Company Secretary who is responsible for forwarding communications relating to matters within the Board and communication relating to ordinary business matters, such as suggestions, inquiries and consumer complaints, to the Chief Executive Officer, in writing to the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the enquiries.

股東權利

(a) 按股東要求召開股東特別大會

b) 於股東大會提呈建議之程序

本公司歡迎股東提呈有關本集團業務及管理的建議以於股東大會上討論。有關建議須透過書面要求寄交予本公司的公司秘書。擬提呈建議的股東應遵照上文「按股東要求召開股東特別大會」所載的程序召開股東特別大會。

(c) 向董事會作出查詢

股東可以書面形式向董事會查詢公司秘書的公開資料(公司秘書負責將有關董事會職責範圍內的事宜的通訊以及有關日常業務事宜的通訊轉交行政總裁,例如建議、查詢及顧客投訴),有關查詢須提交至本公司於香港之主要辦事處或倘本公司不再設有該主要辦事處,則提交至註冊辦事處,須註明查詢事項。

INVESTOR RELATIONS

The Company believes that maintaining a high level of transparency is a key to enhancing investor relations. It is committed to a policy of open and timely disclosure of corporate information to its shareholders and investment public. The Company updates its shareholders on its latest business developments and financial performance through its annual, interim and quarterly reports. The corporate website of the Company (http://www.f8.com.hk) has provided an effective communication platform to the public and the shareholders.

COMPANY SECRETARY

The Company engages an external service provider, Ms. Leung Yin Fai, as its Company Secretary, Mr. Cheung Lee Kwok, the chief operation officer of the Group, is the primary contact person who Ms. Leung Yin Fai can contact.

Ms. Leung Yin Fai, the Company Secretary, is responsible for advising the Board on corporate governance matters and ensuring that the Board policy and procedures, and the applicable laws, rules and regulations are followed. All Directors have access to the advice and services of the Company Secretary to ensure that the Board procedures and all applicable laws are followed. Moreover, the Company Secretary is responsible for facilitating communications among Directors as well as with management.

During the year ended 31 March 2021, the Company Secretary has undertaken more than 15 hours of relevant professional training in compliance with Rule 5.15 of the GEM Listing Rules.

DIVIDEND POLICY

The Company has adopted a dividend policy on 31 December 2018 which sets out the principles and measures on how the Company may propose a dividend.

投資者關係

本公司相信,維持高透明度是提升投資者關係的關鍵,並致力保持向其股東及投資大眾公開及適時披露公司資料的政策。本公司透過年度、中期及季度報告向股東更新其最新業務發展及財務表現。本公司的公司網站(http://www.f8.com.hk)已為公眾人士及股東提供一個有效的溝通平台。

公司秘書

本公司已委聘外部服務提供者梁燕輝女士作為 公司秘書。本集團營運總監張利國先生為梁燕 輝女士可聯絡的主要聯絡人士。

公司秘書梁燕輝女士負責就企業管治事宜向董 事會提供意見並確保遵守董事會政策及程序、 適用法例、規則及規例。所有董事均可獲得公 司秘書的建議及服務以確保董事會進行議事程 序及所有適用法律獲得遵守。此外,公司秘書 負責促進董事之間以及管理層之間的溝通。

於截至2021年3月31日止年度,公司秘書已 遵照GEM上市規則第5.15條的規定參與逾15 小時的相關專業培訓。

股息政策

本公司已於2018年12月31日採納股息政策, 當中載列有關本公司如何建議派付股息的原則 及計量方法。

Corporate Governance Report 企業管治報告

The Board will take into account the following factors when considering the payment of dividends:

- i The general financial condition of the Group;
- ii The actual and future operations and liquidity positions of the Group;
- iii The future cash requirements and availability;
- iv Any restrictions on payments of dividends that may be imposed by the Group's lenders;
- v The general market conditions; and
- vi Any other factor that the Board deems appropriate.

Any declaration and payment of future dividends under the dividend policy will be subject to the Board's determination that the same would be in the best interests of the Group and the Shareholders of the Company as a whole. In addition, the declaration and payment of dividends may be subject to legal restrictions or any applicable laws, rules and regulations and the Articles of Association of the Company.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibilities for establishing and maintaining appropriate and effective risk management and internal control systems of the Group. The Group's systems of risk management and internal control include a defined management structure with limits of authority, is designed to help achieve business objectives, safeguard assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant legislation and regulations. The systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

An organisational structure with operating policies and procedures, lines of responsibility and delegated authority has been established. The division/department head of each core business segment is accountable for the conduct and performance of such segment within the agreed strategies, which are set by themselves and the Board together, and reports directly to the Board.

考慮派付股息時,董事會將考慮以下因素:

- i 本集團的一般財務狀況;
- ii 本集團的實際及未來營運以及流動資金 狀況:
- iii 未來現金需要及可動用程度;
- iv 本集團貸款人可能對派付股息施加的任 何限制;
- v 整體市況;及
- vi 董事會認為適當的任何其他因素。

根據股息政策宣派及派付未來股息須由董事會確定其是否符合本集團及本公司股東的整體最佳利益後方可作實。此外,宣派及派付股息或會受法律限制或任何適用法律、規則及法規以及本公司組織章程細則所規限。

風險管理及內部監控

董事會全面負責建立及維持本集團適當而有效的風險管理及內部監控系統。本集團的風險管理及內部監控系統包括一個具有職權限制的界定管理架構,旨在協助達成業務目標、保障資產不被擅自使用或處置、確保備存適當的會計記錄以提供可供內部使用或供發佈的可靠財務資料,以及確保遵守相關法律及法規。系統旨在為防範重大失實陳述或損失提供合理(但非絕對)的保證,並管理(而非消除)營運系統失靈及本集團未能達成目標的風險。

本集團已建立一套組織架構,訂明相關的營運 政策及程序、職責及權限。各核心業務分部的 分部/部門主管根據彼等與董事會共同制定的 協定策略,對該分部的運作及表現負責,並直 接向董事會報告。

Corporate Governance Report 企業管治報告

In the course of conducting the business of the Group, it is exposed to various types of risks. During the year ended 31 March 2021, the following principal risks of the Group were identified and classified into strategic risks, operational risks, financial risks and compliance risks.

在開展本集團業務過程中,其面臨各種風險。 於截至2021年3月31日止年度,本集團將下 列主要風險識別及分類為戰略風險、營運風 險、財務風險及合規風險。

Risk Areas 風險領域	Principal Risks 主要風險
Strategic Risks	Sensitivity to government policies; keeping up with new technologies and customers' taste; market competition risk, reputation risk
戰略風險	對政府政策的敏感性、保持新技術及客戶品味、市場競爭風險、聲譽風險
Operational Risks 營運風險	Insufficient labour supply; workplace injury; disruption of IT system 勞動力供給不足、工傷、資訊科技系統中斷
Financial Risks 財務風險	Liquidity risk, credit risk, interest rate risk, foreign exchange risk, inflation risk 流動資金風險、信用風險、利率風險、外匯風險、通脹風險
Compliance Risks	Risk related to occupation safety and health; risk of non-compliance with ordinances related to employment; change of GEM Listing Rules and relevant company regulations and ordinances
合規風險	與職業安全和健康有關的風險、不遵守與就業有關的法例的風險、GEM上市規則及相關公司 規例及條例更改

The Board is ultimately responsible for the risk management of the Group and it has delegated to executive management to carry out the risk identification and monitoring procedures. The objectives of the risk management are to enhance the governance and corporate management processes as well as to safeguard the Group against unacceptable levels of risks and losses.

董事會最終負責本集團的風險管理,且其已授 權最高行政管理層進行風險識別及監控程序。 風險管理的目標是增強管治及企業管理程序, 並保障本集團免遭不能接受的風險及損失。

The risk management process of the Group will involve, among others, (i) an annual risk identification and analysis exercise which involves assessment of the consequence and likelihood of risks and the development of risk management plans for mitigating such risks; and (ii) an annual review of the implementation of the risk management plans and fine tuning of the implementation plan when necessary.

本集團的風險管理程序將涉及(其中包括)(i)年度風險識別及分析,包括評估發生風險的後果及可能性以及制定降低相關風險的風險管理計劃;及(ii)年度審閱風險管理計劃的執行情況及必要時完善執行方案。

During the Reporting Period and up to the date of this report, the Board, through the Audit Committee, has conducted review of both design and implementation effectiveness of the risk management and internal control systems of the Group, covering all material controls, including financial, operational and compliance controls, with a view to ensuring that resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions are adequate. In this respect, the Audit Committee communicates any material issues to the Board.

於報告期間及直至本報告日期,董事會透過審核委員會,檢討本集團風險管理及內部監控系統的設計及實施成效,涵蓋所有重大監控措施,包括財務,營運及合規控制,以確保本集團的會計、內部審核及財務報告職能均具備充足的資源、員工資歷及經驗、培訓項目及預算。在此方面,審核委員會向董事會通報任何重大事項。

Although the Group does not maintain an internal audit function, the Board has overall responsibility for the risk management and internal control systems and for reviewing its effectiveness.

儘管本集團並無設立內部審核職能,董事會全 面負責風險管理及內部監控系統及其成效檢 討。

Corporate Governance Report 企業管治報告

The Company will continue to engage external independent professionals to review the Group's system of internal controls and risk management annually and further enhance the Group's internal control and risk management systems as appropriate.

There is currently no internal audit function within the Group. The Directors have reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs. Nevertheless, the Directors will continue to review at least annually the need for an internal audit function.

Internal control on connected transaction

As a general control, the Group maintained a list of connected persons and entities for the monitoring and identification of connected transaction. The risk management and internal control of the Group were reviewed by the Board and the Audit Committee for the year ended 31 March 2021.

The Board and the Audit Committee considered that (i) the risk management and internal control system of the Company was adequate and efficient; and (ii) the resources allocated, staff qualifications and experience in respect of the accounting, internal auditing and financial reporting functions of the Company as well as training programs and budget were adequate and sufficient.

Independent non-executive Directors' view on internal control for connected transactions

The management and independent non-executive Directors will continue to monitor connected transactions of the Company. The management and independent non-executive Directors consider that information provided by the Company's management to assist independent non-executive Directors in their annual review of connected transaction are fair and sufficient. The independent non-executive Directors also made regular enquiries upon whether there is any continuing connected transaction exceeding the proposed annual caps to ensure that continuing connected transaction was identified timely. The independent non-executive Directors have not encountered any challenges or difficulties in their annual review of connected transaction of the Company save as disclosed in this report.

LOOKING FORWARD

The Group will keep on reviewing its corporate governance standards on a timely basis and the Board endeavors to take the necessary actions to ensure compliance with the required practices and standards including the provisions of the CG Code.

本公司將繼續聘請外部獨立專業人士每年審閱本集團的內部監控及風險管理情況,進一步加強本集團的內部監控及風險管理系統(如適用)。

本集團目前尚無內部審核職能。董事已檢討內部審核職能的需要,並認為鑑於本集團業務規模、性質及複雜程度,任命外部獨立專業人士執行內部審核職能將更具成本效益以滿足本集團需求。然而,董事會將每年至少檢討一次內部審核職能的需要。

關連交易的內部控制

作為一般控制,本集團已存置關連人士及實體 清單,以監控及識別關連交易。截至2021年3 月31日止年度,本集團的風險管理及內部控 制已由董事會及審核委員會審閱。

董事會及審核委員會認為(i)本公司的風險管理 及內部控制系統屬足夠及有效:及(ii)本公司 就會計、內部審核及財務報告職能所分配的資 源、員工資歷及經驗,以及培訓計劃及預算均 屬足夠及充分。

獨立非執行董事對關連交易內部控制的看 法

管理層及獨立非執行董事將持續監管本公司的 關連交易。管理層及獨立非執行董事認為由本 公司管理層提供以協助獨立非執行董事就關連 交易進行年度審閱的資料屬公平及充分。獨立 非執行董事亦定期查詢是否有超出建議年度上 限的任何持續關連交易,以確保及時識別持續 關連交易。除本報告所披露者外,獨立非執行 董事於進行本公司關連交易的年度審閱時未有 遇到任何挑戰或困難。

展望未來

本集團將繼續及時審閱其企業管治標準,而董 事會將竭力採取必要措施,以確保符合規定常 規及標準,包括企業管治守則的條文。

The Directors of the Company are pleased to present their report together with the audited financial statements of the Group for the year ended 31 March 2021.

本公司董事欣然呈報彼等之報告連同本集團截至2021年3月31日止年度之經審核財務報表。

CORPORATE REORGANISATION AND SHARE OFFER

The Company was incorporated in the Cayman Islands under the Companies Act as an exempted company with limited liability on 30 March 2016.

The shares of the Company have been listed on GEM of the Stock Exchange by way of placing and public offer on 12 April 2017.

On 21 April 2020, 78,000,000 new shares of HK\$0.01 each of the Company were allotted and issued as fully paid for the vendor at the issue price of HK\$0.21 each under the general mandate. For further details, please refer to the announcement of the Company dated 21 April 2020.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in note 1 to the consolidated financial statements. The principal activity of the Group is the operation of the business of the sale and transportation of diesel oil and related products and other products in Hong Kong and in the PRC, and the business of manufacturing and sale of steel products and injecting molding machine in the PRC.

RESULTS AND DIVIDENDS

The financial performance of the Group for the year ended 31 March 2021 and the financial position of the Group as at that date are set out in the consolidated financial statements on pages 70 to 77. The Directors do not recommend the payment of any dividend in respect of the year ended 31 March 2021.

FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the last five years is set out on pages 191 to 192 of this report.

SIGNIFICANT INVESTMENTS AND FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

During the year ended 31 March 2021, the Group did not have any significant investment, material acquisitions nor disposals of subsidiaries and affiliated companies save for the section headed "Significant Investments, Material Acquisitions and Disposals" in this report, and did not have any future plans for material investments and capital assets as at 31 March 2021.

企業重組及股份發售

本公司於2016年3月30日根據公司法在開曼 群島註冊成立為獲豁免有限公司。

本公司股份於2017年4月12日透過配售及公開發售於聯交所GEM上市。

於2020年4月21日,78,000,000股每股面值0.01 港元的本公司新股份根據一般授權按發行價每 股0.21港元向賣方配發及發行為繳足股份。有 關進一步詳情,請參閱本公司日期為2020年 4月21日的公佈。

主要活動

本公司之主要活動為投資控股。其附屬公司的主要活動載於綜合財務報表附註1。本集團主要在香港及中國進行柴油及相關產品以及其他產品的銷售及運輸以及於中國從事鋼產品及注塑機的製造及銷售業務。

業績及股息

本集團截至2021年3月31日止年度的財務表現以及於該日本集團的財務狀況載於綜合財務報表第70至77頁。董事不建議就截至2021年3月31日止年度派付任何股息。

財務概要

本集團之已刊發過往五年之業績以及資產及負債概要載於本報告第191至192頁。

重大投資以及有關重大投資及資本 資產的未來計劃

截至2021年3月31日止年度,除本報告「重大投資、重大收購及出售」一節外,本集團概無任何附屬公司及聯屬公司的重大投資、重大收購或出售,且於2021年3月31日並無任何重大投資及資本資產的未來計劃。

USE OF PROCEEDS FROM THE SHARE OFFER

On the Listing Date, the Company's shares were listed on GEM of the Stock Exchange. A total of 200,000,000 new shares with nominal value of HK\$0.01 each of the Company (the "Share(s)") were issued at HK\$0.32 per share for a total of approximately HK\$64.0 million. The net proceeds received by the Company from the Share Offer, after deduction of the underwriting commission and related expenses in connection with the Share Offer, was approximately HK\$45.1 million. The net proceeds, upon receipt by the Company after Listing, has been deposited at a bank and such net proceeds will be applied in the manners consistent with the proposed applications set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 March 2021 are set out in note 16 to the consolidated financial statements.

BANK AND OTHER BORROWINGS

Particulars of bank and other borrowings of the Group as at 31 March 2021 are set out in note 30 to the consolidated financial statements.

INTEREST CAPITALISED

The Group has not capitalised any interest during the year ended 31 March 2021.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 March 2021 are set out in note 34 to the consolidated financial statements.

RESERVES

Details of movements in reserves of the Group and the Company during the year ended 31 March 2021 are set out in the consolidated statement of changes in equity on page 74 and note 38 to the consolidated financial statements, respectively.

股份發售所得款項用途

於上市日期,本公司股份於聯交所GEM上市。本公司已按每股0.32港元,發行合共200,000,000股每股面值0.01港元的新股份(「股份」),合共約64.0百萬港元。本公司從股份發售所得的所得款項淨額(經扣除包銷佣金及有關股份發售相關開支後)約為45.1百萬港元。上市後本公司於收到所得款項淨額後已存入銀行,而有關所得款項淨額將按招股章程「未來計劃及所得款項用途」一節所載的擬定應用方式加以應用。

物業、廠房及設備

截至2021年3月31日止年度,本集團物業、廠房及設備的變動詳情載於綜合財務報表附註 16。

銀行及其他借款

於2021年3月31日,本集團銀行及其他借款 詳情載於綜合財務報表附註30。

利息資本化

截至2021年3月31日止年度,本集團並無將 任何利息撥充資本。

股本

截至2021年3月31日止年度,本公司股本之 變動詳情載於綜合財務報表附註34。

儲備

截至2021年3月31日止年度,本集團及本公司的儲備變動詳情分別載於第74頁的綜合權益變動表及綜合財務報表附註38。

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial condition, results of operation, business and prospects may be affected by a number of risks and uncertainties. The followings are the key risks and uncertainties identified by the Group relating to our business:

- The Group is dependent on the major supplier (in terms of total purchases) for the supply of diesel oil. Any shortage or delay in the supply of diesel oil from it, or any change in its existing marketing strategies may materially and/or adversely affect the Group's business and results of operations if we cannot secure alternative sources of supply immediately.
- The Group's customers are not subject to any minimum purchase requirement to purchase diesel oil from the Group.
- A significant portion of the Group's revenue was attributable to the sale of diesel oil and its profitability may be adversely affected if demand for diesel oil declines for any reason.
- The demand for our diesel oil would be adversely affected by the
 delay in public sector projects caused by failures or delays in
 passing funding for public work proposals by committees of the
 Legislative Council due to lawmakers' filibustering.
- The Group's business and results of operations are dependent on the oil price which are driven by factors beyond the Group's control and the uncertainty of the crude oil price could have a material adverse impact on the Group's financial condition and results of operations.
- Changes in the market conditions and trends in the construction industry and in the overall economy may affect the Group's operations and growth.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Up to 31 March 2021, there has been no purchase, sale or redemption of any Company's listed securities by the Company or any of its subsidiaries.

主要風險及不確定因素

本集團的財務狀況、營運業績、業務及前景或 會受一籃子風險及不確定因素影響。以下乃本 集團識別有關其業務的主要風險及不確定因 素:

- 本集團依賴主要供應商(就採購總額而言)供應柴油。倘柴油供應出現短缺或延 誤或其現有營銷策略出現任何變動,而 本集團無法即時取得替代供應,本集團 業務及經營業績可能受到重大及/或不 良影響。
- 本集團客戶並無受限於向本集團採購柴油的任何最低採購量規定。
- 本集團收益有一大部份來自柴油銷售, 倘對柴油的需求因任何理由下跌,本集 團盈利能力可能受到不利影響。
- 倘公營機構項目因立法會議員拉布導致 未能或延遲通過立法會委員會的公共項 目撥款而延誤,我們柴油的需求將受到 不利影響。
- 本集團業務及經營業績取決受本集團無 法控制因素所帶動石油價格,而原油價 格的不確定因素可能會對本集團財務狀 況及經營業績造成重大不利影響。
- 工程界內市場狀況及趨勢以及整體經濟 變動可能影響本集團的營運及增長。

購買、出售或贖回上市證券

直至2021年3月31日,本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

DIRECTORS

The Directors of the Company during the year ended 31 March 2021 and up to the date of this report were as follows:

Executive Directors

Mr. Fong Chun Man (Chairman)
Ms. Lo Pui Yee (Vice Chairlady)

Mr. Chan Chi Fai (Chief Executive Officer)

Independent Non-Executive Directors

Mr. Chui Chi Yun, Robert

Mr. Kwong Yuk Lap

Mr. Wang Anyuan

Pursuant to article 84 of Articles of Association of the Company (the "Articles"), one-third of the Directors shall retire from office by rotation and re-election at an annual general meeting of the Company in accordance with the Articles, provided that every Director shall be retired at least once every three years. Accordingly, each of Mr. Kwong Yuk Lap and Mr. Wang Anyuan, our independent non-executive Directors, will retire from office as an independent non-executive Director at the forthcoming annual general meeting ("AGM") to be held on Wednesday, 18 August 2021. Mr. Kwong Yuk Lap and Mr. Wang Anyuan, being eligible, will offer themselves for re-election at the forthcoming AGM.

Confirmation of Independence

Each independent non-executive Director has given the Company an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers that all the independent non-executive Directors are independent and meet the independent quidelines set out in Rule 5.09 of the GEM Listing Rules.

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

(a) Executive Directors

Each of the executive Directors has entered into a service contract with the Company and shall continue thereafter unless terminated in accordance with the terms therein. Under the terms of the service contract, the service contract may be terminated by not less than three months' notice served by either party on the other. The term of service of a Director is subject to retirement by rotation of Directors as set out in the Articles.

董事

截至2021年3月31日止年度及直至本報告日期,本公司董事如下:

執行董事

方俊文先生(主席) 勞佩儀女士(副主席) 陳志輝先生(行政總裁)

獨立非執行董事

崔志仁先生 鄺旭立先生 王安元先生

根據本公司組織章程細則(「細則」)第84條, 三分之一的董事須根據細則於本公司股東週年 大會上輪席退任及重選連任,惟每名董事須至 少每三年退任一次。因此,獨立非執行董事鄺 旭立先生及王安元先生各人將於2021年8月18 日(星期三)舉行的應屆股東週年大會(「股東 週年大會」)上退任獨立非執行董事。鄺旭立先 生及王安元先生符合資格並願意於應屆股東週 年大會上重選連任。

獨立性確認

各獨立非執行董事已根據GEM上市規則第5.09條向本公司提交有關獨立性之年度確認書。本公司認為,全體獨立非執行董事均為獨立人士,並符合GEM上市規則第5.09條所載之獨立性指引。

董事之服務合約及委任函

(a) 執行董事

各執行董事已與本公司訂立服務合約並 將於其後繼續生效,除非根據其條款予 以終止。根據服務合約之條款,服務合 約可由其中一方向另一方發出不少於三 個月之通知予以終止。董事之服務任期 須受細則所載之董事輪值退任所規限。

(b) Independent Non-executive Director

Each of the independent non-executive Director has signed a letter of appointment with the Company which may be terminated by not less than one month's notice served by either party on the other. The term of service of a Director is three years commencing on the Listing Date subject to the provisions on retirement by rotation of Directors as set out in the Articles.

Save as disclosed above, none of the Directors has or is proposed to have a service contract with the Company or any of its subsidiaries which is not determinable by the Company or its subsidiaries within one year without payment of compensation other than statutory compensation.

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

The emolument of the Directors is recommended by the Remuneration Committee by reference to the benchmarking of the market. The Company also looks into individual Director's competence, duties, responsibilities, and performance.

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in notes 12 and 13 to the consolidated financial statements.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 55 to 59 of this report.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

None of the Directors had a material interest, whether directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party at any time during or at the end of the year ended 31 March 2021.

As of 31 March 2021, no contract of significance had been entered into between the Company, or any of its subsidiaries and the controlling shareholders of the Company or any of its subsidiaries.

(b) 獨立非執行董事

各獨立非執行董事已與本公司簽署委任 函,可由其中一方向另一方發出不少於 一個月之通知予以終止。董事於上市日 期開始的三年服務任期須受細則所載董 事輪值退任之條文所規限。

除上文所披露者外,概無董事與本公司或其任何附屬公司訂立或擬訂立服務合約,而該合約不可由本公司或其附屬公司於一年內免付賠償(法定賠償除外)而終止。

董事及五名最高薪酬人士之薪酬

董事之薪酬由薪酬委員會經參考市場基準而作出建議。本公司亦會審視個別董事的能力、職責、責任及表現。

本集團董事及五名最高薪酬人士之薪酬詳情載 列於綜合財務報表附註12及13。

董事及高級管理層履歷

本集團董事及高級管理層之履歷詳情載列於本報告第55至59頁。

董事及控股股東於合約之權益

截至2021年3月31日止年度期間或於年末任何時間,概無董事直接或間接於本公司或其任何附屬公司參與訂立而對本集團業務而言屬重大之任何交易、安排或合約中擁有重大權益。

截至2021年3月31日,本公司或其任何附屬公司並無與本公司或其任何附屬公司之控股股 東訂立重大合約。

MANAGEMENT CONTRACTS

As at 31 March 2021, the Company did not enter into or have any management and/or administration contracts in respect of the whole or any principal business of the Company.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 March 2021 and up to the date of this report, the Directors are not aware of any business and interest of the Directors nor the controlling shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) that compete or may compete, directly or indirectly, with the business of the Group and any other conflict of interests which any such person has or may have with the Group during the year ended 31 March 2021 and up to the date of this report. The independent non-executive Directors confirmed that the internal control measures in relation to managing actual or potential conflict of interest of the Group have been properly implemented.

COMPLIANCE OF NON-COMPETITION UNDERTAKINGS

On 23 March 2017, Mr. Fong Chun Man and Grand Tycoon Limited (being controlling shareholders of the Group) entered into a deed of non-competition ("Deed of Non-Competition") in favour of the Company (for itself and each of its subsidiaries), pursuant to which each of Mr. Fong Chun Man and Grand Tycoon Limited has irrevocably and unconditionally, jointly and severally, warrants and undertakes with the Company that, immediately upon the Share Offer becoming unconditional, each of them shall not, and shall procure each of his/its close associates and any company directly or indirectly controlled by Mr. Fong Chun Man and Grand Tycoon Limited (except for the members the Group) shall not, except through any member of our Group, directly or indirectly (whether on its own account or with each other or in conjunction with or on behalf of any person or company, or as principal or agent, through any body corporate, partnership, joint venture or other contractual arrangement and whether for profit or otherwise), carry on, engage in, invest or acquire or hold any rights or be interested or otherwise involved in any business that is similar to or in competition directly or indirectly with or is likely to be in competition with any business currently and from time to time engaged by our Group in Hong Kong and any other country or jurisdiction to which our Group carries on business or grants franchise from time to time ("Restricted Business").

管理合約

於2021年3月31日,本公司並無訂立或擁有 與本公司全部或任何主要業務有關的管理 及/或行政管理的合約。

董事在競爭業務中的權益

於截至2021年3月31日止年度及直至本報告日期期間,董事並不知悉董事或本公司控股股東或彼等各自的任何緊密聯繫人(定義見GEM上市規則)於截至2021年3月31日止年度及直至本報告日期期間擁有任何與本集團業務構成或可能構成直接或間接競爭的業務及權益,亦不知悉任何有關人士與本集團之間存在或可能存在任何其他利益衝突。獨立非執行董事確認有關管理本集團的實際或潛在利益衝突之內部控制措施已妥為實施。

遵守不競爭承諾

於2017年3月23日,方俊文先生及本集團控 股股東宏亨有限公司以本公司(為其本身及其 各附屬公司)為受益人訂立不競爭契據(「不競 爭契據」),據此方俊文先生及宏亨有限公司已 不可撤銷及無條件、共同及個別向本公司承諾 及作出契諾,緊隨股份發售成為無條件後,彼 等各自將不會及將促使其各緊密聯繫人以及方 俊文先生及宏亨有限公司直接或間接控制的任 何公司(本集團成員公司除外)不會直接或間接 (透過本集團成員公司除外,不論為其自身或 其他人士或連同任何人士或公司或代表任何人 士或公司,或以主事人或代理人的身份,透過 任何法團、合夥公司、合資企業或其他合約安 排,且不論為溢利或其他)進行、參與、投資 或收購或持有任何權利或直接或間接於其中擁 有權益或以其他方式參與與本集團在香港及本 集團在其進行業務或不時對其授出特許經營權 的任何其他國家或司法權區目前及不時從事的 任何業務相似或構成競爭或可能構成競爭的任 何業務(「受限制業務」)。

Mr. Fong Chun Man and Grand Tycoon Limited further undertake that when he/it or his/its close associates other than any member of the Group is offered or becomes aware of any new project or business opportunity ("New Business Opportunity") directly or indirectly to engage or become interested in a Restricted Business, he/it (i) shall promptly notify our Company of such New Business Opportunity in writing, refer the same to our Company for consideration first and provide such information as may be reasonably required by our Company to make an informed assessment of such New Business Opportunity; and (ii) shall not, and shall procure that the controlled persons or controlled company not to, invest or participate in any such New Business Opportunity unless such New Business Opportunity is declined by our Company, or our Company does not proceed with such New Business Opportunity within 30 business days from the date of the written notice (of if requested by our Company in writing, such 30 business days period may be extended to a maximum of 60 business days), and the principal terms of which he/it and/or his/its close associates invest or participate in are no more favourable than those made available to our Company.

方俊文先生及宏亨有限公司進一步承諾,當其 本身或其緊密聯繫人(除本集團成員公司外)獲 提呈或知悉任何直接或間接從事受限制業務的 新項目或商機(「新商機|)或於受限制業務中擁 有權益,其:(i)須即時以書面知會本公司該新 商機及轉介該新商機予本公司以先作考慮,並 提供本公司可能合理要求的有關資料,以對該 新商機作出知情評估;及(ii)將不會並將促使 受控制人士或受控制公司不投資於或參與任何 該新商機,除非該新商機已被本公司拒絕,或 本公司並無於自書面通知日期起計30個營業 日內從事有關新商機(或倘本公司作出書面要 求,有關30個營業日期間可予延長至最多60 個營業日),且其本身及/或其緊密聯繫人投 資或參與之主要條款不優於本公司獲提供之該 等條款。

For further details of the Deed of Non-Competition, please refer to the section headed "Relationship with Controlling Shareholders — Non-Competition Undertakings" in the Prospectus.

有關不競爭契據的進一步詳情,請參閱招股章程「與控股股東的關係 — 不競爭承諾」一節。

Mr. Fong Chun Man and Grand Tycoon Limited have both confirmed to the Company of his/its compliance with the Deed of Non-Competition during the Reporting Period and up to the date of this report. The independent non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-Competition have been complied by each of Mr. Fong Chun Man and Grand Tycoon Limited and duly enforced during the Reporting Period and up to the date of this report.

方俊文先生及宏亨有限公司均已向本公司確認 其於報告期間直至本報告日期已遵守不競爭契 據。獨立非執行董事已審閱有關遵守情況,並 確認方俊文先生及宏亨有限公司各自於報告期 間及直至本報告日期已一直遵守及妥為履行不 競爭契據項下的所有承諾。

DISCLOSURE OF DIRECTORS' INTERESTS

Purchase, Sale or Redemption of the Company's Listed Securities

For the year ended 31 March 2021, there has been no purchase, sale or redemption of any Company's listed securities by the Company or any of the subsidiaries.

Interests and short positions of Directors and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations

As at 31 March 2021, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or (ii) to be entered into the register required to be kept therein, pursuant to section 352 of the SFO, or (iii) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange, were as follows:

董事權益之披露

購買、出售或贖回本公司上市證券

截至2021年3月31日止年度,本公司或其任何附屬公司概無購買、出售或贖回任何本公司 上市證券。

董事及最高行政人員於本公司及其相聯法 團的股份、相關股份及債權證中的權益及 淡倉

於2021年3月31日,董事及本公司最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例有關條文被當作或視作擁有的權益及淡倉)或(ii)須列入根據證券及期貨條例第352條須存置的登記冊內的權益及淡倉,或(iii)根據GEM上市規則第5.46條至5.67條有關須知會本公司及聯交所的董事進行證券交易而須知會本公司及聯交所的權益及淡倉如下:

Name of Directors 董事姓名	Capacity/nature of interest 身份/權益性質	Number of shares held 持有股份數量	Percentage of shareholding 持股百分比
Mr. Fong Chun Man	Interest in a controlled corporation (Note 1)	480,264,000 (Long position)	54.7%
方俊文先生	受控制法團權益(附註1)	480,264,000 (好倉)	54.7%
Ms. Lo Pui Yee	Interest of spouse (Note 2)	480,264,000 (Long position)	54.7%
勞佩儀女士	配偶權益(附註2)	480,264,000 (好倉)	54.7%

附註:

- Notes:
- . The shares are held by Grand Tycoon Limited, the equity interest of which is owned as to 100% by Mr. Fong Chun Man. Mr. Fong Chun Man is deemed to be interested in all the shares held by Grand Tycoon Limited for the purpose of Part XV of SFO.
- Ms. Lo Pui Yee is the spouse of Mr. Fong Chun Man and is therefore deemed to be interested in all the shares which Mr. Fong Chun Man is interested for the purpose of Part XV of the SFO.
- 該等股份由宏亨有限公司持有,其100%股權由方俊 文先生擁有。就證券及期貨條例第XV部而言,方俊 文先生被視為於宏亨有限公司持有之全部股份中擁 有權益。

Save as disclosed above, as at 31 March 2021, none of the Directors and the chief executive of the Company has any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part V of the SFO (including interests and/or short positions which they were taken or deemed to have under such provisions of the SFO), or (ii) to be entered into the register required to be kept therein, pursuant to section 352 of the SFO, or (iii) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

淡倉),或(ii)須列入根據證券及期貨條例第352條須存置的登記冊內的任何權益或淡倉,或(iii)根據GEM上市規則第5.46條至5.67條有關須知會本公司及聯交所的董事進行證券交易而須知會本公司及聯交所的任何權益或淡倉。

除 上 文 所 披 露 者 外 , 於 2021 年 3 月 31 日 , 概

無董事或本公司最高行政人員於本公司或其相

關法團(定義見證券及期貨條例第XV部)的股

份、相關股份及債權證中擁有(i)根據證券及期

貨條例第V部第7及8分部須知會本公司及聯

交所的任何權益或淡倉(包括根據證券及期貨

條例有關條文被當作或視作擁有的權益及/或

Interests and short positions of the substantial shareholders and other persons in the shares, underlying shares and debentures of the Company and its associated corporations

As at 31 March 2021, so far as it is known to the Directors, the following persons (not being a Director or chief executive of the Company) had or were deemed to have interests in shares or underlying shares which (i) were recorded in the register required to be kept by the Company under Section 336 of the SFO, or (ii) which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the GEM Listing Rules or, (iii) who will be, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group.

主要股東及其他人士於本公司及其相聯法 團的股份、相關股份及債權證中的權益及 淡倉

於2021年3月31日,據董事所知,下列人士(本公司董事或最高行政人員除外)於股份或相關股份中擁有或被視作擁有權益,而(i)須列入於本公司根據證券及期貨條例第336條規定須存置的登記冊,或(ii)根據證券及期貨條例第XV部第2及3分部條文及GEM上市規則而將予以披露,或(iii)將直接或間接於附帶權利可於所有情況下在本集團任何成員公司的股東大會上表決的任何類別股本面值10%或以上中擁有權益。

Name of Shareholders 股東名稱/姓名	Capacity/nature of interest 身份/權益性質	Number of shares held 持有股份數量	Percentage of shareholding 持股百分比
Grand Tycoon Limited	Beneficial owner (Note 1)	480,264,000	54.7%
		(Long position)	
宏亨有限公司	實益擁有人(附註1)	480,264,000 (好倉)	54.7%

附註:

Notes:

 The shares are held by Grand Tycoon Limited, the equity interest of which is owned as to 100% by Mr. Fong Chun Man. Mr. Fong Chun Man is deemed to be interested in all the shares held by Grand Tycoon Limited for the purpose of Part XV of SFO. 該等股份由宏亨有限公司持有,其100%股權由方俊 文先生擁有。就證券及期貨條例第XV部而言,方俊 文先生被視為於宏亨有限公司擁有之全部股份中擁

Save as disclosed above, as at 31 March 2021, the Directors have not been notified by any person who had interests or short positions in the shares, underlying shares or debentures of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

除上文披露者外,於2021年3月31日,概無任何人士已知會董事於本公司股份、相關股份或債權證中擁有須列入根據證券及期貨條例第336條須存置的登記冊或根據證券及期貨條例第XV部第2及3分部條文須予披露之權益或淡倉。

Share Option Scheme

The Company has conditionally adopted the share option scheme in which certain eligible participants including, among others, the Directors and employees of the Group may be granted options to subscribe for Shares on 23 March 2017 (the "Adoption Date"). The share option scheme became unconditional upon the Listing Date. Under the terms of the Scheme, the Board may, at its discretion, grant options to eligible participants to subscribe for Shares.

No share options were granted since the Adoption Date up to 31 March 2021, and there was no share option outstanding as at 31 March 2021. Therefore, the Company may grant options in respect of up to 80,000,000 Shares (or such numbers of Shares as shall result from a subdivision or a consolidation of such 80,000,000 Shares from time to time) to the participants under the share option scheme.

Competing Interests

The Directors confirm that none of the Controlling Shareholders or the Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by our Group which competes or is likely to compete, directly or indirectly, with our Group's business during the Reporting Period and up to the date of this report.

Directors' Securities Transactions

The Company adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries of all Directors, the Company confirms that all of the Directors complied with such required standard of dealings and its code of conduct regarding directors' securities transactions as at the date of this report.

購股權計劃

本公司已於2017年3月23日(「**採納日期**」)有條件採納購股權計劃,其中若干合資格參與者(其中包括董事及本集團僱員)可能獲授購股權以認購股份。購股權計劃於上市日期後成為無條件。根據該計劃的條款,董事會可酌情向合資格參與者授予購股權以認購股份。

自採納日期起直至2021年3月31日,概無授出任何購股權,而於2021年3月31日亦無任何購股權尚未行使。因此,根據購股權計劃,本公司可能向參與者授出涉及最多80,000,000股股份(或該80,000,000股股份不時分拆或合併引致的有關股份數目)的購股權。

競爭權益

董事確認,於報告期間及直至本報告日期,概 無控股股東或董事及彼等各自之緊密聯繫人 (定義見GEM上市規則)於與本集團業務直接 或間接構成競爭或可能構成競爭之任何業務 (本集團所營運之業務除外)中擁有權益。

董事的證券交易

本公司已採納董事進行證券交易的行為守則, 其條款嚴謹程度不遜於GEM上市規則第5.48 至5.67條所載的規定交易標準。經向全體董事 作出具體查詢後,本公司確認,所有董事於本 報告日期均已遵守有關規定交易標準及有關董 事進行證券交易的行為守則。

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Director is aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended 31 March 2021, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2021, the aggregate amount of turnover attributed to the Group's largest and the five largest customers accounted for 20.5% and 51% (2020: 16.3% and 51%) of the total revenue of the Group, respectively. For the year ended 31 March 2021, the Group's purchase from the largest and the five largest suppliers accounted for 22.2% and 70.3% (2020: 29% and 60.3%) of the total purchases of the Group, respectively. At no time during the year ended 31 March 2021 did the Directors, their associates nor any shareholder of the Company (which to the knowledge of the Directors, owned more than 5% of the Company's issued share capital) have any interest in the Group's major customers or suppliers as disclosed above.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

On 30 August 2019, 18 September 2019 and 25 October 2019, 江西新冀動力科技有限公司 (Jiangxi Xinji Power Technology Company Limited*) ("Jiangxi Xinji"), a subsidiary of the Company, for the purpose of its requirements necessary for production of steel products and motor parts, had entered into certain purchase transactions with 新鋼(上海)貿易有限公司 (New Steel (Shanghai) Trade Co., Ltd.*) ("New Steel (Shanghai)") for the purchase of iron and steel materials (the "First Purchase Transactions"). During the period between August 2019 and June 2020, Jiangxi Xinji had entered into certain purchase transactions with 中治南方(新余)冷軋新材料技術有限公司 (Wisdri (Xinyu) Cold Processing Engineering Co., Ltd.*) ("Wisdri (Xinyu)") for the purchase of iron and steel materials (together with the First Purchase Transactions, the "Purchase Transactions").

During the period between August 2019 and March 2020, the aggregate amount of the Purchase Transactions incurred by the Group for the year ended 31 March 2020 amounted to approximately RMB15,991,000 (equivalent to approximately HK\$17,923,000).

遵守相關法律及法規

就董事所知,本集團在各重大方面已遵守對本 集團業務及營運有重大影響的相關法律及法 規。截至2021年3月31日止年度,本集團概 無嚴重違反或不遵守適用法律及法規。

主要客戶及供應商

截至2021年3月31日止年度,本集團最大及五大客戶所貢獻總收入分別佔本集團總收益之20.5%及51%(2020年:16.3%及51%)。截至2021年3月31日止年度,本集團自最大及五大供應商之採購分別佔本集團採購總額之22.2%及70.3%(2020年:29%及60.3%)。截至2021年3月31日止年度,概無本公司董事、彼等之聯繫人或任何股東(就董事所知擁有本公司已發行股本逾5%者)於上文所披露之本集團主要客戶或供應商中擁有任何權益。

關連交易及持續關連交易

於2019年8月30日、2019年9月18日及2019年10月25日,本公司附屬公司江西新冀動力科技有限公司(「江西新冀」就生產鋼產品及汽車零部件必需的要求與新鋼(上海)貿易有限公司(「新鋼(上海)」)訂立若干採購交易(「第一次採購交易」)以採購鋼鐵材料。於2019年8月至2020年6月期間,江西新冀與中冶南方(新余))計立若干採購交易(連同第一次採購交易統稱「採購交易」)以採購鋼鐵材料。

於2019年8月至2020年3月期間,本集團截至2020年3月31日止年度所產生的採購交易總金額約為人民幣15,991,000元(相當於約17,923,000港元)。

Jiangxi Xinji is an indirect non-wholly owned subsidiary of the Company holding 55% equity interest in Jiangxi Xinji. The remaining equity interests in Jiangxi Xinji are held as to 35% by 新余鋼鐵集團有限公司 (Xinyu Iron and Steel Corporation Ltd.*) ("Xinyu Steel Group") (a state-owned enterprise) and as to 10% by a shareholder. Xinyu Steel Group, being a substantial shareholder of Jiangxi Xinji, has held 100% equity interest in New Steel (Shanghai), which in turn is an associate of Xinyu Steel Group by virtue of Rule 20.11(1) of the GEM Listing Rules. Furthermore, Wisdri (Xinyu) is owned as to 70% by 新余鋼鐵股份有限公 司 (Xinyu Iron and Steel Co., Ltd.*) ("Xinyu Iron and Steel") which in turn is owned as to approximately 38.17% by Xinyu Steel Group. Therefore, Wisdri (Xinyu) is an associate of Xinyu Steel Group by virtue of Rule 20.11(3) of the GEM Listing Rules. As such, each of New Steel (Shanghai) and Wisdri (Xinyu) is a connected person of the Company at subsidiary level and the Purchase Transactions between the Group and each of New Steel (Shanghai) and Wisdri (Xinyu) constitute continuing connected transactions for the Company under Chapter 20 of the GEM Listing Rules.

公司持有江西新冀的55%股權。江西新冀的餘 下股權分別由國有企業新余鋼鐵集團有限公司 (「新余鋼鐵集團」)及一名股東分別持有35%及 10%權益。新余鋼鐵集團作為江西新冀的主要 股東,持有新鋼(上海)的100%股權,而後者 根據GEM上市規則第20.11(1)條為新余鋼鐵集 團的聯營公司。另外,中冶南方(新余)由新余 鋼鐵股份有限公司(「新余鋼鐵」)擁有70%權 益,而新余鋼鐵由新余鋼鐵集團擁有約38.17% 權益。因此,中冶南方(新余)根據GEM上市 規則第20.11(3)條為新余鋼鐵集團的聯營公司。 因此,新鋼(上海)及中冶南方(新余)於附屬 公司層面上各自為本公司的關連人士,且本集 團與新鋼(上海)及中冶南方(新余)各自訂立 的採購交易根據GEM上市規則第20章構成本 公司的持續關連交易。

江西新冀為本公司間接非全資附屬公司,而本

The purchase prices for the Purchase Transactions have been and will be determined on order-by-order basis with reference to the prevailing comparable market price after arm's length negotiation between the Group and each of New Steel (Shanghai) and Wisdri (Xinyu). The purchase prices are settled in cash. Our Group has purchased the iron and steel materials on an as-needed basis and will continue to do so on such basis. As the iron and steel materials required are generally readily available in the market, it is our policy to obtain quotations from at least three independent suppliers that provide similar materials before we make any purchase from New Steel (Shanghai) and Wisdri (Xinyu). Based on the fee quotes provided by other independent suppliers, we will be able to ensure that the purchase price to be paid to New Steel (Shanghai) and Wisdri (Xinyu) by our Group represents the prevailing market price and on normal commercial terms.

採購交易的採購價已及將在參考現行可資比較市價後由本集團與新鋼(上海)及中冶南方(新余)分別按個別訂單基準公平磋商釐定。採購家已以現金結清。本集團已按需要採購鋼鐵材料一般可隨時從市場獲得,故此本集團的政策是在向新鋼(上海)及中冶南方(新余)進行任何採購前,先會從最少三名其他提供類似材料的獨立供應商取得報價。根據其他獨立供應商提供的報價,本集團將能確保本集團向新鋼(上海)及中冶南方(新余)支付的採購價乃反映現行市價且符合一般商業條款。

We have purchased iron and steel materials from Wisdri (Xinyu) and New Steel (Shanghai) since August 2019 and November 2019 respectively. Since our Group is satisfied with the quality and timely delivery of the materials provided by Wisdri (Xinyu) and New Steel (Shanghai) and the terms offered by them to our Group are on normal commercial terms, our Directors are of the view that it will be in the interests of our Group and our Shareholders as a whole to continue the Purchase Transactions with Wisdri (Xinyu) and New Steel (Shanghai), where necessary.

自2019年8月及2019年11月以來,本集團已分別向中冶南方(新余)及新鋼(上海)採購鋼鐵材料。由於本集團信納中冶南方(新余)及新鋼(上海)供應的材料質量及按時交付,且彼等向本集團提供的條款為一般商業條款,故董事認為在必要時繼續與中冶南方(新余)及新鋼(上海)進行採購交易將符合本集團及股東的整體利益。

The Company estimates that the amount of the annual cap in respect of the Purchase Transactions is HK\$65,000,000 for the financial year ended 31 March 2021 and HK\$72,000,000 for the financial year ending 31 March 2022.

本公司估計,截至2021年3月31日止財政年度有關採購交易的年度上限金額為65,000,000港元,而截至2022年3月31日止財政年度則為72,000,000港元。

During the year ended 31 March 2021, the aggregate amount of the Purchase Transactions incurred by the Group amounted to approximately RMB55,032,000 (equivalent to approximately HK\$63,083,000).

截至2021年3月31日止年度,本集團產生的 採購交易總額約為人民幣55.032.000元(相當 於約63.083.000港元)。

Pursuant to Rule 20.99 of the GEM Listing Rules, a connected transaction between the listed issuer's group and a connected person at the subsidiary level on normal commercial terms or better is exempted from circular, independent financial advice and shareholders' approval requirements if: (1) the listed issuer's board of directors has approved the transactions; and (2) the independent nonexecutive directors have confirmed that the terms of the transaction are fair and reasonable, the transaction is on normal commercial terms or better and in the interests of the listed issuer and its shareholders as a whole.

根據GEM上市規則第20.99條,上市發行集團 與附屬公司層面的關連人士之間按一般商業條 款或更佳條款的關連交易獲豁免遵守通函、獨 立財務意見及股東批准規定,前提為:(1)上市 發行人的董事會已批准交易;及(2)獨立非執 行董事已確認交易的條款屬公平合理,且交易 乃按一般商業條款或更佳條款訂立,並符合上 市發行人及其股東之整體利益。

Owing to the latest situation of the COVID-19 pandemic and the suspension of work of Jiangxi Xinji around January to March 2020 resulting from the COVID-19 pandemic, the management of the Company was not in a position to maintain effective communication with the staff of Jiangxi Xinji for purpose of gathering sufficient information for the Board of Directors (including the independent nonexecutive Directors) to consider and approve the Purchase Transactions on a timely basis. In June 2020, during preparation of the annual results for the year ended 31 March 2020, the Company has managed to gather all necessary information from Jiangxi Xinji regarding the Purchase Transactions for approval by the Board in accordance with Rule 20.99 of the GEM Listing Rules.

由於新型冠狀病毒疫情的最新進展以及江西新 冀於2020年1月至3月前後因新型冠狀病毒疫 情停工,本公司管理層未能與江西新冀的人員 維持有效聯絡,以獲取充足資料供董事會(包 括獨立非執行董事)及時考慮及批准採購交 易。於2020年6月編製截至2020年3月31日 止年度的年度業績時,本公司已成功向江西新 冀取得有關採購交易的一切必要資料,以供董 事會根據GEM上市規則第20.99條審批。

Confirmation from the Directors in relation to Continuing **Connected Transactions**

On 30 June 2020, the Company has obtained the approval from the Board (including the independent non-executive Directors) regarding the Purchase Transactions. Pursuant to Rule 20.53 of the GEM Listing Rules, the Directors (including the independent non-executive Directors) have confirmed and ratified that the terms of the Purchase Transactions have been entered into and will be carried out:

- in the ordinary and usual course of business of the Group; (1)
- on normal commercial terms or better; and (2)
- (3)according to the agreements governing the Purchase Transactions on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Company confirms that the Company has complied with the reporting and annual review requirements under Chapter 20 of the GEM Listing Rules in respect of the continuing connected transactions set out above.

董事對持續關連交易的確認

於2020年6月30日,本公司已向董事會(包括 獨立非執行董事)就採購交易取得批准。根據 GEM上市規則第20.53條,董事(包括獨立非 執行董事)已確認及追認採購交易條款已經及 將會:

- 於本集團一般及日常業務過程中訂立及 進行;
- 按一般商業條款或更佳條款訂立及進行; (2)及
- 根據規管採購交易的協議按公平合理的 條款訂立及進行,並符合本公司及股東 的整體利益。

本公司確認,本公司已就上文所載的持續關連 交易遵守GEM上市規則第20章項下的申報及 年度審閲規定。

The Directors, including the independent non-executive Directors, consider that the Purchase Transactions above and the annual caps are fair and reasonable, and that such transactions have been entered into and will be carried out in the ordinary and usual course of the business of the Group, on normal commercial terms, are fair and reasonable, and in the interests of the Shareholders as a whole.

董事(包括獨立非執行董事)認為,上述採購交易及年度上限屬公平合理,且該等交易乃於本集團一般日常業務過程中按正常商業條款訂立及進行,屬公平合理,並符合股東的整體利益。

As such, pursuant to Rule 20.99 of the GEM Listing Rules, the Purchase Transactions are only subject to reporting and announcement requirements, and are exempted from the circular, independent financial advice and independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

因此,根據GEM上市規則第20.99條,採購交易根據GEM上市規則第20章僅須遵守申報及公告規定,並獲豁免遵守通函、獨立財務意見及獨立股東批准規定。

The Company's auditor was engaged to report on the Group's continuing connected transactions disclosed above in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong GEM Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. Pursuant to Rule 20.54 of the GEM Listing Rules, the auditor has confirmed in a letter to the Board in respect of the disclosed continuing connected transactions that nothing has come to their attention that (i) causes them to believe that the disclosed continuing connected transactions have not been approved by the Company's board of directors; (ii) were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; (iii) had exceeded the caps set by the company; and (iv) were not, in all material respects, in accordance with the pricing policies of the Group.

本公司核數師已獲委聘根據香港會計師公會頒佈的香港鑒證委聘準則第3000號「審核或審閱歷史財務資料以外的鑒證委聘」及經參考實務說明第740號「關於香港GEM上市規則所述持續關連交易的核數師函件」報告上文披露的集團持續關連交易。根據GEM上市規則所述持集團持續關連交易。根據GEM上市規則所述持在致董事會的信中確認,彼等並不知悉(i)令等相信所披露的持續關連交易未得到公司董會的批准:(ii)並無按照規管有關交易的相關協議於所有重大方面達成協議:(iii)已超過公司會的上限:及(iv)並非於所有重大方面符合本集團的定價政策。

Save as disclosed above, during the year ended 31 March 2021, the Group did not enter into any transactions which need to be disclosed as connected transactions or continuing connected transactions pursuant to Chapter 20 of the GEM Listing Rules.

除上文所披露者外,截至2021年3月31日止年度,本集團並無訂立根據GEM上市規則第20章須披露為關連交易或持續關連交易的任何交易。

Details of the material related party transactions are set out in note 43 to the consolidated financial statements of this report. These related party transactions did not constitute connected transactions or continuing connected transactions pursuant to Chapter 20 of the GEM Listing Rules.

重大關聯方交易的詳情載於本報告綜合財務報 表附註43。根據GEM上市規則第20章,該等 關聯方交易並不構成關連交易或持續關連交 易。

Remuneration to key management personnel of the Group, including Directors described in notes 12 and 13 to the Group's consolidated financial statements are continuing connected transactions exempt from the connected transaction requirements under Rule 20.93 of the GEM Listing Rules.

本集團綜合財務報表附註12及13所述之本集團主要管理層(包括董事)之薪酬乃獲豁免遵守GEM上市規則第20.93條關連交易規定的持續關連交易。

Corporate Governance

The Company is firmly committed to maintaining and ensuring a high level of corporate governance standards and will review and improve the corporate governance practices and standards constantly. During the year ended 31 March 2021, the Company has complied with the code provisions set out in the Corporate Governance Code (the "Code Provisions") contained in Appendix 15 of the GEM Listing Rules.

Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 20 to 37 of this report.

EQUITY-LINKED AGREEMENT

Save as disclosed in the section headed "Share Option Scheme", no equity-linked agreement was entered into by the Company during the year ended 31 March 2021 or subsisted at the end of the reporting year.

SUFFICIENCY OF PUBLIC FLOAT

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

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS, SUPPLIERS AND OTHERS

The Group understands the importance of maintaining a good relationship with its employees, suppliers and customers in order to meet its employees, immediate and long-term goals. During the Reporting Period, there was no material or significant dispute between the Group and its suppliers and customers.

PRE-EMPTIVE RIGHTS

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

PERMITTED INDEMNITY PROVISION

During the year ended 31 March 2021, a directors' liability insurance was currently in place to protect the Directors against potential costs and liabilities arising from claims brought against the Directors.

企業管治

本公司致力維持及確保高水平的企業管治標準,並將不斷檢討及改善企業管治常規及標準。截至2021年3月31日止年度,本公司一直遵守GEM上市規則附錄十五所載企業管治守則的守則條文(「守則條文」)。

本公司所採納之企業管治常規詳情載於本報告 第20至37頁的企業管治報告。

權益掛鈎協議

除「購股權計劃」一節所披露者外,本公司概無於截至2021年3月31日止年度訂立或於報告年度結束時仍然有效的權益掛鈎協議。

足夠公眾持股量

根據本公司可公開獲得的資料及就董事所知, 於本報告日期,本公司已維持GEM上市規則 所規定的足夠公眾持股量。

與僱員、客戶、供應商及其他人士 的關鍵關係

本集團深明與僱員、供應商及客戶保持良好關係以實現其即時及長期目標的重要性。於報告期間,本集團與僱員、供應商及客戶之間並無嚴重或重大糾紛。

優先購買權

開曼群島法律或細則概無有關本公司須按比例 向現有股東提呈發售新股份之優先購買權或類 似權利之條文。

獲准許的彌償條文

截至2021年3月31日止年度,本公司目前已 投購董事責任保險,以保障董事免受因被提出 申索而可能招致的潛在成本及責任。

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2021, the Group had 58 employees (2020: 53 employees) including the Directors. The remuneration package the Group offered to the employees includes salary, bonuses and other cash subsidies. In general, the Group determines employees' salaries based on each employee's qualifications, position and seniority. The Group has designed an annual review system to assess the performance of our employees, which forms the basis of the Group's decisions with respect to salary raises, bonuses and promotions.

BUSINESS REVIEW

A fair review of the business and outlook of the Company as well as a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position, including a description of an indication of likely future development can be found in the management discussion and analysis set out on pages 6 to 19 of this annual report. Those discussions form part of this report.

RELIEF OF TAXATION

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

The Company received HK\$165,000 tax relief for the year ended 31 March 2021, which is reflected in note 11 to the consolidated financial statements.

ANNUAL GENERAL MEETING

The AGM of the Company will be held on Wednesday, 18 August 2021, the notice of which shall be sent to the shareholders of the Company in accordance with the Articles, the GEM Listing Rules and other applicable laws and regulations.

CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlements to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from Friday, 13 August 2021 to Wednesday, 18 August 2021, both days inclusive, during which period no transfer of the shares of the Company will be registered.

Shareholders are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Thursday, 12 August 2021.

僱員及薪酬政策

於2021年3月31日,本集團擁有58名僱員, (2020年:擁有53名僱員)包括董事。本集團 向僱員提供的薪酬組合包括薪金、花紅及其他 現金補貼。一般而言,本集團根據各僱員的資 歷、職位及年資釐定其薪金。本集團已制定年 度檢討機制以評估僱員的表現,此機制亦為本 集團對加薪、發放花紅及升職決定的基準。

業務回顧

有關本年度內本公司業務及前景的公平回顧及本集團表現的討論及分析,以及與其業績及財務狀況(包括對未來可能發展跡象的説明)有關的重大因素載列於本年報第6至19頁所載的管理層討論及分析。該等討論構成本報告一部分。

税務寬免

董事並不知悉股東因其持有本公司證券而可獲 取任何税務寬免或免税。

截至2021年3月31日止年度,本公司已獲取 税務寬免165,000港元,並已於綜合財務報表 附註11內反映。

股東週年大會

本公司將於2021年8月18日(星期三)舉行股東週年大會,有關大會通告將根據細則、GEM上市規則及其他適用法律及法規寄發予本公司股東。

暫停辦理股份過戶登記手續

為釐定出席應屆股東週年大會並於會上投票之資格,本公司將於2021年8月13日(星期五)至2021年8月18日(星期三)(包括首尾兩日)暫停辦理股份過戶登記手續,期間將不會辦理本公司股份過戶登記。

務請股東確保所有填妥之股份過戶表格連同相關股票須不遲於2021年8月12日(星期四)下午4時30分交回本公司之香港股份過戶登記分處,寶德隆證券登記有限公司,地址為香港北角電氣道148號21樓2103B室。

ENVIRONMENT POLICIES AND PERFORMANCE

The principal activity of the sale and transportation of diesel oil and related products business of the Group is governed by Hong Kong environmental laws and regulations including the Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong) and the Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong) in Hong Kong.

These laws and regulations cover a broad range of environmental matters, including air pollution, noise and gas emissions, leakage of oil products or other hazardous substances. The Group recognises the importance of environmental protection and has implemented various environmental protection measures in order to minimise the operation impact on the environment and natural resources.

The Group will continue to monitor the business operations in order to ensure that it does not have only significant adverse effect on the environment and that the Group's environment protection measures are adequate to ensure compliance with all applicable current Hong Kong laws or regulations.

As at the date of this report, no prosecution, penalty or punishment has been imposed upon the Group for the violation of any environmental laws or regulations.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this annual report, the Board is not aware of any significant events that have occurred requiring disclosure.

AUDITORS

The consolidated financial statement for the year ended 31 March 2021 has been audited by HLB Hodgson Impey Cheng Limited, who shall retire at the forthcoming AGM and being eligible to offer themselves for re-appointment.

By order of the Board

F8 ENTERPRISES (HOLDINGS) GROUP LIMITED FONG Chun Man

Chairman

環境政策及表現

本集團的主要業務為柴油及相關產品銷售及運輸,受香港環保法律及法規規管,包括香港法例第311章香港空氣污染管制條例及香港法例第358章水污染管制條例。

該等法律及法規涵蓋範圍廣泛的環境事務,包括空氣污染、噪音及氣體排放、石油產品或其他危害物質的洩漏。本集團認同環境保護的重要性,並已實施多項環境保護措施以將業務對環境及天然資源的影響降至最低。

本集團將持續監察業務運營,以確保其並無對 環境造成重大不利影響,而本集團有充足的環 境保護措施以確保遵守所有香港現行適用法律 或法規。

於本報告日期,本集團概無因違反任何環境法律或法規而遭受檢控、罰款或處罰。

報告期後事項

除本年報所披露者外,董事會並不知悉任何已 發生而須予披露之重大事件。

核數師

截至2021年3月31日止年度的綜合財務報表 已由國衛會計師事務所有限公司審核,而其將 於應屆股東週年大會上退任並符合資格及願意 續聘連任。

承董事會命

F8企業(控股)集團有限公司 主席

方俊文

EXECUTIVE DIRECTORS

Mr. Fong Chun Man ("Mr. Fong"), aged 41, is our founder, executive Director, Chairman, compliance officer, member of the Nomination Committee and Remuneration Committee, and is responsible for our Group's overall corporate management and business development strategies. Mr. Fong was appointed as an executive Director on 23 March 2017. Mr. Fong established our Group in early 2005 and was appointed as the director of Great Wall (International) Oil Limited in December 2005.

Mr. Fong has over 16 years of experience in the sale and transportation of diesel oil and related products. The performance of the Company is achieved in great level. He was responsible for the Company's daily operation, including but not limited to submitting tender proposals and undertaking construction projects, managing its corporate accounting and administrative matter, monitoring the logistics of projects and contacting suppliers and customers, such as authorised agents appointed by the Oil Majors. Mr. Fong has also been the director of Jet Good Limited since April 2005, a company whose principal business involves the provision of construction materials and related logistics services in Hong Kong, where he has gained experience in business operation and management expertise.

Mr. Fong has completed the Hong Kong Advanced Level Examination in July 1999 and has been a committee member of the 13th and 14th sessions of the Chinese People's Political Consultative Conference Guangzhou City Yue Xiu District Committee (中國人民政治協商會議廣州市越秀區委員會) since May 2008 and the committee member of the 13th session of the Chinese People's Political Consultative Conference Guangzhou Committee (中國人民政治協商會議廣州市委員會) since January 2017. Mr. Fong is the director and the chairman of the audit committee of Pok Oi Hospital, a non-profit hospital in Hong Kong since 2012 and the director of the planning and procedure department of the Hong Kong Road Safety Patrol since March 2015. He is also the current honorary president of the Hong Kong Girl Guides Association Shatin branch. Mr. Fong is the spouse of Ms. Lo.

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

執行董事

方俊文先生(「方先生」),41歲,是我們的創辦人、執行董事、主席、合規主任、提名委員會及薪酬委員會成員,並負責本集團的整體企業管理及業務發展策略。方先生於2017年3月23日獲委任為執行董事。方先生於2005年年初創辦本集團並於2005年12月獲委任為長城(國際)石油有限公司的董事。

方先生於柴油及相關產品銷售及運輸方面擁有 逾16年經驗,並且業績彪炳。彼負責本公司 日常營運,包括但不限於提交招標建議及承接 工程項目、管理其企業會計及行政事宜、監察 項目物流以及聯絡供應商及客戶,例如由主要 石油業者委任的授權代理。自2005年4月起, 方先生亦於勤亨有限公司(一間主要業務涉及 在香港提供建築材料及相關物流服務的公司) 擔任董事,從中取得業務營運經驗及管理的專 業知識。

方先生於1999年7月完成香港高級程度會考,並分別自2008年5月起成為第13屆及第14屆中國人民政治協商會議廣州市越秀區委員會委員及自2017年1月起成為第13屆中國人民政治協商會議廣州市委員會的委員。方先生自2012年起成為香港非牟利醫院博愛醫院的總理及審核委員會主席以及自2015年3月起成為香港交通安全隊策劃及程序署署長。方先生亦現為香港女童軍沙田分會名譽會長。方先生為勞女士的配偶。

除上文所披露者外,彼於過往三年內並無於任 何上市公司擔任董事職務。

Ms. Lo Pui Yee ("**Ms. Lo**"), aged 42, was appointed as our executive Director, and vice chairlady on 22 August 2016. Ms. Lo is responsible for supervising the overall administration and operation of our Group. She has more than 18 years of experience in the business administration and marketing area. Ms. Lo joined our Group in June 2016.

勞佩儀女士(「勞女士」),42歲,於2016年8月 22日獲委任為我們的執行董事兼副主席。勞女 士負責監督本集團的整體行政及營運事宜。彼 於商業管理及市場推廣領域擁有逾18年經驗。 勞女士於2016年6月加盟本集團。

Ms. Lo has completed the Hong Kong Advanced Level Examination in July 1999. Since June 2002, Ms. Lo has gained exposure in the daily administration, operation and executive management and has been a sole proprietor of Alpha Communications Company, which carries on the business of the provision of telecommunication and internet services, and has been responsible for supervising the business development and corporate governance. Since 2011, Ms. Lo has been a director and shareholder of Luxe Tuxedo Limited, an apparel company offering high-end men's formal suit and attire in Hong Kong, responsible for overseeing the administrative function, enhancing communication channels between management and staff and product branding. Ms. Lo is the spouse of Mr. Fong.

勞女士於1999年7月完成香港高級程度會考。自2002年6月起,勞女士已取得日常行政管理、經營及執行管理經驗,並一直為Alpha Communications Company(從事提供電訊及互聯網服務的業務)獨資經營者,且一直負責監督業務發展及企業管治。自2011年起,勞女士為華麗男士禮服有限公司(一間於香港提供男士高級禮服及西裝的服裝公司)的董事及股東,負責監督行政管理職能、提升管理層與員工之間的溝通以及產品品牌。勞女士為方先生的配偶。

Saved as disclosed above, she was not a director in any listed companies for the last three preceding years.

除上文所披露者外,彼於過往三年內並無於任何上市公司擔任董事職務。

Mr. Chan Chi Fai ("Mr. Chan"), aged 40, was appointed as our executive Director and chief executive officer on 22 August 2016 and is responsible for the operation of our fleet of tank wagon and business strategies implementation. Mr. Chan has joined Great Wall (International) Oil Company since September 2010.

陳志輝先生(「陳先生」),40歲,於2016年8月 22日獲委任為我們的執行董事及行政總裁,並 負責貯槽車車隊運作及實施業務策略。陳先生 自2010年9月加入長城(國際)石油公司。

Mr. Chan obtained a higher certificate and a higher diploma in Civil Engineering from the Hong Kong Institute of Vocational Education in July 2007 and July 2009, respectively. Mr. Chan also completed the certificate for Safety Supervisor (Construction Industry), Safety Training Techniques Course and Safe Working Cycle Course in February 2002, January 2009 and January 2009, respectively. Prior to joining our Group, Mr. Chan worked as a foreman in Yuk Shing Engineering Co., Limited from March 2000 to February 2007 whose principal business is construction and engineering, responsible for general site operation for drainage work and earthwork. From March 2007 to July 2010, Mr. Chan joined Vibro (H.K.) Limited and was promoted as a geotechnical field technician, whose principal business is construction, responsible for ground investigation arrangement and carrying out necessary testing.

陳先生分別於2007年7月及2009年7月取得香港專業教育學院土木工程高級證書及高級文憑。陳先生亦分別於2002年2月、2009年1月及2009年1月取得安全督導員(建造業)證書並完成安全訓練技巧課程及安全施工程序課程。加入本集團前,陳先生自2000年3月至2007年2月於鈺成工程有限公司(其主要業務為建築及工程)擔任管工,負責渠務工程及泥井工程的一般現場營運。自2007年3月至2010年7月,陳先生加入惠保(香港)有限公司(其主要業務為建築)並獲晉升為土力工程領域技術人員,負責土地勘探安排及進行必要檢測。

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

除上文所披露者外,彼於過往三年內並無於任 何上市公司擔任董事職務。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chui Chi Yun, Robert ("Mr. Chui"), aged 64, was appointed as our independent non-executive Director on 23 March 2017. Mr. Chui is the chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee.

Mr. Chui obtained a Bachelor's degree in commerce from the Concordia University in June 1978 and was awarded the Medal of Honour by the Government of Hong Kong Special Administrative Region in 2014. Mr. Chui is currently a practicing certified public accountant in Hong Kong and is a fellow member of the Hong Kong Society of Accountants since June 1991 and the Chartered Association of Certified Accountants since May 1989. Mr. Chui has over 35 years of experience in the accounting field and is the founder of a Hong Kong accounting firm, Robert Chui CPA Limited since August 1991.

Mr. Chui has been appointed as an independent non-executive director of Tse Sui Luen Jewellery (International) Limited, (Hong Kong stock code: 417), National Arts Entertainment and Culture Group Limited, (Hong Kong stock code: 8228), Wing Lee Property Investments Limited (Hong Kong stock code: 864) and Asia Cassava Resources Holdings Limited (Hong Kong stock code: 841) since April 1999, May 2009, February 2013 and August 2018, respectively. From June 2015 to July 2018, Mr. Chui was appointed as an independent non-executive director of PPS International (Holdings) limited (Hong Kong stock code: 8201).

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

Mr. Kwong Yuk Lap ("Mr. Kwong"), aged 45, was appointed as our independent non-executive Director on 23 March 2017. Mr. Kwong is the chairman of the Nomination Committee and a member of the Audit Committee.

Mr. Kwong obtained a Bachelor's degree in electronics from The Open University of Hong Kong in December 2001, a diploma in information technology from the School of Professional and Continuing Education of The University of Hong Kong in June 2004 and a master degree in information technology from Charles Sturt University, Australia in November 2005.

From December 2013 to October 2015, Mr. Kwong was appointed as a non-executive director of Wealth Glory Holdings Limited (Hong Kong stock code: 8269), whose principal activities involve manufacture and sale of fresh and dried noodles, investment holding in coal trading business, trading of natural resources and commodities and money lender. From November 2015 to August 2016, Mr. Kwong was redesignated as an executive director of Wealth Glory Holdings Limited.

獨立非執行董事

崔志仁先生(「**崔先生**」),64歲,於2017年3月 23日獲委任為我們的獨立非執行董事。崔先生 為審核委員會主席以及提名委員會及薪酬委員 會成員。

崔先生於1978年6月取得康考迪亞大學商科學士學位,並於2014年獲香港特別行政區政府頒授榮譽勳章。崔先生目前為香港執業會計師,並分別自1991年6月起及自1989年5月起成為香港會計師公會及特許公認會計師公會的資深會員。崔先生於會計領域擁有逾35年經驗,自1991年8月起為於香港的會計師行志仁會計師行有限公司的創辦人。

崔先生分別自1999年4月、2009年5月、2013年2月及2018年8月起獲委任為謝瑞麟珠寶(國際)有限公司(香港股份代號:417)、國藝娛樂文化集團有限公司(香港股份代號:8228)、永利地產發展有限公司(香港股份代號:864)及亞洲木薯資源控股有限公司(香港股份代號:841)的獨立非執行董事。自2015年6月至2018年7月,崔先生獲委任為寶聯控股有限公司(香港股份代號:8201)之獨立非執行董事。

除上文所披露者外,彼於過往三年內並無於任何上市公司擔任董事職務。

鄺旭立先生(「**鄺先生**」),45歲,於2017年3月 23日獲委任為我們的獨立非執行董事。鄺先生 為提名委員會主席及審核委員會成員。

鄺先生於2001年12月自香港公開大學取得電子學理學士學位,於2004年6月自香港大學專業進修學院取得資訊科技文憑,以及於2005年11月自澳洲查爾斯史都華大學取得資訊科技碩士學位。

自2013年12月至2015年10月,鄺先生獲委任為富譽控股有限公司(香港股份代號:8269)的非執行董事,該公司主要業務活動包括製造及銷售新鮮及乾麵、於煤炭貿易業務的投資控股、天然資源及商品貿易以及放債人。由2015年11月至2016年8月,鄺先生獲調任為富譽控股有限公司的執行董事。

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

Mr. Wang Anyuan ("Mr. Wang"), aged 50, was appointed as our independent non-executive Director on 23 March 2017. Mr. Wang is the chairman of the Remuneration Committee and a member of the Audit Committee.

Mr. Wang obtained a Bachelor's degree specialising in maritime and communication accounting from the Shanghai Maritime University in July 1994. He joined China Merchants Group and served as the manager of the audit (risk assurance) department from September 1996 to July 2001, the chief financial officer of China Merchants Securities (HK) Company Limited from July 2001 to January 2007 and general manager of audit (risk assurance) department of China Merchants Finance Holdings Company Limited from February 2007 to February 2008. In April 2008, Mr. Wang served BOCOM International Holdings Company Limited as an executive director and head of China operation, responsible for the equity sales. From June to December 2009, Mr. Wang served CITIC Securities International as a director and head of China operation, responsible for their securities business and had been the account executive of CITIC Securities International Company Limited from January 2010 to November 2012. In October 2012, Mr. Wang served as a deputy head of brokerage department of China Investment Securities (Hong Kong) Financial Holdings Limited, responsible for securities trading. In February 2013, Mr. Wang served as a responsible officer of China Investment Securities International Brokerage Limited of Type 1 (Dealing in Securities) regulated activities as defined in the SFO. Since May 2013, Mr. Wang joined Orient Finance Holdings (Hong Kong) Limited as a business director of the brokerage department. Mr. Wang has been appointed as an executive director, compliance officer and authorised representative of Code Agriculture (Holdings) Limited (Hong Kong stock code: 8153) from September 2015 to January 2018. Mr. Wang is licensed with the SFC as a representative of Orient Securities (Hong Kong) Limited to carry out type 1 (dealing in securities) regulated activity and as a representative of Orient Futures (Hong Kong) Limited to carry out type 2 (dealing in futures contract) regulated activity.

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

除上文所披露者外,彼於過往三年內並無於任何上市公司擔任董事職務。

王安元先生(「王先生」),50歲,於2017年3月 23日獲委任為我們的獨立非執行董事。王先生 為薪酬委員會主席及審核委員會成員。

王先生於1994年7月自上海海運大學取得水運 經濟系會計學學士學位,彼自1996年9月至 2001年7月加入招商局集團,擔任審計(稽核) 部主任,自2001年7月至2007年1月為招商證 券(香港)有限公司的財務總監,並自2007年2 月至2008年2月為招商局金融集團有限公司審 計(稽核)部總經理。於2008年4月,王先生於 交銀國際控股有限公司擔任執行董事及中國業 務主管,負責股票銷售。自2009年6月至12 月,王先生於中信證券國際擔任董事及中國業 務主管,負責證券業務,並自2010年1月至 2012年11月於中信証券國際有限公司擔任客 户經理。於2012年10月,王先生於中投證券 (香港)金融控股有限公司擔任經紀部門副主 管,負責證券交易。於2013年2月,王先生擔 任中投證券國際經紀有限公司(從事證券及期 貨條例定義第1類(證券交易)之受規管活動) 的負責人員。自2013年5月起,王先生加入東 方金融控股(香港)有限公司擔任經紀部門業務 董事。自2015年9月至2018年1月,王先生獲 委任為科地農業控股有限公司(香港股份代號: 8153)的執行董事、合規主任及法定代表。王 先生獲得證監會許可作為東方證券(香港)有限 公司代表以進行第1類(證券交易)之受規管活 動及作為東方期貨(香港)有限公司之代表以進 行第2類(期貨合約交易)之受規管活動。

除上文所披露者外,彼於過往三年內並無於任何上市公司擔任董事職務。

SENIOR MANAGEMENT

Mr. Cheung Lee Kwok ("Mr. Cheung"), aged 43, is our chief operation officer and is responsible for overseeing the daily operation and general financial management of our Group. Mr. Cheung has joined our Group since April 2016.

Mr. Cheung has over 13 years of experience in operational management. He obtained a bachelor's degree in mathematics from the National Central University, Taiwan, in June 2002. Prior to joining our Group, Mr. Cheung worked as an information technology engineer in Di Sheng Computer Limited (迪生電腦有限公司*) from March 2004 to July 2005, and from January 2007 to May 2007, responsible for conducting products testing and providing customer support. From June 2007 to April 2010, Mr. Cheung worked as an engineer in Chunghwa Picture Tubes, Ltd. (中華映管股份有限公司) whose principal business is involved in the optoelectronic industry (Taiwan stock exchange, stock code: 2475, and Luxembourg stock exchange, ISIN code: US17133M7092), responsible for supervising the production operation and quality control, as well as managing technicians and support staffs for improving operational efficiency. Mr. Cheung then worked in the sale of diesel oil related business in Great Wall (International) Company for six years from April 2010 to March 2016, responsible for the daily operations of the sole proprietorship.

COMPANY SECRETARY

Ms. Leung Yin Fai ("Ms. Leung"), aged 56, was appointed as the Group's company secretary on 26 October 2017. Ms. Leung has been a director of K E Corporate Services Limited (a company secretarial services provider) since April 2016, the managing director of K E Management & Consultancy (Shanghai) Co., Ltd. since August 2015 and an independent non-executive director of Green Leader Holdings Group Limited (Hong Kong Stock Code: 0061) from April 2014 to January 2020. Ms. Leung was a director of KCS Hong Kong Limited from August 2008 to October 2014.

Ms. Leung was admitted as a fellow of the Association of Chartered Certified Accountants (currently known as Chartered Association of Certified Accountants) in the United Kingdom in July 1995. Ms. Leung was also admitted as a fellow member of the CPA Australia in May 2004 and is currently a member of HKICPA. Ms. Leung obtained a master's degree in commerce from the University of New South Wales, Australia in November 2002.

高級管理層

張利國先生(「張先生」),43歲,獲委任為我們的營運總監,並負責監察本集團的日常營運及一般財務管理。張先生自2016年4月起加入本集團。

張先生於營運管理方面擁有逾13年經驗。彼於2002年6月自台灣國立中央大學取得數學學士學位。加入本集團前,張先生自2004年3月至2005年7月,及自2007年1月至2007年5月,於迪生電腦有限公司擔任資訊科技工程師,負責進行產品測試及提供客戶支援。自2007年6月至2010年4月,張先生於中華映管股份有限公司(其主要業務為從事光電行業)(台灣證券交易所,股份代號:2475,及盧森堡交易所,證券代碼:US17133M7092)擔任工程師,負責監督生產運作及質量控制,以及管理技術自2010年4月至2016年3月於長城(國際)公司從事柴油相關業務銷售達六年,負責獨資經營的日常營運。

公司秘書

梁燕輝女士(「梁女士」),56歲,於2017年10月26日獲委任為本集團公司秘書。梁女士自2016年4月起一直為東方凱譽有限公司(一間公司秘書服務供應商)之董事、自2015年8月起為凱誠管理諮詢(上海)有限公司之常務董事及自2014年4月至2020年1月為綠領控股集團有限公司(香港股份代號:0061)之獨立非執行董事。梁女士自2008年8月至2014年10月為凱譽香港有限公司之董事。

梁女士於1995年7月成為英國特許公認會計師公會之資深會員。梁女士亦於2004年5月成為澳洲會計師公會之資深會員,並現為香港會計師公會之會員。梁女士於2002年11月取得澳洲新南威爾斯大學商學碩士學位。



TO THE SHAREHOLDERS OF F8 ENTERPRISES (HOLDINGS) GROUP LIMITED

(Incorporated in Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of F8 Enterprises (Holdings) Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 70 to 190, which comprise the consolidated statement of financial position as at 31 March 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditors' 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.

31/F, Gloucester Tower The Landmark 11 Pedder Street Central Hong Kong

香港中環 甲打街11號 置地廣場 告羅士打大廈31樓

致 F8 企業(控股)集團有限公司 股東

(於開曼群島註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第70至190頁的F8企業(控股)集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於2021年3月31日之綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映了 貴集團於2021年3月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已按照香港公司條例的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表的責任」部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」),我們獨立於 貴集團,並已履行守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

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.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷,認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

Key audit matters 關鍵審計事項

Allowance for expected credit losses ("ECL") on trade and other receivables

貿易及其他應收款項預期信貸虧損(「預期信貸虧損」) 撥備

Refer to Notes 5(b), 24 and 25 to the consolidated financial statements.

請參閱綜合財務報表附註5(b)、24及25。

As at 31 March 2021, the Group had trade receivables and other receivables and deposit of approximately HK\$69,408,000, HK\$23,564,000, respectively (2020: HK\$76,596,000 and HK\$5,387,000) and net provision allowance for ECL on trade receivables and other receivables and deposits of approximately HK\$3,215,000 and HK\$3,902,000, respectively (2020: HK\$1,771,000 and HK\$716.000).

於2021年3月31日, 貴集團貿易應收款項及其他應收款項以及按金分別約為69,408,000港元及23,564,000港元(2020年:76,596,000港元及5,387,000港元),而貿易應收款項及其他應收款項以及按金預期信貸虧損撥備準備淨額分別約為3,215,000港元及3,902,000港元(2020年:1,771,000港元及716,000港元)。

The determination as to whether trade and other receivables are collectable involved high level of management's judgement. Specific factors management considered include the age of the balances, business nature of customers, existence of disputes, recent historical payment patterns and any other available information concerning the creditworthiness of counterparties. Management used these information to determine whether a provision for impairment is required either for a specific transaction or for a customer's balance overall.

釐定貿易及其他應收款項是否可收回涉及高水平的管理層 判斷。管理層考慮的特定因素包括結餘賬齡、客戶業務性 質、是否存在爭議、近期過往付款模式及有關對手方信譽 的任何其他可獲得資料。管理層已使用有關資料釐定是否 須就特定交易或整體客戶結餘計提減值撥備。 How our audit address the key audit matters 我們的審計如何處理關鍵審計事項

Our procedures in relation to management's impairment assessment of trade and other receivables included: 我們就管理層的貿易及其他應收款項減值評估進行的程序包括:

- Understanding and evaluating the key controls that the Group has implemented to manage and monitor its credit risk, and evaluating management's assessment process for allowance for expected credit losses;
 - 瞭解並評估 貴集團已實施的關鍵監控措施以管理 及監控其信貸風險,並評估管理層有關預期信貸虧 損撥備的評估過程;
- Checking, on a sample basis, the ageing profile of the trade and other receivables as at 31 March 2021 to the underlying financial records and post year-end settlements to bank receipts;
 - 抽樣檢查於2021年3月31日有關財務記錄內的貿易 及其他應收款項賬齡情況及於年結日後銀行結算收 據:

Key audit matters 關鍵審計事項 How our audit address the key audit matters 我們的審計如何處理關鍵審計事項

Allowance for expected credit losses ("ECL") on trade and other receivables (Continued) 貿易及其他應收款項預期信貸虧損撥備(續)

- Inquiring of management for the status of each of the material trade and other receivables past due as at year end and corroborating explanations from management with supporting evidence, such as performing public search for selected customers, understanding on-going business relationship with the customers based on trade records, checking historical and subsequent settlement records of and other correspondence with the customers; and 質詢管理層有關年結日已逾期的各項重大貿易及其他應收款項狀況以及管理層以證據支持的解釋(例如對選定客戶進行公開調查、基於貿易紀錄瞭解與客戶的持續業務關係、檢查過往及後續結算記錄以及與客戶之間其他往來信函);及
- Assessing the appropriateness of the expected credit losses provisioning methodology, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the expected credit losses.

評估預期信貸虧損撥備方法是否恰當,抽樣審查關 鍵輸入數據以評估其準確性及完整性,並質詢釐定 預期信貸虧損所用的假設(包括過往及前瞻性資料)。

We found that the management judgment and estimates used to assess the recoverability of the trade and other receivables and determine allowance for ECL on trade and other receivables to be supportable by available evidence.

我們發現,管理層用以評估貿易及其他應收款項可收回 能力以及釐定貿易及其他應收款項預期信貸虧損撥備的 判斷及估計有可得證據支持。

Independent Auditors' Report

獨立核數師報告

Key audit matters 關鍵審計事項

How our audit address the key audit matters 我們的審計如何處理關鍵審計事項

Business Combination 業務合併

Refer to Notes 19, 20 and 35 to the consolidated financial statements

請參閱綜合財務報表附註19、20及35。

Acquisition of subsidiaries 收購附屬公司

Refer to Notes 35 to the consolidated financial statements 請參閱綜合財務報表附註35。

On 21 April 2020, the Group completed the acquisition of 51% of issued share capital of Meijia Shell (Global) Lubricant Technology Limited ("Meijia Shell") for consideration of approximately HK\$16,380,000.

於2020年4月21日, 貴集團完成收購美嘉殼(環球)潤滑科技有限公司(「美嘉殼」)51%已發行股本,代價約為16,380,000港元。

Management has engaged an independent valuer to assist in performing the purchase price allocation assessment on the fair values acquired and liabilities assumed as at the acquisition date. Goodwill of approximately HK\$2,044,000 was initially recognised upon the acquisition of Meijia Shell.

管理層已委聘獨立估值師協助對於收購日期的所收購公平 值及所承擔負債進行購買價格分配評估。於收購美嘉殼後 初步確認商譽約2,044,000港元。

Significant management judgements were involved in the valuation methodology and underlying assumptions of the valuation of purchase price allocation, including the revenue growth rate and discount rate.

購買價格分配估值的估值方法及相關假設涉及重大管理層 判斷,包括收益增長率、折現率及最終增長率。 Our procedures in relation to the acquisition of subsidiaries, but were not limited to: 我們就收購附屬公司進行的程序包括但不限於:

- Obtained and read the sale and purchase agreement relating to the acquisition to ensure the consideration paid, goodwill and contingent consideration receivable have been recognised in accordance with relevant accounting standards; 取得並閱讀有關收購事項的買賣協議,以確保已付代價、商譽及應收或然代價已根據相關會計準則確認;
- Evaluating of the independent valuer's, competence, capabilities, independence and objectivity; 評估獨立估值師的才能、能力、獨立性及客觀性;
- Involving our auditors' expert to assist us in assessing the methodologies and certain key assumptions used in determining the fair values of the net assets; 加入我們之核數師東家以協助我們評估營定資產淨
 - 加入我們之核數師專家以協助我們評估釐定資產淨 值公平值之方法及若干主要假設;
- Discussing with the external valuer on the scope, and assessing the appropriateness of the valuation methodologies used in determining the fair values based on our industry knowledge and market practices;
 - 與外部估值師就範疇進行討論,並根據我們之行業 知識及市場慣例評估用於釐定公平值之估值方法是 否恰當:
- Assessing the reasonableness of the key assumptions used by the external valuer such as revenue growth rate and discount rate by comparing these assumptions against relevant market data and industry research;
 - 評估外部估值師所用之主要假設是否合理,如收益 增長率及折讓率,方法為將該等假設與相關市場數 據及行業研究進行比較;
- Testing the arithmetical accuracy on the calculation of the fair values of identified net assets, goodwill and contingent consideration receivable. 測試計算已識別資產淨值、商譽及應收或然代價公 平價值算術之精確程度。

We found the assumptions made by management in relation to the valuation of purchase price allocation to be supportable by the available evidence.

我們發現管理層就購買價分配估值作出之假設有可得證據支持。

Key audit matters 關鍵審計事項 How our audit address the key audit matters 我們的審計如何處理關鍵審計事項

Business Combination (Continued) 業務合併(續)

Impairment assessment on goodwill 商譽減值評估

Refer to Notes 19 to the consolidated financial statements 請參閱綜合財務報表附註 19。

The Group had goodwill of approximately HK\$2,044,000 relating to the segment of sales and transportation of diesel oil and related product as at 31 March 2021. Management performed the impairment assessment of goodwill and concluded that no impairment was recognised as at 31 March 2021.

於2021年3月31日, 貴集團與柴油及相關產品的銷售及 運輸業務分部的商譽約為2,044,000港元。管理層對商譽進 行減值評估,結論是於2021年3月31日並無確認減值。

Management engaged an independent valuer to assist in performing impairment assessment on the goodwill using value in use calculations.

管理層委聘獨立估值師協助以使用價值計算對商譽進行減 值評估。

Significant management judgements were involved in the underlying assumptions of the impairment assessment, including revenue growth, discount rate and terminal growth rate.

減值評估的相關假設涉及重大管理層判斷,包括收益增長率、折現率及最終增長率。

Our procedures in relation to management's impairment assessment of goodwill included:

針對管理層就商譽所進行之減值評估,我們進行之程序 包括:

- Evaluating of the independent valuer's competence, capabilities and objectivity; 評估獨立估值師之資格、能力及客觀性;
- Assessing the methodologies used and the appropriateness of the key assumptions based on our knowledge of the relevant industry and using our valuation experts;

依據我們對相關行業之知識及估值專家之意見,評 估所採用之方法及關鍵假設之恰當性;

- Challenging the reasonableness of key assumptions based on our knowledge of the business and industry; and
 - 依據我們對業務及行業之知識,審查所採用之關鍵 假設之合理性;及
- Checking, on a sampling basis, the accuracy and relevance of the input data used.
 - 抽樣檢查所採用之輸入數據之準確性及相關性。

We found the key assumptions made by management for impairment assessment were supported by the available evidence.

我們認為管理層就減值評估所作之關鍵假設得到現有憑 證支持。

Independent Auditors' Report

獨立核數師報告

Key audit matters 關鍵審計事項

How our audit address the key audit matters 我們的審計如何處理關鍵審計事項

Business Combination (Continued) 業務合併(續)

Fair value measurement on contingent consideration receivable

應收或然代價的公平值計量

Refer to Notes 20 to the consolidated financial statements 請參閱綜合財務報表附註20。

As at 31 March 2021, the fair value of contingent consideration receivables was HK\$15,421,000 and the Group recognised a gain on fair value change of the contingent consideration of HK\$1,220,000 in profit or loss. 於2021年3月31日,應收或然代價公平值為15,421,000港元, 貴集團於損益中確認或然代價公平值變動收益1,220,000港元。

The measurement of fair value of the contingent consideration receivables involved significant degree of the management's judgment.

應收或然代價公平值的計量涉及重大程度的管理層判斷。

Independent external valuation has been obtained in order to support the management's estimates.

貴集團已取得獨立外聘估值以支持管理層的估計。

Our audit procedures in relation to the fair value measurement on contingent consideration receivables including but not limited to:

我們就應收或然代價之公平值計量之審核程序包括但不 限於:

- Obtaining and understanding the Company's process regarding the determination of fair value of contingent consideration receivables;
 - 獲得及了解 貴公司有關釐定應收或然代價之公平 值的程序;
- Evaluating of the independent valuers' competence, capabilities, independence and objectivity;

評估獨立估值師之才幹、能力、獨立性及客觀性;

- Evaluating the appropriateness of the valuation methodologies and techniques used in determining the fair value of contingent consideration receivables;
 - 評估用於釐定應收或然代價公平值的評估辦法及技 術的適當程度;
- Evaluating the appropriateness of the judgment and estimates of key assumptions used in determining the fair value of contingent consideration receivables; and
 - 評估用於釐定應收或然代價之公平值的關鍵假設之 判斷及估計的適當性;及
- Checking, on a sample basis, the accuracy and relevance of the input data used.

抽樣檢查所用輸入數據之準確性及相關性。

We found that the key assumptions were supported by the available evidence.

我們認為,關鍵假設已獲所得證據支持。

OTHER INFORMATION

The Directors 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 auditors' report thereon (the "Other Information").

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 THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

其他信息

董事須對其他信息負責。其他信息包括年報內 的信息,但不包括綜合財務報表及我們的核數 師報告(「其他信息」)。

我們對綜合財務報表的意見並不涵蓋其他信 息,我們亦不對該等其他信息發表任何形式的 鑒證結論。

結合我們對綜合財務報表的審計,我們的責任 是閱讀其他信息,在此過程中,考慮其他信息 是否與綜合財務報表或我們在審計過程中所了 解的情況存在重大抵觸或者似乎存在重大錯誤 陳述的情況。基於我們已執行的工作,如果我 們認為此其他信息存在重大錯誤陳述,我們需 要報告該事實。在這方面,我們沒有任何報 告。

董事及審核委員會對綜合財務報表 的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定,擬備 真實而中肯的綜合財務報表,並對其認為為使 綜合財務報表的擬備不存在由於欺詐或錯誤而 導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時,董事負責評估 貴集 團持續經營的能力,並在適用情況下披露與持 續經營有關的事項,以及使用持續經營為會計 基礎,除非董事有意將 貴集團清盤或停止經 營,或別無其他實際的替代方案。

審核委員會須負責監督 貴集團的財務報告過程。

AUDITORS' 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 auditors' report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional 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.

核數師就審計綜合財務報表的責任

我們的目標,是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證,並出具包括我們意見的核數師報告。我們僅向關下(作為整體)報告,除此之外報告別無其他目的。我們不會就本報告的合理不會就不會就不會就不會就不會就不會就不會就不會不能保證按照香港。計準則進行的審計,在某一重大錯誤陳述時總能發現。錯誤陳述可以由欺詐或錯誤則進行的審計,依賴綜合財務報表使用者,依賴綜合財務報表使用者,依賴綜合財務報表所作出的經濟決定,則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中,我們 運用了專業判斷,保持了專業懷疑態度。我們 亦:

- 識別和評估由於欺詐或錯誤而導致綜合 財務報表存在重大錯誤陳述的風險、設 計及執行審計程序以應對這些風險,以 及獲取充足及適當的審計憑證,作為我 們意見的基礎。由於欺詐可能涉及串 謀、偽造、蓄意遺漏、虛假陳述或凌駕 內部控制之上,因此未能發現因欺詐而 導致的重大錯誤陳述的風險高於未能發 現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制,以設計適當的審計程序,但目的並非對 貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作 出會計估計和相關披露的合理性。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

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

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

核數師就審計綜合財務報表的責任

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證,確定是否存在與事項或情況有關的重大,實經營能力產生重大疑慮。若我們認為存在重大不確定性,則有必要在核數原存在重大不確定性,則有必要在核數的時間,是所取得的故關。假若有關的披露不足基證。則修改我們的意見。我們的結論是過數的報告日止所取得的審計憑。數師報告日止所取得的審計憑。然而,未來事項或情況可能導致。集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容,包括披露,以及綜合財務報表是否中肯反映交易及事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證,以便對綜合財務報表發表意見。我們負責集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

除其他事項外,我們與審核委員會溝通了計劃 的審計範圍、審計時間安排、重大審核發現 等,包括我們在審計中識別出內部控制的任何 重大缺陷。

我們還向審核委員會提交聲明,説明我們已符合有關獨立性的相關專業道德要求,並與他們 溝通有可能合理地被認為會影響我們獨立性的 所有關係和其他事項,以及在適用的情況下, 為消除威脅而採取的行動或防範措施。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

The engagement director on the audit resulting in this independent auditors' report is Shek Lui.

核數師就審計綜合財務報表的責任

從與審核委員會溝通的事項中,我們確定哪些 事項對本期綜合財務報表的審計最為重要,因 而構成關鍵審計事項。我們在核數師報告中描 述這些事項,除非法律法規不允許公開披露這 些事項,或在極端罕見的情況下,如果合理預 期在我們報告中溝通某事項造成的負面後果超 過有關溝通產生的公眾利益,我們決定不應在 報告中溝通該事項。

出具本獨立核數師報告的審計項目董事為石 磊。

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Shek Lui

Practising Certificate Number: P05895

Hong Kong, 25 June 2021

國衛會計師事務所有限公司

香港執業會計師

石磊

執業證書號碼: P05895

香港,2021年6月25日

Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表

For the year ended 31 March 2021 截至2021年3月31日止年度		Notes 附註	2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元
Revenue Cost of sales	收益 銷售成本	6	438,217 (410,089)	439,338 (415,521)
Gross profit Other gains or losses	毛利 其他收益或虧損	8	28,128 9,587	23,817
Fair value change on contingent consideration receivable	應收或然代價公平值變動		1,220	_
Fair value change on contingent consideration payables	應付或然代價公平值變動		_	3,598
Administrative expenses Other operating expenses Allowance for ECL on trade and other	行政開支 其他營運開支 貿易及其他應收款項以及按金		(16,820) (7,982)	(16,042) (3,135)
receivables and deposit, net	預期信貸虧損撥備,淨額		(4,586)	(1,238)
Profit from operations Finance costs	經營溢利 融資成本	9	9,547 (2,745)	7,291 (1,363)
Profit before taxation Income tax expenses	除税前溢利 所得税開支	10 11	6,802 (1,343)	5,928 (1,422)
Profit for the year	年內溢利		5,459	4,506
Other comprehensive income/(loss) for the year Items that will not be reclassified to profit or loss: Fair value change on financial assets at fair value through other	年內其他全面收益/(虧損) 不會重新分類至損益的 項目: 按公平值計入其他全面 收益的金融資產			
comprehensive income Items that may be reclassified subsequently to profit or loss: Exchange differences on translating	公平值變動 其後可能重新分類至損益的 項目: 換算海外業務的匯兑差額		-	(905)
foreign operations Reclassification for foreign operation			3,536	(1,027)
disposed of during the year	分類		-	27
			3,536	(1,000)
Other comprehensive income/(loss) for the year, net of tax	除税後年內其他全面收益/ (虧損)		3,536	(1,905)
Total comprehensive income for the year	年內全面收益總額		8,995	2,601

Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表

			2021	2020
			2021年	2020年
For the year ended 31 March 2021		Notes	HK\$'000	HK\$'000
截至2021年3月31日止年度		附註	千港元	千港元
Profit/(loss) for the year attributable to:	年內應佔溢利/(虧損):			
Owners of the Company	本公司擁有人		6,387	4,664
Non-controlling interests	非控股權益		(928)	(158)
			5,459	4,506
Total comprehensive income/	—— 年內應佔全面收益/(開支)			
(expense) for the year	總額:			
attributable to:				
Owners of the Company	本公司擁有人		8,331	3,221
Non-controlling interests	非控股權益		664	(620)
			8,995	2,601
Earnings per share	—— 每股盈利			
Basic and diluted (HK cents)	基本及攤薄(港仙)	15	0.73	0.58

The accompanying notes form an integral part of these consolidated 附註為此等綜合財務報表的組成部分。 financial statements.

Consolidated Statement of Financial Position 綜合財務狀況表

As at 31 March 2021 於2021年3月31日		Notes 附註	2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	21,621	20,494
Right-of-use assets	使用權資產	17	956	245
Prepayment for right-of-use assets	使用權資產預付款項	18	8,920	8,235
Goodwill	商譽	19	2,044	_
Deposits for property, plant	物業、廠房及設備按金			
and equipment		25	13,867	160
Financial assets at fair value through	按公平值計入損益的			
profit or loss	金融資產	21	4,778	4,678
Contingent consideration receivable	應收或然代價	20	7,060	-
Deferred tax assets	遞延税項資產	33	650	291
			59,896	34,103
Current assets				<u> </u>
Inventories	存貨	23	16,350	11,51
Trade receivables	貿易應收款項	24	69,408	76,59
Prepayments, deposits and	預付款項、按金及			,
other receivables	其他應收款項	25	27,914	11,15
Financial assets at fair value through	按公平值計入損益的			
profit or loss	金融資產	21	_	75
Contingent consideration receivable	應收或然代價	20	8,361	
Pledged bank deposits	已抵押銀行存款	26	12,158	12,02
Cash and bank balances	現金及銀行結餘	26	20,535	6,66
			154,726	118,70
Current liabilities	 流動負債			
Trade payables	貿易應付款項	27	32,517	7,72
Accruals, other payables and	應計費用、其他應付款項及			
deposits received	已收按金	28	11,812	7,17
Contract liabilities	合約負債	29	5,780	4,50
Bank and other borrowings	銀行及其他借款	30	21,294	16,09
Bonds payable	應付債券	32	8,800	
Lease liabilities	租賃負債	31	648	252
Tax payables	應付税項		1,172	1,01
			82,023	36,77
Net current assets	流動資產淨值		72,703	81,929
Total assets less current liabilities	資產總值減流動負債		132,599	116,032

Consolidated Statement of Financial Position 綜合財務狀況表

As at 31 March 2021 於2021年3月31日		Notes 附註	2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	31	110	_
Bonds payable	應付債券	32	-	8,800
Deferred tax liabilities	遞延税項負債	33	451	698
			561	9,498
Net assets	資產淨值		132,038	106,534
Capital and reserves	 資本及儲備			
Share capital	股本	34	8,780	8,000
Reserves	儲備		107,703	83,772
Equity attributable to owners	本公司擁有人應佔權益			
of the Company			116,483	91,772
Non-controlling interests	非控股權益		15,555	14,762
Total equity	總權益		132,038	106,534

Approved and authorised for the issue by the board of Directors on 25 June 2021 and signed on its behalf by:

已於二零二一年六月二十五日獲董事會批准及 授權刊發,並經以下人士代表董事會簽署:

Fong Chun Man 方俊文 Executive Director 執行董事 **Lo Pui Yee** 勞佩儀 Executive Director 執行董事

The accompanying notes form an integral part of these consolidated financial statements.

附註為此等綜合財務報表的組成部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Other reserve	Capital contribution reserve	Fair value through other comprehensive income reserve 按公平值計入 其他全面	Exchange reserve	Amounts relating to disposal group held for sale 持作待售 出售集團	Retained earnings	Sub-total	Non controlling interest	Total
For the year ended 31 March 2021 截至2021年3月31日止年度		股本 HK\$'000 千港元 (Note i) (附註i)	股份溢價 HK\$'000 千港元 (Note ii) (附註 ii)	其他儲備 HK\$'000 千港元 (Note iii) (附註iii)	實繳儲備 HK\$'000 千港元 (Note iv) (附註iv)	收益儲備 HK\$'000 千港元 (Note v) (附註v)	匯兑儲備 HK\$'000 千港元 (Note vi) (附註vi)	相關金額 HK\$'000 千港元	保留盈利 HK\$'000 千港元	小計 HK\$'000 千港元	非控股權益 HK\$*000 千港元	總計 HK\$'000 千港元
At 1 April 2019 Profit/(loss) for the year Other comprehensive loss for the year	於2019年4月1日 年內溢利/(虧損) 年內其他全面虧損	8,000 - -	49,221 - -	_* _	24,652 - -	- - (905)	- - (565)	(27) - 27	6,705 4,664	88,551 4,664 (1,443)	- (158) (462)	88,551 4,506 (1,905)
Profit and total comprehensive income for the year Recognisation of non-controlling interest	年內溢利及全面收益總額 確認非控股權益	-	-	-	- -	(905)	(565)	27	4,664	3,221	(620) 15,382	2,601 15,382
At 31 March 2020 and 1 April 2020 Profit/(loss) for the year Other comprehensive loss for the year	於2020年3月31日及 2020年4月1日 年內溢利/(虧損) 年內其他全面虧損	8,000 - -	49,221 - -	_* - -	24,652 - -	(905) - -	(565) - 1,944	- - -	11,369 6,387 -	91,772 6,387 1,944	14,762 (928) 1,592	106,534 5,459 3,536
Profit and total comprehensive income for the year Issurance of shares in accordance with acquisition of subsidiaries (note 35)	年內溢利及全面收益總額 根據收購附屬公司發行 股份(附註35)	- 780	- 15,600	-	-	-	1,944	-	6,387	8,331 16,380	664	8,995 16,380
Recognisation of non-controlling interest At 31 March 2021	確認非控股權益 於2021年3月31日	8,780	64,821	-	24,652	(905)	1,379	-	17,756	116,483	129 15,555	132,038

Notes:

- (i) (1) On 12 April 2017, 200,000,000 shares of HK\$0.01 each of the Company were allotted and issued at a price of HK\$0.32 per Share by way of Shares Offer. (2) On 20 April 2020, 78,000,000 shares at HK\$0.01 each of the Company was issued under general mandate at an issue price of HK\$0.21 per Share were allotted and issued in relation to acquisition of subsidiaries.
- (ii) Share premium represents the excess of shares issue over the par value.
- (iii) Other reserve of the Group represents the difference between the total equity of the subsidiaries and the aggregated share capital of the subsidiaries pursuant to the Reorganisation where the transfer of the subsidiaries to the Company are satisfies by issue of new shares from the Company. The balance was approximately HK\$8.
- (iv) Capital contribution reserve represents the amount of the financial impact arisen from the transfer of business from Great Wall (International) Oil Company (Sole Proprietorship Business) to Great Wall (International) Oil Limited.
- (v) Fair value reserve comprises the cumulative net change in the fair value of equity investments designated at fair value through other comprehensive income under HKFRS 9 that are held at the end of the reporting period.
- (vi) Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong.
- * The balance was approximately HK\$8

The accompanying notes form an integral part of these consolidated financial statements.

附註:

- (i) (1)於2017年4月12日,200,000,000股每股面值0.01港元的本公司股份以每股股份0.32港元的價格透過股份發售予以配發及發行。(2)於2020年4月20日,本公司78,000,000股每股面值0.01港元的股份就收購附屬公司根據一般授權按發行價每股股份0.21港元配發及發行。
- (ii) 股份溢價指股份發行超過面值的金額。
- (iii) 本集團的其他儲備指該等附屬公司的權益總額與附屬公司根據重組應佔的股本總額之間的差額(轉讓附屬公司予本公司透過本公司發行新股份支付)。結餘約為8港元。
- (iv) 資本實繳儲備指長城(國際)石油公司(獨資經營業務) 向長城(國際)石油有限公司轉讓業務產生的財務影響的金額。
- (v) 公平值儲備包括於報告期末持有根據香港財務報告 準則第9號指定為按公平值計入其他全面收益的權 益投資公平值累計變動淨額。
- (vi) 匯兑儲備包括換算香港境外業務的財務報表所產生 的所有外匯差額。
- * 餘額約為8港元

附註為此等綜合財務報表的組成部分。

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 March 2021 截至 2021 年 3 月 31 日止年度		Notes 附註	2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
	<i> 一</i>	111 H-T	1,270	17070
Operating activities Profit before taxation:	經營活動 除稅前溢利:		6,802	5,928
			0,802	3,720
Adjustments for:	就以下各項作出調整:	0	0.745	4 2 / 2
Finance costs	融資成本	9	2,745	1,363
Gain on disposal of property, plant	出售物業、廠房及設備	0		(= 4 = 1
and equipment	的收益	8	_	(545)
Depreciation of property, plant	物業、廠房及設備折舊	1/	2.402	2 221
and equipment	休田排次 多七茬	16 17	2,183	2,231
Depreciation of right-of-use assets Unrealised (gain)/loss on financial	使用權資產折舊 按公平值計入損益的金融	17	564	1,224
assets at fair value through	資產未變現(收益)/虧損			
profit or loss		8	(100)	471
Realised (gain)/loss on financial assets	按公平值計入損益的金融			
at fair value through profit or loss	資產已變現(收益)/虧損	8	(363)	356
Loss on disposals of subsidiaries	出售附屬公司虧損	8	-	27
Allowance for ECL on trade and	貿易及其他應收款項以及			
other receivables and deposit	按金預期信貸虧損撥備	24, 25	6,113	2,257
Reversal of allowance for ECL on	貿易應收款項			
trade receivables	預期信貸虧損撥備撥回	24, 25	(1,527)	(1,019)
Interest Income	利息收入	8	(135)	(41)
Fair value change on contingent consideration receivable	應收或然代價公平值變動		(1,220)	_
Fair value change on contingent	應付或然代價公平值變動		, , ,	
consideration payables			-	(3,598)
Operating cash flows before	營運資金變動前之經營			
movements in working capital	現金流量		15,062	8,654
Increase in inventories	存貨增加		(1,856)	(11,542)
Decrease/(increase) in trade receivables			9,330	(5,739)
Increase in deposits, prepayments and	按金、預付款項及其他應收			
other receivables	款項增加		(15,962)	(3,491)
Increase in trade payables	貿易應付款項增加		20,404	1,948
Increase in accruals, other payables	應計費用、其他應付款項及			
and deposits received	已收按金增加		2,401	3,974
(Decrease)/increase in contract liabilities	合約負債(減少)/增加		(2,387)	4,628
Cash generated from/(used in)	經營活動所得/(所用)現金			
operating activities			26,992	(1,568)
Income tax paid	已付所得税		(1,732)	(2,443)
Net cash generated from/(used in)	經營活動所得/(所用)現金			
operating activities	淨額		25,260	(4,011)
-				

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 March 2021 截至2021年3月31日止年度		Notes 附註	2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元
Investing activities	投資活動 物業、廠房及設備按金			
Deposits for property, plant and equipment	彻未、顺厉及政佣权业		(13,463)	(160)
Net cash inflow from acquisition of subsidiaries	收購附屬公司的現金流入淨額		503	(.00)
Prepayment for right-of-use assets	使用權資產預付款項		-	(8,452)
Acquisition of property, plant	收購物業、廠房及設備			
and equipment			(2,227)	(13,087)
Acquisition of financial assets at fair value through profit or loss	收購按公平值計入損益的 金融資產			(4,987)
Net proceed from disposal	出售附屬公司所得款項淨額		_	(4,707)
of subsidiaries		36	_	4,491
Proceeds from disposal of financial assets at fair value through	出售按公平值計入損益的 金融資產所得款項			
profit or loss			1,113	227
Placement of pledged bank deposit	存入已抵押銀行存款		(133)	(8,025)
Proceeds from disposal of property,	出售物業、廠房及設備 所得款項			E4E
plant and equipment Interest income	利息收入		135	545 41
Net cash used in investing activities			(14,072)	(29,407)
Financing activities	融資活動		(14,072)	(27,107)
Capital contribution from non-	一間附屬公司非控股權益			
controlling interest of a subsidiary	注資		-	15,382
Proceeds from issue of bonds	發行債券所得款項		-	8,800
Proceeds from bank and other	銀行及其他借款所得款項			40.000
borrowings	償還銀行及其他借款		21,800	48,990
Repayments of bank and other borrowings	俱爆郵1] 及共他旧承		(16,596)	(35,900)
Repayments of bills payables	償還應付票據		(10,370)	(1,141)
Repayments to lease liabilities	償還租賃負債		(769)	(1,217)
Interest paid	已付利息		(2,140)	(669)
Net cash generated from	融資活動所得現金淨額			
financing activities			2,295	34,245

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 March 2021 截至2021年3月31日止年度		Notes 附註	2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物的 增加/(減少)淨額		13,483	827
Cash and cash equivalents at the beginning of the year	年初現金及現金等價物		6,661	6,041
Effect of foreign exchange rate changes on foreign operation	海外業務匯率變動影響		391	(207)
Cash and cash equivalents at the end	年終現金及現金等價物			
of the year	現金及銀行結餘		20 525	/ / / 1
Cash and bank balances	况並仪耿1] 約 5		20,535	6,661

The accompanying notes form an integral part of these consolidated 附註為此等綜合財務報表的組成部分。 financial statements.

For the year ended 31 March 2021 截至2021年3月31日止年度

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 30 March 2018. The registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and principal place of business in Hong Kong is Units 3304, 33/F, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Hong Kong. The Company's immediate and ultimate holding company is Grand Tycoon Limited, a company incorporated in the British Virgin Islands ("BVI"). Grand Tycoon Limited is controlled by Mr. Fong Chun Man ("Mr. Fong"), a Director of the Company.

The Company is an investment holding company and its subsidiaries principally engaged in the business of the sale and transportation of diesel oil and related products in Hong Kong and the People's Republic of China (the "PRC") and the manufacturing and sale of steel products and sale of injecting molding machine in the PRC.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the functional currency of the Company and all values are rounded to the nearest thousands (HK\$'000), except when otherwise stated.

1. 一般資料

本公司於2018年3月30日根據公司法在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands及香港的主要營業地點為香港九龍灣宏照道38號企業廣場五期一座33樓3304室。本公司的直接及最終控股公司為宏亨有限公司,該公司於英屬處女群島(「英屬處女群島」)註冊成立。宏亨有限公司由本公司董事方後文先生(「方先生」)控制。

本公司為投資控股公司,其附屬公司主要在香港及中華人民共和國(「中國」)從事銷售及運送柴油燃料及相關產品業務及在中國從事鋼產品的製造及銷售以及銷售注塑機。

除另有所指外,綜合財務報表以本公司 的功能貨幣港元(「港元」)呈列,而所有 價值則湊整至最接近千位(千港元)。

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the Amendments to References to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by Hong Kong Institute of Certified Public Accountants (the "HKICPA") for the first time, which are mandatorily effective for the annual beginning on of after 1 April 2020 for the preparation of the consolidated financial statements.

Amendments to HKAS 1 and Definition of Material

HKAS 8

Amendments to HKFRS 3 Definition of a Business

Amendments to HKFRS 9, Internet Rate

HKAS 39 and HKFRS 7 Benchmark Reform

The application of the Amendments to References to the Conceptual Framework in HKFRS Standards and the amendments to HKFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements

應用新訂香港財務報告準則 (「香港財務報告準則」)及其修 訂本

於本年度強制生效的香港財務報告 準則修訂本

於本年度,本集團已首次應用下列由香港會計師公會(「香港會計師公會」)所頒佈於2020年4月1日或之後開始的年度期間強制生效的香港財務報告準則中概念框架提述的修訂及下列香港財務報告準則修訂本,以編製綜合財務報表。

香港會計準則第1號及 重大的定義

香港會計準則 第8號(修訂本)

香港財務報告準則 業務的定義

第3號(修訂本)

香港財務報告準則 利率基準改革

第9號、香港會計準則 第39號及香港財務 報告準則第7號(修訂本)

於本年度應用香港財務報告準則中概念 框架提述的修訂及香港財務報告準則修 訂本對本集團本年度及過往年度之財務 狀況及表現及/或該等綜合財務報表所 載披露並無重大影響。

For the year ended 31 March 2021 截至2021年3月31日止年度

APPLICATION OF NEW AND AMENDMENTS 2. HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

New and amendments to HKFRSs in issued but not yet effective

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

Insurance Contract and the HKFRS 17 related Amendments¹

Amendment to HKFRS 16 Covid-19 Related Rent

Concessions⁴

Amendment to HKFRS 3 Reference to the Conceptual

Framework²

Amendment to HKFRS 9. Interest Rate Benchmark Reform

HKAS 39, HKFRS 7, HKFRS 4

and HKFRS 16

Amendments to HKAS 1

— Phase 2⁵

Amendments to HKFRS 10 and Sale or contribution of Assets HKAS 28 between an Investor and its Associate or Joint Venture³

Classification of Liabilities as

Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)1

Amendments to HKAS 16 Property, Plant and Equipment Proceeds before Intended

Use²

Amendments to HKAS 37 Onerous Contracts — Cost of

Fulfilling a Contract²

Amendments to HKFRSs Annual Improvements to HKFRSs 2018-2020²

- Effective for annual periods beginning on or after 1 January 2023.
- Effective for annual periods beginning on or after 1 January 2022.
- Effective for annual periods beginning on or after a date to be determined.
- Effective for annual periods beginning on or after 1 June 2020.
- Effective for annual periods beginning on or after 1 January 2021.

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

2. 應用新訂香港財務報告準則 (「香港財務報告準則 |) 及其修 訂本(續)

已頒佈但尚未生效的新訂香港財務 報告準則及其修訂本

本集團並無提早應用以下已頒佈但尚未 生效的新訂香港財務報告準則及其修訂 本:

香港財務報告準則 保險合約及相關修訂1

第17號

香港財務報告準則 新型冠狀病毒相關 第16號(修訂本) 租金寬減4 香港財務報告準則 概念框架的提述2

第3號(修訂本)

香港財務報告準則 利率基準改革 — 第二階段5 第9號、香港會計準則

第39號、香港財務 報告準則第7號、 香港財務報告準則 第4號及香港財務報告 準則第16號(修訂本)

香港財務報告準則 投資者與其聯營公司或 第10號及香港會計 合營企業之間的 準則第28號(修訂本) 資產出售或注資3 香港會計準則 將負債分類為流動或

第1號(修訂本)

非流動以及香港 詮釋第5號(2020年)

的有關修訂1

香港會計準則第16號

物業、廠房及設備 — 擬定用途前的所得 (修訂本)

款項2

香港會計準則第37號 (修訂本)

虧損性合約: 履行合約成本2 香港財務報告準則

香港財務報告準則 (修訂本)

2018年至2020年週期

的年度改進2

- 於2023年1月1日或之後開始的年度期間生效。
- 於2022年1月1日或之後開始的年度期間生效。
- 於待定日期或之後開始的年度期間生效。
- 於2020年6月1日或之後開始的年度期間生效。
 - 於2021年1月1日或之後開始的年度期間生效。

本公司董事預期,應用所有新訂香港財 務報告準則及其修訂本於可見將來將不 會對綜合財務報表產生重大影響。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs, which is a collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards ("HKASs") and related interpretations issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosure requirements by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules") and by the disclosure requirements of the Hong Kong Companies Ordinance.

Basic of preparation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values, as explained in the accounting policies 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 the 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 within the scope of HKFRS 16 Leases, 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.

3. 主要會計政策

合規聲明

綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則(為包括所有適用個別香港財務報告準則、香港會計準則(「香港會計準則」)及相關詮釋的統稱)編製。就編製綜合財務報表而言,倘資料被合理預期會影響主要使用者的決定,則有關資料被視為重大。此外,綜合財務報表包括聯交所GEM證券上市規則(「GEM上市規則」)的適用披露規定及香港公司條例的披露規定。

編製基準

除若干金融工具如下文的會計政策所闡 釋按公平值計量外,綜合財務報表已按 歷史成本基準編製。

歷史成本一般基於換取商品及服務所付 出代價的公平值釐定。

公平值乃指市場參與者之間在計量日期 進行的有序交易中出售一項資產所收取 的價格或轉讓一項負債所支付的價格, 無論該價格乃直接觀察到的結果,或採 用其他估值技術作出的估計。於估量一 項資產或負債的公平值時,本集團考慮 了市場參與者在計量日期為該資產或負 債進行定價時將會考慮的該資產或負債 的特徵。於綜合財務報表中計量及/或 披露的公平值均按此基準予以釐定,惟 香港財務報告準則第2號以股份為基礎 的付款範圍內的以股份為基礎的付款交 易、香港財務報告準則第16號租賃範圍 內的租賃交易及與公平值類似但並非公 平值的計量(例如香港會計準則第2號存 貨中的可變現淨值或香港會計準則第36 號資產減值中的使用價值)除外。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basic of preparation (Continued)

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

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.

The principal accounting policies are set out below.

Basis of consolidation

The consolidation financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

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

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

3. 主要會計政策(續)

編製基準(續)

就按公平值交易的金融工具及於後續期間採用不可觀察輸入數據計量的估值技術而言,估值技術應予校正,以便於初步確認時估值技術的結果相等於交易價格。

此外,就財務報告而言,公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第1級、第2級或第3級,詳情如下:

- 第1級輸入數據為實體在計量日期可以取得的相同資產或負債的活躍市場報價(未經調整);
- 第2級輸入數據為就資產或負債直接或間接地可觀察的輸入數據(第1級內包括的報價除外);及
- 第3級輸入數據為資產或負債的不可觀察輸入數據。

主要會計政策載列如下。

綜合基準

綜合財務報表包括本公司及本公司控制 的實體(包括結構性實體)及其附屬公司 的財務報表。當本公司:

- 對被投資公司擁有權力;
- 因參與被投資公司業務而獲得可變動回報的風險或權利;及
- 擁有運用其權力影響其回報的能力時,即擁有控制權。

倘有事實及情況顯示上述三項控制因素 中出現一項或以上變數,本集團會重新 評估其是否控制被投資公司。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation (Continued)

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

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

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

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

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

3. 主要會計政策(續)

綜合基準(續)

綜合附屬公司於本集團取得對附屬公司 的控制權時開始並於本集團失去對附屬 公司的控制權時終止。具體而言,於年 內收購或出售附屬公司的收入及開支會 由本集團取得控制權之日起至本集團終 止控制附屬公司之日止包括在綜合損益 及其他全面收益表內。

本公司擁有人及非控股權益分佔損益及 其他全面收益的各項目。即使導致非控 股權益的結餘出現虧絀,本公司擁有人 及非控股權益會分佔附屬公司的全面收 益總額。

如有需要,附屬公司的財務報表會作出 調整,以使其會計政策與本集團的會計 政策一致。

所有與本集團成員公司之間的交易有關 的集團內部資產及負債、股本、收入、 開支及現金流量已於綜合賬目時全面撇 銷。

附屬公司的非控股權益與本集團於當中 的權益分開呈列,指現時擁有權權益賦 予持有人權利於清盤時按比例分佔相關 附屬公司資產淨值。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business combinations

Acquisitions of business are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owner of the acquire and the equity interests issued by the Group in exchange for control of the acquire. Acquisition-related costs are generally recognised in profit or loss as incurred.

Except for certain recognition exemptions, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the Framework for the Preparation and Presentation of Financial Statements (replaced by the Conceptual Framework for Financial Reporting issued in October 2010).

At the acquisition date, the indefinable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquire or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquire are measured in accordance with HKFRS 2 Share-based Payments at the acquisition date;
- assets that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

3. 主要會計政策(續)

業務合併

業務收購乃以購買法入賬。業務合併轉讓的代價乃以公平值計量,該公平值以本集團所轉讓資產於收購日期的公平值、本集團向被收購方前擁有人產生的負債及本集團發行以換取被收購方控制權的股本權益總和計算。收購相關成本一般於產生時於損益確認。

除若干確認的例外情況外,所收購的可識別資產及所承擔的負債必須符合財務報表的編製及呈報框架(由2010年10月頒佈的財務報告概念框架取代)中資產及負債的定義。

於收購日期,所收購可識別資產及所承 擔負債按公平值予以確認,惟:

- 遞延稅項資產或負債及與僱員福利 安排有關的資產或負債已分別根據 香港會計準則第12號*所得稅*及香 港會計準則第19號*僱員福利*確認 及計量;
- 涉及被收購方以股份為基礎的付款 安排或為取代被收購方以股份為基 礎的付款安排而訂立本集團以股份 為基礎的付款安排的負債或股本工 具按香港財務報告準則第2號以股 份為基礎的付款於收購日期予以計 量;
- 按香港財務報告準則第5號持作銷售的非流動資產及已終止經營業務分類為持作銷售的資產按該準則予以計量;及
- 租賃負債按剩餘租賃付款(定義見 香港財務報告準則第16號)的現值 確認及計量,猶如所收購租賃前收 購日期為新租賃,惟(a)租賃期於 購買日後12個月內結束;或(b)相 關資產價值較低的租賃除外。使用 權資產按與相關租賃負債相同的金 額確認及計量,並進行調整以反映 與市場條款相比租賃的有利或不利 條款。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business combinations (Continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquire (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquire (if any), the excess is recognised immediately in profit or loss as a bargain purchases gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

3. 主要會計政策(續)

業務合併(續)

商譽乃按已轉讓代價、被收購方的任何 非控股權益金額及收購人先前於被額超 方持有的股權公平值(如有)的總額超 於收購日期所收購可識別資產與所承擔 負債的淨額的差額計量。倘經重新計 負債的淨額的差額計量。倘經重新 實 後,所收購可識別資產與所承擔負 所 等額超逾已轉讓代價、被收購方的被 非控股權益金額及收購人先前於被 持 有之股權公平值(如有)的總和 對 出部份即時於損益中確認為議價購買收 益。

屬現時擁有權權益且於清盤時讓持有人 有權按比例分佔相關附屬公司企業資產 淨值的非控股權益,可初步按非控股權 益應佔被收購方可識別資產淨值的已確 認金額比例或公平值計量。計量基準選 擇乃按個別交易基準作出。

當本集團於業務合併時轉讓的代價包含 因或然代價安排時,或然代價將按內購 日期的公平值計量,並被視為業務合併 時所轉讓代價的一部份。或然代價數 值變動合資格作為業務合併中所轉讓 價的一部份。符合作為計量期間調整 實務 一部份公平值變動,需以追溯方計 進行調整。計量期間調整是指於「取 對間」(不超出收購日期起計一年)因額外 資料而作出的調整。

不合資格作計量期間調整的或然代價的 其後會計處理乃取決於或然代價如何分 類。分類為權益的或然代價不會於其後 報告日期重新計量,而其後結算於權益 內入賬。分類為資產或負債的或然代價 於其後報告日期重新計量至公平值,而 相應的收益或虧損於損益確認。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business combinations (Continued)

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquire prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost a established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

3. 主要會計政策(續)

業務合併(續)

倘業務合併分階段完成,則本集團過往 所持有被收購方的股權會重新計量至收 購日期(即本集團獲得控制權當日)的公 平值,而所產生的收益或虧損(如有)會 於損益或其他全面收益(如適用)確認。 如本集團已直接出售先前持有的股權, 先前已於其他全面收益確認並根據香港 財務報告準則第9號計量的在收購日期 前於被收購方的權益所產生的金額,將 須按相同基準入賬。

倘業務合併的初步會計處理於合併發生的報告期末尚未完成,則本集團呈報未完成會計處理的項目的暫定金額。該等暫定金額會於計量期間(見上文)內作出追遡調整,並確認額外資產或負債,以反映所取得於收購日期已存在而據所知可能影響該日已確認款項的相關事實與情況的新資料。

商譽

收購業務產生的商譽按收購業務當日確 定的成本(見上文會計政策)減累計減值 虧損(如有)入賬。

就減值測試而言,商譽分配至預期可從 合併的協同效應中受益的本集團各現金 產生單位(或現金產生單位組別),即就 內部管理而言監控商譽的最低層級且不 大於經營分部的單位。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Goodwill (Continued)

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rate basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group which qualifies as business combination, except for those acquisitions which qualify as a common control combination and are therefore accounted for using the merger accounting.

3. 主要會計政策(續)

商譽(續)

於出售相關現金產生單位(或現金產生單位組別內的任何現金產生單位)時,會於 釐定出售的損益金額時計入商譽的應佔 金額。當本集團出售現金產生單位(或現 金產生單位組別內的一個現金產生單位) 內的業務時,所出售商譽金額按所出售 業務(或現金產生單位)與所保留現金產 生單位(或現金產生單位組別)部分的相 對價值計量。

附屬公司

附屬公司指本集團通常擁有超過半數投票權的股權而有權規管財務及經營政策的所有實體(包括特殊目的實體)。於評估本集團是否控制另一實體時,會考慮現時可行使或可轉換的潛在投票權的存在及影響。

本集團收購附屬公司如符合資格作為業 務合併,會採用收購會計法列賬,惟如 該等收購符合資格作為共同控制合併, 則採用合併會計法列賬。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Subsidiaries (Continued)

Under the purchase method of accounting, subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. The cost of an acquisition is measured as the fair value for the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange and, all acquisition-related costs are expensed. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated statements of comprehensive income.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policy adopted by the Group.

Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of investee's net assets including goodwill.

3. 主要會計政策(續)

附屬公司(續)

所轉讓代價、於收購對象的任何非控股權益金額及任何先前於收購對象的股權於收購日期的公平值超過所收購可識別資產淨值的公平值的差額入賬列作商譽。倘該數額低於以議價收購附屬公司資產淨值的公平值,則該差額會直接於綜合全面收益表確認。

集團公司之間的公司間交易、結餘及未 變現交易收益予以對銷。未變現虧損亦 會對銷。

附屬公司的會計政策已作必要改動,以 確保與本集團所採納政策貫徹一致。

獨立財務報表

附屬公司投資按成本扣除減值列賬。成本包括投資的直接歸屬成本。附屬公司 的業績由本公司按已收及應收股息入賬。

如股息超過宣派股息期間內附屬公司的 全面收益總額,或如在獨立財務報表的 投資賬面值超過綜合財務報表中被投資 公司資產淨值(包括商譽)的賬面值,則 於收到該等投資的股息後,必須對附屬 公司投資作減值測試。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provide to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocation resources and assessing performance of the operating segments, has been identified as the steering committee that makes strategic decisions.

Revenue from contracts with customers

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

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

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

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates 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 good or service.

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

3. 主要會計政策(續)

分部報告

營運分部的報告方式須與主要營運決策 者獲提供的內部報告的方式一致。作出 策略決策的督導委員會是主要營運決策 者,其負責分配資源並且評核營運分部 的表現。

來自客戶合約的收益

本集團於完成履約責任時(或就此)確認 收益,即於特定履約責任相關商品或服 務的「控制權」移交客戶時。

履約責任指一項獨特商品或服務(或一攬 子商品或服務)或一系列大致相同的獨特 商品或服務。

倘符合下列其中一項標準,則控制權已 在一段時間內轉移,而收益會參考相關 履約責任的已完成履約進度後在一段時 間內確認:

- 在本集團履約時,客戶同時取得並 消耗因本集團履約而帶來的利益;
- 本集團履約創造或改良在本集團履 約時客戶控制的資產;或
- 本集團履約並無創造對本集團而言 具替代用途的資產,且本集團對迄 今已完成的履約付款具有可強制執 行權利。

否則,收益於客戶獲得獨特商品或服務 控制權的時點確認。

合約資產指本集團就換取本集團已轉讓 予客戶的商品或服務收取代價的權利, 而有關權利尚未成為無條件。本集團會 根據香港財務報告準則第9號評估減值。 相反,應收款項指本集團收取代價的無 條件權利,即在該代價到期支付前僅需 等待時間經過。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue from contracts with customers (Continued)

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

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

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control of a product or service to a customer.

Revenue from the from sale and transportation of diesel oil, related products and steel product in the Group's revenue happen at a point in time and do not include any significant separate performance obligations.

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

3. 主要會計政策(續)

來自客戶合約的收益(續)

合約負債指本集團因本集團已向客戶收取代價(或已到期代價金額)而須向客戶轉讓商品或服務的責任。

與合約有關的合約資產及合約負債按淨 額列賬並呈列。

收益根據與客戶訂立的合約指定的代價 計量。本集團於產品或服務的控制權移 交客戶時確認收益。

本集團收益中來自銷售及運送柴油燃料、相關產品及鋼產品的收益於某時點 發生,並不包括任何重大獨立履約責任。

主事人與代理人

倘另一方參與向客戶提供商品或服務, 本集團會釐定其承諾性質是否屬於自行 提供特定商品或服務(即本集團為主事 人)或安排另一方提供貨品或服務(即本 集團為代理人)的履約責任。

如果本集團在將特定商品或服務轉移給 客戶之前控制該商品或服務,則本集團 為主事人。

倘其履約責任為安排另一方提供特定商品或服務,則本集團為代理人。在此情況下,本集團在另一方所提供特定商品或服務轉移給客戶前對有關貨品或服務並無控制權。倘本集團為代理人,其會按任何費用或佣金金額確認收益,而有關費用或佣金乃其預期有權因安排另一方提供特定貨品或服務而換取。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leases

Definition of a lease

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

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

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand- alone price of the lease component and the aggregate stand-alone price of the non-lease components, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

The Group applies practical expedient not to separate non-lease from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of office that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

3. 主要會計政策(續)

租賃

租賃定義

倘合約附帶於一段時間內控制所識別資 產的用途以交換代價的權利,則合約為 或包含租賃。

就於首次應用日期或之後訂立或修訂或 因業務合併而產生的合約而言,本集團 根據香港財務報告準則第16號項下的定 義於初始、修改日期或收購日期(如合 適)評估該合約是否為或包含租賃。除非 合約的條款及條件其後出現變動,否則 有關合約將不予重新評估。

本集團作為承租人

分配代價至合約組成部分

就包含一項租賃組成部分及一項或多項額外租賃或非租賃組成部分的合約而言,本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的單獨價格總和將合約代價分配至各個租賃組成部分,包括收購一項物業(包括租賃土地及非租賃樓宇組成部分)擁有權權益的合約,除非有關分配不能可靠作出。

本集團採用實際權宜方法,不將非租賃 與租賃組成部分分開,而將租賃組成部 分與任何相關的非租賃組成部分作為單 個租賃組成部分維行會計處理。

短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於辦公室的租賃,該租賃的租期自開始日期起計為期十二個月或以下並且不包括購買選擇權。其亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃付款於租賃期內按直線法或另一系統基準確認為開支。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

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

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

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

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

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

3. 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產

使用權資產的成本包括:

- 和賃負債的初步計量金額;
- 於開始日期或之前作出的任何租賃 付款減任何已收租賃優惠;
- 本集團產生的任何初步直接成本;及
- 本集團於拆解及移除相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況而產生的成本估計。

使用權資產按成本減任何累計折舊及減 值虧損計量,並就租賃負債的任何重新 計量作出調整。

倘本集團合理確信在租賃期屆滿時取得 相關租賃資產的擁有權,則使用權資產 自生效日期起至可使用年期屆滿期間折 舊。否則,使用權資產按其估計可使用 年期及租期的較短者以直線法折舊。

本集團於綜合財務狀況表內將使用權資 產呈列為單獨項目。

可退還租金按金

已付的可退還租金按金乃根據香港財務報告準則第9號入賬,初步按公平值計量。對初步確認的公平值作出的調整被視為額外租賃付款,並計入使用權資產成本。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities

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

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

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

3. 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

和賃負債

於租賃開始日期,本集團按於該日的未支付租賃付款現值確認及計量租賃負債。於計算租賃付款現值時,倘租賃隱含的利率難以釐定,則本集團使用於租賃開始日期的增量借款利率。

計入租賃負債計量的租賃付款包括:

- 固定租賃付款(包括實質固定付款) 減任何應收租賃優惠;
- 視乎指數或比率而定的可變租賃付款,初步使用於開始日期的指數或利率計量;
- 承租人根據剩餘價值擔保預期應付 的金額;
- 倘承租人合理確定行使購買選擇權,則該等選擇權的行使價;及
- 倘租期反映行使選擇權終止租賃, 則終止租賃的罰款付款。

於開始日期後,租賃負債透過利息增加及租賃付款作出調整。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The lease liability is presented as a separate line item in the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

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

3. 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

和賃負債(續)

於以下情況下,本集團重新計量租賃負 債(並對相關使用權資產作出相應調整):

- 租期已出現變動或行使購買選擇權的評估有變,在此情況下,相關租賃負債透過使用於重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因進行市場租金檢討後的 市場租金費率/有擔保剩餘價值項 下的預期付款改變而出現變動,在 此情況下,相關租賃負債透過使用 初步貼現率貼現經修訂租賃付款而 重新計量。

租賃負債於綜合財務狀況表內呈列為單 獨項目。

租賃修改

於以下情況下,本集團將租賃修改作為 一項單獨租賃入賬:

- 修改透過增加使用一項或多項相關 資產的權利而擴大租賃範圍;及
- 上調租賃代價,增加金額相當於範 圍擴大對應的單獨價格及對該單獨 價格作出的任何適當調整以反映特 定合約的情況。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease modifications (Continued)

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Foreign currencies

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

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

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 and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

和賃負債(續)

就並無作為一項單獨租賃入賬的租賃修改而言,本集團根據透過使用於修改生效日期的經修訂貼現率貼現經修訂租賃付款的經修改租賃的租期而重新計量租賃負債。

本集團透過對相關使用權資產作出相應 調整就租賃負債重新計量入賬。倘經修 改合約包含一項租賃組成部分及一項或 多項額外租賃或非租賃組成部分,則本 集團根據租賃組成部分的相對單獨價格 及非租賃組成部分的單獨價格總和將經 修改合約代價分配至各個租賃組成部分。

外幣

綜合財務報表以港元(港元)呈列,港元 為本公司的功能貨幣。

於綜合實體的獨立財務報表內,外幣交易均按交易日期的現行匯率換算為個別實體的功能貨幣。於報告期末,以外幣列值的貨幣資產及負債按該日的通行外匯匯率換算。結算該等交易及於報告日期重新換算貨幣資產及負債產生的匯兑損益會於損益內確認。

以公平值列賬且以外幣計值的非貨幣項 目按公平值釐定日期的現行匯率重新換 算,並作為公平值損益一部分予以申 報。以外幣歷史成本計量的非貨幣項目 不會重新換算。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies (Continued)

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

When a foreign operation is sold, such exchange differences are recognised in profit or loss as part of the gain or loss on sale.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Borrowing costs

Borrowing costs directly attributable to the acquisition of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

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

3. 主要會計政策(續)

外幣(續)

於綜合財務報表中,所有原先以有別於本集團呈列貨幣的貨幣呈列的海外養務獨立財務報表已轉換為港元。資產為負債已按報告期末的收市匯率換算為港元。收入及開支已按较易日期間的平均與為港元,或按報告期間的平均與算為港元,或按報告期間的平均與算為港元,或按報告期間的平均數值,並程序產生的任何差額已在其他全獨以益內確認,並在權益內匯兑儲備中獨立累計。

出售海外業務時,該等匯兑差額於損益 內確認為出售收益或虧損的一部分。

收購海外業務所得可識別資產的商譽及 公平值調整,被視為該海外業務的資產 及負債,並按各報告期末的適用匯率換 算。由此產生的匯兑差額於其他全面收 益中確認。

借款成本

收購合資格資產(即需頗長時間方能達致 其擬定用途或出售的資產)的直接應計借 款成本均計入該等資產成本,直至資產 大體上已可作其擬定用途或出售的有關 時間為止。

所有借款成本乃於其產生期間在損益內 確認。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

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

Employee benefits

Retirement benefits costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

3. 主要會計政策(續)

政府補助

於合理確保本集團會符合政府補助所附 條件及可收取補助時,方會確認該等政 府補助。

政府補助按系統基準於本集團將政府補助擬補償的相關成本確認為開支的各期間在損益內確認。具體而言,以要求本集團購買、建造或收購非流動資產為主要條件的政府補助乃於綜合財務狀況表確認,並於相關資產的可用年期內基於系統合理基準轉撥至損益中。

作為已產生開支或虧損之補償或向本集 團提供即時財務資助(並無日後相關成本)而應收與收入有關的政府補助,乃於 其成為應收款項期間於損益中確認。有 關補助於「其他收入」項下呈列。

僱員福利

退休福利成本

向界定供款退休福利計劃支付的供款於 僱員提供服務而有權享有供款時確認為 開支。

本集團根據強制性公積金計劃條例,為 其全體僱員設立定額供款強制性公積金 退休福利計劃(「強積金計劃」)。供款按 僱員基本薪金百分比作出,並於根據強 積金計劃規則成為應付時於損益中扣 除。強積金計劃的資產於獨立管理基金 與本集團的資產分開持有。本集團的僱 主供款於注入強積金計劃時悉數歸屬僱 員。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Employee benefits (Continued)

Retirement benefits costs (Continued)

The subsidiaries and an associate were required to contribute a certain percentage of the payroll of their staff to the pension scheme to fund the benefits. The only obligation of the Group with respect to the pension scheme is to make the required contributions.

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Short-term and other long-term employee benefits

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

Share-based payments

Equity-settled share-based payments transactions

Share granted to non-employees

Equity-settled share-based payments transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognises as expenses (unless the goods or services qualify for recognition as assets).

3. 主要會計政策(續)

僱員福利(續)

退休福利成本(續)

附屬公司及聯營公司須將其員工薪酬的 指定百分比供款予該退休計劃作為福利 基金。本集團對該退休計劃的唯一責任 是按規定作出供款。

本集團於中國內地經營的附屬公司的僱員,須參與由當地市政府設立的中央退休計劃。該等中國附屬公司須將薪酬成本若干百分比作為中央退休計劃的供款。供款於根據中央退休金計劃規則須支付時在損益中扣除。

短期及其他長期僱員福利

短期僱員福利乃於僱員提供服務時預期 支付的福利的未貼現金額。所有短期僱員福利確認為開支,除非另一項香港財務報告準則要求或允許將有關福利納入資產成本,則作別論。

以股份為基礎的付款

以權益結算以股份為基礎的付款交易

授予非僱員的購股權

與僱員以外之人士進行之以權益結算以股份為基礎的付款交易,按已收貨品或服務之公平值計量,惟倘公平值未能可靠地計量,則按已授出股本工具之公平值計量。已授出股本工具之公平值於計量。已收貨品或服務之公平值確認為計量,惟有關貨品或服務符合資格確認為資產,則作別論。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation

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

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. 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, and interests in joint ventures, 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 the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

3. 主要會計政策(續)

税項

所得税開支指即期應付税項及遞延税項 的總和。

即期應付税項以本年度應課税溢利計算。應課税溢利與除税前溢利/虧損不同之處在於其他年度內應課税或可抵免的收入或支出以及從來毋須課税或從來不可抵免的項目。本公司即期稅項負債按報告期末已實施或大致上已實施的稅率計算。

與投資於附屬公司及聯營公司以及於合營企業的權益相關的應課税暫時差額額 認為遞延稅項負債,惟本集團可控制暫時差額撥回,及有關暫時差額可能不 時可見未來撥回則除外。與該等投資的權益有關的可扣減暫時差額所產生的應課 延稅項資產,僅於可能會存在足夠應課 稅溢利而須動用暫時差額的利益及 預期於可見未來撥回時方會確認。

遞延税項資產的賬面值於各報告期末審 閱,並削減至不可能再有足夠應課税溢 利以收回全部或部分資產為止。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

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

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

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

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

Current and deferred tax are recognised in profit or loss, 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. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 主要會計政策(續)

税項(續)

遞延税項資產及負債乃以清還負債或變現資產的期間預計適用税率計量,並根據於報告期末已頒佈或實質頒佈的税率(及稅務法例)為基準。

遞延税項負債及資產計量反映本集團於報告期末預期可收回或清償其資產及負債賬面值的方式將會產生的稅務結果。

就計量本集團確認使用權資產及相關租 賃負債的租賃交易遞延税項而言,本集 團首先釐定税項扣減是否歸因於使用權 資產或租賃負債。

就税項扣減歸因於租賃負債的租賃交易而言,本集團將香港會計準則第12號所得稅規定分別應用於使用權資產及租赁負債。由於應用初始確認豁免,相對資產及租賃負債的初始確認認為與大種資產及租賃負債的,於重新計量或修實的,於重新計量或修訂的期予以確認。

當有合法可執行權利將即期稅項資產與 即期稅項負債抵銷,以及當其與同一稅 務機關對同一應課稅實體徵收的所得稅 有關時,則遞延稅項資產及負債互相抵 銷。

即期及遞延税項於損益內確認,惟即期及遞延税項與於其他全面收益或直接於權益內確認的項目相關時則除外,在此情況下,即期及遞延税項分別於其他全面收益或直接於權益內確認。因業務合併初步入賬而產生即期稅項或遞延稅項時,稅務影響計入業務合併會計處理。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Property, plant and equipment

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

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

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

The property, plant and equipment, other than construction in progress, are depreciated over their estimated useful lives, after taking into account of their residual value, on a straight-line basis at the following rates per annum:

Leasehold improvement Over the lease terms

Motor vehicles 30%–33%
Office equipment 20%–33%
Oil barge 10%

Depreciation methods, useful lives and residual values are reassessed at each reporting date.

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

3. 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備為持有用作生產或提供貨物或服務或作行政用途的有形資產。物業、廠房及設備於綜合財務狀況表按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

折舊乃按其可使用年期以直線法撇銷資 產成本減其剩餘價值確認。於各報告期 末會檢討估計可使用年期、剩餘價值及 折舊方法,而任何估計變動的影響按前 瞻基準入賬。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時終止確認。出售或棄用物業、廠房及設備項目所產生的任何收益或虧損,釐定為出售所得款項與資產賬面值之間的差額,並於損益內確認。

物業、廠房及設備(在建工程除外)在計 入其剩餘價值後於其估計可使用年期內 以直線法按以下年率折舊:

租賃物業裝修 於租期內 汽車 30%—33% 辦公設備 20%—33% 柴油駁船 10%

折舊方法、可使用年期及剩餘價值於各 報告日期重新評估。

在建工程包括正在興建以作生產或自用的物業、廠房及設備。在建工程按成本減任何已確認減值虧損列賬。在建工程於完工並可作擬定用途時分類至物業、廠房及設備的適當類別。該等資產按與其他物業資產的相同基準於資產可作擬定用途時開始折舊。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment of property, plant and equipment and right-of-use assets other than goodwill

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

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

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

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

3. 主要會計政策(續)

物業、廠房及設備以及使用權資產 (商譽除外)減值

於各報告期末,本集團審閱其物業、廠 房及設備以及使用權資產賬面值,以釐 定是否有任何跡象顯示該等資產已出現 減值虧損。倘存在任何該等跡象,則會 估計資產的可收回金額以釐定減值虧損 (如有)的程度。

物業、廠房及設備以及使用權資產的可 收回金額乃個別估計。當不可能估計個 別資產的可收回金額,則本集團會估計 該資產所屬現金產生單位的可收回金額。

於測試現金產生單位的減值時,當能夠確立合理及一致的分配基礎時,企業資產將獲分配到相關現金產生單位,否則將獲分配到能夠確立合理及一致分配基礎的最小現金產生單位組別。企業資產所屬的現金產生單位或現金產生單位組別的賬面值進行比較。

可收回金額為公平值減銷售成本與使用價值兩者中的較高者。評估使用價值時,估計未來現金流量採用除稅前貼現率貼現至其現值,而該除稅前貼現率反映金錢時間價值的現行市場評估及未來現金流量估計未經調整的資產特定風險。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment of property, plant and equipment and right-of-use assets other than goodwill (Continued)

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

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

Inventories

Inventories are stated at the lower of cost and net realisable value with absorption cost. Cost is determined using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Absorption cost represents the amount of proportion of direct cost and indirect cost.

3. 主要會計政策(續)

物業、廠房及設備以及使用權資產 (商譽除外)減值(續)

倘資產(或現金產生單位)的可收回金額估計低於其賬面值,則該資產(或現金產生單位)的賬面值將減至其可收回金額於分配減值虧損時,首先分配減值虧損時,首先分配減值虧損以減低任何商譽(如適用)的賬面值,有該單位或一組現金產生單位內各產產的賬面值所佔比例分配至其他資產的賬面值不得減少至低於其公產值如可計量)、其使用價值(如配產定)及零(以最高者為準)。本應分配資產的減值虧損金額按所佔比例分配至資產的減值虧損即時於損益內確認。

倘減值虧損於其後撥回,該資產(或現金產生單位或現金產生單位組別)的賬面值則會增至經修訂的估計可收回金額,惟增加後的賬面值不得超出該資產(或現金產生單位或現金產生單位組別)於過往年度並無確認減值虧損時應予釐定的賬面值。減值虧損撥回即時於損益內確認。

存貨

存貨以成本及可變現淨值兩者的較低者 與全部成本一同列賬。成本以加權平均 法釐定。可變現淨值指存貨的估計售價 減所有估計竣工成本及必要銷售成本。 全部成本指直接成本與間接成本的比例。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Provisions

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

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

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liabilities and contingent assets

Contingent liabilities are possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. These liabilities can also be a present obligation arising from past events that are not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. Contingent liabilities are not recognised but are disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

Contingent assets are possible assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are not recognised but are disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

3. 主要會計政策(續)

撥備

倘本集團因過往事件而現時承擔法定或 推定責任,本集團有可能須清償該責 任,且該責任金額能可靠估計,則會確 認撥備。

確認為撥備的金額為於報告期末清償現時責任所需代價的最佳估計,當中經計及該責任的風險及不明朗因素。倘使用估計用以清償現時責任的現金流量計量撥備,如金錢時間價值的影響屬重大,其賬面值為該等現金流量的現值。

預期向第三方收回須清償撥備的若干或 所有經濟利益時,倘基本確定償付將被 收回且應收款項金額能可靠計量,則應 收款項會確認為資產。

或然負債及或然資產

或然資產指因過往事件而可能產生的資產,而其存在與否將僅由某一宗或多宗並非完全受到本集團控制的不確定未來事件的發生或不發生確認。或然資產不會被確認,但會於可能有經濟利益流入時在綜合財務報表附註內披露。假若實際上確定有關流入時,則會確認資產。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in banks and deposits held at call with banks.

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss ("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 at fair value through profit or loss 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 and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest and dividend income which are derived from the financial assets and shareholders' rights are presented as other revenue and other income.

3. 主要會計政策(續)

現金及現金等價物

於綜合現金流量表內,現金及現金等價 物包括銀行現金及銀行通知存款。

是正顯金

金融資產及金融負債於集團實體成為工具合約條文的訂約方時確認。金融資產的所有常規買賣均按交易日基準確認及終止確認。常規買賣為需要於法規或市場慣例制定的時限內交付資產的金融資產買賣。

除來自客戶合約的貿易應收款項根據香港財務報告準則第15號初步計量外,金融資產及金融負債初步按公平值計公員益(按公平值計入損益(「按公平值計入損益(「按公平值計入損益人所。 融資產除外)直接應佔交易成本乃於公金融資產除外)直接應佔交易成本乃於公步確認時加入金融資產或金融負債的況分。 值或自有關公平值扣除(視適用情況。 定)。收購按公平值計入損益的金融資 直接應佔交易成本會即時於損益內確認。

實際利率法乃計算金融資產或金融負債的攤銷成本及於相關期間內分配利息收入及利息開支的方法。實際利率乃按金融資產或金融負債的預期年期或適用的較短期間,準確貼現估計未來現金收有包括構成實際利率不可或缺部分的所有已付或已收費用及費點、交易成本及其他溢價或折讓)至初步確認時賬面淨值的利率。

來自金融資產及股東權利的利息及股息收入以其他收益及其他收入方式呈列。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

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

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

All other financial assets are subsequently of HKFRS 9 measured at FVTPL, except that at the date of initial application/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.

3. 主要會計政策(續)

金融工具(續)

金融資產

分類及其後計量金融資產 符合下列條件的金融資產其後按攤銷成 本計量:

- 按旨在收取合約現金流量的業務模式持有金融資產;及
- 有關合約條款於特定日期僅就支付本金及未償還本金額利息的現金流量產生。

符合下列條件的金融資產其後按公平值計入其他全面收益(「按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量:

- 按透過銷售及收取合約現金流量達成目標的業務模式持有金融資產;
- 有關合約條款於特定日期僅就支付 本金及未償還本金額利息的現金流 量產生。

所有其他金融資產於香港財務報告準則第9號後按公平值計入損益計量,惟於首次應用/初步確認金融資產當日,本集團可能不可撤銷地選擇於其他全面收益內呈列股權投資公平值其後變動,前提是該股權投資並非持作買賣,亦非收購方於香港財務報告準則第3號業務合併適用的業務合併中確認的或然代價。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

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.

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.

Amortised cost and interest income

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

分類及其後計量金融資產(續)

倘屬以下情況,金融資產被分類為持作 買賣:

- 收購該金融資產的目的主要是在短期內出售;或
- 於初步確認時,該金融資產構成本 集團一併管理的已識別金融工具的 組合一部分,並且具有最近實際短 期獲利模式;或
- 該金融資產為未被指定的衍生工具及可有效作為對沖工具。

此外,本集團可能不可撤銷地指定須按 攤銷成本或按公平值計入其他全面收益 計量的金融資產為按公平值計入損益計 量,前提為此舉可抵銷或大幅減少會計 錯配情況。

攤銷成本及利息收入

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Equity instruments designated as 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 FVTOCI 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 profits.

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 "other gains and losses" line item.

Financial assets at FVTPL

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

分類及其後計量金融資產(續)

指定為按公平值計入其他全面收益的股 本工具

按公平值計入其他全面收益的股本工具 投資其後按公平值計量,由於公平值變 動產生的收益及虧損在其他全面收益內 確認,並在按公平值計入其他全面收益 的儲備內累計;因此毋須進行減值評 估。有關累計收益或虧損不會於出售股 本投資後重新分類至損益,且將轉撥至 保留溢利。

該等股本工具投資的股息於本集團確立 收取該等股息的權利時於損益確認,惟 股息明確乃為收回部分投資成本除外。 股息計入「其他收益或虧損」項目。

按公平值計入損益的金融資產

金融資產如不符合按攤銷成本或按公平 值計入其他全面收益計量或指定為按公 平值計入其他全面收益的準則,則按公 平值計入損益計量。

於各報告期末,按公平值計入損益的金融資產按公平值計量,而任何公平值收益或虧損則於損益內確認。於損益內確認的收益或虧損淨額不包括就金融資產所賺取的任何股息或利息,並計入「其他收益及虧損」項目內。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

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

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

The Group always recognises lifetime ECL for trade receivables without significant financing component. The ECL on these assets are assessed collectively using a provision matrix with appropriate groupings based on its historical observed default rates which is adjusted for forward-looking estimates.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值

本集團根據預期信貸虧損(「預期信貸虧損」)模式於金融資產(包括根據香港財務報告準則第9號須進行減值評估的貿易應收款項、按金及其他應收款項、已抵押銀行存款以及現金及銀行結餘)進行減值評估。預期信貸虧損金額於各報告期間更新,以反映自初步確認起的信貸風險變動。

全期預期信貸虧損指因於相關工具預期年期內所有可能發生的違約事件而將會導致的預期信貸虧損。相反,12個月預期信貸虧損則指預期因於報告期後12個月內可能發生的違約事件而導致的全期預期信貸虧損經驗進行,並就債務期遇過往信貸虧損經驗進行,並就債務期間定因素、一般經濟狀況以及對報告期間當前狀況所作評估及未來狀況預測作出調整。

本集團一直就並無重大融資組成部分的 貿易應收款項確認全期預期信貸虧損。 該等資產的預期信貸虧損使用基於其過 往觀察所得違約率就適當類別編製的撥 備矩陣進行集體評估,並根據前瞻性估 計進行調整。

就所有其他工具而言,本集團會計量相當於12個月預期信貸虧損的虧損撥備,惟倘自初步確認後信貸風險大幅增加,於該情況下,本集團會確認全期預期信貸虧損。是否應確認全期預期信貸虧損的評估乃根據發生違約的可能性或風險自初步確認以來是否大幅增加進行。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

信貸風險大幅增加

於評估信貸風險自初步確認以來是否大幅增加時,本集團會比較金融工具於報告期間出現違約的風險與該金融工具於初步確認日期出現違約的風險。作此評估時,本集團會考慮合理可靠的定量及定性資料,當中包括過往經驗及毋須花費過多成本或努力即可獲得的前瞻性資料。

尤其是,評估信貸風險是否大幅增加時 會考慮下列資料:

- 金融工具外部(如有)或內部信貸評級的實際或預期嚴重惡化;
- 信貸風險的外部市場指標嚴重惡化,例如信貸利差大幅增加,債務人的信貸違約掉期價格;
- 業務、財務或經濟狀況的現有或預測不利變動預期導致債務人履行其債務責任能力大幅下降;
- 債務人經營業績實際或預期嚴重惡化;
- 債務人身處的監管、經濟或技術環境的實際或預期重大不利變動導致 債務人履行其債務責任能力大幅下降。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

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.

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.

Credit-impaired financial assets

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

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

信貸風險大幅增加(續)

不論上述評估結果如何,本集團假設,倘合約付款逾期超過30日,則信貸風險自初步確認以來已大幅增加,惟倘本集團擁有合理可靠的資料顯示情況並非如此則另作別論。

本集團定期監控用以識別信貸風險是否 大幅增加的標準是否具效用,並修訂該 等標準(如適當)以確保有關標準能在金 額逾期前識別信貸風險是否大幅增加。

違約定義

就內部信貸風險管理而言,本集團認為,倘內部制訂或自外界來源獲得的資料顯示債務人不太可能悉數向債權人(包括本集團)還款,則發生違約事件。

不論上文如何,本集團認為,倘金融資產逾期超過90日,則發生違約,惟倘本集團有合理可靠的資料顯示採用較滯後的違約標準更為恰當則另作別論。

信貸減值金融資產

倘對金融資產估計未來現金流量構成不 利影響的一項或多項違約事件發生,則 該金融資產屬於信貸減值。金融資產信 貸減值的證據包括有關下列事件的可觀 察數據:

- 發行人或借款人出現重大財務困難;
- 違反合約(如欠款或逾期事件);

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)
Credit-impaired financial assets (Continued)

- 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;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- 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, or in the case of trade receivables, when the amounts are over 2 years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

- 信貸減值金融資產(續)
- 借款人的貸款人因有關借款人財務
 困難的經濟或合約理由而向借款人 授出貸款人本身不會考慮的優惠;
- 借款人將可能陷入破產或其他財務
 重組;或
- 該金融資產的活躍市場因財務困難 而消失。

撇銷政策

倘有資料顯示對手方面對嚴重財務困難,且實際上並無收款前景(如對手方被清盤或進入破產程序,或(如為貿易應收款項)金額已逾期超過兩年(以較早發生者為準)),則本集團會撇銷金融資產。經考慮法律意見後(如合適),遭撇銷產的金融資產可能仍須按本集團收款程序進行須強制執行的活動。撇銷構成終止確認事項。任何其後收款於損益內確認。

計量及確認預期信貸虧損

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

Measurement and recognition of ECL (Continued)

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

Lifetime ECL for certain trade receivable are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

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

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

計量及確認預期信貸虧損(續)

一般而言,預期信貸虧損乃本集團根據 合約應收的所有合約現金流量與本集團 預期收取的現金流量之間的差額,並按 初步確認時釐定的實際利率貼現。

經計及逾期資料及相關信貸資料(如前瞻宏觀經濟資料),若干貿易應收款項的存續期預期信貸虧損乃按集體基準予以考慮。

就集體評估而言,本集團將於制定組別 時考慮以下特徵:

- 逾期狀況;
- 債務人的性質、規模及行業;及
- 外部信貸評級(如有)。

分類工作由管理層定期檢討,以確保各 組別成分繼續分擔類似信貸風險特性。

利息收入根據金融資產的賬面總值計算,惟金融資產存在信貸減值則除外, 在此情況下,利息收入乃按金融資產的 攤銷成本計算。

本集團通過調整金融工具賬面值,於損益內確認所有金融工具的減值收益或虧損,惟貿易應收款項的相應調整通過虧損撥備賬確認則除外。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities (including bank borrowings, bonds payable, lease liabilities, trade and bills payables, deposits received, accruals and other payables (excluding receipt in advance)) are subsequently measured at amortised cost, using the effective interest method.

3. 主要會計政策(續)

金融工具(續)

金融負債及股本工具

分類為債務或權益

集團實體發行的債務及股本工具乃根據 合約安排的性質與金融負債及股本工具 的定義分類為金融負債或權益。

股本工具

股本工具為可以證明實體在扣除所有負債後所剩資產權益的任何合約。本公司發行的股本工具扣減直接發行成本後按已收所得款項確認。

實際利率法

實際利率法為計算金融負債的攤銷成本及按有關期間分配利息開支的方法。實際利率是通過金融負債的預期年期或(如適用)較短期間,準確貼現估計未來現金付款(包括構成實際利率、交易成本及其他溢價或折讓不可或缺部分的所有已付或已收費用及點子)至初步確認時賬面淨值的比率。

利息開支按實際利率基準確認。

金融負債

所有金融負債其後採用實際利率法按攤 銷成本計量。

按攤銷成本計量的金融負債

金融負債(包括銀行借款、應付債券、租 賃負債、貿易應付款項及應付票據、已 收按金、應計費用及其他應付款項(不包 括預收款項))其後採用實際利率法按攤 銷成本計量。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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

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

Related parties transactions

A party is considered to be related to the Group if:

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group.

3. 主要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

終止確認

本集團僅在自資產收取現金流量的合約產權利屆滿,或於其將金融資產及轉轉產及主期與一實體時,方會終止確認該金融資產另。倘本集團並無轉讓或保留擁有權的紀本集團會確認資產的保留權益的人類。 產,則本集團會確認資產的保留權益的,則本集團會確認資產的保留已轉讓金融資產擁有權的絕來,則本集團會繼續不變,則本集團會繼續不變,則本集團會繼續不變,則本集團會繼續不變,則本數分人之。 其關保留已轉讓金融資產擁有權續,認該金融資產,亦會確認已收所得款。

倘終止確認按攤銷成本計量的金融資 產,資產的賬面值與已收及應收代價總 和之間的差額會於損益內確認。

當且僅當本集團的責任獲解除、取消或 屆滿時,本集團方會終止確認金融負 債。終止確認的金融負債的賬面值與已 付及應付代價之間的差額會於損益內確 認。

關聯方交易

倘屬以下人士,則被視為與本集團有關 連:

- (a) 倘屬以下人士,即該人士或該人士 的近親與本集團有關連:
 - (i) 控制或共同控制本集團;
 - (ii) 對本集團有重大影響力;或
 - (iii) 為本集團或本集團母公司的 主要管理層成員。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Related parties transactions (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
 - the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiaries is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity or an associate or joint venture of a member of a group which the other entity is a member;
 - (iii) both entities are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employees are also related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - (viii) 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 Company's parent.

3. 主要會計政策(續)

關聯方交易(續)

- (b) 倘符合以下任何條件,即實體與本 集團有關連:
 - (i) 該實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此之間均有關連);
 - (ii) 一間實體為另一實體的聯營 公司或合營企業(或另一實體 為成員公司的集團旗下成員 公司的聯營公司或合營企 業);
 - (iii) 兩間實體均為同一第三方的 合營企業;
 - (iv) 一間實體為第三方實體的合營企業,而另一實體則為該第三方實體的聯營公司;
 - (v) 實體為就本集團或與本集團 有關連的實體的僱員利益而 設立的離職福利計劃。倘本 集團本身為有關計劃,供款 僱員亦與本集團有關連;
 - (vi) 實體受(a)所識別的人士控制 或共同控制;
 - (vii) 於(a)(i)所識別的人士對實體 有重大影響力或屬該實體(或 該實體的母公司)主要管理層 成員;或
 - (viii) 該實體或該實體所屬集團之 任何成員公司為本集團或本 公司母公司提供主要管理層 人員服務。

For the year ended 31 March 2021 截至2021年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Related parties transactions (Continued)

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 and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependents of that person or that person's spouse or domestic partner.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between the Group and a related party, regardless of whether a price is charged.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, management is 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 underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing 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.

3. 主要會計政策(續)

關聯方交易(續)

任何人士之近親為可能預期於與該實體 之交易中影響該名人士或受該名人士影 響之家族成員,包括:

- (a) 該名人士之子女及配偶或同居伴 侶;
- (b) 該名人士之配偶或同居伴侶之子 女;及
- (c) 該名人士或其配偶或同居伴侶之受養人。

倘在本集團與關聯方之間轉移資源或責任(不論是否收取款項),則該項交易會被視為關聯方交易。

4. 主要會計判斷及估計不明朗因 素的主要來源

管理層在應用附註3所述本集團會計政策時,須就未能即時從其他來源得知的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃根據以往經驗及其他被視為相關的因素作出。實際結果可能會有別於該等估計。

估計及相關假設獲持續檢討。倘會計估計的修訂僅影響該期間,修訂只會在修訂估計的期間確認,或倘修訂同時影響現時及未來期間,則會在修訂期間及未來期間確認。

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4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Critical judgements in applying accounting policies

The following are the critical judgments, apart from those involving estimations, that the management have made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements

(a) Allowance for ECL for trade and other receivables and deposits

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in Note 5(b).

As at 31 March 2021, the carrying amount of trade and other receivables and deposits is approximately HK\$69,408,000, HK\$8,920,000 and deposits HK\$14,644,000 (net loss allowance of approximately HK\$1,400,000, HK\$3,186,000 respectively and HK\$2,000 recognised during the year ended 31 March 2021). The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade and other receivables are disclosed in Notes 5(b), 24 and 25.

(b) Depreciation of property, plant and equipment and right-of-assets

Items of property, plant and equipment and right-of-use assets are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

主要會計判斷及估計不明朗因素的主要來源(續)

應用會計政策的主要判斷

以下為除涉及估計的判斷外,管理層在 應用實體的會計政策時作出且對綜合財 務報表內確認的金額具最重大影響力的 主要判斷。

(a) 貿易及其他應收款項以及按金預期 信貸虧損撥備

金融資產虧損撥備乃根據有關違約 風險及預期虧損率的假設計算。於 各報告期末,本集團已按本集團過 往歷史、現有市況及前瞻性估計於 作出該等假設及選擇計算減值所用 輸入數據時使用判斷。所用主要假 設及輸入數據的詳情於附註5(b)披露。

於2021年3月31日,貿易及其他應收款項以及按金賬面值約69,408,000港元、8,920,000港元及按金14,644,000港元(分別扣除於截至2021年3月31日止年度確認的虧損撥備約1,400,000港元、3,186,000港元及2,000港元)。預期信貸虧損撥備容易受估計變動影響。有關預期信貸虧損及本集團貿易及其他應收款項的資料於附註5(b)、24及25披露。

(b) 物業、廠房及設備以及使用權資產 折舊

物業、廠房及設備項目及使用權資產在計及估計剩餘價值後,於計可使用年期內按直線法計可使用年期內按直線法計可使用年期,以釐定在任何可報。本集團定期檢討資產的報告,以釐定在任何可報。可使用年期,以釐定在任何可報。可使用年期內本集團根據類似資產的出售期,則對抗衛改變後,則會不來期間對折舊開支進行調整。

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4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Critical judgements in applying accounting policies (Continued)

(c) Impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset including right-of-use assets, the Group estimates the recoverable amount of the cash generating unit to which the assets belongs, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of cash generating units, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

As at 31 March 2021, the carrying amounts of property, plant and equipment and right-of-use assets subject to impairment assessment were approximately HK\$21,621,000 and HK\$956,000 respectively. No impairment loss was recognised during the year ended 31 March 2021.

4. 主要會計判斷及估計不明朗因 素的主要來源(續)

應用會計政策的主要判斷(續)

(c) 物業、廠房及設備及使用權資產減 值

物業、廠房及設備以及使用權資產 乃按成本減累計折舊及減值列賬 (如有)。在釐定資產是否減值時, 本集團須行使判斷及作出估計,特 別是評估:(1)是否有事件已發生或 有任何指標可能影響資產價值;(2) 資產賬面值是否能夠以可收回金額 (如為使用價值,即按照持續使用 資產估計的未來現金流量的淨現 值)支持;及(3)將應用於估計可收 回金額的適當關鍵假設(包括現金 流量預測及適當的貼現率)。當無 法估計個別資產(包括使用權資產) 的可收回金額時,本集團估計資產 所屬現金產生單位的可收回金額, 包括在可確立合理及一致的分配基 準時的公司資產分配,否則可收回 金額按已分配相關公司資產的最小 現金產生單位組別釐定。現金流量 預測的假設及估計(包括貼現率或 增長率)變動,可能會對可收回金 額產生重大影響。

於2021年3月31日,有關須進行減值評估的物業、廠房及設備以及使用權資產的賬面值分別約為21,621,000港元及956,000港元。截至2021年3月31日止年度,並無確認減值虧損。

For the year ended 31 March 2021 截至2021年3月31日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Critical judgements in applying accounting policies (Continued)

(d) Income taxes and deferred taxes

The Group is subject to income taxes in Hong Kong and Mainland China. Significant judgment is required in determining provision for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amount that we initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

(e) Net realisable value of inventories

Valuation of inventories are stated at the lower of cost and net realisable value at the end of the reporting period. Net realisable value is determined on the basis of the estimated selling price less the estimated costs necessary to make the sale. Management estimate the net realisable value for finished goods based primarily on the latest invoice prices and current market conditions. In addition, the management perform an inventory review on a product by product basis at the end of each reporting period and assess the need for write down of inventories.

(f) Determining the lease term

As explained in Note 3, the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

主要會計判斷及估計不明朗因素的主要來源(續)

應用會計政策的主要判斷(續)

(d) 所得税及遞延税項

本集團須繳納香港及中國內地所得 税。於釐定税項撥備時,須作出重 大判斷。在日常業務過程中,就許 多交易及計算釐定的最終稅項到期 不確定。本集團根據是否應到期繳 不確定的本集團根據是否應到期繳 核事宜確認負債。倘該等事宜稅 終稅務結果有別於最初記錄金額, 此等差額將影響作出有關釐定年度 的所得稅及遞延稅項撥備。

(e) 存貨的可變現淨值

存貨估值乃按於報告期末的成本與 可變現淨值兩者間之較低者列賬。 可變現淨值根據估計售價減銷售所 需的估計成本釐定。管理層主要根 據最新的發票價格及當前市況估計 製成品的可變現淨值。此外,管理 層於各報告期末按個別產品基準審 查存貨,並評估是否需要撇減存 貨。

(f) 釐定租期

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4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Critical judgements in applying accounting policies (Continued)

(g) Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated, which is the higher of the value in use of fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit (or a group of cash-generating units) and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows or upward revision of discount rate, a material impairment loss or further impairment loss may arise.

As at 31 March 2021, the carrying amount of goodwill is approximately HK\$2,044,000 and no impairment was recognised during the year ended 31 March 2021. Details of the impairment assessment are disclosed in note 19.

(h) Fair value of contingent consideration receivable

The fair value of contingent consideration receivable was determined by using valuation techniques. The Group's management uses its judgement to select a variety of methods and make assumptions, including the discount rates and estimation of future performance. Changes in assumptions used could materially affect the fair value of the balances and, as a result, affect the Group's financial condition and results of operation. At 31 March 2021, the carrying amount of contingent consideration receivable amounted to approximately HK\$15,421,000 (2020: HK\$Nil).

4. 主要會計判斷及估計不明朗因 素的主要來源(續)

應用會計政策的主要判斷(續)

(g) 估計商譽減值

於2021年3月31日,商譽的賬面 值約為2,044,000港元且於截至 2021年3月31日止年度並無確認減 值。減值評估詳情於附註19披露。

(h) 應收或然代價的公平值

應收或然代價的公平值乃採用估值 技術釐定。本集團管理層運用判斷 以選擇多種方法並作出假設,包括 貼現率及未來表現估計。所用的假 設變動可能對結餘的公平值產生重 大影響,因而影響本集團的財務狀 況及經營業績。於2021年3月31 日,應收或然代價的賬面值約為 15,421,000港元(2020年:零港元)。

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For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS

5. 金融工具

(a) Categories of financial instruments

(a) 金融工具類別

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Financial assets	金融資產		
At amortised cost (including cash and	按攤銷成本(包括現金		
bank balances)	及銀行結餘)		
— Trade receivables	— 貿易應收款項	69,408	76,596
— Deposits and other receivables	一 按金及其他應收款項	23,564	5,387
 Pledged bank deposits 	一已抵押銀行存款	12,158	12,025
— Cash and bank balances	一現金及銀行結餘	20,535	6,661
		125,665	100,669
At fair value	按公平值		
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	4,778	5,428
Contingent consideration receivable	應收或然代價	15,421	5,420
Contingent consideration receivable	版		F 420
		20,199	5,428
Financial liabilities	金融負債		
Amortised cost	攤銷成本		
— Trade payables	— 貿易應付款項	32,517	7,729
 Accruals, other payables and 	一 應計費用、其他應付款項		
deposits received	及已收按金	11,812	7,179
 Bank and other borrowings 	— 銀行及其他借款	21,294	16,090
— Lease liabilities	一租賃負債	758	252
— Bonds payable	一應付債券	8,800	8,800
		75,181	40,050

(b) Financial risk management objectives and policies

The management monitor and manage the financial risks relating to the operations of the Group through internal risks reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including interest rate risk), credit risk and liquidity risk.

(b) 財務風險管理目標及政策

管理層通過利用內部風險報告按風險水平及幅度分析風險,監管及管理有關本集團營運的財務風險。該 等風險包括市場風險(包括利率風險)、信貸風險及流動資金風險。

For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

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

The Group's major financial instruments include trade receivables, deposits and other receivables, pledged bank deposits, cash and bank balances, financial assets at FVTPL, contingent consideration receivables, trade and bills payables, accruals, other payables, bank and other borrowings, lease liabilities and bonds payable. Details of these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Market risk

Interest rate risk

The Group is exposed to interest rate risk through the impact of rate changes on interest bearing financial assets, mainly the interest-bearing bank balances, bank and other borrowings and lease liabilities. The Group monitors the interest rate exposure on a continuous basis and adjusts the portfolio of bank saving balances and borrowings where necessary.

Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for the floating rate bank and other borrowings. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50-basis point increase or decrease throughout the reporting period is used internally for assessment of possible change in interest rate.

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(i) 市場風險

利率風險

本集團因利率變動對計息金融資產(主要為計息銀行百餘、銀行及其他借款及租赁負債)之影響面對利率風險,本集團持續監控利率風險,並在有需要時調整銀行存款結餘及借款組合。

利率敏感度分析

以下敏感度分析乃根據浮息銀行及其他借款的利率風險而釐定。編製該分析時假設於報告期末的未償還金整個報告期內的50基點增加或減少為內部評估利率可能變動時使用。

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

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

(i) Market risk (Continued)

Interest rate sensitivity analysis (Continued) If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year would decrease/increase by approximately HK\$88,900 for the year ended 31 March 2021 (2020: HK\$67,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate bank and other borrowings. Bank balances are excluded from sensitivity analysis as the management considers that the exposure of cash flow interest rate risk from variable rate bank balances is insignificant.

Price Risk

The Group is exposed to equity price risk mainly through its investment in listed equity securities. The Directors of the Company manage this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's equity price risk is mainly concentrated in equity securities listed in Malaysia industry sector quoted in ACE Market of Bursa Malaysia Securities Berhad for the year ended 31 March 2020. The Directors of the Company will monitor the risks and consider hedging the risk exposure should the need arise.

Equity price sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to equity price risk at the end of the reporting period.

The listed equity was disposed during the year ended 31 March 2021, therefore no sensitivity analysis was performed.

If the prices had been 15% higher/lower, the post-tax profit for the year ended 31 March 2020 would increase/decrease by HK\$113,000 as a result of change in fair value of financial assets at fair value through profit or loss.

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(i) 市場風險(續)

利率敏感度分析(續) 倘利率上升/下降50基點, ,而所有其他變量維持不變量維持不 則本集團截至2021年3月31 日止年度的年內除稅 88,900 港元(2020年:67,000港元)。 港元(2020年:67,000港元)。 此乃主要由於款的團內率包 銀行及其他借款就並管理 銀行結餘銀行結餘產生現 為由率風險並不重大。

價格風險

股本價格敏感度分析

以下敏感度分析乃根據於報 告期末承受之股本價格風險 而釐定。

截至2021年3月31日止年度 已出售上市股本,故並無進 行敏感度分析。

倘價格上升/下跌15%:截至2020年3月31日止年度之税後溢利將因按公平值計入損益的金融資產之公平值變動而增加/減少113,000港元。

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

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

(ii) Credit risk and impairment assessment

The Group's credit risk is primarily attributable to trade receivables, deposits and other receivables, pledged bank deposits and cash and bank balances. At 31 March 2021, the Group's maximum exposure to credit risk, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arising from the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables

Credit evaluations are performed on all customers requiring credit terms. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as to the economic environment.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and therefore significant concentrations of credit risk primarily arises when the Group has significant exposure to individual customers.

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(ii) 信貸風險及減值評估

貿易應收款項

對所有要求取得信用期的客戶進行個別信用評估。該等評估著重於客戶於到期時支付的過往付款歷史及現時的支付能力,並考慮客戶以及經濟環境的特定資料。

本集團面臨的信貸風險主要 受各客戶個別特徵的影響, 因此倘本集團面臨個別客戶 的重大風險,則會發生高度 集中的信貸風險。

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For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

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

(ii) Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

In respect of trade receivables arising from the sale and transportation of diesel oil and related products in Hong Kong and steel products in the PRC, the Group has a concentration of credit risk in certain individual customers. At the end of each reporting period, the five largest receivable balances accounted for approximately 48% (2020: approximately 64%) of the trade receivables and the largest trade receivable was approximately 21% (2020: approximately 34%) of the Group's total trade receivables respectively from diesel oil business. The Directors closely monitor the risk exposure of the customers and would take appropriate action to ensure the risk exposure is acceptable.

In order to minimise the credit risk, the management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow up action is taken to recover overdue debts. In addition, the management reviews the recoverability of each trade debt at the end of each reporting period to ensure that adequate allowance for ECL are made for irrecoverable amounts. The Group applies simplified approach on trade receivables to provide for the ECL prescribed by HKFRS 9. The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(ii) 信貸風險及減值評估(續)

貿易應收款項(續)

為盡量減低信貸風險,管理 層已委派團隊負責釐定信貸 限額、信貸審批及確保會對 收回逾期債務採取跟進行動 的其他監察程序。此外,管 理層於各報告期末檢討各貿 易債務的可收回程度,以確 保就不可收回款項作出足夠 的減值虧損。本集團應用簡 化法於貿易應收款項,以就 香港財務報告準則第9號所 規定的預期信貸虧損計提撥 備。本集團按相當於全期預 期信貸虧損的金額計量貿易 應收款項虧損撥備,有關金 額乃使用撥備矩陣計算得 出。由於本集團的過往信貸 虧損經驗並無顯示不同客戶 分部的重大不同虧損模式, 故基於過往逾期狀態的虧損 撥備並無進一步區分本集團 的不同客戶基礎。

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

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

(ii) Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 March 2021 and 2020:

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(ii) 信貸風險及減值評估(續)

貿易應收款項(續)

下表提供有關本集團於2021 年及2020年3月31日貿易應 收款項的信貸風險及預期信 貸虧損資料:

At 31 March 2021 於2021年3月31日		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	即期(未逾期)	0.29	40,157	118
1–90 days past due	逾期1至90日	0.68	19,659	133
91–180 days past due	逾期91至180日	1.20	8,269	99
181–365 days past due	逾期181至365日	53.46	2,879	1,539
1 year to 2 years	一至兩年	39.45	507	200
More than 2 years	超過兩年	97.57	1,152	1,126
		4.43	72,623	3,215

At 31 March 2020 於2020年3月31日		Expected loss rate 預期虧損率 % %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	即期(未逾期)	0.95	44,146	(421)
1–90 days past due	逾期1至90日	2.87	25,009	(719)
91–180 days past due	逾期91至180日	6.57	4,583	(301)
181–365 days past due	逾期181至365日	7.25	2,483	(180)
1 year to 2 years	一至兩年	6.98	2,136	(149)
More than 2 years	超過兩年	10.00	10	(1)
		2.26	78,367	(1,771)

For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

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

(ii) Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

The closing loss allowances of expected credit losses for trade and other receivables as at 31 March 2021 and 2020 reconciled as follows:

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(ii) 信貸風險及減值評估(續)

貿易應收款項(續) 於2021年及2020年3月31日· 對包括貿易及其他應收款項 預期信貸虧損的虧損撥備的 對賬如下:

		Trade receivables 貿易應收款項 HK\$'000 千港元	Deposit and other receivables 按金及其他 應收款項 HK\$'000 千港元	Total Total 總計 HK\$'000 千港元
At 1 April 2019 Increase in loss allowance recognised in profit or loss	於2019年4月1日 年內於損益中確認 虧損撥備增加	(1,249)	-	(1,249)
during the year Reversal of loss allowance recognised in profit or loss	年內於損益中確認 虧損撥備撥回	(1,541)	(716)	(2,257)
during the year		1,019	-	1,019
At 31 March 2020 and 1 April 2020	於2020年3月31日 及2020年4月1日	(1,771)	(716)	(2,487)
Increase in loss allowance recognised in profit or loss during the year	年內於損益中確認的 虧損撥備增加	(2,927)	(3,186)	(6,113)
Reversal of loss allowance recognised in profit or loss	年內於損益中確認 虧損撥備撥回	,,,,	, ,	, , ,
during the year Exchange realignment	匯兑調整	1,527 (44)	-	1,527 (44)
At 31 March 2021	於2021年3月31日	(3,215)	(3,902)	(7,117)

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period greater than agreed contract terms.

貿易應收款項於無合理預期 可收回時撇銷。無合理預期 可收回款項的跡象包括(其中 包括)債務人未能與本集團制 定還款計劃,及於超過協定 合約期的期間內未能作出合 約付款。

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

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

(ii) Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

Impairment losses on trade receivables are presented as allowance for expected credit loss within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Expected loss rates are based on actual loss experience over the past 2 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables are set out in Note 24 to the consolidated financial statement.

The management monitored the financial background and creditability of those debtors on an ongoing basis. The Group seeks to minimise its risk by dealing with counterparties which have good credit history. Majority of the trade receivables that are neither past due nor impaired have no default payment history. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

Deposits

In respect of the deposits, the credit quality has been individual assessed by general approach with reference to historical information about the counterparties default rate less than 1% and financial position of the counterparties. The Group recognised the allowance for expected credit losses by assessing the credit risk characteristics of deposits discount rate and the likelihood of recovery based on historical settlement records and past experience. During the year end 31 March 2021, the Group net provision of the allowance for the expected credit losses related to the deposits was amount of HK\$2,000 (2020: HK\$Nil).

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(ii) 信貸風險及減值評估(續)

貿易應收款項(續)

貿易應收款項的減值虧損呈 列為經營溢利內的預期信貸 虧損撥備。其後收回先前撇 銷的款項會記入同一單行項 目。

預期虧損率乃基於過往兩年 的實際虧損經驗而得出。 等虧損率乃經調整以反濟 集歷史數據期間的經濟 況、當前狀況以及本集團 號收款項預期年期的經濟 況的看法之間的差異。

有關本集團面臨來自貿易應 收款項的信貸風險之進一步 定量披露載於綜合財務報表 附註24。

按金

就有關按金而言,信貸低品。 「信貸工」 「信貸工」 「個別本」 「日間、 「日、 「日 、 「

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

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

(ii) Credit risk and impairment assessment (Continued)

Other receivables

In respect of the other receivables, the credit quality has been individual assessed by general approach with reference to historical information about the counterparties default rate 30.4% and financial position of the counterparties. The Group recognised the allowance for expected credit losses by assessing the credit risk characteristics of other receivables discount rate and the likelihood of recovery and considering the prevailing economic conditions. During the year end 31 March 2021, the Group net provision of the allowance for the expected credit losses related to the other receivables was amount of HK\$3,900,000 (2020: HK\$716,000).

The analysis of changes in the gross carrying amount and the corresponding provision of ECL on other receivables are as follows:

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(ii) 信貸風險及減值評估(續)

其他應收款項

賬面總值變動及其他應收款 項預期信貸虧損相應撥備的 分析如下:

				arch 2021 『3月31日	
		Stage 1	Stage 2	Stage 3	Total
		第一階段	第二階段	第三階段	總計
			Not credit-	Credit-	
		12m ECL	impaired	impaired	
		12個月			
		預期信貸虧損	並無信貨減值	出現信貸減值	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元 ————	千港元	千港元 ————	千港元
Other receivables,	其他應收款項				
gross carrying amount	賬面總值	12,820	_	_	12,820
Transfer to stage 3	轉撥至第三階段	(3,650)	_	3,650	_
Less: allowance for ECL	減:其他應收款項				
on other	預期信貸				
receivable	虧損撥備	(250)	-	(3,650)	(3,900)
Other receivable, net of	其他應收款項				
allowance for ECL	(扣除預期信貸				
	虧損撥備)	8,920	-	-	8,920
Other receivable, net of	其他應收款項 (扣除預期信貸		-	- (5/333)	

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

5. 金融工具(續)

- (b) Financial risk management objectives and policies (Continued)
- (b) 財務風險管理目標及政策(續)
- (ii) Credit risk and impairment assessment (Continued)

ii) 信貸風險及減值評估(續) 其他應收款項(續)

Other receivables (Continued)

		At 31 March 2020 於2020年3月31日			
		Stage 1 第一階段 HK\$'000 千港元	Stage 2 第二階段 HK\$'000 千港元	Stage 3 第三階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Other receivables, gross Less: allowance for ECL on other receivable	其他應收款項總額 減:其他應收款項 預期信貸 虧損撥備	5,030 (716)	_	_	5,030
Other receivable, net	其他應收款項淨額	4,314	_	_	4,314

Deposits with bank

Credit risk on pledged bank deposits and bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by credit agencies. The Group assessed 12m ECL for pledged bank deposits and bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on pledged bank deposits and balances is considered to be insignificant and therefore no loss allowance was recognised.

銀行存款

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

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

(iii) Liquidity risk

The Group is exposed to minimal liquidity risk as a substantial portion of its financial assets and financial liabilities are due within one year and it can finance its operations from existing shareholders' funds and internally generated cash flows.

In the management of the liquidity risk, the Group monitors and maintains a level of bank balances and cash deemed adequate by management to finance the Group's operations and mitigate the effect of fluctuations in cash flows. Management monitors current and expected liquidity requirements on a regular basis.

The following tables detail the Group's contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest dates on which the Group can be required to pay. The tables include both interest and principal cash flows.

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iii) 流動資金風險

本集團承受的流動資金風險 輕微,原因為大部分金融險 產及金融負債均於一年內到 期,並且以現有股東資金及 內部所得現金流量為其業務 營運提供資金。

在管理流動資金風險方面, 本集團監察並維持管理層 為足夠的銀行結餘及現營理 平,以為本集團 現金 供資金,並減低現金 量量 動的影響。管理層定期監控 目前及預期流動資金需求。

下表詳列本集團金融負債的 合約到期日。下表已按金融負債的未貼現現金流量根據本集團可能需要付款的最早日期編製,並包括利息及本 金現金流量。

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

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

(iii) Liquidity risk (Continued)

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on the remaining period at the end of reporting period to the contractual maturity date. Specifically, bank and other borrowings with repayable on demand clause are included in "on demand or within one year" regardless of the probability of the banks or counterparties choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are prepared based on the agreed repayment dates. The amounts disclosed in the table are based on the contractual undiscounted payments, are as follows:

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iii) 流動資金風險(續)

		Weighted average interest rate 加權 平均利率 %	On demand or within one year 應要求 或一年內 HK\$'000 千港元	More than one year but less than two years 超過一年 但少於兩年 HK\$'000 千港元	More than two years but less than five years 超過兩年 但少於五年 HK\$'000 千港元	More than five years 超過五年 HK\$'000	Total undiscounted cash flow 未貼現現金 流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
As at 31 March 2021	於2021年3月31日							
Non-derivative financial liabilities	非衍生金融負債							
Trade payables Accruals, other payables and	貿易應付款項 應計費用、其他應付款項及	-	32,517	-	-	-	32,517	32,517
deposits received	已收按金	-	11,812	-	-	-	11,812	11,812
Bank and other borrowings	銀行及其他借款	10.3%	23,495	-	-	-	23,495	21,294
Lease liabilities	租賃負債	3.4%	668	114	-	-	782	758
Bonds payable	應付債券	10%	9,680	-	-	-	9,680	8,800
			78,172	114	-	-	78,286	75,181

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

5. 金融工具(續)

- (b) Financial risk management objectives and policies (Continued)
- (b) 財務風險管理目標及政策(續)

(iii) Liquidity risk (Continued)

(iii) 流動資金風險(續)

				More than	More than			
		Weighted	On demand	one year but	two years but		Total	
		average	or within	less than	less than	More than	undiscounted	Carrying
		interest rate	one year	two years	five years	five years	cash flow	amount
		加權	應要求	超過一年	超過兩年		未貼現現金	
		平均利率	或一年內	但少於兩年	但少於五年	超過五年	流量總額	賬面值
		%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		%	千港元	千港元	千港元	千港元	千港元	千港元
As at 31 March 2020	於2020年3月31日							
Non-derivative financial liabilities	非衍生金融負債							
Trade payables	貿易應付款項	-	7,729	-	-	-	7,729	7,729
Accruals, other payables and	應計費用、其他應付款項及							
deposits received	已收按金	-	7,179	-	-	-	7,179	7,179
Bank borrowings	銀行借款	3.41	16,230	-	-	-	16,230	16,090
Lease liabilities	租賃負債	3.67	253	-	-	-	253	252
Bonds payable	應付債券	10.00	880	8,984	_	-	9,864	8,800
			32,271	8,984	-	-	41,255	40,050

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

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

(iii) Liquidity risk (Continued)

Bank and other borrowings with a repayment on demand clause are included in the "on demand or less than 1 month" time band in the above maturity analysis. As at 31 March 2021, the aggregate carrying amounts of these bank and other borrowings amounted to 21,294,000 (2020: HK\$16,090,000). Taking into account the Group's financial position, the Directors do not believe that it is probable that the banks/counterparties will exercise their discretionary rights to demand immediate repayment. The Directors of the Company believe that such bank and other borrowings will be repaid within one year after the end of the reporting period in accordance with the scheduled repayment dates set out in the bank borrowings agreements, details of which are set out in the table below:

Maturity Analysis — Bank and other borrowings with a repayment on demand clause based on scheduled repayments

5. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iii) 流動資金風險(續)

附帶按要求償還條款的銀行及其他借款計或少於一個月 時段內。於2021年3月31年3月31年1 時段內。於2021年3月31年3月31年6 時段銀表在 500000港元), 60000港元), 60000港元), 60000港元), 6000地港元), 6000地港。 6000地港, 6000地 6000

到期分析 — 附按要求償還條 款的銀行及其他借款(基於還 款計劃)

		Less than 1 year	Undiscounted cash outflows 未貼現	Carrying amount
		少於一年 HK\$'000 千港元	現金流出額 HK\$′000 千港元	賬面值 HK\$'000 千港元
31 March 2021	2021年3月31日	23,495	23,495	21,294
31 March 2020	2020年3月31日	16,230	16,230	16,090

For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value estimation

The fair value of financial assets and financial liabilities are determined as follows:

- (i) The fair value of financial assets and financial liabilities with standard terms and conditions and traded in active markets are determined with reference to quoted market bid prices and ask prices respectively, and
- (ii) The fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models (e.g. discounted cash flow analysis using observable and/or unobservable inputs).

The Company uses the following hierarchy for determining and disclosing the fair values of financial instruments:

- (i) Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets and liabilities.
- (ii) Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- (iii) Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

5. 金融工具(續)

(c) 公平值估計

金融資產及金融負債之公平值按以 下方式釐定:

- (i) 具有標準條款及條件並於活 躍市場買賣之金融資產及金 融負債之公平值分別經參照 市場之買賣盤報價釐定;及
- (ii) 其他金融資產及金融負債之 公平值乃根據公認定價模式 (如使用可觀察及/或不可觀 察數據進行之貼現現金流量 分析)釐定。

本公司使用以下等級制度釐定及披露金融工具公平值:

- (i) 第1級公平值乃以相同資產 及負債在活躍市場之報價(未 經調整)計量。
- (ii) 第2級公平值乃以級別1所包括之報價以外之輸入數據計量,有關輸入數據為資產或負債可從觀察中直接(即價格)或間接(即源自價格)得出。
- (iii) 第3級公平值乃以估值技術 計量,其包括並非以可觀察 市場數據為根據之資產或負 債輸入數據(不可觀察輸入數 據)。

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For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

5. 金融工具(續)

(c) Fair value estimation (Continued)

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

(c) 公平值估計(續)

本集團金融資產的公平值以按經常 性基準以公平值計量。

Fair value as at 於以下日期的公平值						
Financial assets	31 March 2021	31 March 2020	Fair Value hierarchy	Valuation Techniques and key inputs 估值方法及	Significant unobservable inputs 主要不可觀察	
金融資產	2021年3月31日 HK\$'000 千港元	2020年3月31日 HK\$'000 千港元	公平值等級	主要輸入資料	之輸入數據	
Financial assets at FVTPL: — Equity securities listed in Malaysia 按公平值計入損益的金融資產: — 在馬來西亞上市的股本證券	-	750	Level 1 第1級	Quoted market prices in an active market 於活躍市場 所報的市場買入價	N/A 不適用	
Key management personnel life insurance policy主要管理人員人壽保單	4,778	4,678	Level 2 第2級	Quoted redemption value by insurance company 保險公司所報的 贖回價值	N/A 不適用	
— Contingent consideration receivable — 應收或然代價	15,421	-	Level 3 第3級	Discounted cash flow approach 貼現現金流量法	Discount factor 16% 貼現因數 16%	
Financial assets at FVTOCI: Reconciliation of Level 3 fair value measurements 按公平值計入其他全面收益的金融資產: 第三級公平值計量的對賬						
— Unlisted equity investment in Hong Kong — 在香港的非上市權益投資	-	-	Level 3 第3級	Market approach 市場法	Discount for lack of marketability of 16% 缺乏市場流通量 16%貼現	

Except as disclosed as above, the Directors consider the carrying amounts of financial assets and financial liabilities recorded at amortised costs in the consolidated financial statements approximates to their fair values.

除上述所披露者外,董事認為按攤 銷成本於綜合財務報表入賬的金融 資產及金融負債賬面值與其公平值 相若。

For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

5. 金融工具(續)

(c) Fair value estimation (Continued)

(c) 公平值估計(續)

Reconciliation of Level 3 fair value measurements of financial assets.

金融資產第3級公平值計量的對賬。

		Unlisted equity 非上市權益 HK\$'000 千港元	Contingent consideration receivable 應收或然代價 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2019	於2019年4月1日	-	_	_
Initial recognition of financial assets at	按公平值計入其他全面收益的			
FVTOCI	金融資產首次確認	905	_	_
Fair value change	公平值變動	(905)	_	_
At 31 March 2020 and 1 April 2020	於2020年3月31日及2020年4月1日	_	_	_
Arising from acquisition of subsidiaries	自收購附屬公司產生(附註35)			
(Note 35)		_	14,201	14,201
Fair value change	公平值變動	_	1,220	1,220
At 31 March 2021	於2021年3月31日	-	15,421	15,421

Included in other comprehensive income is an amount of HK\$905,000 loss relating to financial assets at fair value through other comprehensive income held at the end of 31 March 2020 and is reported as fair value through other comprehensive income reserve.

No sensitivity analysis was performed as at 31 March 2020 due to the nil balance of unlisted equity.

As at 31 March 2021, it was estimated that a 5% increase or decrease in the discount rate but less than 10 million RMB, of Meijia Group while holding all other variables constant the amount of contingent receivable would increase by approximately HK\$187,000.

計入其他全面收益的乃於2020年3月31日持有的有關按公平值計入其他全面收益的金融資產的905,000港元虧損,並呈報為按公平值計入其他全面收益的儲備。

於2020年3月31日 無敏感度分析 因非上市權益零結餘而須予進行。

於2021年3月31日,倘所有其他變量維持不變,估計美嘉集團的貼現率增加或減少5%但低於人民幣10百萬元,應收或然金額將增加約187,000港元。

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For the year ended 31 March 2021 截至2021年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(d) Capital risk management

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

The capital structure of the Group consists of total borrowings and equity attributable to owners of the Company, comprising share capital, reserves and retained profits as disclosed in the consolidated financial statements.

The Directors of the Company review the capital structure regularly. The Group considers the cost of capital and the risks associated with each class of capital, and balance its overall capital structure through the payment of dividends and injection of capital.

The following is the gearing ratio at the end of each reporting period:

5. 金融工具(續)

(d) 資本風險管理

本集團管理其資本,以確保實體可持續經營,同時透過優化債務及權益結餘為股東帶來最大回報。本集團的整體策略於報告期間維持不變。

誠如綜合財務報表所披露,本集團 的資本架構包括總借款及本公司擁 有人應佔權益,當中包括股本、儲 備及保留溢利。

本公司董事定期審閱資本架構。本 集團會考慮資本成本及與各類別資 本有關的風險,並透過派付股息及 注資平衡整體資本結構。

以下為各報告期末的資產負債比 率:

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Total borrowings (Note (a)) Total equity (Note (b))	總借款(附註(a)) 總權益(附註(b))	30,852 132,038	25,142 106,534
Gearing ratio	資產負債比率	23.4%	23.6%

Notes:

- (a) Total borrowings represent bank and other borrowings, lease liabilities and bonds payable as set out in Notes 30, 31 and 32; and
- (b) Total equity includes share capital and reserves at the end of each reporting period.

附註:

- (a) 總借款指附註30、31及32所載銀行 及其他借款、租賃負債及應付債券:
- (b) 總權益包括各報告期末的股本及儲備。

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6. REVENUE

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts. An analysis of the Group's revenue for the reporting period is as follows:

Disaggregation of revenue from contracts with customers

6. 收益

收益指已售商品的發票淨值(扣除退貨撥 備及交易折扣)。本集團於報告期間的收 益分析如下:

來自客戶合約的收益分拆

		2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元
Type of goods or services	商品或服務種類		
Goods transferred at a point in time	於某時點轉讓商品		
Sale of diesel oil and related products	銷售柴油及相關產品		
Diesel oil	柴油	293,678	271,646
Marine diesel oil	船用柴油	63,061	55,696
Lubricant oil	潤滑油	9,231	777
Sale of injecting molding machine	銷售注塑機	5,366	_
		371,336	328,119
Sales of steel products	銷售鋼產品	66,881	111,219
Total revenue from contracts with	來自客戶合約的總收益		
customers		438,217	439,338

The Group operates in two continuing operating segment for the sale of diesel oil and related products in Hong Kong and PRC and manufacturing and sale of steel products, oil and sale of injecting molding machine in the PRC.

Performance obligations for contracts with customers

Details of performance obligations for contracts with customers for the year ended 31 March 2021 are set out in Note 3.

Transaction price allocated to the remaining performance obligation for contracts with customers

All revenue from sale of diesel oil and related products are for the periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed. 本集團經營兩個持續經營分部,以於香港及中國銷售柴油及相關產品以及於中國製造及銷售鋼產品、石油及銷售注塑機。

客戶合約的履約責任

有關截至2021年3月31日止年度客戶合約的履約責任的詳情載列於附註3。

分配至剩餘客戶合約的履約責任的 交易價格

所有來自銷售柴油及相關產品的收益均 為期一年或以下。經香港財務報告準則 第15號允許,分配至該等未獲達成合約 的交易價格並未披露。

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

7. SEGMENT INFORMATION

A single management team reports to the Directors (being the chief operating decision-maker (the "CODM")) who comprehensively manage the entire business.

Specifically, the Group's reportable segments under HKFRS 8 are as follows:

- Sale and transportation of diesel oil and related products
- Sale of steel products

Segment revenues and results

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

7. 分部資料

單一管理層團隊向全面管理整體業務的 董事(即主要營運決策者(「主要營運決策 者」))匯報。

具體而言,本集團根據香港財務報告準 則第8號的可呈報分部如下:

- 柴油及相關產品銷售及運輸
- 鋼產品銷售

分部收益及業績

以下為按可呈報及經營分部對本集團營 業額及業績的分析:

		Sale and transportation of diesel oil and related products 柴油及相關產品銷售 及運輸		Sale of steel products 鋼產品銷售		Unallocated 尚未分配		Consolidated 已綜合	
		2021年 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2021年 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元
Revenue	收益	371,336	328,119	66,881	111,219	-	-	438,217	439,338
Segment result	分部業績	13,951	8,608	(2,898)	(350)	(5,943)	(1,258)	5,110	7,000
Other segment information:	其他分部資料:								
Certain other gain or losses	若干其他收益或虧損							4,437	291
Finance costs	融資成本							(2,745)	(1,363)
Profit before taxation	除税前溢利							6,802	5,928
Assets and liabilities	資產及負債								
Segment assets	分部資產	154,799	107,858	53,958	40,427	5,865	4,522	214,622	152,807
Segment liabilities	分部負債	52,229	27,614	19,038	8,005	11,317	10,654	82,584	46,273

For the year ended 31 March 2021 截至2021年3月31日止年度

7. SEGMENT INFORMATION (Continued)

Segment revenues and results (Continued)

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. Segment profit/(loss) represents the profit/(loss) from each segment without allocation of central administration costs, certain other gains or losses, certain allowance for ECL on other receivables, fair value change on contingent consideration receivable and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

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

- all assets are allocated to reportable segments other than financial assets at fair value through profit or loss, certain prepayment, certain other receivables, certain bank and cash balances and other assets for corporate use;
- all liabilities are allocated to reportable segments other than bonds payable, certain accruals and other liabilities for corporate use.

7. 分部資料(續)

分部收益及業績(續)

經營分部的會計政策與附註3所述的本集團會計政策一致。分部溢利/(虧損) 乃指概無分配中央管理成本、若干其他收益或虧損、若干其他應收款項預期信貸虧損撥備、應收或然代價的公平值變動及融資成本的每個分部溢利/(虧損)。此乃向主要營運決策者呈報以供其分配資源及評估表現的基準。

為監察於不同分部的分部表現及分配資源:

- 一 除按公平值計入損益的金融資產、 若干預付款項、若干其他應收款 項、若干銀行及現金結餘以及其他 作公司用途的資產外,所有資產均 分配至可呈報分部;
- 一 除應付債券、若干應計費用及其他 作公司用途的負債外,所有負債均 分配至可呈報分部。

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7. SEGMENT INFORMATION (Continued)

7. 分部資料(續)

Other segment information

其他分部資料

		Sale and tra of diese related p 柴油及材 銷售及	l oil and products 目關產品	Sale steel pi 鋼產品	roducts	Unalld		Consol 已約	
		2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元
Loss on disposal of subsidiaries	出售附屬公司虧損	-	-	-	-	-	(27)	-	(27)
Additions to non-current assets and right-of-use assets	非流動資產及 使用權資產添置	1,444	510	2,058	12,577	-	-	3,502	13,087
Depreciation on property, plant and equipment	物業、廠房及設備折舊	(2,164)	(2,222)	(19)	(9)	-	-	(2,183)	(2,231)
Depreciation on right-of-use assets	使用權資產折舊	(564)	(1,224)	-	-	-	-	(564)	(1,224)
Gain of disposal of property, plant and equipment	出售物業、廠房及 設備的收益	-	545	-	-	-	-	-	545
Allowance for ECL on trade and other receivable and deposits, net	貿易及其他應收款項以及 按金預期信貸虧損 撥備,淨額	(1,651)	(516)	(1)	(6)	(2,934)	(716)	(4,586)	(1,238)
Net gain/(loss) on financial assets at fair value through profit or loss	按公平值計入損益的金融資產收益/(虧損)淨額	-	-	-	-	100	(471)	100	(471)
Fair value gain on contingent consideration receivable	應收或然代價公平值收益	1,220	-	-	-	-	-	1,220	-
Fair value gain on contingent consideration payable	應付或然代價公平值收益	-	-	-	_	-	3,598	-	3,598
Realised gain/(loss) on financial assets at fair value through profit or loss	按公平值計入損益的 金融資產已變現 收益/(虧損)	-	-	-	-	363	(356)	363	(356)

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7. **SEGMENT INFORMATION** (Continued)

Geographical information

The Group's operation is located in Hong Kong and PRC during the year ended 31 March 2021 and 2020. The Group's revenue from continuing operations from external customers based on the location of customers are detailed below:

7. 分部資料(續)

地理資料

截至2021年及2020年3月31日止年度,本集團的業務位於香港及中國。本集團按客戶所在地劃分來自外部客戶的持續經營業務收益詳情如下:

		來自外部 Y ear o	xternal customer 客戶收益 ended 日期止年度
		31/3/2021	31/3/2020
		2021年	2020年
		3月31日	3月31日
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	357,753	328,119
PRC	中國	80,464	111,219
		438,217	439,338

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7. SEGMENT INFORMATION (Continued)

Geographical information (Continued)

Information about the Group's non-current assets is presented based on the geographical location of the assets are detailed below:

7. 分部資料(續)

地理資料(續)

本集團按資產所在地點劃分呈列其非流 動資產的相關資料詳情如下:

		Non-curre 非流動	ent assets 動資產
		31/3/2021	31/3/2020
		2021年	2020年
		3月31日	3月31日
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	13,204	8,653
PRC	中國	32,160	20,481
		45,364	29,134

Non-current assets excluded financial assets at fair value through profit or loss, contingent consideration receivable, goodwill and deferred tax assets.

非流動資產不包括按公平值計入損益的 金融資產、應收或然代價、商譽及遞延 税項資產。

Information about major customers

Revenues from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

有關主要客戶的資料

於相應年度,客戶貢獻佔本集團總收益超過10%的收益如下:

		2021	2020
		2021年	2020年
		HK\$'000	HK\$'000
		千港元	千港元
Customer A ¹	 客戶A ¹	54,500	45,415
Customer B ¹	客戶B1	_*	45,581
Customer C ¹	客戶C ¹	89,871	71,455

^{*} The customer contributed less than 10% of the total revenue of the Group.

Note:

Revenue from the diesel oil and related products.

附註:

1 柴油及相關產品收益。

^{*} 客戶收入貢獻佔本集團總收益少於10%。

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8. OTHER GAINS OR LOSSES

8. 其他收益或虧損

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Gain on disposal of property,	出售物業、廠房及設備的收益		
plant and equipment		-	545
Realised gain/(loss) loss on financial assets	按公平值計入損益的金融資產		
at fair value through profit or loss	已變現收益/(虧損)	363	(356)
Unrealised gain/(loss) on financial assets	按公平值計入損益的金融資產		
at fair value through profit or loss	未變現收益/(虧損)	100	(471)
Loss on disposals of subsidiaries	出售附屬公司虧損	-	(27)
Bank interest income (Note (i))	銀行利息收入(附註(i))	135	41
Transportation services fee	運輸服務費	590	452
Rental income from diesel vehicle	來自柴油車的租金收入	1,774	79
Government grants (Note (ii))	政府補助(附註(ii))	1,404	_
Compensation income arising	溢利保證產生的賠償收入		
from profits guarantee		5,150	_
Sundry income	雜項收入	71	28
		9,587	291

Notes: 附註:

(i) Bank interest income mainly represents interest generated from the deposits in bank.

- (i) 銀行利息收入主要指銀行存款產生的利息。
- (ii) Government grants mainly included approximately HK\$1,244,000 (2020: Nil) provided by the Hong Kong Government in relation to Employment Supporting Scheme.
- (ii) 政府補助主要包括香港政府就保就業計劃提供的約1,244,000港元(2020年:無)。

9. FINANCE COSTS

9. 融資成本

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Interest expenses on bank borrowings wholly repayable within five years Interest expenses on other borrowings Interest expenses on bank overdrafts Interest expenses on bonds Interest expenses on lease liabilities	須於五年內全數償還銀行 借款的利息開支 其他借款的利息開支 銀行透支的利息開支 債券的利息開支 租賃負債的利息開支	369 1,463 2 880 31	632 - 8 694 29
		2,745	1,363

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10. PROFIT BEFORE TAXATION

10. 除税前溢利

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Profit for the year has been arrived at after charging/(crediting):	年內溢利已扣除/(計入)下列各項:		
Directors' emoluments (Note 12)	董事薪酬(附註12)	2,807	2,920
Other staff costs: — Salaries and other benefits — Retirement benefits scheme	其他員工成本: 一 薪金及其他福利 一 退休福利計劃供款	9,492	6,985
contributions		538	360
		10,030	7,345
Auditors' remuneration — Audit services — Non-audit services Cost of inventories recognised as expense Depreciation of property, plant and equipment (Note 16)	核數師薪酬 一核數服務 一非核數服務 s 確認為開支的存貨成本 物業、廠房及設備折舊(附註16)	700 20 400,048	700 120 409,278
— Cost of sales — Administrative expenses	一 銷售成本 一 行政開支	1,763 420	1,790 441
		2,183	2,231
Depreciation of right-of-use assets (Note 17) Gain on disposal of property,	使用權資產折舊(附註17) 出售物業、廠房及設備的收益	564	1,224
plant and equipment Allowance for ECL on trade and other receivable and deposits, net	貿易及其他應收款項以及按金 預期信貸虧損撥備,淨額	-	(545)
Allowance for ECL on trade receivables Allowance for ECL on deposits and	貿易應收款項預期信貸虧損撥備 按金及其他應收款項預期信貸	2,927	1,541
other receivables Reversal of allowance for ECL on	虧損撥備 貿易應收款項預期信貸虧損	3,186	716
trade receivables	撥備撥回	(1,527)	(1,019)
		4,586	1,238
Expenses relating to short-term leases	與短期租賃有關的開支	2,226	_

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11. INCOME TAX EXPENSES

11. 所得税開支

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Current tax Hong Kong Profit Tax The PRC Enterprise income tax	即期税項 香港利得税 中國企業所得税	1,799 139	1,733
Deferred tax Credited for the year (Note 33)	遞延税項 年內計入(附註33)	(595) 1,343	(311)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2019 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 millions of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2 millions will be taxed at 16.5%. The assessable profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The two-tiered profits tax rates regime is applicable to the Group for the years ended 31 March 2021 and 2020.

Accordingly, starting from the current year, the Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2 millions of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 millions.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

Under the Laws of the People's Republic of China on Enterprise Income Tax (中華人民共和國企業所得税法) (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate for one of the PRC subsidiary is 25% for both years.

於2018年3月21日,香港立法會通過2017年稅務(修訂)(第7號)條例草案(「條例草案」),其引入兩級制利得稅率制度。條例草案於2019年3月28日簽署成為法律並於翌日刊憲。根據兩級制利得稅率制度,合資格公司的首2百萬港元應課稅溢利將按8.25%的稅率徵稅,而2百萬港元以上的應課稅溢利將按16.5%的稅率徵稅。不符合該兩級制利得稅之司的應課稅溢利將繼續統一按16.5%的稅率納稅。於截至2021年及2020年3月31日止年度,兩級制利得稅率制度適用於本集團。

因此,自本年度開始,香港利得税就首2 百萬港元的估計應課税溢利按8.25%的 税率計算,而就2百萬港元以上的估計 應課税溢利則按16.5%的税率計算。

根據開曼群島及英屬處女群島的規則及 法規,本集團毋須繳納任何開曼群島及 英屬處女群島的所得稅。

根據中華人民共和國企業所得税法(「企業所得税法」)及企業所得税法實施條例,其中一間中國附屬公司的税率於該兩個年度均為25%。

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11. INCOME TAX EXPENSES (Continued)

According to the EIT Law and the Implementation of the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得税法實施條例), an entity eligible as a Small Low-profit Enterprise (小型微利企業) is subject to preferential tax treatments. From 1 January 2019 to 31 December 2021, a Small Low-profit Enterprise with annual taxable income not more than RMB1,000,000 is subject to Enterprise Income Tax calculated at 25% of its taxable income at a tax rate of 20%. During both years, a subsidiary of the Group is eligible as a Small Low-profit Enterprise and is subject to the relevant preferential tax treatments.

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

11. 所得税開支(續)

根據企業所得税法及中華人民共和國企業所得税法實施條例,符合小型微利企業資格的實體可享受税收優惠待遇。於2019年1月1日至2021年12月31日,年度應課税收入不超過人民幣1,000,000元的小型微利企業可按税率20%就其應課税收入的25%計算企業所得稅。兩個年度內,本集團一間附屬公司符合小型微利企業資格,並享有相關稅收優惠。

年內所得税開支與綜合損益及其他全面 收益表所列的除税前溢利可對賬如下:

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Profit before taxation	除税前溢利	6,802	5,928
Tax at domestic income tax rates	按當地所得税率計算的税項	1,122	978
Tax effect of:	税務影響:		
Tax relief of 8.25% on first HK\$2 million	首2百萬港元應課税溢利的		
assessable profit	8.25% 税務寛減	(165)	(165)
Tax relief under the Small Low-profit	小型微利企業下的税務寬減		
Enterprise		(23)	_
Tax effect of incomes not taxable for	毋須課税收入的税務影響		
tax purpose		(1,075)	(794)
Tax effect of expenses not deductible for	不可扣税開支的税務影響		
tax purpose		811	815
Tax effect of temporary differences	暫時差額的税務影響	(595)	(311)
Tax effect of the tax losses not recognised	未確認税項虧損的税務影響	1,474	949
Effect on different tax rates of subsidiaries	於其他司法權區營運附屬公司的		
operating in other jurisdiction	不同税率影響	(196)	(30)
Tax reduction	税收扣減	(10)	(20)
Income tax expenses for the year	年內所得税開支	1,343	1,422

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12. DIRECTORS' EMOLUMENTS

12. 董事薪酬

For the year ended 31 March 2021

截至2021年3月31日止年度

		Directors' Fees 董事袍金 HK\$'000 千港元	Salaries and other benefits 薪金及 其他福利 HK\$'000 千港元	Retirement scheme contributions 退休 計劃供款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Executive Directors	—— 執行董事				
Mr. Fong Chun Man	方俊文先生	665	165	18	848
Ms. Lo Pui Yee	勞佩儀女士	665	165	18	848
Mr. Chan Chi Fai	陳志輝先生	780	193	18	991
Independent Non-Executive Directors	獨立非執行董事				
Mr. Chui Chi Yun, Robert	崔志仁先生	120	-	_	120
Mr. Kwong Yuk Lap	鄺旭立先生	-	-	-	-
Mr. Wang Anyuan	王安元先生	-	-	-	-
		2,230	523	54	2,807

For the year ended 31 March 2020

截至2020年3月31日止年度

		Directors' Fees 董事袍金 HK\$'000 千港元	Salaries and other benefits 薪金及 其他福利 HK\$'000 千港元	Retirement scheme contributions 退休 計劃供款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Executive Directors	執行董事				
Mr. Fong Chun Man	方俊文先生	_	755	18	773
Ms. Lo Pui Yee	勞佩儀女士	_	755	18	773
Mr. Chan Chi Fai	陳志輝先生	_	885	18	903
Mr. Li Hok Yin (Note (i))	李學賢先生(附註(i))	-	107	4	111
Independent Non-Executive Directors	獨立非執行董事				
Mr. Chui Chi Yun, Robert	崔志仁先生	120	_	_	120
Mr. Kwong Yuk Lap	鄺旭立先生	120	-	_	120
Mr. Wang Anyuan	王安元先生	120	-	-	120
		360	2,502	58	2,920

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12. DIRECTORS' EMOLUMENTS (Continued)

The executive Directors' emoluments shown were mainly for their service in connection with the management of the affairs of the Company and the Group.

The remuneration shown above represents remuneration received and receivable from the Group by these Directors in their capacity as employees to the Group and/or in their capacity as Directors of the Company during the years ended 31 March 2021 and 2020. Mr. Kwong Yuk Lap and Mr. Wang Anyuan was agreed to waive their emoluments during the years ended 31 March 2021 (2020: Nil).

Note:

 Mr. Li Hok Yin was appointed as executive Directors of the Company on 21 June 2018 and resigned on 21 February 2020.

13. EMPLOYEES EMOLUMENTS AND SENIOR MANAGEMENT EMOLUMENTS

The five highest paid individuals included three (2020: three) executive Directors of the Company for the years ended 31 March 2021, details of whose emoluments are set out above in Note 12. The aggregate of the emoluments in respect of the remaining two (2020: two) highest paid employees who are neither a director nor chief executive of the Company are as follows:

12. 董事薪酬(續)

所示執行董事薪酬主要作為彼等與管理 本公司及本集團事務有關的服務。

上文所示酬金指該等董事於截至2021年及2020年3月31日止年度作為本集團僱員身分及/或作為本公司董事身分已收及應收本集團的酬金。鄺旭立先生及王安元先生已於截至2021年3月31日止年度同意放棄其薪酬(2020年:無)。

附註:

(i) 李學賢先生於2018年6月21日獲委任為本公司執行董事並於2020年2月21日辭任。

13. 僱員薪酬及高級管理人員薪酬

截至2021年3月31日止年度,五名最高薪酬人士包括本公司三名(2020年:三名)執行董事,有關薪酬詳情載於上文附註12。餘下兩名(2020年:兩名)最高薪酬僱員(非本公司董事或主要行政人員)的薪酬總額如下:

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Salaries and other benefits Retirement benefit schemes contribution	薪金及其他福利 退休福利計劃供款	1,016 35	1,082 35
		1,051	1,117

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13. EMPLOYEES EMOLUMENTS AND SENIOR MANAGEMENT EMOLUMENTS (Continued)

The number of non-director highest paid employees whose emoluments fell within the following bands is as follows:

13. 僱員薪酬及高級管理人員薪酬

其薪酬屬於以下範圍內的非董事最高薪 酬僱員人數如下:

		Number of individuals 人數	Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	2	2

The number of the senior management (excluding directors) whose emoluments fell within the following bands is as follows:

其薪酬屬於以下範圍內的高級管理人員 (不包括董事)人數如下:

		Number of individuals 人數	Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	1	1

During the years ended 31 March 2021 and 2020, no emoluments were paid by the Group to the directors or any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office. None of the Directors waived or agreed to waive any emoluments during the years ended 31 March 2021 and 2020.

於截至2021年及2020年3月31日止年度,本集團概無支付任何薪酬予董事或任何五名最高薪僱員,作為加入或於加入本集團後的獎勵或作為離職補償。概無董事於截至2021年及2020年3月31日止年度放棄或同意放棄任何薪酬。

14. DIVIDENDS

The Directors do not recommend the payment of any dividend for the year ended 31 March 2021 (2020: HK\$Nil).

14. 股息

截至2021年3月31日止年度,董事並不 建議派付任何股息(2020年:零港元)。

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15. EARNINGS PER SHARE

15. 每股盈利

The calculation of basic and diluted earnings per share attributable to owners of the Company are based on the following data:

本公司擁有人應佔每股基本及攤薄盈利 乃按以下數據計算:

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Earnings	盈利		
Profit attributable to owners of	本公司擁有人應佔溢利		
the Company		6,387	4,664
		2021	2020
		2021年	2020年
		′000 ∡ N	'000 工 RD
	nn (o th) m	千股 ———————	千股 ————————————————————————————————————
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculation	計算每股基本盈利的普通股 加權平均數		
basic earnings per share		873,940	800,000

The calculation of basic earnings per share for the years ended 31 March 2021 and 2020 is based on profit attributable to owners of the Company and the weighted average number of shares.

The weighted average number of ordinary shares is based on shares in issue during the year ended 31 March 2021 has been adjusted for the issue of consideration shares on 20 April 2020.

Diluted earnings per share were same as the basic earnings per share as there were no potential dilutive ordinary share in existence during the years ended 31 March 2021 and 2020.

截至2021年及2020年3月31日止年度的 每股基本盈利乃基於本公司擁有人應佔 溢利及股份的加權平均數計算。

普通股加權平均數乃基於截至2021年3月31日止年度的878,000,000(2020年:800,000,000)股已發行股份已就於2020年4月20日發行代價股份作出調整計算。

由於截至2021年及2020年3月31日止年 度概無存在潛在攤薄普通股,故每股攤 薄盈利相當於每股基本盈利。

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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Leasehold improvement 租賃物業裝修 HK\$'000 千港元	Oil barge 柴油駁船 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Office equipment 辦公設備 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本						
At 1 April 2019	於2019年4月1日	662	8,500	11,431	33	_	20,626
Additions	添置	_	_	515	37	12,535	13,087
Disposals	出售	_	_	(2,171)	-	_	(2,171)
Exchange alignment	匯兑調整	_	-	-	(1)	(321)	(322)
At 31 March 2020 and 1 April 2020	於2020年3月31日 及2020年4月1日	662	8,500	9,775	69	12,214	31,220
Additions	添置	_	_	169	-	2,058	2,227
Acquisition of subsidiaries (Note 35)	收購附屬公司(附註35)	-	-	-	1	-	1
Exchange alignment	匯兑調整	-	-	-	2	1,081	1,083
At 31 March 2021	於2021年3月31日	662	8,500	9,944	72	15,353	34,531
Accumulated depreciation:	累計折舊:						
At 1 April 2019	於2019年4月1日	329	1,133	9,182	22	_	10,666
Charge for the year	年內支出	198	850	1,164	19	_	2,231
Disposals	出售	-	-	(2,171)	-	-	(2,171)
At 31 March 2020 and 1 April 2020	於2020年3月31日 及2020年4月1日	527	1,983	8,175	41	_	10,726
Charge for the year	年內支出	135	850	1,186	12	-	2,183
Exchange alignment	匯兑調整	-	-	-	1	-	1
At 31 March 2021	於2021年3月31日	662	2,833	9,361	54	-	12,910
Carrying amount:							
At 31 March 2021	於2021年3月31日	-	5,667	583	18	15,353	21,621
At 31 March 2020	於2020年3月31日	135	6,517	1,600	28	12,214	20,494

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17. RIGHT-OF-USE ASSETS

17. 使用權資產

		Motor vehicles 汽車 HK\$'000 千港元	Office premise 辦公室物業 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost At 1 April 2019 (Note) Additions	成本 於2019年4月1日(附註) 添置	- -	1,469 -	1,469
At 31 March 2020 and 1 April 2020	於2020年3月31日及 2020年4月1日	_	1,469	1,469
Additions Lease termination	添置 租賃終止	1,275 –	– (1,469)	1,275 (1,469)
At 31 March 2021	於2021年3月31日	1,275	-	1,275
Accumulated depreciation At 1 April 2019 (Note) Charge for the year	累計折舊 於2019年4月1日(附註) 年內支出	- -	- 1,224	- 1,224
At 31 March 2020 and 1 April 2020 Charge for the year Lease termination	於2020年3月31日及 2020年4月1日 年內支出 租賃終止	- 319 -	1,224 245 (1,469)	1,224 564 (1,469)
At 31 March 2021	於2021年3月31日	319		319
Carrying amounts At 31 March 2021	賬面值 於2021年3月31日	956	_	956
At 31 March 2020	於2020年3月31日	-	245	245
			2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Expense relating to short-term leases Total cash outflow for leases	有關短期租賃的開支 租賃的現金流出總額		2,226 801	- 1,246

Note: The Group has applied HKFRS 16 and adjusted the opening balances at 1 April 2019.

附註: 本集團已應用香港財務報告準則第16號, 並調整於2019年4月1日的年初結餘。

The Group does have the option to purchase the right-of- use assets for a nominal amount at the end of the lease terms.

本集團於租期完結時可選擇以面值購買 使用權資產。

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18. PREPAYMENT FOR RIGHT-OF-USE ASSETS

As at 31 March 2021, the balance represents the prepayment paid by the Group in connection with right-of-use assets in the PRC. The Group is in the progress of obtaining the land certificate.

18. 使用權資產預付款項

於2021年3月31日,結餘乃指本集團就中國使用權資產的已付預付款項。本集 團正在取得土地證。

19. GOODWILL

19. 商譽

		HK\$'000 千港元
Cost and carrying amounts At 1 April 2019, 31 March 2020 and 1 April 2020	成本及賬面值 於2019年4月1日、2020年3月31日 及2020年4月1日	_
Arising from acquisition of subsidiaries (Note 35)	自收購附屬公司產生(附註35)	2,044
At 31 March 2021	於2021年3月31日	2,044

Goodwill acquired in business combinations is allocated to individual CGUs that is expected to benefit from business combinations. The carrying amounts of goodwill are allocated according to the business segment as follows:

業務合併獲得的商譽分配至預期將自該 業務合併獲益的個別現金產生單位。商 譽的賬面值按業務分部分配如下:

		2021 2021年 HK\$′000 千港元
Sale and transportation of diesel oil and related product	柴油及相關產品銷售及運輸	2,044

The Group tests goodwill impairment annually or more frequently if there are indications that goodwill might be impaired. During the year ended 31 March 2021, no impairment loss was recognised.

本集團每年進行商譽減值測試或(倘有跡象顯示商譽可能出現減值)更頻密進行商譽減值測試。截至2021年3月31日止年度,概無確認減值虧損。

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19. GOODWILL (Continued)

The recoverable amount of above CGU has been determined based on value-in-use calculation by Vincorn Consulting and Appraisal Limited. The calculation used cash flow projections based on the financial forecasts approved by the directors of the Company covering a five-year period. The pre-tax discount rates applied to the cash flow projections are 15% (2020: Nil). The growth rate used to extrapolate the cash flows beyond the five-year period is 3% (2020: Nil).

Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The terminal growth rate used is with reference to the long term average growth rates and expected market development. Management believes that any reasonably possible change in key assumptions would not cause the recoverable amount of CGUs to fall below their carrying amount.

Other assumptions for the value-in-use calculation related to the estimation of cash inflows/outflows which included budgeted revenue and profit margin. Such estimation is based on past performance, existing sales contracts and management expectations for the market development.

19. 商譽(續)

上述現金產生單位的可收回金額已根據 泓亮諮詢及評估有限公司進行的使用價 值計算而釐定。該計算使用基於本公司 董事批准的五年期財務預測的現金流量 預測。應用於現金流量預測的除稅前貼 現率為15%(2020年:無)。用於推斷五 年期限後的現金流量的增長率為3%(2020年:無)。

管理層使用可反映目前市場對貨幣時間 價值的評估及現金產生單位的特定風險 的除税前比率估計貼現率。所用永續增 長率乃參考長期平均增長率及預期市場 發展釐定。管理層認為,主要假設的任 何合理可能變動將不會導致現金產生單 位的可收回金額低於其賬面值。

用於使用價值計算的其他假設與現金流入/流出估計有關,其中包括預算收益及 利潤率。有關估計乃基於過往表現、現有 銷售合約及管理層對市場發展的預期。

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20. CONTINGENT CONSIDERATION RECEIVABLE 20. 應收或然代價

Contingent consideration receivable represents the profit guarantee given by the Vendor as defined in Note 35 to the Group in relation to the acquisition of Meijia Group. Contingent consideration receivable has been designated as financial assets at FVTPL upon initial recognition and is measured at fair value at the end of the reporting period. The movement of the fair value of contingent consideration receivable is as follow:

應收或然代價指賣方(定義見附註35)就 收購美嘉集團向本集團提供的溢利保 證。應收或然代價已於初步確認時指定 為按公平值計入損益的金融資產,並於 報告期末按公平值計量。應收或然代價 的公平值變動如下:

Details of the profit guarantees are as follows:

溢利保證詳情如下:

Profit guarantees 溢利保證		Meijia Group 美嘉集團 HK\$'000 千港元
At 1 April 2020	於2020年4月1日	_
Arising from acquisition (Note 35)	產生自收購事項(附註35)	14,201
Gain on change in fair values	公平值變動收益	1,220
At 31 March 2021	於2021年3月31日	15,421

Pursuant to the sale and purchase agreement (the "SPA") in relation to the acquisition of Meijia Shell (Global) Lubricant Technology Limited and its subsidiaries ("Meijia Group"), the Vendors have given a guarantee to the Group that the audited consolidated net profit after tax of Meijia Group for the three financial years ending 31 March 2021, 31 March 2022 and 31 March 2023 (each of the "Guaranteed Period") would be no less than RMB5,000,000, RMB10,000,000 and RMB10,000,000 (the "Guaranteed Sum") for each of the Guaranteed Period (the "Profit Guarantee").

根據有關收購美嘉殼(環球)潤滑科技有限公司及其附屬公司(「美嘉集團」)的買賣協議(「買賣協議」),賣方已向本集團提供保證,美嘉集團截至2021年3月31日、2022年3月31日及2023年3月31日止三個財政年度(各為「保證期」)的經審核綜合除稅後純利將不少於各保證期的人民幣5,000,000元、人民幣10,000,000元及人民幣10,000,000元(「保證金額」)(「溢利保證」)。

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20. CONTINGENT CONSIDERATION RECEIVABLE 20. 應收或然代價(續)

(Continued)

In case the Profit Guarantee is not fulfilled for the corresponding period/year, the Vendors shall pay of the difference between the Guaranteed Sum and the actual audited consolidated net profit after tax of Meijia Group (the "Shortfall") to the Group. During the year ended 31 March 2021, the actual audited consolidated net profit after tax of Meijia Group did not satisfy the Profit Guarantee. Hence, the Vendors are required to pay the Shortfall to the Group in accordance with the terms and condition stated in the SPA.

The fair value of the contingent consideration receivable as at 31 March 2021 is determined based on the valuation conducted by an independent firm of valuers, Vincorn Consulting and Appraisal Limited ("Vincorn"), by using the discounted cash flow approach and a gain arising in fair value change of approximately HK\$1,220,000 was recognised in the consolidated statement of profit or loss and other comprehensive income.

As at 31 March 2021, the contingent consideration receivable is analysed into current asset and non-current asset as follows:

Analysed for reporting purpose as:

就於相應期間/年度未履行的溢利保證而言,賣方須向本集團支付保證金額與美嘉集團的實際經審核綜合除稅後純利之間的差額(「差額」)。截至2021年3月31日止年度,美嘉集團的實際經審核綜合除稅後純利未滿足溢利保證。因此,賣方須根據買賣協議所述條款及條件向本集團支付差額。

於2021年3月31日,應收或然代價的公平值乃根據獨立估值師公司泓亮諮詢及評估有限公司(「泓亮」)使用貼現現金流量法進行的估值釐定,而公平值變動產生的收益約1,220,000港元已於綜合損益及其他全面收益表確認。

於2021年3月31日,應收或然代價按以下方式分析為流動資產及非流動資產:

就呈報目的分析為:

		HK\$'000 千港元
Non-current assets	非流動資產	7,060
Current assets	流動資產	8,361
		15,421

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21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

21. 按公平值計入損益的金融資產

		2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元
Investment in a listed equity in Malaysia (note i)	馬來西亞上市權益投資(附註i)	_	750
Key management personnel life insurance	主要管理層人員人壽保單		730
policy (note ii)	(附註ii)	4,778	4,678
		4,778	5,428
Analysed for reporting purposes as:	就呈報目的分析為:		
Current assets	流動資產	_	750
Non-current assets	非流動資產	4,778	4,678
		4,778	5,428

Notes:

- (i) Financial assets at fair value through profit or loss are stated at fair value which are determined by reference to quoted market bid prices. During the year ended 31 March 2021, all listed equity in Malaysia was disposed.
- The Group entered into a life insurance policies with an insurance company to insure against the death and permanent disability of executive Director. Under the policy, the beneficiary and policy holder are the Company, Great Wall (International) Oil Limited, wholly owned subsidiary of the Company, and the total insured sum is approximately US\$2,600,000 (equivalent to HK\$20,280,000). The contracts will be terminated on the occurrence of the earliest of the death of the key management personnel insured or other terms pursuant to the contracts. The Company paid the total insurance premium with an aggregate amount of approximately US\$639,800 (equivalent to approximately HK\$4,987,000) at the inception of the policy. The initial premium charge was approximately US\$38,000 (equivalent to approximately HK\$309,000). The Group may request a surrender of the contracts at any time and receive cash back based on the cash value at the date of withdrawal, which is determined by the gross premium paid at inception plus accumulated guaranteed interest earned and minus insurance premium charged (the "Cash Value"). A guaranteed interest rate of 4.25% per annum applied to the contracts for the first year, followed by the discretionary portion with a minimum guaranteed interest rate of 2% per annum for the following years until termination. The fair value is based on redemption value quoted by the insurance company.

附註:

- (i) 按公平值計入損益的金融資產乃按公平值列 賬,並經參考市場報價後釐定。截至2021年 3月31日止年度,所有馬來西亞上市權益均 已出售。
- 本集團向保險公司投購一份人壽保單,就執 行董事身故及永久傷殘投保。根據保單,受 益人及保單持有人為本公司及本公司全資附 屬公司長城(國際)石油有限公司,總投保額 約為2,600,000美元(相當於20,280,000港元)。 合約將於受保的主要管理層人員身故時或根 據合約其他條款規定而予以終止(以最早發 生者為準)。本公司已於保單開始時繳清全部 保費合共約639.800美元(相當於約4.987.000 港元)。初始保費費用約為38,000美元(相當 於約309,000港元)。本集團可隨時要求退 保,並根據退保日期現金價值取回現金,有 關價值根據開始時已支付的保費總額加已賺 取的累計保證利息所扣除保費(「現金價值」) 釐定。合約首年的保證年利率為4.25厘,其 後年度則為最低保證年利率2厘加酌情部分, 直至終止為止。公平值按保險公司所報贖回 價值計算。

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22. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

22. 按公平值計入其他全面收益的 金融資產

		2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元
Unlisted equity — Investment in an unlisted equity	非上市權益 一 於一個非上市權益的投資	-	_
Analysed for reporting purpose as: — Non-current assets	就呈報目的分析為: 一 非流動資產	-	_

Notes:

The investment in an unlisted equity is measured at fair value. It is the remaining equity portion of the disposed subsidiaries. The fair value is based on the market approach. HK\$905,000 was charged to other comprehensive income relating to fair value loss on financial assets at fair value through other comprehensive income during the year ended 31 March 2020.

Details of fair value estimation for the year ended 31 March 2020 are set out in Note 5(c).

附註:

於一個非上市權益的投資按公平值計量。其為已出售附屬公司的剩餘權益部分。公平值按市場法計算。截至2020年3月31日止年度,905,000港元已計入有關按公平值計入其他全面收益的金融資產公平值虧損的其他全面收益。

有關截至2020年3月31日止年度公平值估計的詳情載於附註5(c)。

23. INVENTORIES

23. 存貨

		2021 2021年 HK\$'000	2020 2020年 HK\$'000
		千港元	千港元
Raw material		695	_
Work-in-progress	在製品	27	_
Finished goods	製成品	15,628	11,519
		16,350	11,519

All inventories were stated at the lower of cost and net realisable value.

所有存貨均按成本與可變現淨值之較低 者列賬。

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24. TRADE RECEIVABLES

24. 貿易應收款項

		2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元
Trade receivables Less: Allowance for impairment losses on trade receivables, net	貿易應收款項 減:貿易應收款項減值虧損撥備 淨額	72,623 (3,215)	78,367 (1,771)
		69,408	76,596

(a) Ageing analysis

The following is an ageing analysis of trade receivables presented based on the invoice date at the end of the reporting periods:

(a) 賬齡分析

以下為於報告期末按發票日期呈列 的貿易應收款項賬齡分析:

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Within 30 days	30日內	29,038	20,298
31 to 60 days	31至60日	10,831	23,848
61 to 90 days	61至90日	10,811	_
91 to 120 days	91至120日	3,956	_
121 to 150 days	121至150日	2,381	12,751
Over 150 days	超過150日	15,606	21,470
		72,623	78,367

The Group's average credit term with its customers is, in general, 3 days to 150 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. Details on the Group's credit policy are set out in Note 5(b).

本集團與其客戶的平均信貸期一般 為3日至150日。本集團致力對尚 未收回的應收款項維持嚴格控制。 逾期結餘由高級管理層定期審閱。 本集團信貸政策詳情載於附註5(b)。

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24. TRADE RECEIVABLES (Continued)

(b) Impairment assessment of trade receivables

Net allowance for expected credit losses on trade receivables of approximately HK\$1,400,000 and net loss allowance for expected credit losses of approximately HK\$522,000 have been recognised to the consolidated profit or loss and other comprehensive income for the year ended 31 March 2021 and 2020 respectively.

Details of impairment assessment of trade receivables for the year ended 31 March 2021 and 2020 are set out in Note 5(b).

24. 貿易應收款項(續)

(b) 貿易應收款項減值評估

貿易應收款項預期信貸虧損的撥備 淨額約1,400,000港元及預期信貸 虧損的虧損撥備淨額約522,000港 元已分別確認至截至2021年及 2020年3月31日止年度的綜合損益 及其他全面收益。

截至2021年及2020年3月31日止年度,貿易應收款項減值評估的詳情載於附註5(b)。

25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

25. 預付款項、按金及其他應收款項

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Deposits, net of allowance for ECL (Note (i)) Prepayments (Note (ii)) Other receivables (Note (iii)), net of allowance for ECL	按金(扣除預期信貸虧損撥備) (附註(i)) 預付款項(附註(ii)) 其他應收款項(附註(iii)) (扣除預期信貸虧損撥備)	14,644 18,217 8,920	1,073 5,926 4,314
Less: non-current portion of deposits Current portion	減:按金非即期部分 即期部分	41,781 (13,867) 27,914	11,313 (160) 11,153

Note:

- The deposits exclude the non-current portion had a loss allowance for expected credit loss of approximately HK\$2,000 (2020: Nil).
- (ii) Prepayments include the amount of approximately HK\$9,600,000 for rent of oil bridge.
- (iii) The other receivables mainly include the amount due from a disposal group was approximately HK\$3,650,000 and compensation income receivable approximately HK\$5,150,000 net of loss allowance for expected credit losses on other receivables of approximately HK\$3,900,000 (2020: HK\$716,000).

Details of impairment assessment of deposits and other receivables for the year ended 31 March 2021 and 2020 are set out in Note 5(b).

附註:

- i) 有關按金不包括非即期部分且預期信貸虧損 的虧損撥備為約2,000港元(2020年:無)。
- (ii) 預付款項包括油橋租金約9,600,000港元。
- (iii) 其他應收款項主要包括應收出售集團款項約 3,650,000港元及應收補償收入約5,150,000港 元(扣除其他應收款項預期信貸虧損的虧損 撥備約3,900,000港元(2020年:716,000港 元)。

截至2021年及2020年3月31日止年度,按金及其他應收款項減值評估的詳情載於附註5(b)。

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26. PLEDGED BANK DEPOSITS/CASH AND BANK 26. 已抵押銀行存款/現金及銀行 BALANCES 結餘

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Pledged bank deposits Cash and bank balances	已抵押銀行存款 現金及銀行結餘	12,158 20,535	12,025 6,661
Casif and Dank Dalances	元业 /文) 以以 门 问 ! 尔	32,693	18,686

At 31 March 2021, the cash and bank balances of the Group included currencies denominated in RMB amounted to approximately HK\$323,000 (31 March 2020: HK\$1,242,000).

Cash and bank balances comprise cash at bank and cash on hand held by the Group. Bank balances earn interests at floating rate based on daily bank deposit rates and is placed with creditworthy banks with no recent history of default.

The pledged bank deposits were pledged as collateral for bank facilities and carried interest ranging from 0.04% to 0.25% (2020: 0.31% to 1.60%) per annum.

於2021年3月31日,本集團的現金及銀行結餘包括以人民幣計值的貨幣約323,000港元(2020年3月31日:1,242,000港元)。

現金及銀行結餘包括銀行存款及本集團 持有的手頭現金。銀行結餘按每日銀行 存款利率以浮動利率賺取利息,存於近 期並無違約記錄且信譽良好的銀行。

已抵押銀行存款被抵押為銀行融資的抵押品,並以年利率介乎0.04%至0.25%(2020年:0.31%至1.60%)計息。

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27. TRADE PAYABLES

27. 貿易應付款項

		2021	2020
		2021年 HK\$′000	2020年 HK\$'000
		千港元	千港元
Trade payables	 貿易應付款項	32,517	7,729

The average credit term from suppliers is up to 3 to 90 days. The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

供應商給予的平均信貸期最多為3至90日。以下為於報告期末按發票日期呈列的貿易應付款項及應付票據賬齡分析:

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Within 30 days	30日內	14,833	7,727
31 to 60 days	31至60日	6,297	_
61 to 90 days	61至90日	5,532	2
Over 90 days	超過90日	5,855	_
		32,517	7,729

28. ACCRUALS, OTHER PAYABLES AND DEPOSITS RECEIVED

28. 應計費用、其他應付款項及已 收按金

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Accruals Other payables Deposits received	應計費用 其他應付款項 已收按金	5,990 5,792 30	4,215 2,879 85
		11,812	7,179

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29. CONTRACT LIABILITIES

29. 合約負債

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Contract liabilities Provision of selling steels products and sales of injecting molding machine products	合約負債 提供鋼產品銷售及 銷售注塑機產品		
— Billings in advance of performance	一於履約前預收款項	5,780	4,509

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

對經確認合約負債金額構成影響的一般付款條款如下:

Provision of selling steels products and sale of injecting molding machine products

When the Company receives a deposit before the sales contract commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract.

提供鋼產品銷售及銷售注塑機產品

本公司在銷售合約開始前收取按金時, 則將在合約開始時產生合約負債,直至 就相關合約確認收益為止。

Movements in contract liabilities

合約負債變動

	2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元
As at 1 April 於4月1日	4,509	-
Acquisition of subsidiaries (Note 35)	(附註35) 3,217	_
Revenue recognised that was included in 計入年初合約 the contract liabilities at the beginning	負債的已確認收益	
of the year	(4,509)	_
Decrease in contract liabilities as a result of 年內確認收益	導致	
recognising revenue during the year 合約負債減	少 (44,113)	(110,807)
Increase in contract liabilities as a result of 年內就於3月3	31 日	
receiving deposits during the year in 尚未製成商		
respect of the goods not until progress 而導致合約		
as at 31 March	46,041	115,435
Exchange alignment 匯兑調整	635	(119)
As at 31 March 於3月31日	5,780	4,509

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30. BANK AND OTHER BORROWINGS

30. 銀行及其他借款

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Secured bank borrowings (Notes (i) and (ii)) Secured other loan (Notes (iii) and (iv))	已抵押銀行借款(附註(i)及(ii)) 已抵押其他貸款(附註(iii)及(iv))	- 21,294	16,090
		21,294	16,090
Carrying amount repayable: On demand or within one year and shown under current liabilities	應償還的賬面值: 按要求或按流動負債所示須 於一年內償還	21,294	16,090

Notes:

- (i) As at 31 March 2021, the bank borrowings of the Group was secured by the corporate guarantee, fixed deposits and life insurance policy of the Group. As at 31 March 2020, the bank borrowings of the Group was secured by the corporate guarantee, fixed deposits and life insurance policy of the Group.
- (ii) As at 31 March 2021, no outstanding bank borrowing from financial institutions. The bank borrowings of the Group with financial institutions amounted to approximately HK\$16,090,000 with the bank facilities 1 and 2 which respectively carried at variable interest rate of the range from 3.57% to 4.88% and 2.76% to 3.97% per annum for the year ended 31 March 2020.
- (iii) Other loan 1 carried at variable interest rate of the range from 5.7% to 6.6% and other loan 2 fixed interest rate cost fixed rate ranged from 4.8% to 20.4% per annum for the year ended 31 March 2021. From financial institutions granted the facilities to the Group, no bank borrowings at the year end 31 March 2021.
- (iv) As at 31 March 2021, other loan 1 were secured by corporate and personal guarantee, from Mr. Fong Chun Man. Other loan 2 were secured by the shares of the Group subsidiary, Eastern Champion Development Limited.

附註:

- (i) 於2021年3月31日,本集團的銀行借款以本 集團的公司擔保、定期存款及人壽保險作擔 保。於2020年3月31日,本集團的銀行借款 以本集團的公司擔保、定期存款及人壽保單 作擔保。
- (ii) 於2021年3月31日,概無來自金融機構的未 價還銀行借款。截至2020年3月31日止年度, 本集團與金融機構的銀行借款約為 16,090,000港元,其中銀行融資1及2分別以 浮動年利率3.57%至4.88%及2.76%至3.97% 計息。
- (iii) 截至2021年3月31日止年度·其他貸款1每年按介乎5.7%至6.6%的浮動利率計息,而其他貸款2則每年按介乎4.8%至20.4%的固定利率計算固定利息。自金融機構向本集團授出融資以來·截至2021年3月31日止年度並無銀行借款。
- (iv) 於2021年3月31日,其他貸款1乃以方俊文 先生的企業及個人擔保作抵押。其他貸款2 乃以本集團附屬公司Eastern Champion Investment Limited的股份作抵押。

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

31. LEASE LIABILITIES

31. 租賃負債

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Minimum lease payments due: Within one year More than one year but not later than	到期最低租賃付款: 一年內 超過一年但少於兩年	663	253
two years	,2,2 1,2,2,1,3,1	111	_
Less: Future finance charges	減:未來融資費用	(16)	(1)
Present value of lease liabilities	租賃負債現值	758	252
Present value of lease liabilities: Within one year	租賃負債現值:	648	252
More than one year but not later than two years	超過一年但少於兩年	110	_
		758	252

The weighted average incremental borrowing rates applied to lease liabilities 3.4% (2020: 3.67%).

適用於租賃負債的加權平均增量借款利率3.4%(2020年:3.67%)。

32. BONDS PAYABLE

The bonds payable are interest bearing at the fixed coupon rate of 10% per annum, payable annually in arrear and repayable as follow:

32. 應付債券

應付債券按固定票面年利率10%計息, 須於每年年底支付,並按以下方式償還:

		2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元
Within one year	一年內	8,800	_
More than one year but not later than	超過一年但少於兩年		
two years		-	8,800
		8,800	8,800
Analysed as reporting purpose as:	 就呈報目的分析為:		
Current liabilities	流動負債	8,800	_
Non-current liabilities	非流動負債	-	8,800
		8,800	8,800

The effective interest rate of the corporate bonds for the year ended 31 March 2021 is 10% (31 March 2020: 10%) per annum.

截至2021年3月31日止年度,公司債券的實際年利率為10%(2020年3月31日:10%)。

For the year ended 31 March 2020, transactions costs totalling of approximately HK\$42,000 had been incurred for the issuance of the corporate bonds.

截至2020年3月31日止年度,發行公司 債券已產生交易成本合共約42,000港元。

For the year ended 31 March 2021 截至2021年3月31日止年度

33. DEFERRED TAX (ASSETS)/LIABILITIES

The followings are the major deferred tax balances recognised and movements thereon during the years ended 31 March 2021 and 2020:

33. 遞延税項(資產)/負債

以下為於截至2021年及2020年3月31日 止年度確認的主要遞延税項結餘及其變動:

		Expected credit loss allowance 預期信貸 虧損撥備 HK\$'000 千港元	Accelerated tax depreciation 加速税項折舊 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As 1 April 2019 Credited to consolidated statement of	於2019年4月1日 年內計入綜合損益表	(206)	924	718
profit or loss during the year (Note 11)	(附註11)	(85)	(226)	(311)
As at 31 March 2020 and 1 April 2020	於2020年3月31日 及2020年4月1日	(291)	698	407
Charged/(credited) to consolidated statement of profit or loss during the	年內扣除/(計入)綜合損益表 (附註11)			
year (Note 11)		(348)	(247)	(595)
Exchange adjustments	匯兑調整	(11)	_	(11)
At 31 March 2021	於2021年3月31日	(650)	451	(199)

At the end of the reporting period, the Group has unused tax losses of approximately HK\$22,878,000 (2020: HK\$15,433,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately HK\$3,231,000 (2020: HK\$335,000) arising from the PRC which may be carried forward for five years. Other losses of approximately HK\$19,647,000 (2020: HK\$15,098,000) may be carried forward indefinitely.

於報告期末,本集團的未動用税項虧損 為約22,878,000港元(2020年:15,433,000 港元)可供抵銷未來溢利。由於無法預測 未來溢利來源,故並無確認遞延税項資 產。未確認税項虧損包括虧損約3,231,000 港元(2020年:335,000港元)乃來自中 國,且可於五年內結轉。其他虧損約 19,647,000港元(2020年:15,098,000港元)可無限結轉。

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

34. SHARE CAPITALS

34. 股本

		Number of Share 股份數目	HK\$′000 千港元
Authorised:	 法定:		
As at 1 April 2019, 31 March 2020,	於2019年4月1日、		
1 April 2020 and 31 March 2021	2020年3月31日、		
	2020年4月1日		
	及2021年3月31日	2,000,000,000	20,000
Issued and fully paid:			
As at 1 April 2019, 31 March 2020	於2019年4月1日、		
and 1 April 2020	2020年3月31日及		
	2020年4月1日	800,000,000	8,000
Issued in consideration for the acquisition	就收購附屬公司已發行股本的		
of the issued share capital	代價而發行(附註)		
of subsidiaries (note)		78,000,000	780
As at 31 March 2021	於2021年3月31日	878,000,000	8,780

Note: On 20 April 2020, 78,000,000 shares of HK\$0.01 each of the Company were allotted and increased as fully paid for the acquisition of 51% issued share capital of Meijia Shell (Global) Lubricant Technology Limited at issue price of HK\$0.21 each under the general mandate. For detail, please refer to Note 35.

附註:於2020年4月20日,78,000,000股本公司每股面值0.01港元的代價股份根據一般授權按發行價每股0.21港元配發及發行為繳足股份,以收購美嘉殼(環球)潤滑科技有限公司之51%已發行股本。有關詳情,請參閱附註35。

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35. ACQUISITION OF SUBSIDIARIES

On 23 March 2020, the Company and Mr. Zhu Yixiang and Mr. Li Weinian (collectively, the "Vendor") entered into the sale and purchase agreement (the "SPA"), pursuant to which the Vendor conditionally agreed to sell and the Company is conditionally agreed to purchase 51% equity interest in Meijia Shell (Global) Lubricant Technology Limited ("Meijia Shell") and its subsidiaries ("Meijia Group") at an aggregate consideration of approximately HK\$16,380,000. The consideration was satisfied by the allotment and issuance of 78,000,000 Shares under general mandate (the "Consideration Shares") at the issue price of HK\$0.21 per Share by the Company to the Vendor. The acquisition was completed on 21 April 2020. Meijia Shell is the legal and beneficial owner of the Meijia (Asia) Lubricant Technology Limited ("HK Subsidiary"), which in turn is the 100% legal and beneficial owner of the Qianhai Mika Shell (Shenzhen) Lubricant Technology Company Limited ("Qianhai Subsidiary") and Foshan Shunde Aodexin Lubricant Company Limited ("PRC Subsidiary"). The PRC Subsidiary is engaged in the business of research and development, production, sales and distribution of lubricant in the Asia Pacific region. Upon Completion, Meijia Group becomes a wholly-owned subsidiary of the Group and the financial results of Meijia Group will be consolidated into the Company's consolidated financial statements.

Consideration transferred

HK\$'000 千港元 Equity instruments issued 已發行權益工具 16,380 Contingent consideration agreement (Note 20) 或然代價協議(附註20) (14,201) Total 總計 2,179

Note:

Based on the SPA, the Group is guaranteed by the Vendor that if Meijia Group' audited net profit after tax in accordance with Hong Kong Financial Reporting Standard for the period from the completion date to 31 March 2021 shall be not less than RMB5 Million and shall be not less than RMB10 million for the year ending 31 March 2022 and 31 March 2023.

Acquisition-related costs amounting to approximately HK\$52,000 have been excluded from the consideration transferred and have been recognised as an expenses in the current year, within the "administrative expenses" line item in the consolidated statement of profit or loss and other comprehensive income.

35. 收購附屬公司

於2020年3月23日,本公司與朱益祥先 牛及黎偉念先牛(統稱「賣方」)訂立買賣 協議(「買賣協議」),據此,賣方已有條 件同意出售,而本公司已有條件同意購 買美嘉殼(環球)潤滑科技有限公司(「美 嘉殼」)及其附屬公司(「美嘉集團」)51% 股權,總代價為約16,380,000港元。代 價以本公司根據一般授權按發行價每股 股份0.21港元向賣方配發及發行 78,000,000股股份(「代價股份」)結算。 收購事項於2020年4月21日完成。美嘉 殼為美嘉(亞洲)潤滑油科技有限公司 (「香港附屬公司」)的合法實益擁有人, 而香港附屬公司則為前海美嘉殼(深圳) 潤滑油科技有限公司(「前海附層公司」) 及佛山市順德區奧德鑫潤滑油有限公司 (「中國附屬公司」)的100%合法實益擁有 人。中國附屬公司於亞太地區從事潤滑 油的研發、生產、銷售及分銷業務。於 完成後,美嘉集團成為本集團的全資附 屬公司,而美嘉集團的財務業績將併入 本公司的綜合財務報表。

已轉讓代價

附註:

根據買賣協議,本集團由賣方保證,美嘉集團根據 香港財務報告準則於完成日期至2021年3月31日期 間的經審核除稅後純利將不少於人民幣5百萬元, 且於截至2022年3月31日及2023年3月31日止年度 的經審核除稅後純利將不少於人民幣10百萬元。

收購事項相關成本約52,000港元不計入 已轉讓代價,並已於本年度確認為開 支,計入綜合損益及其他全面收益表的 「行政開支」項目。

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For the year ended 31 March 2021 截至2021年3月31日止年度

35. ACQUISITION OF SUBSIDIARIES (Continued)

Assets acquired and liabilities recognised at the date of acquisition are as follows:

35. 收購附屬公司(續)

於收購日期所收購資產及已確認負債如 下:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1
Inventories	存貨	1,912
Trade receivable	貿易應收款項	3,246
Deposit and other receivables	按金及其他應收款項	2,999
Cash and bank balances	現金及銀行結餘	503
Tax recoverable	可收回税項	197
Contract liabilities	合約負債	(3,217)
Trade payables	貿易應付款項	(4,138)
Other payables, accruals and receipts in advanced	其他應付款項、應計費用及預收款項	(1,239)
		264

The fair values and gross contractual amount of trade receivable, other receivables and deposits as at the date of acquisition amounted to approximately HK\$3,246,000 and HK\$2,999,000 respectively. No trade receivable and other receivables were expected to be uncollective.

Non-controlling interests

The non-controlling interests (49%) in Meijia Group recognised at the acquisition date was measured by reference to the proportionate share of identifiable net assets acquired and approximately amounted to HK\$129,000.

貿易應收款項、其他應收款項以及按金 於收購日期的公平值及合約總額分別約 為3,246,000港元及2,999,000港元。預期 並無貿易應收款項及其他應收款項不可 收回。

非控股權益

於收購日期所確認於美嘉集團的非控股權益(49%)乃參考已收購可識別資產淨值的比例分配計量,金額約為129,000港元。

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

35. ACQUISITION OF SUBSIDIARIES (Continued)

35. 收購附屬公司(續)

Goodwill arising on acquisition:

收購事項產生的商譽:

		HK\$'000 千港元
Consideration transferred Plus: non-controlling interest (49% in Meijia Group) Less: recognised amounts of net assets acquired	已轉讓代價 加:非控股權益(於美嘉集團的49%權益) 減:所收購資產淨值的已確認金額	2,179 129 (264)
Goodwill arising on acquisition	收購事項產生的商譽	2,044

The goodwill arising on the acquisition of Meijia Group is attributable to future growth and profitability expected to arise from the business combination. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

o not meet 其並不符合可識別無形資產的確認條件。 s.

None of the Goodwill arising on these acquisitions is expected to be deductible for tax purposes.

預期該等收購事項所產生的商譽不可扣 税。

收購美嘉集團產生的商譽乃由於業務合

併預期將產生的未來增長及盈利能力。

該等利益並無與商譽分開確認,原因為

Net cash inflow on acquisition of Meijia Group:

收購美嘉集團的現金流入淨額:

		HK\$'000 千港元
Cash consideration paid		_
Add: cash and cash equivalent balances acquired	加:已收購的現金及現金等價物結餘	503
		503

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35. ACQUISITION OF SUBSIDIARIES (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year is approximately HK\$765,000 attributable to the additional business generated by Meijia Group. Revenue for the year includes approximately HK\$13,583,000 generated from Meijia Group.

Had the acquisition been completed on 1 April 2020, total group revenue for the year would have been approximately HK\$14,021,000, and profit for the year would have been approximately HK\$781,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2020, nor is it intended to be a projection of future results.

36. DISPOSAL OF SUBSIDIARIES

China Forest Food Limited

On 28 March 2019, the Group entered into a sale and purchase agreement to dispose of the 90% equity interest in China Forest Food Limited (the "Disposal") whose subsidiaries included the De-consolidated Subsidiaries (as defined below), which were principally engaged in sale and distribution of health food in the PRC, at a consideration of approximately HK\$8,148,000. The Disposal was completed on 9 April 2019.

Details of the aggregate net assets of China Forest Food Limited and its subsidiaries included in the consolidated financial statements of the Group as at the completion date of the Disposal are set out below:

35. 收購附屬公司(續)

收購事項對本集團業績的影響

年內溢利包括美嘉集團所產生應佔額外業務的約765,000港元。年內收益包括美嘉集團所產生的約13,583,000港元。

倘收購事項已於2020年4月1日完成,本集團的年內收益總額將約為14,021,000港元,而年內溢利則將約為781,000港元。備考資料僅作説明用途,並不必然表示本集團倘於2020年4月1日完成收購事項則實際將達致有關收益及營運業績,亦不擬作為未來業績的預測。

36. 出售附屬公司

中國森林食品有限公司

於2019年3月28日,本集團訂立買賣協議以出售中國森林食品有限公司(該公司主要於中國從事銷售及分銷健康食品,其附屬公司包括取消綜合入賬附屬公司(定義見下文))的90%股權(「出售事項」),代價為約8,148,000港元。出售事項於2019年4月9日完成。

於出售事項完成日期計入本集團綜合財 務報表的中國森林食品有限公司及其附 屬公司資產總淨值總額的詳情載列如下:

		HK\$'000 千港元
Consideration transferred:	已轉讓代價:	_
Cash consideration	現金代價	8,148

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36. DISPOSAL OF SUBSIDIARIES (Continued)

China Forest Food Limited (Continued)

Analysis of assets and liabilities derecognised from the consolidated financial statements of the Group upon completion of the Disposal:

36. 出售附屬公司(續)

中國森林食品有限公司(續)

出售事項完成後,自本集團綜合財務報 表終止確認的資產及負債分析:

		HK\$'000
		千港元
Total assets classified as held for sale	分類為持作待售資產總值	20,887
Total liabilities classified as held for sale	分類為持作待售負債總額	(11,834)
Net assets disposed of	已出售資產淨額	9,053
Gain on disposal of subsidiaries:	出售附屬公司收益:	
Consideration	代價	8,148
Net assets disposed of	已出售資產淨額	(9,053)
Non-controlling interests	非控股權益	905
Cumulative exchange differences in respect of	失去附屬公司控制權後有關附屬公司	
the net assets of the subsidiary reclassified from	資產淨值累計匯兑差額由權益	
equity to profit or loss upon loss of control of	重新分類至損益	
the subsidiary		(27)
Loss on disposal of subsidiaries	出售附屬公司虧損	(27)
Net cash inflow arising on disposal:	出售所產生現金流入淨額:	
Cash consideration	現金代價	8,148
Less: cash and bank balances classified as assets	減:分類為持作待售資產的現金及	
held for sales	銀行結餘	(7)
Less: other receivables (Note 25)	減:其他應收款項(附註25)	(3,650)
Net cash inflow	現金流入淨額	4,491

For the year ended 31 March 2021 截至2021年3月31日止年度

37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

37. 本公司財務狀況表

		Notes 附註	2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Non-current asset Investment in subsidiary	非流動資產 於附屬公司之投資	39	5,449	_
Current asset			2,111	
Prepayment, deposits and other receivables Financial assets at fair value	預付款項、按金及 其他應收款項 按公平值計入損益的		186	3,052
through profit or loss	金融資產	22	_	750
Amount due from subsidiaries	應收附屬公司款項		30,319	611
Cash and bank balances	現金及銀行結餘		160	33,323
			30,665	37,736
Current liabilities	 流動負債			
Accruals	應計費用		2,496	1,847
Other borrowing	其他借款		10,000	_
Bonds payable	應付債券		8,800	
			21,296	1,847
Net current assets	流動資產淨值		9,369	35,889
Total assets less current liabilities			14,818	35,889
Non-current liability				
Bonds payable	應付債券		-	8,800
			-	8,800
Net assets			14,818	27,089
Capital and reserves				
Share capital	股本	34	8,780	8,000
Reserves	儲備	38	6,038	19,089
Total equity	總權益		14,818	27,089

Approved and authorised for issued by the board of Directors on 25 June 2021 and signed on its behalf by:

已於2021年6月25日獲董事會批准及授權刊印,並由下列董事代表簽署:

Fong Chun Man 方俊文 Executive Director 執行董事 **Lo Pui Yee** 勞佩儀 Executive Director 執行董事

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

38. RESERVES OF THE COMPANY

38. 本公司儲備

		Share premium 股份溢價 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2019	於2019年4月1日	49,221	(22,252)	26,969
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	_	(7,880)	(7,880)
At 31 March 2020 and 1 April 2020	於2020年3月31日及		-	
	2020年4月1日	49,221	(30,132)	19,089
Loss and total comprehensive	年內虧損及全面虧損總額			
loss for the year		_	(28,651)	(28,651)
Issuance of share in accordance	根據收購附屬公司發行			
with acquisition of subsidiaries	股份(附註35)			
(Note 35)		15,600	_	15,600
At 31 March 2021	於2021年3月31日	64,821	(58,783)	6,038

As at 31 March 2021, the Company had distributable reserves of approximately HK\$6,038,000 (2020: HK\$19,089,000) calculated in accordance with the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

於2021年3月31日,本公司有可供分派儲備約6,038,000港元(2020年:19,089,000港元),乃按第22章曼群島公司法(1961年第3號法例經綜合及修訂)計算。

For the year ended 31 March 2021 截至2021年3月31日止年度

39. PRINCIPAL SUBSIDIARIES

39. 主要附屬公司

Details of the Company's principal subsidiaries at the end of the reporting period are as follows:

於報告期末,本公司的主要附屬公司詳 情如下:

Name of subsidiary 附屬公司名稱	Place and Date of incorporation 註冊成立地點及日期	Principle country of operation 主要業務 所在國家	Issued and paid up capital or registered capital 已發行及繳足 資本或註冊資本	Percenta equity inte voting power to the co 本公司應位 投票權已 Direct 直接 %	rest and attributable mpany 5權益及	Principle activities 主要業務
Ruiqin Investments Limited	The BVI, 5 January 2016	Hong Kong	US\$10.00	100	-	Investment holding
瑞勤投資有限公司	英屬處女群島, 2016年1月5日	香港	10.00美元			投資控股
Great Wall (International) Oil Limited	Hong Kong, 22 December 2005	Hong Kong	HK\$1.00	-	100	Sale and transportation of diesel oil and related products
長城(國際)石油有限公司	香港, 2005年12月22日	香港	1.00港元			柴油及相關產品銷售 及運輸
江西新冀動力科技有限公司#	The PRC, 10 July 2019	The PRC	RMB30,000,000	-	55	Manufacturing, sale and distribution of steel products
	中國, 2019年7月10日	中國	人民幣30,000,000元			鋼產品製造、銷售及分銷
佛山市順德區奧德鑫潤滑油 有限公司*	The PRC, 15 July 2009	The PRC	RMB10,000,000	-	51	Manufacturing, sale and distribution of oil products
	中國, 2009年7月15日	中國	人民幣10,000,000元			石油產品製造、銷售 及分銷
* Wholly owned Foreign	Enterprise			* 外商獲	資企業	

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

The above table lists the subsidiaries of the Group, which, in the opinion of the Directors, principally affected the results or assets of the Group. To give detail of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive lengths.

於年末,概無附屬公司有任何未償還的 債務證券。

上表載列董事認為主要影響本集團業績 或資產的本集團附屬公司。董事認為, 提供其他附屬公司的詳情會令資料冗長。

Partially owned Foreign Enterprise

外商合資企業

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39. PRINCIPAL SUBSIDIARIES (Continued)

Details of non-wholly owned subsidiary that have material non-controlling interests

The table below shows details of non-wholly-owned subsidiary of the Group that have material non-controlling interests:

39. 主要附屬公司(續)

擁有重大非控股權益的非全資附屬 公司詳情

下表顯示擁有重大非控股權益的本集團 非全資附屬公司詳情:

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	ownership i voting rigl non-controll 非控股權	rtion of nterests and hts held by ing interests i益持有的 及投票權比例	non-controll	allocated to ing interests 益的溢利/(虧損)	non-controll	ulated ing interests 空股權益
		2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元
江西新冀動力科技有限公司	PRC 中國	45%	45%	(1,302)	(158)	15,040	14,762
Meijia Shell (Global) Lubricant Limited 美嘉殼(環保)潤滑科技 有限公司	PRC 中國	49%	-	374	-	515	-
						15,555	14,762

Summarised financial information in respect of each of the Group's subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

擁有重大非控股權益的本集團各附屬公司財務資料概要載於下文。下列的財務 資料概要為集團內公司間對銷前的金額。

江西新冀動力科技有限公司		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Current assets	流動資產	21,798	19,948
Non-current assets	非流動資產	32,160	20,480
Current liabilities	流動負債	(20,917)	(8,005)
Equity attributable to owners	本公司擁有人應佔權益		
of the Company		18,001	17,661
Non-controlling interest of 江西新冀動力科技有限公司	江西新冀動力科技有限公司的 非控股權益	15,040	14,762

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39. PRINCIPAL SUBSIDIARIES (Continued)

39. 主要附屬公司(續)

Details of non-wholly owned subsidiary that have material non-controlling interests (Continued)

擁有重大非控股權益的非全資附屬 公司資料(續)

江西新冀動力科技有限公司		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Revenue Cost of sales Administrative expenses Other income Allowance for ECL on trade receivable and other receivable Loss for the year/period	收益 銷售成本 行政開支 其他收入 貿易應收款項及其他應收款項 預期信貸虧損撥備 年/期內虧損	66,881 (66,850) (2,926) 3 (2) (2,894)	111,219 (110,100) (1,469) – – (350)
Loss attribute to owners of the Company Loss attribute to non-controlling interests	本公司擁有人應佔虧損	(1,592) (1,302)	(192) (158)
Other comprehensive income/(loss) attributable to owners of the Company Other comprehensive loss attributable to non-controlling interests	本公司擁有人應佔 其他全面收益/(虧損) 非控股權益應佔 其他全面虧損	1,934 1,580	(565) (462)
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	3,514	(1,027)
Total comprehensive income/(loss) attributable to owners Total comprehensive income/(loss) attributable to non-controlling interests	擁有人應佔全面收益/(虧損)總額 非控股權益應佔全面收益/(虧損) 總額	342 278	(757) (620)
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	620	(1,377)
Net cash flows used in operating activities Net cash flows used in investing activities Net cash flows generated from financing activities		(12,628) (2,057) 11,511	(11,333) (21,028) 34,689
Net cash outflow/inflow	現金流出/流入淨額	(3,174)	2,328

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39. PRINCIPAL SUBSIDIARIES (Continued)

39. 主要附屬公司(續)

Details of non-wholly owned subsidiary that have material non-controlling interests (Continued)

擁有重大非控股權益的非全資附屬 公司資料(續)

	* 후 회 / 硬 12) 제 12 의 나 수 때 그 의 및	2021 2021年 HK\$′000
Meijia Shell (Global) Lubricant Limited and its subsidiaries	美嘉殼(環球)潤滑科技有限公司及 其附屬公司	千港元
Current assets	流動資產	12,507
Non-current assets	非流動資產	339
Current liabilities	流動負債	11,795
Equity attributable to owners of the Company	本公司擁有人應佔權益	536
Non-controlling interest of Meijia Shell (Global) Lubricant Limited	美嘉殼(環球)潤滑科技有限公司 的非控股權益	515
Revenue Cost of sales Allowance for ECL on trade receivables and	收益 銷售成本 貿易應收款項及其他應收款項以及	13,583 (10,818)
other receivables and deposit	按金預期信貸虧損撥備	(1,334)
Administrative expenses	行政開支	(856)
Income tax credited for the period	期內計入的所得稅	190
Profit for the period	期內溢利	765
Profit attribute to owners of the Company Profit attribute to non-controlling interests	本公司擁有人應佔溢利 非控股權益應佔溢利	390 375
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面收益	11
Other comprehensive income attributable to non-controlling interests	非控股權益應佔其他全面收益	11
Total comprehensive income for the period	期內全面收益總額	22
Total comprehensive income attributable to owners	擁有人應佔全面收益總額	401
Total comprehensive income attributable to non-controlling interests	非控股權益應佔全面收益總額	386
Total comprehensive income/loss for the period	期內全面收益/虧損總額	787
Net cash flows used in operating activities Net cash outflow	經營活動所用的現金流量淨額 現金流出淨額	(298) (298)

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40. COMMITMENTS

40. 承擔

Capital commitments

資本承擔

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Capital expenditure in purchase of oil barge Capital expenditure in respect of the construction in progress, contracted for but not provided in the	購買柴油駁船的資本支出 就在建工程已訂約但尚未 於綜合財務報表計提撥 備的資本開支	4,000	-
consolidated financial statements Capital injection payable to a subsidiary Acquisition of right-of-use assets	應付一間附屬公司注資 使用權資產收購事項	27,209 - 39,865	15,883 12,014 28,570

41. RETIREMENT BENEFITS SCHEME

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Under the MPF Scheme, employees are required to contribute 5% of their monthly salaries or up to a maximum of HK\$1,500 (2020: HK\$1,500) and they can choose to make additional contributions. Employers; monthly contributions are calculated at 5% of the employee's monthly salaries or up to a maximum of HK\$1,500 (2020: HK\$1,500) (the "mandatory contributions"). Employees are entitled to 100% of the employer's mandatory contributions upon their retirement at the age of 65, death or total incapacity.

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

The contributions paid and payable to the schemes by the Group are disclosed in Note 10.

41. 退休金福利計劃

本集團根據強制性公積金計劃條例設立一項界定供款之強制性公積金退休福利計劃(「強積金計劃」)。根據強積金計劃,僱員須按彼等之月薪供款5%,最高供款額為1,500港元(2020年:1,500港元),彼等亦可選擇作出額外供款。僱主之每月供款乃按有關僱員月薪5%計算,最高供款額為1,500港元(2020年:1,500港元)(「強制供款」)。僱員在65歲退休、身故或完全喪失工作能力時,可全數獲取僱主為其作出之強制供款。

於綜合損益及其他全面收益表扣除的強 積金計劃產生的退休福利計劃供款指本 集團按計劃規則訂明的比率向基金已付 或應付的供款。

本集團已付及應付計劃的供款披露於附註10。

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42. SHARE OPTION SCHEME

A summary of the share option schemes of the Company are set out in the section headed "Share Option Scheme" in the Report of the Board of Directors of this report.

The Company adopted a share option scheme on 23 March 2017 (the "Share Option Scheme"). The Share Option Scheme became effective on the date of the Company's listing (12 April 2018) and, unless otherwise cancelled or amended, will remain in force for ten years from that date.

The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of our Group and to promote the success of the business of our Group.

The basis of eligibility of any participant to the grant of any option shall be determined by the Board (or as the case may be, including, where required under the GEM Listing Rules, the independent non-executive Directors) from time to time on the basis of the participant's contribution or potential contribution to the development and growth of our Group.

42. 購股權計劃

本公司的購股權計劃的概要載於本報告 董事會報告「購股權計劃」一節。

本公司已於2017年3月23日年採納一項 購股權計劃(「購股權計劃」)。購股權計 劃於本公司上市日期(2018年4月12日) 生效及,除非另有撤銷或修訂,否則將 自該日期起計十年內一直生效。

購股權計劃旨在吸引及挽留最優秀的人員、向本集團僱員(全職及兼職)、董事、諮詢人、顧問、分銷商、承建商、供應商、代理、客戶、商業夥伴及服務供應商提供額外獎勵以及推動本集團業務創出佳績。

董事會(視情況而定(倘GEM上市規則要求),或包括獨立非執行董事)可不時根據參與者對本集團發展及增長所作出或可能作出的貢獻決定獲授任何購股權的參與者資格。

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42. SHARE OPTION SCHEME (Continued)

The maximum number of shares which may be issued upon exercise of all options granted and to be granted under the Share Option Scheme is 80,000,000 shares, representing 10% of the shares of the Company in issue as at the date of adoption of the Share Option Scheme and as at the date of this annual report. The maximum number of share issuable under share options granted to each eligible participant in the Share Option Scheme (including both exercised and outstanding options) within any 12-month period is limited to 1% of the shares of the Company in issue. Any grant or further grant of share options in excess of this limit must be separately approved by shareholders in general meeting. Any grant of share options under the Share Option Scheme to a Director, chief executive or substantial shareholder of the Company, or to any of their associates, must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Option). In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company, or to any of their associates, which would result in the total number of share issues and to be issued, upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding), to such person under the Share Option Scheme and any other share option schemes of the Company to such person in any 12-month period up to and including the date of the grant in aggregate over 0.1% of the shares of the Company in issue and with an aggregate value (based on the closing price of the Company's share at the date of each grant) in excess of HK\$5 million, such further grant of options is required to be approved by shareholders of the Company at a general meeting of the Company, with voting to be taken by way of poll.

42. 購股權計劃(續)

因行使根據購股權計劃授出及將予授出 的所有購股權而可予發行的股份數目上 限為80.000.000股,佔於購股權採納日 期及本年報日期本公司已發行股份的 10%。於任何12個月內向購股權計劃內 每名合資格參與者授出的購股權(包括已 行使及尚未行使的購股權)所涉及的可予 發行股份數目上限為本公司已發行股份 的1%。授出或進一步授出超過此上限的 購股權須獲股東於股東大會上單獨批 准。向本公司董事、行政人員或主要股 東或彼等的任何聯繫人授出購股權計劃 下的購股權須獲獨立非執行董事(不包括 本身為購股權承授人的任何獨立非執行 董事)批准。此外,向主要股東或獨立非 執行董事或彼等各自的任何聯繫人授出 任何購股權而導致在截至授出日期(包括 該日)止任何12個月期間內,上述人士 因行使根據購股權計劃及本公司任何其 他購股權計劃已獲授及將予獲授的全部 購股權(包括已行使、已註銷及尚未行使 的購股權)而向有關人士發行及將予發行 的股份總數合共超過本公司已發行股份 的0.1%;及(根據股份於各授出日期收 市價計算)總值超過5百萬港元,則額外 授出購股權須經股東在本公司股東大會 上以投票方式表決批准。

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42. SHARE OPTION SCHEME (Continued)

The offer for the grant of share option must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to the Company on acceptance of the offeror the grant of an option is HK\$1. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to provision of early termination thereof. There is no requirement of a minimum period for which an option must be held before it can be exercised. The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by the Board and notified to a participant and shall be at least the higher of: (i) the closing price of the Shares as started in the Stock Exchange's daily quotations sheet on the ate of grant of the option, which must be a business day; (ii) the average closing prices of the Shares as stared in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of a Share on the date of grant of the option.

At the end of the years ended 31 March 2021 and 2020, no option has been granted by the Company under the Share Option Scheme.

42. 購股權計劃(續)

授出購股權的要約限於作出有關要約日 期(包括該日)起計七日內接納。購股權 承授人須於接納要約時就獲授的購股權 向本公司支付1港元。承授人可於董事 會可能釐定的期間,隨時根據購股權計 劃的條款行使購股權,惟行使期不得超 過授出日期起計十年,並受有關提前終 止條文所規限。現時並無有關購股權獲 行使前的最少持有期的規定。根據購股 權計劃授出的任何特定購股權的股份認 購價由董事會全權釐定並通知參與者, 但不得低於下列較高者:(i)於購股權授 出日期(必須為營業日)於聯交所每日報 價表所報的股份收市價;(ii)於緊接購股 權授出日期前五個營業日在聯交所每日 報價表所報的股份平均收市價;及(iii)於 購股權授出日期的股份面值。

於截至2021年及2020年3月31日止年度, 本公司並無根據購股權計劃授出購股權。

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43. CONNECTED TRANSACTIONS AND MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed in elsewhere in the consolidated financial statements, the Group had also entered into the following material related party transaction during the reporting period:

(a) Connected transactions and related party transactions

43. 關連交易及重大關聯方交易

除綜合財務報表其他地方所披露者外, 於報告期間,本集團亦訂立以下重大關 聯方交易:

(a) 關連交易及關聯方交易

Name of the parties 關聯方名稱	Nature of transaction 交易性質	2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Kit Ho Earth Works Limited (Note (i))	Sales of products	-	3,373
傑浩土力營造有限公司(附註(i))	產品銷售		
Wisdri (Xinyu) Cold Processing Engineering Co., Ltd (Note (ii))	Purchase of products	63,083	12,291
中冶南方(新余)冷軋新材料技術有限公司 (附註(ii))	產品採購	03,003	12,271
New Steel (Shanghai) Trade Co., Ltd	Purchase of products		
(Note (iii))		-	5,632
新鋼(上海)貿易有限公司(附註(iii))	產品採購		
Xun Xiang Metalware Company Limited (Note (iv))	Sales of diesels	1,548	1,606
迅祥鋼鐵有限公司(附註(iv))	銷售柴油		
Jet Good Limited (Note (iv))	Sales of diesels	306	35
勒亨有限公司(附註(iv))	銷售柴油	4 222	
	Rent expenses 租金開支	1,332	_
	祖並用又 Depreciation of right-of-use		
	assets	245	1,224
	使用權資產折舊	2.0	1,221
Zhi Yixiang (Note (v))	Rental expenses	142	_
朱益祥(附註(v))	租賃開支		
	Car rental expenses 租車費	997	_
Li Aihua (Note (vi))	Car rental expenses	71	_
李愛華(附註(vi))	租車費		

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43. CONNECTED TRANSACTIONS AND MATERIAL RELATED PARTY TRANSACTIONS

43. 關連交易及重大關聯方交易

(Continued)

(b) Connected and related balances

b) 關連及關聯結餘

Name of the related parties 關聯方名稱	Nature of transaction 交易性質	2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Wisdri (Xinyu) Cold Processing Engineering Co., Ltd (Note (ii))	Trade receivables	-	58
中冶南方(新余)冷軋新材料技術有限公司 (附註(ii))	貿易應收款項		
Xun Xiang Metalware Company Limited (Note (iv))	Trade and other receivables	6,906	121
迅祥鋼鐵有限公司(附註(iv)) Jet Good Limited (Note (iv))	貿易及其他應收款項 Accounts receivables	18	22
勒亨有限公司(附註(iv))	應收賬款 Prepayments 預付款項	275	_
	Deposits 按金	444	889

Notes:

- A close family member of an executive Director of the Company has beneficial interests in Kit Ho Earth Works Limited.
- (ii) A non-controlling shareholders of non-wholly owned subsidiary has beneficial interest in Wisdri (Xinyu) Cold Processing Engineering Co.,
- (iii) A non-controlling shareholders of subsidiary has beneficial interest in New Steel (Shanghai) Trade Co., Ltd.
- (iv) An executive Director of the Company has beneficial interest in Xun Xiang Metalware Company Limited and Jet Good Limited.
- (v) A non-controlling shareholder of non-wholly owned subsidiary.
- (vi) A close family member of a non-controlling shareholder of nonwholly owned subsidiary.

For the transactions constitute connected transactions under the GEM Listing Rules, please refer to the sections "Connected Transactions and Continuing Connected Transactions" under the "Report of the Board of Directors".

附註:

- (i) 本公司一名執行董事的一名近親於傑 浩士力營造有限公司擁有實益權益。
- (ii) 非全資附屬公司的一名非控股股東於 中冶南方(新余)冷軋新材料技術有限 公司擁有實益權益。
- (iii) 一名附屬公司非控股股東於新鋼(上海)貿易有限公司擁有實益權益。
- (iv) 本公司執行董事於迅祥鋼鐵有限公司 及勒亨有限公司擁有實益權益。
- (v) 非全資附屬公司的一名非控股股東。
- (vi) 非全資附屬公司的一名非控股股東的 直係親屬。

有關就上市規則項下構成關聯交易的交易,請參閱「董事會報告」項下「關連交易及持續關連交易」一節。

綜合財務報表附註

For the year ended 31 March 2021 截至2021年3月31日止年度

43. CONNECTED TRANSACTIONS AND MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

(c) Personal guaranteed provided by key management personnel

The bank borrowings of the Group as at 31 March 2020 were secured by personal guarantee of an executive Director of the Company, Mr. Fong, life insurance and a property owned by Mr. Fong.

(d) Compensation of key management personnel

The Directors of the Company are identified as key management members of the Group and the compensation of Directors and key management personnel during the reporting period is set out in Notes 12 and 13.

44. PLEDGE OF ASSETS

Assets with the following carrying amounts have been pledged to secure the borrowings of the Group as follow:

43. 關連交易及重大關聯方交易

(c) 由主要管理人員提供的個人擔 保

本集團於2020年3月31日的銀行借款由本公司執行董事方先生擁有的個人擔保及方先生擁有的人壽保險及物業作抵押。

(d) 主要管理人員的補償

本公司董事獲確定為本集團的主要 管理人員,於報告期間董事及主要 管理人員補償載於附註12及13。

44. 資產抵押

已將以下賬面值資產作抵押,以作為本集團借款擔保:

		2021 2021年 HK\$′000 千港元	2020 2020年 HK\$'000 千港元
Financial assets at fair value through profit or loss	按公平值計入損益金融資產		
— Key management personnel life	一主要管理層人員人壽保單		
insurance policy		4,826	4,678
Pledged bank deposits	已抵押銀行存款	12,158	12,025
Motor vehicles	汽車	956	_
		17,940	16,703

For the year ended 31 March 2021 截至2021年3月31日止年度

45. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

45. 活動所產生負債的對賬

		Bank overdraft	Bank and other borrowings 銀行及其他	Lease liabilities	Bonds payables	Total
		銀行透支 HK\$'000 千港元	借貸 HK\$'000 千港元	租賃負債 HK\$'000 千港元	應付債券 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 April 2019 (note)	於2019年4月1日(附註)	_	3,000	1,469	_	4,469
Changes from financing cash flows:	來自融資現金流量的變動:					
Proceed from bank borrowings	銀行借款所得款項	-	48,990	-	-	48,990
Repayment of bank borrowings	償還銀行借款	-	(35,900)	-	-	(35,900)
Proceed from issuing bonds	發行中債券所得款項	-	-	-	8,800	8,800
Payment of lease liabilities	租賃負債付款	-	_	(1,217)	_	(1,217)
Interest paid	已付利息	(8)	(632)	(29)	-	(669)
Total changes in financing cash flows	融資現金流量變動總額	(8)	12,458	(1,246)	8,800	20,004
Other changes:	其他變動:					
Interest expenses	利息開支	8	632	29	694	1,363
Accrued interest	應計利息	-	-	-	(694)	(694)
At 31 March 2020 and 1 April 2020	於2020年3月31日及					
	2020年4月1日	-	16,090	252	8,800	25,142
Changes from financing cash flows:	來自融資現金流量的變動:					
Proceed from other borrowings	其他借款所得款項	-	21,800	-	-	21,800
Repayment of bank borrowings	償還銀行借款	-	(16,090)	-	-	(16,090)
Repayment of other borrowings	償還其他借款	-	(506)	-	-	(506)
Payment of lease liabilities	租賃負債付款	-	-	(769)	-	(769)
Interest paid	已付利息	(2)	(1,211)	(31)	(896)	(2,140)
Total changes in financing cash flows	融資現金流量變動總額	(2)	3,993	(800)	(896)	2,295
Other changes:	其他變動:					
Addition of lease liabilities	租賃負債添置	-	-	1,275	-	1,275
Interest expenses	利息開支	2	1,832	31	880	2,745
Prepaid/(accrued) interest	預付/(應計)利息	-	(621)	-	16	(605)
At 31 March 2021	於2021年3月31日	-	21,294	758	8,800	30,852

Note: The Group has initially applied HKFRS 16 using the modified retrospective method and adjusted the opening balances at 1 April 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. See Note 2.

附註:本集團已首次採用經修訂追溯法應用香港財 務報告準則第16號,並於2019年4月1日調 整期初結餘以確認與先前根據香港會計準則 第17號分類為經營租賃的租賃有關租賃負 債。請參閱附註2。

For the year ended 31 March 2021 截至2021年3月31日止年度

46. EVENT AFTER THE REPORTING PERIOD

- On 11 June 2021, a wholly owned subsidiary of the Company, and Ms. Li Loretta Shui Wah (the "Vendor") entered into the agreement for sale and purchase in respect of the acquisition of the Property by the Company pursuant to which the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell office 4, 6/F, Nam Wo Hong Building, 148 Wing Lok Street, Hong Kong, at an aggregate consideration of HK\$21,000,000, which shall be paid by the Company by way of (i) the cash of HK\$9,820,000 which shall be paid in full on completion to the Vendor; and (ii) the allotment and issuance of the 130,000,000 new Shares (equivalent to approximately HK\$11,180,000) at the issue price of HK\$0.086 per share, credited as fully paid, for the purpose of settling the consideration, to Mr. Li Fat Sang. Please refer to the announcements of the Company dated 11 June 2021 and 16 June 2021, respectively for details.
- (b) On 11 June 2021, the Company and Mr. Lee Cheuk Shun and Mr. Fan Chunhua ("the Vendors") entered into the memorandum of understanding in relation to the possible acquisition of equity interest of Marco (International) Lubricant Technology Limited, a company incorporated in British Virgin Islands with limited liability ("Target Company"). The Target Company and its subsidiaries are principally engaged in the business of technical services support and consultation on lubricant, production and sales and distribution of lubricant, grease and other related products. For details, please refer to the announcement dated 11 June 2021.

47. AUTHORISATION FOR ISSUE OF THE CONSOLIDATED FINANCIAL STATEMENT

The consolidated financial statements were approved and authorised for issued by the Board of Directors on 25 June 2021.

46. 報告期後事項

- 於2021年6月11日,本公司全資 (a) 附屬公司Eastern Champion Investment Limited 與Li Loretta Shui Wah女士(「賣方」)就本公司 收購該物業訂立買賣協議,據此, 買方有條件同意收購而賣方有條件 同意出售香港永樂街148號南和行 大廈6樓4室,總代價為21,000,000 港元,其將由本公司以(i)現金 9,820,000港元(須於完成時悉數支 付予賣方);及(ii)向Li Fat Sang先 生按發行價每股股份0.086港元配 發及發行130,000,000股入賬列作 繳足的新股份(相當於約11,180,000 港元)的方式支付,以償付代價。 詳情請參閱本公司日期分別為2021 年6月11日 及2021年6月16日 的 公佈。
- (b) 於2021年6月11日,本公司與李卓順先生及范春華先生(「賣方」)就有關Macro (International) Lubricant Technology Limited(一間於英屬處女群島註冊成立的有限公司,「目標公司」)股權的可能收購事項訂立諒解備忘錄。目標公司及其附屬公司主要從事潤滑油技術服務支持及諮詢以及潤滑油、潤滑脂及其他相關產品生產及銷售以及分銷業務。詳情請參閱日期為2021年6月11日的公佈。

47. 授權刊發綜合財務報表

綜合財務報表已於2021年6月25日由董事會批准及授權刊發。

Financial Summary

財務概要

For the year ended 31 March 2021 截至2021年3月31日止年度

RESULT 業績

			_	ear ended 3 3月31日止 ^红		
		2017 2017年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Continuing operations	持續經營業務					
Revenue	收益	180,616	164,491	229,718	439,338	438,217
Cost of sales	銷售成本	(155,773)	(139,670)	(207,995)	(415,521)	(410,089)
Gross profit	毛利	24,843	24,821	21,723	23,817	28,128
Profit and total comprehensive income for the year attributable to the owners of the Company from continuing operations	本公司擁有人應佔來自 持續經營業務的 年度溢利及 全面收益總額	7,282	1,241	5,336	4,506	5,459
Discontinued operation Loss for the year from discontinued operation	已終止經營業務 來自已終止經營業務的 年內虧損	_	_	(4,532)	-	_
Profit for the year	年內溢利	7,282	1,241	804	4,506	5,459
Attributable to	下列人士應佔					
Owners of the Company	本公司擁有人	7,282	1,241	804	4,664	6,387
Non-controlling interest	非控股權益	_	-	-	(158)	(928)
Profit for the year	年內溢利	7,282	1,241	804	4,506	5,459

Financial Summary

財務概要

For the year ended 31 March 2021 截至2021年3月31日止年度

ASSETS AND LIABILITIES

資產及負債

				s at 31 Marc 於3月31日	h	
		2017	2018	2019	2020	2021
		2017年	2018年	2019年	2020年	2021年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Non-current asset	非流動資產	1,073	12,385	10,166	34,103	59,896
Non-current asset Current assets	非流動資產 流動資產	1,073 49,825	12,385 88,234	10,166 108,992	34,103 118,704	59,896 154,726
_		, -	,	-,	,	•
Current assets	流動資產	49,825	88,234	108,992	118,704	154,726
Current assets Non-current liabilities	流動資產 非流動負債	49,825 188	88,234 1,183	108,992 4,522	118,704 9,498	154,726 561

The summary above does not form part of the audited consolidated financial statements.

上述概要不構成經審核綜合財務報表的一部分。

Such summary was prepared as if the current structure of the Group had been in existence throughout these financial years and is presented on the basis as set out in Note 3 to the consolidated financial statements.

有關概要乃獲編制猶如本集團現行架構於該等 財政年度已存在,並以綜合財務報表附註3所 載的基礎呈列。