



KNKK

Holdings Limited

中國卓銀國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8039

2020/2021

Annual Report
年報

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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香港聯合交易所有限公司（「聯交所」）GEM之特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在主板上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於**GEM**上市公司普遍為中小型公司，在**GEM**買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在**GEM**買賣的證券會有高流通量的市場。

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本報告的資料乃遵照**GEM**證券上市規則（「**GEM**上市規則」）而刊載，旨在提供有關中國卓銀國際控股有限公司（「本公司」）的資料，本公司的董事（「董事」）願就本報告的資料共同及個別地承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及所信，本報告所載的資料在各重大方面均屬準確完整，且無誤導或欺騙成份，亦無遺漏其他事實致使本報告所載任何陳述或本報告產生誤導。

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Poon Kai Kit, Joe
Mr. Chung Yuk Lun

Independent Non-executive Directors

Mr. Lee Pui Chung
Ms. Lai Pik Chi, Peggy
Ms. Chan Yuk Chun

AUTHORISED REPRESENTATIVES

Mr. Poon Kai Kit, Joe
Mr. Chung Yuk Lun

AUDIT COMMITTEE MEMBERS

Mr. Lee Pui Chung (*Chairman*)
Ms. Lai Pik Chi, Peggy
Ms. Chan Yuk Chun

NOMINATION COMMITTEE MEMBERS

Ms. Chan Yuk Chun (*Chairperson*)
Mr. Chung Yuk Lun
Ms. Lai Pik Chi, Peggy

REMUNERATION COMMITTEE MEMBERS

Ms. Lai Pik Chi, Peggy (*Chairperson*)
Mr. Chung Yuk Lun
Ms. Chan Yuk Chun

COMPLIANCE OFFICER

Mr. Poon Kai Kit, Joe

COMPANY SECRETARY

Mr. Chung Yuk Lun

AUDITOR

ZHONGHUI ANDA CPA Limited
Unit 701, 7/F., Citicorp Centre
18 Whitfield Road, Causeway Bay
Hong Kong

董事會

執行董事

潘啟傑先生
鍾育麟先生

獨立非執行董事

李沛聰先生
黎碧芝女士
陳玉珍女士

授權代表

潘啟傑先生
鍾育麟先生

審核委員會成員

李沛聰先生 (*主席*)
黎碧芝女士
陳玉珍女士

提名委員會成員

陳玉珍女士 (*主席*)
鍾育麟先生
黎碧芝女士

薪酬委員會成員

黎碧芝女士 (*主席*)
鍾育麟先生
陳玉珍女士

合規主任

潘啟傑先生

公司秘書

鍾育麟先生

核數師

中匯安達會計師事務所有限公司
香港
銅鑼灣威非路18號
萬國寶通中心7樓701室

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

PRINCIPAL BANKERS

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

STOCK CODE

8039

WEBSITE OF THE COMPANY

www.knk.com.hk

註冊辦事處

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

香港主要營業地點

香港
觀塘
成業街7號
寧晉中心33樓E室

主要股份過戶登記處

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

主要往來銀行

香港上海滙豐銀行有限公司
中國銀行(香港)有限公司
大華銀行有限公司

股份代號

8039

本公司網站

www.knk.com.hk

EXECUTIVE DIRECTOR STATEMENT

執行董事報告

Dear Shareholders,

On behalf of the board of Directors (the “Board” or “Directors”) of the Company, I am delighted to present to you the annual report of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 March 2021 (“Year”).

REVIEW

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

For the year ended 31 March 2021, the Group recorded an increase in revenue of approximately HK\$11.4 million or 38.3% to approximately HK\$41.2 million compared with the previous financial year. Such increase was mainly attributable to the revenue contribution from a project with a relatively large contract sum. At the same time, the Group incurred a gross profit margin of approximately 7.9% in the Year compared with a gross loss margin of approximately 19.2% last year.

The Group recognised a loss of approximately HK\$13.1 million for the year ended 31 March 2021 compared with a loss of approximately HK\$34.3 million for the year ended 31 March 2020. The reduction of loss was mainly attributable to the absence of (i) a one-off write-off of loan receivables; and (ii) an extra direct cost on a project during the Year, which were incurred in the same period last year.

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

各位股東：

本人謹代表本公司董事會（「董事會」或「董事」），欣然呈報本公司及其附屬公司（統稱「本集團」）截至二零二一年三月三十一日止年度（「本年度」）的年報。

回顧

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

截至二零二一年三月三十一日止年度，本集團錄得的收益較上一財政年度增加約11,400,000港元或38.3%至約41,200,000港元。有關增加乃主要由於一個合約金額相對較大的項目貢獻收益所致。同時，本集團於本年度錄得毛利率約為7.9%，相比去年毛損率約為19.2%。

截至二零二一年三月三十一日止年度，本集團確認虧損約為13,100,000港元，而截至二零二零年三月三十一日止年度則確認虧損約為34,300,000港元。虧損減少主要歸因於去年同期所發生之(i)一次性撇銷應收貸款；及(ii)一個項目的額外直接成本於本年度不再發生。

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

EXECUTIVE DIRECTOR STATEMENT

執行董事報告

OUTLOOK

Going forward, the Group will continue to focus on our existing businesses and look for opportunities to expand the services in the architectural industry based on the assumption that we can recruit enough competent professional staff to join us and maintain our reputation in the industry in order to maximise returns to our shareholders in the long run.

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

Chung Yuk Lun

Director

Hong Kong, 30 June 2021

前景

展望未來，本集團將繼續專注於我們的現有業務，且物色機會擴展建築業服務，此乃基於假設我們能招募到足夠具有真才實幹的專業人才加入我們及維持業內聲譽，從而提升股東的最高長期回報。

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

鍾育麟

董事

香港，二零二一年六月三十日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS REVIEW AND OUTLOOK

The Group is principally engaged in the provision of comprehensive architectural and structural engineering consultancy services in Hong Kong. During the financial year ended 31 March 2021, the Group has focused on developing business opportunities with existing customers as well as working on those referrals from them; at the same time, the Group plans to expand the types of architectural-related services.

Revenue of the Group increased by approximately HK\$11.4 million or 38.3% to HK\$41.2 million; and the loss for the Year was approximately HK\$13.1 million, a HK\$21.2 million decrease as compared with the loss incurred for the year ended 31 March 2020. The reasons of such changes can be found under the Financial Review section below.

Going forward, while actively exploring new businesses opportunities, the Group also plans to extend its business reach and expand service coverage to lay a foundation for our long term development. These strategic directions aim to capture new business opportunities in the market and contribute satisfactory long-term returns to our shareholders. Such achievements depend on whether we can attract competent professionals to join the Group.

But under the current political and economic environment, in particular the impact of COVID-19 is still uncertain, the Group will seek to minimise risk exposure by bargaining better terms from sub-contractors, minimising expenses, securing projects and closely monitoring recoverability of the receivables to keep the operations of the Group as usual.

FINANCIAL REVIEW

Revenue

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

The Group's total revenue for the year ended 31 March 2021 was approximately HK\$41.2 million (2020: approximately HK\$29.8 million), representing approximately HK\$11.4 million or 38.3% increase compared to the corresponding period in 2020. Such increase was mainly attributable to the revenue contribution from a project with a relatively large contract sum.

業務回顧與展望

本集團主要在香港從事提供全面建築及結構工程顧問服務。於截至二零二一年三月三十一日止年度，本集團專注於與現有客戶以及與彼等推薦的客戶合作發展商機。同時，本集團計劃擴展更多種類的建築相關服務。

本集團的收益增加約11,400,000港元或38.3%至41,200,000港元；而本年度之虧損約為13,100,000港元，較截至二零二零年三月三十一日止年度之虧損減少21,200,000港元。有關該等變動的原因，請見下文財務回顧一節。

展望未來，在積極開拓新業務機會的同時，本集團亦計劃擴大其業務範圍及服務覆蓋範圍，從而為本集團的長期發展奠定基礎。該等戰略方向旨在抓住市場新商機並為我們的股東貢獻長期令人滿意的回報。能否取得有關成就取決於我們是否能夠吸引專業人才加入本集團。

但是在當前的政治及經濟環境下，尤其是COVID-19的影響仍不明朗，本集團將尋求透過與分包商議價、減少開支、爭取項目並密切監察應收款項可收回性，以保持本集團的正常運作。

財務回顧

收益

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

截至二零二一年三月三十一日止年度，本集團之總收益約為41,200,000港元（二零二零年：約29,800,000港元），較二零二零年同期增加約11,400,000港元或38.3%。有關增加主要由於一個合約金額相對較大的項目貢獻收益所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The gross profit margin was approximately 7.9% (2020: gross loss margin was approximately 19.2%).

The gross loss in 2020 was mainly due to some repair and maintenance expenses incurred in a particular project of approximately \$6.6 million while the revenue was recognised fully in previous years.

General and administrative expenses

The Group's total general and administrative expenses for the year ended 31 March 2021 was approximately HK\$14.6 million (2020: approximately HK\$13.6 million), representing an increase of approximately HK\$1 million or 7.4% when compared to the corresponding period in 2020. Such increase was mainly due to increase in the listing compliance fee.

Loss for the year

The Group recorded a net loss attributable to owners of the Company of approximately HK\$13.1 million for the year ended 31 March 2021 (2020: HK\$34.3 million). The reduction of loss was mainly attributable to the absence of (i) a one-off write-off of loan receivables; and (ii) an extra direct cost on a project during the Year, which were incurred in the same period last year.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the year ended 31 March 2021, the Group financed its operations by cash balances accumulated in previous years. As at 31 March 2021, the Group had net current liabilities of approximately HK\$7.2 million (2020 net current assets: approximately HK\$2.7 million), including cash and cash equivalents of approximately HK\$2.6 million (2020: approximately HK\$11.1 million). The current ratio, being the ratio of current assets to current liabilities, was approximately 0.5 times as at 31 March 2021 (2020: approximately 1.1 times). The decrease in current ratio mainly due to decrease in bank balances and cash. The gearing ratio being total debts over the equity is not applicable the Year as the equity became negative as a result of the accumulated losses for the past two years (2020: 1.44).

The capital of the Group comprises only ordinary shares. Total equity attributable to owners of the Company amounted to approximately HK\$2.2 million deficit as at 31 March 2021 as a result of the accumulated losses for the past two years (2020: approximately HK\$11 million).

毛利率約為7.9%（二零二零年：毛損率約為19.2%）。

二零二零年的毛損乃主要由於在一個特定項目中產生維修及保養費用約為6,600,000港元，而收益已於過往年度悉數確認。

一般及行政開支

截至二零二一年三月三十一日止年度，本集團之一般及行政開支總額約為14,600,000港元（二零二零年：約為13,600,000港元），較二零二零年同期增長約為1,000,000港元或7.4%。有關增加主要由於上市合規費用增加。

年度虧損

截至二零二一年三月三十一日止年度，本集團錄得本公司擁有人應佔虧損淨額約為13,100,000港元（二零二零年：34,300,000港元）。虧損減少主要歸因於去年同期所發生之(i) 一次性撇銷應收貸款；及(ii) 一個項目的額外直接成本於本年度不再發生。

流動資金、財務資源及資本結構

截至二零二一年三月三十一日止年度，本集團透過過往年度累計的現金結餘為其營運提供資金。於二零二一年三月三十一日，本集團之流動負債淨額約為7,200,000港元（二零二零年流動資產淨值：約為2,700,000港元），當中包括現金及現金等價物約為2,600,000港元（二零二零年：約為11,100,000港元）。於二零二一年三月三十一日，流動比率（即流動資產對流動負債之比率）約為0.5倍（二零二零年：約1.1倍）。流動比率降低乃主要由於銀行結餘及現金減少。資產負債比率（即債務總額除以權益）於本年度並不適用，由於在過去兩年錄得累計虧損導致本年度的權益為負數（二零二零年：1.44）。

本集團之資本僅包括普通股。由於過去兩年錄得累計虧損，於二零二一年三月三十一日，本公司擁有人應佔權益總額約為2,200,000港元虧損（二零二零年：約為11,000,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

EMPLOYEE INFORMATION

Total staff and Directors' remuneration for the year ended 31 March 2021 was approximately HK\$18.9 million (2020: approximately HK\$21.8 million). Such decrease was mainly due to the decrease in directors' remunerations by approximately HK\$2.3 million. The Group's remuneration policies are formulated on the basis of performance, qualifications and experience of individual employee and make reference to the prevailing market conditions. Our remuneration packages comprise monthly fixed salaries and discretionary year-end bonuses based on individual performance, which are paid to employees as recognition of, and reward for, their contributions.

CHARGES ON THE GROUP'S ASSETS

The Group did not have any charge arranged with any financial institution in Hong Kong as at 31 March 2021 (2020: Nil).

FOREIGN EXCHANGE EXPOSURE

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

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31 March 2021, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

CONTINGENT LIABILITIES

No material contingent liability had come to the attention of the Directors in the year ended 31 March 2021 and up to the date of this report.

EVENT AFTER THE REPORTING PERIOD

Save as disclosed in Note 32, up to the date of this report, there was no significant event relevant to the business or financial performance of the Group that comes to the attention of the Directors after the year ended 31 March 2021.

USE OF PROCEEDS

With reference to the prospectus of the Company dated 30 November 2016 in relation to the listing of shares by the Company on the GEM of The Stock Exchange of Hong Kong Limited by way of placing; the annual reports of the Company for the year ended 31 March 2019 and for the year ended 31 March 2020; and the announcement of the Company dated 11 August 2020. The Company had unutilised net proceeds of approximately HK\$10.4 million ("Unutilised Net Proceeds") which the Board had resolved to change the use to general working capital of the Group. The Unutilised Net Proceeds has been fully utilised during the Year.

僱員資料

截至二零二一年三月三十一日止年度之員工及董事薪酬總額約為18,900,000港元(二零二零年:約21,800,000港元)。有關減少主要由於董事薪酬減少約2,300,000港元。本集團之薪酬政策以個別僱員之表現、資歷及經驗為基準,並參考當前市況而制訂。薪酬待遇包括每月固定薪金及作為對僱員貢獻之認可及獎勵而按個別表現支付予彼等之酌情年終花紅。

本集團之資產抵押

本集團於二零二一年三月三十一日並無與任何香港金融機構安排任何抵押(二零二零年:無)。

外匯風險

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

購買、出售及贖回上市證券

截至二零二一年三月三十一日止年度,本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

或然負債

截至二零二一年三月三十一日止年度及直至本報告日期,董事並無注意到任何重大或然負債。

報告期後事項

除附註32所披露者外,截至本報告日期,董事於截至二零二一年三月三十一日止年度後並無注意到有關本集團業務或財務表現之重大事項。

所得款項用途

茲提述本公司日期為二零一六年十一月三十日的招股章程,內容有關本公司透過配售於香港聯合交易所有限公司GEM上市股份;本公司截至二零一九年三月三十一日止年度及截至二零二零年三月三十一日止年度的年報;本公司日期為二零二零年八月十一日的公告。本公司擁有未動用所得款項淨額約10,400,000港元(「未動用所得款項淨額」),董事會已議決將其用途變更為本集團的一般營運資金。未動用所得款項淨額於本年度已獲悉數動用。

CORPORATE GOVERNANCE REPORT

企業管治報告

Pursuant to Rule 18.44 of the GEM Listing Rules, the Board is pleased to present this corporate governance report for the year ended 31 March 2021. This report highlights the key corporate governance practices of the Company.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving high standards of corporate governance to safeguard the interests of the shareholders and enhance its corporate value. The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code under Appendix 15 of the GEM Listing Rules (the "CG Code").

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

(1) Code provision A.2.1

The Code requires that the roles of chairman and chief executive should be separate and should not be performed by the same individual. No chairman nor chief executive are appointed by the Company.

All executive Directors, being Mr. Poon Kai Kit, Joe, Mr. Chung Yuk Lun and Ms. Sin Pui Ying (who resigned on 8 January 2021) provide the Board with strong and consistent leadership to ensure that the Board works effectively and acts in the interest of the Company. At the same time, they are responsible for formulation of corporate strategy and business development. The daily operation and management of the Company is monitored by the executive Directors as well as the senior management. All Directors (including the independent non-executive Directors), being experienced individuals, are encouraged to make active contributions to the Board's affairs and promoting a culture of openness and debate. Based on the above, the Board is of the view that although no chairman nor chief executive are appointed, the balance of power and authority of the Board is ensured and believes the current structure (with proper delegation authorities to the management and effective supervision by the Board and its committees) functions effectively and that no change to current structure is required.

根據GEM上市規則第18.44條，董事會欣然呈列截至二零二一年三月三十一日止年度之本企業管治報告。本報告概述本公司的主要企業管治常規。

企業管治常規

本公司致力推行高標準的企業管治，以保障股東利益及提升企業價值。本公司之企業管治常規乃以GEM上市規則附錄15所載企業管治守則（「企業管治守則」）載列之原則及守則條文為基準。

本公司於整個年度內已遵守企業管治守則所載之所有守則條文，惟以下偏離除外：

(1) 守則條文第A.2.1條

該守則條文規定主席及首席執行官之職務須分開且不得由同一人士擔任。本公司並無委任主席及首席執行官。

全體執行董事潘啟傑先生、鍾育麟先生及冼佩瑩女士（於二零二一年一月八日辭任）為董事會提供穩健及一致的領導效能，確保董事會有效運作及以本公司利益行事。同時，彼等負責企業策略及業務發展規劃。本公司之日常營運及管理由執行董事及高級管理層監察。所有董事（包括獨立非執行董事）均為經驗豐富之人士，為董事會事務及推廣公開及坦誠交流之文化作出積極貢獻。基於上文所述，董事會認為儘管未委任主席及首席執行官，仍可確保董事會之權力及授權分佈均衡，並相信現有架構（適當向管理層授予權力及由董事會及董事委員會進行監察）能有效運作且無須作出任何變動。

CORPORATE GOVERNANCE REPORT

企業管治報告

(2) Code provision C.2.5

Code provision C.2.5 stipulates that a listed company should have an internal audit function. In the past, the Company has outsourced the internal audit function on analysis and independent appraisal of the adequacy and effectiveness of its risk management and internal control systems to independent professional firm(s).

For the Year, the Audit Committee has performed such function itself by carrying out walk through tests on the Company's risk management and internal control systems with reference to the policy and procedures manuals of the Company, interviewed and discussed with the management on their effectiveness and followed up on the rectifications of any findings from their work. The Board considers that compliance with Code provision C.2.5 has been fulfilled by the Audit Committee for the Year.

(3) Code provision E.1.3

The Code requires that notice for annual general meetings should be sent to shareholders at least 20 clear business days before the meeting. Last annual general meeting of the Company was held on 30 September 2020 and the notice of the meeting was sent on 3 September 2020. Insufficient notice was given to the shareholders in this regard. The Company will ensure proper compliance of this CG Code in future.

Model Code for Securities Transactions by Directors

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

(2) 守則條文第C.2.5條

守則條文第C.2.5條訂明上市公司應設立內部審核功能。本公司於過往將分析及獨立評估其風險管理及內部監控系統充足性及有效性的內部審核功能外包予獨立專業公司。

於本年度，審核委員會已根據本公司的政策及程序手冊對本公司的風險管理及內部監控系統進行穿行測試、約見管理層並與管理層討論該等制度的有效性以及對彼等工作中所發現的問題之整改進行跟進，從而履行其職能。董事會認為，於本年度，審核委員會已遵守守則條文第C.2.5條。

(3) 守則條文第E.1.3條

該守則條文規定股東週年大會通知應於會議召開前至少20個完整營業日發送予股東。本公司上屆股東週年大會於二零二零年九月三十日舉行，會議通知於二零二零年九月三十日發出。就此而言，向股東發出通知的時間不夠充分。本公司將確保於未來妥當遵守本企業管治守則。

董事進行證券交易之標準守則

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

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

Composition of the Board

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

Executive Directors

Mr. Poon Kai Kit, Joe

Mr. Chung Yuk Lun (*appointed on 28 December 2020*)

Ms. Sin Pui Ying (*resigned on 8 January 2021*)

Independent non-executive Directors

Mr. Lee Pui Chung

Ms. Lai Pik Chi, Peggy

Ms. Chan Yuk Chun (*appointed on 2 November 2020*)

Mr. Chan Chung Yin, Victor (*resigned on 2 November 2020*)

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

The updated list of Directors and their role and function are published at the GEM website (www.hkgem.com) and the Company's website (www.knk.com.hk).

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

BOARD DIVERSITY POLICY

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

Policy Statement

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

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

董事會

董事會的組成

截至本年報日期，董事會包括兩名執行董事及三名獨立非執行董事。董事會的組成按類別詳細載列如下：

執行董事

潘啟傑先生

鍾育麟先生 (*於二零二零年十二月二十八日獲委任*)

冼佩瑩女士 (*於二零二一年一月八日辭任*)

獨立非執行董事

李沛聰先生

黎碧芝女士

陳玉珍女士 (*於二零二零年十一月二日獲委任*)

陳仲然先生 (*於二零二零年十一月二日辭任*)

董事之履歷詳情載於本報告「董事及高級行政人員之履歷」一節。

董事最新名單及其角色和職能刊載於GEM網站(www.hkgem.com)及本公司網站(www.knk.com.hk)。

本公司已就對董事採取之法律行動安排適當之保險保障。

董事會多元化政策

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

政策聲明

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

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

CORPORATE GOVERNANCE REPORT

企業管治報告

Measurable Objective

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

Review, Monitoring and Disclosure

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

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

As of 31 March 2021, our Board has achieved a female-to-male gender ratio of 40:60 and our Directors have collaborated different skills and experiences individually and collectively, including but not limited to direct architectural and engineering industry experience and qualification, financial and accounting, legal and business administration.

Independent Non-executive Directors

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

可衡量目標

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

檢討、監督及披露

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

我們的董事會多元化政策亦於本公司網站公佈。

截至二零二一年三月三十一日，董事會已實現40:60的女性與男性成員性別比例，董事已經單獨及共同協作不同的技能和經驗，包括但不限於直接的建築及工程行業經驗和資格、財務及會計、法律及工商管理。

獨立非執行董事

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

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board

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

Board Meetings and Attendance

The Board meets in person or through electronic means of communication to determine overall strategic direction and objectives and approve quarterly, interim and annual results, and other significant matters. The Board held 5 meetings during the year ended 31 March 2021.

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

董事會

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

董事會會議及出席記錄

董事會會議以親身出席或透過電子途徑方式進行，以釐定整體策略性方向及目標，並批准季度、中期及年度業績，以及其他重要事項。截至二零二一年三月三十一日止年度，董事會舉行5次會議。

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

CORPORATE GOVERNANCE REPORT

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At least 3 days (or such other period as agreed in advance) before each Board meeting, draft agenda is sent to all Directors in order to allow the Directors to include any other matters in the agenda for discussion and approval at the meeting. To enable the Directors to make informed decisions, Board papers together with all appropriate and relevant information in relation to the matters of the meeting are sent to all Directors 3 days or such other period as agreed before each Board meeting such that the Directors have sufficient time to review the related documents and be adequately prepared for the meeting.

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

Relationships between the Board

Except that Mr. Poon Kai Kit, Joe, an Executive Director, and Ms. Chan Ka Yee, a former Executive Director, are in spousal relationship, there are no other financial, business, family or other material relationship among the Directors. The biographical details of each of the Directors are set out in the section headed "Biographies of Directors and Senior Executives" of this annual report.

Directors' Continuing Professional Development Programme

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

全體董事將於各董事會會議舉行前至少三日或事先協定的其他期間獲發議程草案，以允許董事將任何其他事宜納入議程以供於會議上討論及批准。為促使董事作出知情決定，董事會文件連同所有與會議討論事項有關的適當及相關資料將於各董事會會議舉行前三日或協定的其他期間發送予全體董事，以便董事有充足時間審閱有關文件及為會議作充分準備。

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

各董事之間的關係

除執行董事潘啟傑先生及前執行董事陳嘉儀女士為配偶關係外，各董事之間概無財務、商業、家族或其他重大關係。各董事的履歷詳情載於本年報「董事及高級行政人員之履歷」一節。

董事之持續專業發展計劃

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

CORPORATE GOVERNANCE REPORT

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During the year ended 31 March 2021, the Directors participated in the continuous professional developments in the following manner:

截至二零二一年三月三十一日止年度，董事以下列方式參與持續專業發展計劃：

Name		Reading Materials	Attending seminars/courses/conferences
姓名		閱讀材料	出席座談會／課程／會議
Executive Directors			
執行董事			
Mr. Poon Kai Kit, Joe	潘啟傑先生	✓	✓
Mr. Chung Yuk Lun (appointed on 28 December 2020)	鍾育麟先生 (於二零二零年十二月二十八日獲委任)	✓	✓
Ms. Sin Pui Ying (resigned on 8 January 2021)	冼佩瑩女士 (於二零二一年一月八日辭任)	✓	✓
Independent non-executive Directors			
獨立非執行董事			
Mr. Lee Pui Chung	李沛聰先生	✓	✓
Ms. Lai Pik Chi, Peggy	黎碧芝女士	✓	✓
Ms. Chan Yuk Chun (appointed on 2 November 2020)	陳玉珍女士 (於二零二零年十一月二日獲委任)	✓	✓
Mr. Chan Chung Yin, Victor (resigned on 2 November 2020)	陳仲然先生 (於二零二零年十一月二日辭任)	✓	✓

APPOINTMENT AND RE-ELECTION OF DIRECTORS

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

董事的委任及重選

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

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BOARD COMMITTEES

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

Audit Committee

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

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

The Audit Committee has met its responsibilities to review the Group's quarterly reports, interim report and audited annual results for the year ended 31 March 2021 and provided advice and comments thereon.

董事委員會

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

審核委員會

本公司已成立審核委員會，並遵照GEM上市規則第5.28條規定以及企業管治守則之守則條文第C.3.3條及C.3.7條制定書面職權範圍。審核委員會現時由三名獨立非執行董事組成，並由李沛聰先生擔任主席，其餘成員為黎碧芝女士及陳玉珍女士。

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

審核委員會已達成其職責，審閱本集團之季度報告、中期報告及截至二零二一年三月三十一日止年度之經審核年度業績，並就此提出意見及評論。

CORPORATE GOVERNANCE REPORT

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

- (i) recommended to the Board on the change of auditor;
- (ii) oversight of risk management and internal control systems, assessment on any potential special risks to be encountered by the Company and review on the effectiveness of the risk management and internal control system;
- (iii) reviewed with the external auditor on the effectiveness of audit process and the accounting principles and practices, the accuracy and fairness of the annual consolidated financial statements for the year ended 31 March 2021; and
- (iv) reviewed the first quarterly, interim and third quarterly results of the Company for the year ended 31 March 2021.

The Audit Committee held 4 meetings during the year ended 31 March 2021.

Nomination Committee

The Nomination Committee has been established with written terms of reference in compliance with code provision A.5.2 of the CG Code. The Nomination Committee currently comprises three independent non-executive Directors and is chaired by Ms. Chan Yuk Chun. The other members are Mr. Chung Yuk Lun and Ms. Lai Pik Chi, Peggy.

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

During the year ended 31 March 2021, the Nomination Committee reviewed and discussed the structure, size and composition of the Board; made recommendation on the appointment of new Directors and re-election of the retiring Directors; and confirmed the independence of the independent non-executive Directors. The Nomination Committee held 2 meetings during the year ended 31 March 2021.

審核委員會於本年度進行之工作概要載列如下：

- (i) 就更換核數師向董事會提供推薦建議；
- (ii) 監管風險管理及內部監控系統、評估本公司可能面臨的任何潛在特定風險並檢討風險管理及內部監控系統的有效性；
- (iii) 與外部核數師檢討審核程序以及會計原則與慣例之有效性、截至二零二一年三月三十一日止年度之年度綜合財務報表之準確性及公平性；及
- (iv) 審閱本公司截至二零二一年三月三十一日止年度之第一季度、中期及第三季度業績。

截至二零二一年三月三十一日止年度，審核委員會舉行4次會議。

提名委員會

本公司已成立提名委員會，並遵照企業管治守則之守則條文第A.5.2條制定書面職權範圍。提名委員會現時由三名獨立非執行董事組成，並由陳玉珍女士擔任主席，其餘成員為鍾育麟先生及黎碧芝女士。

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

截至二零二一年三月三十一日止年度，提名委員會已檢討及討論董事會之架構、規模及組成；就委任新董事及重選退任董事提供推薦意見；及確認獨立非執行董事的獨立性。截至二零二一年三月三十一日止年度，提名委員會舉行2次會議。

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NOMINATION POLICY AND PROCEDURES

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

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

The Board has also established nomination procedures summarized as follows:

(a) Appointment of New Director

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

(b) Re-election of Director at General Meeting

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

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

提名政策及程序

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

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

董事會亦已設立提名程序，概述如下：

(a) 委任新董事

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

(b) 於股東大會上重選董事

根據本公司細則，退任董事合資格獲董事會提名在股東大會上重選連任。

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

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

(c) Proposal by Shareholders

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

Remuneration Committee

The Remuneration Committee has been established with written terms of reference in compliance with code provision B.1.2 of the CG Code. The Remuneration Committee currently comprises three independent non-executive Directors and is chaired by Ms. Lai Pik Chi, Peggy. The other members are Mr. Chung Yuk Lun and Ms. Chan Yuk Chun.

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

During the year ended 31 March 2021, the Remuneration Committee reviewed and made recommendation on the remuneration package of Directors and senior management of the Group and assessed the performance of executive Directors. The Remuneration Committee held 2 meetings during the year ended 31 March 2021.

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

(c) 股東建議

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

薪酬委員會

本公司已成立薪酬委員會，並遵照企業管治守則之守則條文第B.1.2條制定書面職權範圍。薪酬委員會現時由三名獨立非執行董事組成，並由黎碧芝女士擔任主席，其餘成員為鍾育麟先生及陳玉珍女士。

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

截至二零二一年三月三十一日止年度，薪酬委員會已就董事及本集團高級管理層的薪酬待遇進行檢討並作出推薦意見，以及評估執行董事的表現。截至二零二一年三月三十一日止年度，薪酬委員會舉行2次會議。

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Directors' Attendance Record at Meetings

Details of the attendance of the Directors at the meetings of the Board and its respective committees during the year ended 31 March 2021 are as follows:

董事會議出席記錄

截至二零二一年三月三十一日止年度，董事於董事會及各委員會會議之出席詳情如下：

Name of Director	Board Meeting	Audit Committee Meeting	Nomination Committee Meeting	Remuneration Committee Meeting	General Meeting
董事姓名	董事會會議	審核委員會會議	提名委員會會議	薪酬委員會會議	股東大會
Executive Directors	執行董事				
Mr. Poon Kai Kit, Joe	潘啟傑先生	5/5	-	-	1/1
Mr. Chung Yuk Lun (appointed on 28 December 2020)	鍾育麟先生 (於二零二零年十二月二十八日獲委任)	1/1	-	N/A 不適用	N/A 不適用
Ms. Sin Pui Ying (resigned on 8 January 2021)	冼佩瑩女士 (於二零二一年一月八日辭任)	3/4	-	-	0/1
Independent non-executive Directors	獨立非執行董事				
Mr. Lee Pui Chung	李沛聰先生	5/5	4/4	1/1	2/2
Ms. Lai Pik Chi, Peggy	黎碧芝女士	5/5	4/4	2/2	1/1
Ms. Chan Yuk Chun (appointed on 2 November 2020)	陳玉珍女士 (於二零二零年十一月二日獲委任)	3/3	2/2	1/1	1/1
Mr. Chan Chung Yin, Victor (resigned on 2 November 2020)	陳仲然先生 (於二零二零年十一月二日辭任)	1/1	2/2	N/A 不適用	N/A 不適用

CORPORATE GOVERNANCE REPORT

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CORPORATE GOVERNANCE FUNCTION

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

NON-COMPETITION UNDERTAKING

Pursuant to the Deed of Non-competition entered into among Mr. Poon Kai Kit, Joe ("Mr. Poon"), Ms. Chan Ka Yee ("Ms. Chan") and Energetic Way Limited (the "Energetic Way"). Mr. Poon, Ms. Chan and Energetic Way have agreed to and undertaken with the Company (for itself and on behalf of its subsidiaries) that for so long as the Deed of Non-competition remains in effect, other than through the Group and subject as provided below, he/it will not and will procure that none of his/its associates will, engage or be interested, directly or indirectly, in any business which may be in any aspect in competition with or similar to the businesses as may from time to time be carried on by the Group in Hong Kong (other than, in respect of Mr. Poon, Ms. Chan and Energetic Way, as a holder of not more than 5% of the issued shares or stock of any class or debentures of any company listed on any recognised stock exchange). Mr. Poon, Ms. Chan and Energetic Way have further agreed to and undertaken with the Company (for itself and on behalf of its subsidiaries) that Mr. Poon, Ms. Chan and Energetic Way will, jointly and severally, indemnify and keep indemnified the Group against any damage, loss or liability suffered by the Group arising out of or in connection with any breach of covenants and undertakings and/or any of the obligations of Mr. Poon, Ms. Chan and Energetic Way under the Deed of Non-competition, including any costs and expenses incurred as a result of such breach.

企業管治職能

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

不競爭承諾

根據潘啟傑先生（「潘先生」）、陳嘉儀女士（「陳女士」）及Energetic Way Limited（「Energetic Way」）訂立的不競爭契據，潘先生、陳女士及Energetic Way已同意並向本公司（為其本身及代表其附屬公司）承諾，只要不競爭契據仍然生效，除通過本集團及在下文規限下，彼將不會並將促使其聯繫人不會在香港直接或間接從事在任何方面與本集團可能不時經營之業務有所競爭或類似之業務或於當中擁有權益（惟就潘先生、陳女士及Energetic Way而言，持有任何認可證券交易所上市公司之任何類別已發行股份或股票或債權證不超過5%者不在此限）。潘先生、陳女士及Energetic Way向本公司（為其本身及代表其附屬公司）進一步協定及承諾，潘先生、陳女士及Energetic Way將共同及個別就因潘先生、陳女士及Energetic Way違反不競爭契據內任何契諾及承諾及／或任何義務或與此有關之事宜導致本集團所蒙受任何損害、損失或責任（包括因上述違約而招致之任何費用及開支）向及持續向本集團作出彌償。

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The Company has received an annual confirmation from Mr. Poon, Ms. Chan and Energetic Way that each of Mr. Poon, Ms. Chan and Energetic Way confirmed that other than their respective interests in our Group, none of them is engaged in, or interested in any business which, directly or indirectly, competes or may compete with the business of our Group during the year ended 31 March 2021.

The Independent Non-Executive Directors reviewed annually the compliance with the non-competition undertaking of Mr. Poon, Ms. Chan and Energetic Way under the Deed of Non-competition during the year ended 31 March 2021. No incident of non-compliance was noted by the Company and the Independent Non-Executive Directors for the year ended 31 March 2021.

AUDITOR AND THEIR REMUNERATION

For the year ended 31 March 2021, remuneration paid and payable to the auditor of the Group (the “Auditor”) are approximately HK\$500,000 (2020: HK\$500,000) for audit services. There was no significant non-audit service provided by the auditor of the Group for the year.

Director’s Acknowledgement

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

Auditor’s Statement

The statement of the Auditor about their reporting responsibilities on the Company’s financial statements for the year ended 31 March 2021 is set out in the section “Independent Auditor’s Report” of this report.

本公司已收到潘先生、陳女士及Energetic Way之年度確認書，潘先生、陳女士及Energetic Way各自確認，截至二零二一年三月三十一日止年度，除各自於本集團之權益外，彼等概無從事任何與本集團業務直接或間接構成或可能構成競爭之任何業務，亦無於當中擁有權益。

截至二零二一年三月三十一日止年度，獨立非執行董事已根據不競爭契據對潘先生、陳女士及Energetic Way遵守不競爭承諾之狀況進行年度檢討。截至二零二一年三月三十一日止年度，本公司及獨立非執行董事概無發現任何違規事項。

核數師及其薪酬

截至二零二一年三月三十一日止年度，已付及應付本集團核數師（「核數師」）之核數服務薪酬約為500,000港元（二零二零年：500,000港元）。年內，核數師概無為本集團提供重大非核數服務。

董事之確認

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

核數師聲明

核數師有關其就本公司截至二零二一年三月三十一日止年度之財務報表的申報責任之聲明載於本報告「獨立核數師報告」一節。

CORPORATE GOVERNANCE REPORT

企業管治報告

Financial Reporting

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

INTERNAL AUDIT FUNCTION

The Audit Committee has reviewed the internal control system ("Control System") for the year ended 31 March 2021. The review identified the findings in internal control system of the Company, the risks associated with operating units of the Company and the recommendations to rectify the findings in internal control systems and to lower the risks identified.

During the year ended 31 March 2021, the Board, through the Audit Committee, has reviewed the effectiveness of the Control Systems in respect of financial, operational and compliance aspect annually and considers that the Control Systems are adequate and effective.

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

RISK MANAGEMENT AND INTERNAL CONTROL

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

財務申報

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

內部審核功能

審核委員會已於截至二零二一年三月三十一日止年度審閱內部監控系統（「監控系統」）。該審閱識別出本公司內部監控系統之有關發現、與本公司營運單位相關之風險以及糾正內部監控系統有關發現和減低所識別風險之推薦建議。

截至二零二一年三月三十一日止年度，董事會已透過審核委員會每年檢討監控系統於財務、營運及合規方面之成效，並認為監控系統屬完備及有效。

董事會亦已透過審核委員會檢討本集團的會計及財務申報職能之資源、員工資歷及經驗、培訓計劃及預算之充足性，並認為其屬充足。

風險管理及內部監控

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

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

Strategic Risks

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

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

Operational Risks

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

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

Financial Risks

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

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

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

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

本公司將根據風險識別及風險評估管理以下風險：

策略風險

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

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

營運風險

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

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

財務風險

流動資金風險、信貸風險、外匯風險及利率風險

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

本集團主要以港元經營業務，故並無外匯風險因素。

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

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Compliance Risks

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

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

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

COMPANY SECRETARY

Mr. Chung Yuk Lun joined the Group as the Executive Director and the Company Secretary since 28 December 2020. The biographical details of the Company Secretary are set out under the section headed "Biographies of Directors and Senior Executives" of this annual report. In accordance with the Rule 5.15 of the GEM Listing Rule, the Company Secretary has taken no less than 15 hours of relevant professional training during the year ended 31 March 2021.

SHAREHOLDERS' RIGHT

Procedures for the Shareholders to convene an extraordinary general meeting

Pursuant to the Articles, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting (the "EGM") to be called by the Board for the transaction of any business specified in such requisition.

Such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may 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.

合規風險

與安全、健康及環境有關的不合規風險以及法律糾紛有關的風險

本集團已制定行為守則，以使其員工遵守相關條例。

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

公司秘書

鍾育麟先生自二零二零年十二月二十八日起加入本集團，並擔任執行董事兼公司秘書。公司秘書的履歷詳情載於本年報「董事及高級行政人員之履歷」一節。根據GEM上市規則第5.15條，公司秘書於截至二零二一年三月三十一日止年度已接受不少於15小時的相關專業培訓。

股東權利

股東召開股東特別大會之程序

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

該大會應於遞呈該要求後兩(2)個月內舉行。倘於該要求遞呈後二十一(21)日內董事會未有行動召開該大會，則要求人可以同一方式召開股東特別大會，而本公司須向要求人彌償其因董事會未能召開股東特別大會而招致的一切合理開支。

CORPORATE GOVERNANCE REPORT

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Procedures for the Shareholders to put their enquiries to the board

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

INSIDE INFORMATION

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

1. All Directors, senior management and relevant employees are required to report potential inside information, upon identified, to the Executive Directors and/or Company Secretary as an official channel for informing all members of the Board;
2. The Executive Directors are required to assess whether the attributes of the potential inside information and relevant impact on the price of the Company’s securities;
3. All Directors, senior management and relevant employees are required take reasonable due care for safeguard the confidentiality of unpublished inside information;
4. All Directors, senior management and relevant employees are constantly reminded not to deal in the Company’s securities when they are in possession of unpublished inside information.

股東向董事會提出查詢之程序

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

內幕消息

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

1. 全體董事、高級管理層及有關僱員須於發現潛在內幕消息後呈報執行董事及／或公司秘書，作為知會董事會全體成員的正式渠道；
2. 執行董事須評估潛在內幕消息的屬性及其對本公司證券價格的有關影響；
3. 全體董事、高級管理層及有關僱員須合理審慎保證未公開內幕消息的保密性；
4. 全體董事、高級管理層及有關僱員須謹記當彼等掌握未公開的內幕消息時不得買賣本公司證券；

CORPORATE GOVERNANCE REPORT

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5. All Directors are empowered and required to ensure timely, fair and comprehensive dissemination of inside information, including issuing announcements and/or requesting trading halt in situation of unexpected and significant event.

INVESTOR RELATIONS

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

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

CONSTITUTIONAL DOCUMENTS

Pursuant to Rule 17.102 of the GEM Listing Rules, the Company has published on the respective websites of the Stock Exchange and the Company its Articles. During the year ended 31 March 2021, there had not been any changes in the Company's constitutional documents.

DIVIDEND POLICY

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

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

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

1. the general market conditions;
2. the financial performance of the Group;
3. the liquidity position of the Group;
4. the working capital requirements and future development plans of the Group;

5. 全體董事被賦予權力且須確保及時、公平及全面發佈內幕消息，包括於意外重大事件發生時發佈公告及／或請求短暫停牌。

投資者關係

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

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

章程文件

根據GEM上市規則第17.102條，本公司已於聯交所及本公司各自之網站刊載其細則。截至二零二一年三月三十一日止年度，本公司章程文件概無任何變動。

股息政策

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

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

釐定建議股息及股息金額時，董事會須考慮(其中包括)下列因素：

1. 整體市況；
2. 本集團財務表現；
3. 本集團流動資金狀況；
4. 本集團的營運資金需求及未來發展計劃；

CORPORATE GOVERNANCE REPORT

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| 5. the retained earnings and distributable reserves of the Company; | 5. 本公司的保留溢利及可供分派儲備； |
| 6. any commercial and/or contractual restrictions imposed on the Group by relevant stakeholders; | 6. 有關利益持份者對本集團施加的任何商業及／或合約限制； |
| 7. the statutory and regulatory restrictions which the Group is subject to; and | 7. 本集團須遵守的法定及監管限制；及 |
| 8. any other relevant factors that the Board may deem appropriate. | 8. 董事會可能視為適用的任何其他相關因素。 |

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

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

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

本公司派付股息須遵守開曼群島公司法及細則項下的任何限制。

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

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

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

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

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

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

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

股息政策在公司網站上刊登以供投資者參考。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THE GROUP

KNK Holdings Limited (“KNK” or the “Company” or “we”) is principally engaged in the provision of architectural consultancy services in Hong Kong.

The Company and its subsidiaries (collectively as the “Group”) conduct its primary businesses in our Hong Kong office which is subject to relatively low energy, power and resources consumption. The Board of Directors considers that the Group’s daily operation and business development in general brings along insignificant direct environmental impact.

Nevertheless, the Group is dedicated in devoting our best efforts in enhancing our environment and social responsibility and upholding governance values.

ABOUT THIS REPORT

This Environmental, Social and Governance (“ESG”) Report published by KNK discloses our policies, measures, and performance of the Group in respect of ESG issues. These disclosures enable our stakeholders to have a better understanding of the Group’s progress and objectives of sustainable development.

This Report is also uploaded to the website of the Company (www.knk.com.hk).

SCOPE OF THE REPORT

The Report focuses on the operation regarding the provision of architectural consultancy services for the financial year ended 31 March 2021 (“the reporting period”). The Group will gradually fine tune and/or expand the scope of disclosure based on our materiality assessment and through continuous optimization of our internal information collection procedures.

關於本集團

中國卓銀國際控股有限公司（「中國卓銀」或「本公司」或「我們」）主要在香港從事提供建築諮詢服務。

本公司及其附屬公司（統稱為「本集團」）於能源、電力及資源消耗相對較低的香港辦公室開展其主要業務。整體而言，董事會認為本集團在日常經營及業務發展過程中對環境的直接影響微乎其微。

儘管如此，本集團仍致力於盡最大努力加強環境保護及履行社會責任，並秉持管治價值觀念。

關於本報告

中國卓銀刊發之本環境、社會及管治（「環境、社會及管治」）報告披露本集團有關環境、社會及管治事宜的政策、措施及表現。該等披露令持份者對本集團在可持續發展方面的進展及目標有更好的了解。

本報告亦上載於本公司網站(www.knk.com.hk)。

報告範圍

本報告專注於截至二零二一年三月三十一日止財政年度（「報告期間」）有關提供建築諮詢服務的業務營運。本集團將基於重要性評估及透過持續優化內部資料收集程序逐步微調及／或擴大披露範圍。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

REPORTING FRAMEWORK

This Report complies with the requirements of the Environmental, Social and Governance Reporting Guide (the “Guide”) published by the Stock Exchange concerning the “comply or explain” principle.

The four reporting principles, which covers materiality, quantitative, balance and consistency, set out in the Guide are taken as the basis for preparing this Report.

A complete index is attached to the last section of the Report to enable readers to understand this Report according to the Guide.

STAKEHOLDERS’ FEEDBACK

The Group highly values the opinions of stakeholders. Should you have any enquiries or comments regarding the content or form of this Report, please contact us at www.knk.com.hk.

STAKEHOLDER ENGAGEMENT

The compilation of the ESG report represents the joint effort of the employees from various departments that helps us identify potential risks and opportunities closer to the satisfaction of stakeholders’ needs and expectations, and properly manage opinions from different stakeholders. Therefore, the Group attaches great importance to stakeholders’ opinions. To communicate with the stakeholders effectively, we communicate with different stakeholders through a wide range of channels.

To determine the strategies and directions for our sustainability, and to identify environmental and social issues that are most essential to the Group and the stakeholders, we have conducted interviews with and internal assessment by our management and staff. Based on the result of interviews and assessments, we consider that A2 – Use of Resource is the most important and relevant aspect to KNK out of the eleven ESG aspects from the Guide and accordingly has been selected as the key focus of this Report.

報告框架

本報告遵守聯交所頒佈的《環境、社會及管治報告指引》(「指引」)有關「不遵守就解釋」原則的規定。

指引載列的四項匯報原則—重要性、量化、平衡及一致性，作為編寫本報告的基礎。

報告最後一節附有完整索引，以便讀者按指引理解本報告。

持份者意見反饋

本集團高度重視持份者的意見。閣下如對本報告內容或形式有任何疑問或意見，請通過 www.knk.com.hk 聯絡我們。

持份者參與

環境、社會及管治報告的編寫代表各部門員工的共同努力，有助於我們識別潛在風險及更貼近滿足持份者需求及期望的機會，並妥善管理不同持份者的意見。因此，本集團非常重視持份者的意見。為與持份者進行有效溝通，我們透過多種渠道與不同持份者進行溝通。

為釐定我們的可持續發展策略和方向，及識別對本集團和持份者至為重要的環境和社會議題，我們已與管理層及員工進行面談並由彼等進行內部評估。根據面談及評估的結果，我們認為A2—資源使用乃指引中十一個環境、社會及管治方面中對中國卓銀最為重要及相關的方面，因此獲選作為本報告主要關注。

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We believe that each year's business performance, overall situation of the industry and other factors will affect the experience of different stakeholders, and thus their expectation and demands on different items. We will continue to collect stakeholder's feedbacks and disclose further information based on the results in various assessments.

ENVIRONMENTAL ASPECT

Our business and operation do not consume natural resources extensively and does not generate hazardous waste.

The main emission of KNK is indirect greenhouse gas emissions from purchased electricity and paper, while water consumption of KNK come from drinking water in office. In this regard, the disclosure of our environment aspects mainly focuses on energy consumption and use of paper.

During the Year, we have followed and complied with applicable environmental laws and regulations in all material respects. We are not aware of any non-compliance incidents relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

Resources Efficiency Management

The Group has taken various resource conservation measures to improve its resource efficiency. Electricity consumption of our corporate office in office lighting, air-conditioning, and the use of office equipment such as printing machines and computers, is the major contribution to our greenhouse gas emission and energy footprints. Concur to previous year, KNK promotes conservative measures including:

- Maintaining indoor temperature at an optimal level of comfort
- Turning off idle lighting, air conditioning and electronic devices before leaving office

We believe that through the above mitigation measures, it will keep the use of energy and resources in the workplace minimal and finally help us achieve the goal of reducing the greenhouse gas emission and protecting our environment.

我們認為，各年度的業務表現、業內整體環境及其他因素將影響不同持份者的體驗，並進而影響彼等對不同項目的期望及需求。我們將持續收集持份者的反饋意見並根據各項評估結果披露其他資料。

環境層面

我們的業務及營運並不廣泛消耗天然資源且並不產生有害廢棄物。

中國卓銀的主要排放物乃由於購買電力及紙張而間接產生溫室氣體排放。而中國卓銀的水資源消耗則來自辦公室飲用水。就此而言，環境層面的披露事項主要集中在能源消耗及紙張使用方面。

於本年度內，我們已於所有重大方面遵循及遵守適用環境法律法規。我們並無知悉任何有關大氣污染及溫室氣體排放、向水體及土地排污以及產生有害及無害廢棄物的不合規事件。

資源效率管理

本集團已採取多項節能措施提高其資源效率。公司辦公室於辦公電燈、空調及使用打印機與電腦等辦公設備產生的電力消耗乃溫室氣體排放及能源足跡的主要製造者。與去年保持一致，中國卓銀提倡以下保護措施：

- 將室內溫度維持在舒適的最佳水平
- 在離開辦公室前關閉閒置電燈、空調及電子裝置

我們相信通過上述緩解措施，將會使工作場所能源及資源的使用降至最低，並最終有助於我們實現減少溫室氣體排放及保護環境的目標。

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Another resource consumption that we need to manage is paper usage. We encourage our employees to:

- resort to electronic platforms for information dissemination
- reuse or use both sides of paper
- use personal drinking cups instead of disposable paper made cups

Waste Management

Our source of non-hazardous waste is the general waste from daily office operation, which is mainly wastepaper. The Group has engaged an independent cleaning contractor for handling and collecting the non-hazardous waste. The related waste and recycle volume record is, however, not provided to us by the cleaning contractor.

Environmental Performance

Based on the Group's resource consumption in the Year, the Group's GHG emissions are estimated with reference to the "Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes in Hong Kong)" issued by the Hong Kong Environmental Protection Department and the Electrical and Mechanical Services Department, as detailed in the table below:

		Unit	FY2020/2021 二零二零年/ 二零二一年 財政年度	FY2019/2020 二零一九年/ 二零二零年 財政年度	Intensity
Energy use and emissions	能源使用及排放	單位			密度
Electricity	用電	kWh 千瓦時	37,998	44,132	1.48
Greenhouse Gas Emission	溫室氣體排放	Tonnes of CO ₂ e 二氧化碳當量 (公噸)	30.83	35.81	1.20
Use of resources	資源使用	Unit	FY2020/2021 二零二零年/ 二零二一年 財政年度	FY2019/2020 二零一九年/ 二零二零年 財政年度	Intensity
		單位			密度
Paper	紙張	Kg 千克	253.51	316.86	10.63

我們需要管理的另一資源消耗為用紙。我們鼓勵僱員：

- 利用電子平台進行信息傳播
- 重複使用或使用雙面紙
- 使用自帶水杯代替一次性紙杯

廢棄物管理

我們的無害廢棄物為來自日常辦公室營運產生的一般廢棄物，主要為廢紙。本集團已委聘一名獨立清潔承包商以處理及收集無害廢棄物，而清潔承包商並無向我們提供有關廢棄物與回收量記錄。

環境表現

根據本集團於本年度內的資源消耗，本集團溫室氣體排放乃根據香港環境保護署及香港機電工程署編製的「香港建築物（商業、住宅或公共用途）的溫室氣體排放及減除的核算和報告指引」估算，詳情載於下表：

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Notes to the above two tables

1. Intensity is calculated by the total amount of consumption divided by revenue from operation for Financial Year 2020/2021, approximately HK\$41.2 million.
2. The GHG emissions mainly come from the purchased electricity under Scope II and paper consumption under Scope III.
3. Our production did not involve water. Water expense refers to drinking water consumed in office premise, which is considered irrelevant to ESG issue, and the quantity and monetary amount were immaterial.

Based on our assessment, we are not aware of any significant impacts of activities on the environment and natural resources.

SOCIETY ASPECT

B1/B4. Employment & Labour Standards

We owe much of our success to a team of dedicated and efficient workforce.

We are committed to providing a desirable workplace and stable career environment to our employees. This is incorporated into our staff handbook. The staff handbook covers the Group's standard in respect of compensation and dismissal, recruitment and promotion, working hours, rest periods and other benefits and welfare.

The Group considers that the working environment and benefits offered to the employees and dispatched workers have contributed to building good staff relations and retention. We advocate for equality and diversity, in that our remuneration, promotion and termination systems are designed and decisions are made irrespective of gender, age, race, religion, political affiliation, and national origin.

上述兩個表格的附註

1. 密度乃按總消耗量除以二零二零年／二零二一年財政年度之營運收益計算，約為41,200,000港元。
2. 溫室氣體排放主要來自範圍II項下購買電力及範圍III項下紙張消耗。
3. 我們的生產不涉及用水。用水開支指辦公場所內消耗的飲用水，與環境、社會及管治議題無關及其用量與貨幣數額均不重大。

根據我們的評估，我們並不知悉任何活動對環境及天然資源造成重大影響。

社會方面

B1/B4、僱傭及勞工準則

我們的成功很大程度依賴辛勤及高效的員工團隊。

我們力求為僱員提供舒適的工作場所及穩定的職業環境。此項承諾已載入員工手冊。員工手冊涵蓋本集團有關補償與解僱、招聘與晉升、工時、休息期及其他利益及福利的準則。

本集團認為，為僱員及外派員工提供的工作環境及福利促進了良好員工關係的建立及員工留任。我們提倡平等及個性，設計薪酬、晉升及停職制度及作出決策概無涉及性別、年齡、種族、宗教、政治傾向及國籍。

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During the Year, the Group has complied with all applicable laws and regulations in relation to employment and labour standard. We are not aware of any non-compliance incidents relating to:

- Employment Ordinance Cap. 57
- Mandatory Provident Fund Schemes Ordinance Cap. 485
- Minimum wage ordinance Cap. 608

We confirm that child and forced labour are strictly prohibited in our businesses and operation.

Employee structure

As at the year ended 2021, we have 26 employees. In the Year, there were 3 joiners and 2 leavers, who are from operation department.

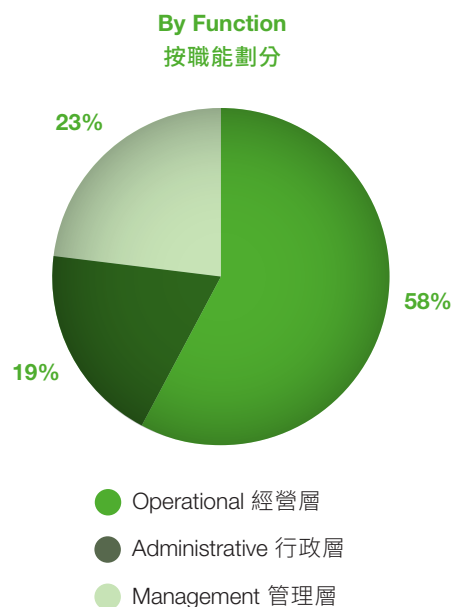
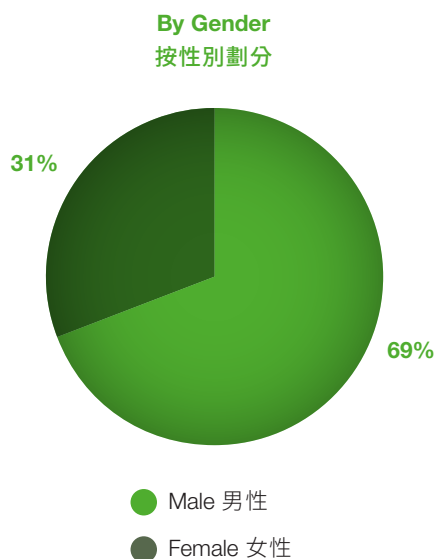
於本年度內，本集團一直遵守有關僱傭及勞工準則的所有適用法律法規。我們概無知悉任何有關下列條例的不合規事件：

- 第57章僱傭條例
- 第485章強制性公積金計劃條例
- 第608章最低工資條例

我們確認，我們的業務及營運嚴禁使用童工及強制勞工。

僱員架構

於截至二零二一年止年度，我們有26名僱員。於本年度內，營運部門有三名新員工入職及兩名員工離職。



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B2. Health and Safety

We understand that the maintenance of a healthy and safe working environment and the operational efficiency of an enterprise are closely related. We are committed to protecting our employee from potential occupational hazards and health and safety risks.

We have strictly adhered to all applicable laws and regulations in relation to health and safety, including, but not limited to, Occupational Safety and Health Ordinance cap 509a. Our key health and safety measures include the following:

1. Properly designed workplace to prevent accidents;
2. Adequately lit and ventilated workplace;
3. Illuminated 'EXIT' signs at all exits in our office building;
4. The means of escape in safe condition and free from obstruction;
5. Provision of suitable and adequate fire safety measures;
6. Provision of adequate lavatory and washing facilities, as well as adequate supply of drinking water.

There were no fatalities cases or major accidents/issues concerning the health and safety of our employees.

As the COVID-19 pandemic swept across China and the globe during the year, the most critical focus for every organization is to keep employees safe in an environment where repeated outbreaks are a persistent threat. To achieve this, the Group required employees to work from home during the peak period and supplied hygiene products such as masks, sanitizers and thermometers to employees in the office.

B2、健康與安全

我們了解維持健康與安全的工作環境與企業營運效率息息相關。我們致力保護員工遠離潛在職業危險以及健康與安全風險。

我們已嚴格遵守有關健康與安全的所有適用法律法規，包括（但不限於）第509a章職業安全及健康條例。我們的主要健康與安全措施包括下列各項：

1. 合理設計工作場所以防範事故；
2. 光線充足及通風的工作場所；
3. 辦公室樓宇所有出口均有「安全出口」指示標誌；
4. 逃生裝置處於安全狀況且並無任何障礙物；
5. 提供適當及充足的消防措施；
6. 提供充足的盥洗及洗滌設施以及充足的飲用水供應。

並無有關僱員健康與安全的死亡事故或重大事故／事件。

由於本年度新型冠狀病毒肺炎席捲中國及全世界，各組織最為注重的方面是在不斷爆發持續威脅的環境中確保僱員安全。為此，本集團要求僱員於旺季時居家工作，並向辦公室僱員提供口罩、消毒劑及體溫計等衛生用品。

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B3. Staff Development and Training

The Group values the development of its employees. Each department leader is responsible for determining the training needs for the employees in his/her team. Training courses either arranged internally or by external service providers are encouraged and arranged in the Year. The Group strives to ensure that our employees are equipped to fulfill the relevant job requirements in terms of education, training, technical and work experience.

Welfares and Safeguards

A sustainable and stable workforce is a means of better facilitating the work of every party, creating common values with the hope to deliver up-to-standard quality service for a sustainable development and future.

To achieve the goal, we also put a strong emphasis on assuring comprehensive welfares and safeguards for employees. The Company implemented a compensation and benefits system to further provide employees with competitive remuneration.

We are eager to provide a harmonious working environment for our employees. We offer various leisure and gathering events to lighten the office atmosphere and strengthen the bond among employees.

B3、員工發展及培訓

本集團重視員工發展。各部門領導負責釐定其團隊員工的培訓需求。於本年度內，我們鼓勵及安排培訓，培訓課程由內部安排或由外部服務供應商提供。本集團致力確保我們的僱員具備在教育、培訓、技術及工作經驗方面均達成相關工作需求的能力。

福利及保障

員工團隊的可持續性及穩定對各方工作均有利，此可創造共同價值以為可持續發展及未來提供優質服務。

為實現此目標，我們亦注重確保僱員的綜合福利及保障。本公司已實施補償及福利制度以進一步為僱員提供競爭性薪酬。

我們致力為僱員提供和諧的工作環境。我們提供各種休閒及聚會活動以活躍辦公室氛圍及增強僱員關係。

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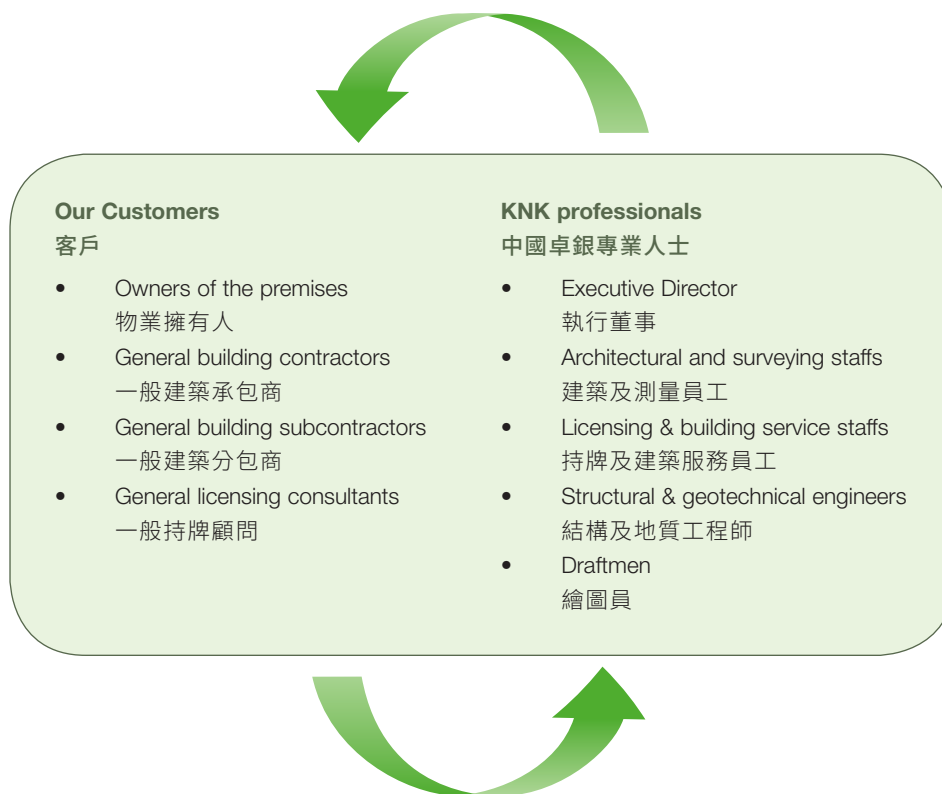
環境、社會及管治報告

B5. Supply Chain Management

As a professional architectural consultancy service provider, our management has set up comprehensive and effective compliance procedures to ensure its full compliance in daily operation with all applicable laws and professional requirements. Our Executive Director oversees each of our engagement and the provision of back-to-back support to our customers.

B5、供應鏈管理

作為專業的建築諮詢服務供應商，管理層已設立全面及有效的合規程序以確保其日常營運全面遵守所有適用法律及專業規定。執行董事負責監管各項交易並為客戶提供背靠背支持。



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B6. Quality Management & Service Liability

To ensure its overall operations are in line with all legal compliance requirements, the management of the Group also disseminates information on related changes by email or other means to update employees on new developments. The Group reviews its internal and external operations practices from time to time.

- Constant communication – Operational project managers work closely with customers throughout each job engagement. We constantly make changes to our design to meet customer needs.
- Routine reporting – Our project managers are required to report project status to our Executive Director from time to time.

Handling of Sensitive Information

Throughout the course of our operation, we are not required to handle advertising, labeling, and privacy matters of customers, suppliers, and business partners. Apart from our service quality, KNK emphasises confidentiality of personal data and privacy of our clients. We strictly adhere to the provisions of the Personal Data (Privacy) Ordinance and require our employees to keep secret with respect to confidential information pertaining to its operations.

Customers' feedbacks

The Group pays high attention to the quality of its services. The Group has established relevant quality and safety inspection measures such as communicating with our customers and confirming their project expectation and direction prior to launching any project, and actively coordinates projects with customers in the process of providing services. In the Year, we do not have any material complaints.

During the Year, we have strictly complied with all the applicable laws and regulations relating to health and safety, advertising, labeling and privacy matters relating to services provided. There are no claims or compensations or requests as such in relation to service liability. We have taken every necessary step to prevent infringement of our own intellectual property rights.

B6、質量管理及服務責任

為確保整體營運符合全部法律合規要求，本集團管理層亦以電郵或其他方式發放相關變動之資料，向僱員發出最新發展信息。本集團不時檢討內部及外部營運常規。

- 不斷溝通—運營項目經理在每次工作中與客戶緊密合作。我們不斷改變設計以滿足客戶需求。
- 例行報告—項目經理須不時向執行董事報告項目狀況。

敏感資料的處理

於整個經營過程中，我們毋須處理客戶、供應商及業務夥伴的廣告、標籤及私隱事宜。除服務質素外，中國卓銀強調將客戶個人資料及私隱保密的重要性，亦嚴格遵守個人資料(私隱)條例的規定，要求僱員對其經營涉及的機密資料保密。

客戶反饋

本集團高度重視其服務質素。本集團已制定有關質量及安全檢查措施，例如，在開展任何項目前與客戶溝通及確認其項目預期及方向，在提供服務的過程中與客戶積極協調項目。於本年度，我們並無任何重大投訴。

於本年度，我們嚴格遵守有關所提供服務的健與安全、廣告、標籤及私隱事宜的所有適用法律及法規。概無有關服務責任的索賠或補償或要求。我們已採取必要措施防止我們自己的知識產權受到侵犯。

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B7. Anti-Corruption

The Group is committed to upholding a high standard of business ethics and to standards to prohibit bribery and corrupt practices. Anti-corruption procedures are put into our practice and embedded in our employment handbook to regulate employees in practising business ethics.

Particularly, we conduct our business or affairs in compliance with the Prevention of Bribery Ordinance (POBO) of Hong Kong. The Group prohibits:

- a) soliciting or accepting any advantage from others as a reward for or inducement to doing any act or showing favour in relation to the Group's business or affairs; or offering any advantage to an agent of another as a reward for or inducement to doing any act or showing favour in relation to his principal business or affairs;
- b) offering any advantage to any public servant (incl. Government/public body employee) as a reward for or inducement to his performing any act in his official capacity or his showing any favour or providing any assistance in business dealing with the Government/a public body; or
- c) offering any advantage to any staff of a Government department or public body while they are having business dealing with the latter.

During the Year, we strictly complied with all the applicable laws and regulations relating to bribery, extortion, fraud and money laundering. An example is the Prevention of Bribery Ordinance in Hong Kong.

We will take disciplinary or legal actions against any acts of bribery and corruption. There was neither record on any corruption-related cases nor receipt of any reports of suspected cases which involved the Group or its employees.

B7、反貪污

本集團堅持高標準的商業道德規範，禁止賄賂及貪污行為。我們將反貪污程序投入實踐，並納入僱員手冊，以規管僱員具備商業道德。

特別是，我們在進行業務或事務時，遵守香港防止賄賂條例。本集團禁止：

- a) 索取或接受他人的任何好處作為報酬或誘因以進行任何事宜或偏袒有關本集團的業務或事務，或向他人的代理提供任何好處作為進行任何行動的報酬或誘因或偏袒其委託人的業務或事務；
- b) 向任何公職人員（包括政府／公共機構僱員）提供任何好處，作為其以政府／公共機構公職人員身份履行任何行為或偏袒或提供任何業務協助的報酬或誘因；或
- c) 向任何政府部門或公共機構的任何員工提供任何好處，同時與其擁有任何業務。

於本年度，我們嚴格遵守有關賄賂、敲詐、詐騙及洗黑錢的所有適用法律及法規，例如香港防止賄賂條例。

我們將就任何賄賂及貪污行為採取紀律處分或法律行動。概無任何貪污有關案件的記錄，亦無接到任何涉及本集團或其僱員嫌疑案件的報告。

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B8. Community Investment

The Group regards contributions to society as part of its mission.

Our business development strategy also pays close attention to community welfare. The Group has been devoted to promoting community development by taking the lead and encouraging employees to care for the community.

The Group has a vision and plan to support reputable non-profit-making and charity organisations which focus on helping poor elderly or improving children education for poor families.

B8、社區投資

本集團將為社會作貢獻視為其使命之一。

我們的業務發展策略亦密切關注社區福利事宜。本集團帶領並鼓勵員工關心社區，從而為推動社區發展作出貢獻。

本集團有願景及計劃支持聲譽良好的專注於幫助貧困老人或改善貧困家庭兒童教育的非盈利及慈善組織。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

APPENDIX 1: HKEX ESG REPORTING GUIDE INDEX

附錄一：香港聯交所環境、社會及管治報告指引索引

SEHK ESG Reporting Guide General Disclosures 香港聯交所環境、社會及管治報告指引一般披露		Reference Section/Remark 參考章節／備註	Comply or Explain 遵守或解釋
A. Environment			
A.環境			
A1 Emission	Information on:	Environment aspect	Complied
	(a) the policies; and		
	(b) compliance and material non-compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, generation of hazardous and non-hazardous wastes, etc.		
A1排放	有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：	環境層面	已遵守
	(a) 政策；及		
	(b) 遵守及嚴重違反對發行人有重大影響的相關法律及規例的資料。		
KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Environmental Performance 環境表現	Complied 已遵守
KPI A1.2	Greenhouse gas emissions in total, and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Environmental Performance	Complied
關鍵績效指標A1.2	溫室氣體總排放量及(如適用)密度(如以每產量單位、每項設施計算)。	環境表現	已遵守
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Not applicable – No hazardous waste was generated	Explained
關鍵績效指標A1.3	所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	不適用—概無產生有害廢棄物	已解釋
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Environment aspect: – Resources Efficiency Management – Environmental Performance	Complied
關鍵績效指標A1.4	所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	環境層面： –資源效能管理 –環境表現	已遵守

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

SEHK ESG Reporting Guide General Disclosures 香港聯交所環境、社會及管治報告指引一般披露		Reference Section/Remark 參考章節／備註	Comply or Explain 遵守或解釋
KPI A1.5	Description of measures to mitigate emissions and results achieved.	Environment aspect – Resources Efficiency Management	Complied
關鍵績效指標A1.5	描述減低排放量的措施及所得成果。	環境層面 –資源效能管理	已遵守
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved.	Our Environment aspect – Resources Efficiency Management	Complied
關鍵績效指標A1.6	描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	環境層面 –資源效能管理	已遵守
A2 Use of Resources	Policies on efficient use of resources including energy, water and other raw materials.	Our Environment aspect – Resources Efficiency Management	Complied
A2資源使用	有效使用資源(包括能源、水及其他原材料)的政策。	環境層面–資源效能管理	已遵守
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Our Environment aspect – Environmental Performance	Complied
關鍵績效指標A2.1	按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	環境層面—環境表現	已遵守
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Our Environment aspect – Environmental Performance	Complied
關鍵績效指標A2.2	總耗水量及密度(如以每產量單位、每項設施計算)。	環境層面—環境表現	已遵守
KPI A2.3	Description of energy use efficiency initiatives and results achieved.	Our Environment aspect – Resource Efficiency Management	Complied
關鍵績效指標A2.3	描述能源使用效益計劃及所得成果。	環境層面—資源效能管理	已遵守
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved.	Not applicable – water consumption were insignificant	Explained
關鍵績效指標A2.4	描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	不適用—耗水量不重大	已解釋
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Not applicable – Packaging materials used in operation were insignificant.	Explained
關鍵績效指標A2.5	製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	不適用—經營所用的包裝材料不重大。	已解釋

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

SEHK ESG Reporting Guide General Disclosures 香港聯交所環境、社會及管治報告指引一般披露		Reference Section/Remark 參考章節／備註	Comply or Explain 遵守或解釋
A3 The Environment and Natural Resources	Policies on minimizing the operation's significant impact on the environment and natural resources.	Not applicable – we did not have significant impact on environment and natural resources during our operation.	Explained
A3環境及天然資源	減低經營對環境及天然資源造成重大影響的政策。	不適用—我們並無在經營過程中對環境及天然資源造成重大影響。	已解釋
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	Not applicable. We did not have significant impacts of activities on the environment and natural resources.	Explained
關鍵績效指標A3.1	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	不適用。我們並無對環境及天然資源造成重大影響的業務。	已解釋
B. Social			
B.社會			
B1 Employment	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment & Labour Standards	Complied
B1僱傭	有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他福利及待遇的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	僱傭及勞工準則	已遵守

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

SEHK ESG Reporting Guide General Disclosures 香港聯交所環境、社會及管治報告指引一般披露		Reference Section/Remark 參考章節／備註	Comply or Explain 遵守或解釋
B2 Health and Safety	Information on: (a) the policies; and (b) compliance and material non-compliance with relevant standards, rules and regulations on providing a safe working environment and protecting employees from occupational hazards.	Health and Safety	Complied
B2健康與安全	有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守及嚴重違反相關準則、規則及規例的資料。	健康與安全	已遵守
B3 Development and Training	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Staff Development and Training	Complied
B3發展及培訓	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	員工發展及培訓	已遵守
B4 Labour Standard	Information on: (a) the policies; and (b) compliance and material non-compliance with relevant standards, rules and regulations on preventing child or forced labour.	Employment & Labour Standards	Complied
B4勞工準則	有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守及嚴重違反相關準則、規則及規例的資料。	僱傭及勞工準則	已遵守
B5 Supply Chain Management	Policies on managing environmental and social risks of supply chain.	Supply Chain Management	Complied
B5供應鏈管理	管理供應鏈的環境及社會風險政策。	供應鏈管理	已遵守

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環境、社會及管治報告

SEHK ESG Reporting Guide General Disclosures 香港聯交所環境、社會及管治報告指引一般披露		Reference Section/Remark 參考章節／備註	Comply or Explain 遵守或解釋
B6 Product Responsibility	Information on: (a) the policies; and (b) compliance and material non-compliance with relevant standards, rules and regulations on health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Quality Management and Service Liability	
B6產品責任	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守及嚴重違反相關準則、規則及規例的資料。	質量管理及服務責任	
B7 Anti-corruption	Information on: (a) the policies; and (b) compliance and material non-compliance with relevant standards, rules and regulations on bribery, extortion, fraud and money laundering.	Anti-corruption principles and practices are embedded into Employment handbook. Please refer to "Anti-corruption" section for details.	Compiled
B7反貪污	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守及嚴重違反相關準則、規則及規例的資料。	反貪污原則及實踐已納入僱員手冊。有關詳情，請參閱「反貪污」一節。	已遵守
B8 Community Investment	Policies on community engagement to understand the community's needs where it operates and to ensure its activities take into consideration communities' interests.	Our Group is in consideration of setting up policy on community investment in the future.	Compiled
B8社區投資	有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	本集團正在考慮制定未來社區投資的政策。	已遵守

BIOGRAPHIES OF DIRECTORS AND SENIOR EXECUTIVES

董事及高級行政人員之履歷

EXECUTIVE DIRECTORS

Mr. Poon Kai Kit, Joe, (Former Name: Poon Hoi Ming), aged 55, the founder of the Group. He was appointed as the Chairman of the Board and Executive Director on 29 July 2015 and resigned as Chairman on 16 December 2019. Mr. Poon is also a director of certain subsidiaries of the Company. He is responsible for the management of business of the Group. Mr. Poon also collaborates with project directors and architects to assume full responsibility for the projects.

Mr. Poon has over 20 years of experience in the architectural service industry. He established Prompt Shine Investment Limited (currently known as KKCAAL) in 1993 and currently is a director of that company. Since 1999, he led Prompt Shine Investment Limited to specialise in architectural expertise while simultaneously providing structural, building services, interior design, project management and licensing services.

Currently, Mr. Poon is also a non-executive director of Kato (Hong Kong) Holdings Limited (Stock code: 2189).

Mr. Poon graduated from the University of Hong Kong with a bachelor's degree of Arts in Architectural Studies in November 1988. He was then awarded with a bachelor's degree of Architecture from the University of Hong Kong in December 1990.

Mr. Chung Yuk Lun, aged 60, was appointed as an executive director on 28 December 2020. He is also a member of the Remuneration Committee and the Nomination Committee, company secretary and authorised representative of the Company as well as a director of certain subsidiaries of the Company. He has approximately 30 years' management experience at board level in a number of listed companies in Hong Kong.

Mr. Chung is currently (i) an executive director, company secretary, authorized representative and consultant of Elegance Optical International Holdings Limited (Stock Code: 907); (ii) an executive director of CT Environmental Group Limited (Stock Code: 1363); (iii) the company secretary and authorized representative of Life Healthcare Group Limited (Stock Code: 928); and (iv) the company secretary of QPL International Holdings Limited (Stock Code: 243).

執行董事

潘啟傑先生 (前度姓名：潘海明)，55歲，為本集團創辦人。彼於二零一五年七月二十九日獲委任為董事會主席兼執行董事及於二零一九年十二月十六日辭任主席。潘先生亦為本公司若干附屬公司之董事。彼負責本集團業務的管理。潘先生亦與項目總監及建築師合作，為項目承擔全部責任。

潘先生於建築服務行業擁有逾20年經驗。彼於一九九三年成立捷朗投資有限公司 (現稱啟傑建築顧問) 及現為該公司之董事。自一九九九年，彼領導捷朗投資有限公司，專門提供建築專業知識，同時提供結構、屋宇設備、室內設計、項目管理及牌照服務。

目前，潘先生亦為嘉濤 (香港) 控股有限公司 (股份代號：2189) 之非執行董事。

潘先生於一九八八年十一月畢業於香港大學，獲頒建築學文學士學位。其後，彼於一九九零年十二月獲香港大學頒授建築學士學位。

鍾育麟先生，60歲，於二零二零年十二月二十八日獲委任為執行董事。彼亦為本公司薪酬委員會及提名委員會成員、公司秘書及授權代表以及本公司若干附屬公司之董事。彼於多家於香港上市的公司董事會擁有約30年的管理經驗。

鍾先生現為(i)高雅光學國際集團有限公司 (股份代號：907)之執行董事、公司秘書、授權代表及顧問；(ii)中滔環保集團有限公司 (股份代號：1363) 之執行董事；(iii) 鐘和醫療健康集團有限公司 (股份代號：928) 之公司秘書兼授權代表；及(iv) QPL International Holdings Limited (股份代號：243) 之公司秘書。

BIOGRAPHIES OF DIRECTORS AND SENIOR EXECUTIVES

董事及高級行政人員之履歷

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lee Pui Chung, aged 34, was appointed as an independent non-executive Director on 18 July 2019. He is also the Chairman of the Audit Committee and Special Investigation Committee of the Company.

Mr. Lee has over 12 years of experience in accounting, finance and auditing. He is currently the financial controller and company secretary of IMS Group Holdings Limited (Stock Code: 8136). Mr. Lee obtained a bachelor of business administration degree in accountancy from City University of Hong Kong in November 2008. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a full member of CPA Australia.

Ms. Lai Pik Chi Peggy, aged 56, was appointed as an independent non-executive Director on 29 August 2019. She is also the Chairman of the Remuneration Committee as well as a member of the Audit Committee, Nomination Committee and Special Investigation Committee of the Company. Ms. Lai, has over 20 years of auditing, accounting and financial management experience.

Ms. Lai is currently (i) an independent non-executive director of KPABM Holdings Ltd (Stock Code: 2663); (ii) an independent non-executive director of Zhejiang United Investment Holdings Group Limited (Stock Code: 8366); (iii) independent non-executive director of CT Environmental Group Limited (Stock Code: 1363); and (iv) a non-executive director of Larry Jewelry International Company Limited (Stock Code: 8351).

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

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

獨立非執行董事

李沛聰先生，34歲，於二零一九年七月十八日獲委任為獨立非執行董事。彼亦為本公司審核委員會及特別調查委員會主席。

李先生於會計、財務及核數領域有逾12年經驗。彼現時擔任英馬斯集團控股有限公司（股份代號：8136）的財務總監及公司秘書。李先生於二零零八年十一月取得香港城市大學會計學專業工商管理學士學位。彼為香港會計師公會資深會員及澳洲會計師公會正式會員。

黎碧芝女士，56歲，於二零一九年八月二十九日獲委任為獨立非執行董事。彼亦為本公司薪酬委員會主席以及審核委員會、提名委員會及特別調查委員會成員。黎女士擁有逾20年審計、會計及財務管理經驗。

黎女士現為(i)應力控股有限公司（股份代號：2663）之獨立非執行董事；(ii)浙江聯合投資控股集團有限公司（股份代號：8366）之獨立非執行董事；(iii)中滔環保集團有限公司（股份代號：1363）之獨立非執行董事；及(iv)俊文寶石國際有限公司（股份代號：8351）之非執行董事。

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

BIOGRAPHIES OF DIRECTORS AND SENIOR EXECUTIVES

董事及高級行政人員之履歷

Ms. Chan Yuk Chun, aged 59, was appointed as independent non-executive Director on 2 November 2020. She is also the chairman of the Nomination Committee as well as a member of the Audit Committee and the Remuneration Committee of the Company. Ms. Chan has experience in business consultation and over 20 years' experience in serving a number of listed companies in Hong Kong as company secretary.

Ms. Chan holds a Master Degree in Corporate Finance from Hong Kong Polytechnic University and an external Bachelor Degree in Laws from University of London. She is an associate member of both The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom and The Hong Kong Institute of Chartered Secretaries.

陳玉珍女士，59歲，於二零二零年十一月二日獲委任為獨立非執行董事。彼亦為本公司提名委員會主席及審核委員會和薪酬委員會成員。陳女士擁有業務諮詢經驗，並擁有超過20年擔任多家香港上市公司公司秘書的經驗。

陳女士擁有香港理工大學的企業金融碩士學位和倫敦大學的外部法律學士學位。彼為英國特許公司治理公會（前稱特許秘書及行政人員公會）及香港特許秘書公會成員。

REPORT OF DIRECTORS

董事會報告

The Directors are pleased to present their report and the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 March 2021.

PRINCIPAL ACTIVITIES AND REORGANISATION

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

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

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

BUSINESS REVIEW AND PERFORMANCE

Review of the Group’s Business and Performance

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

Compliance with Laws and Regulations

During the year ended 31 March 2021, the Group has complied with the relevant laws and regulations that have a significant impact on it.

董事欣然提呈本公司及其附屬公司（統稱「本集團」）截至二零二一年三月三十一日止年度的報告及經審核綜合財務報表。

主要業務及重組

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

本集團主要從事提供全面建築及結構工程顧問服務。

本公司股份於二零一六年十二月十二日起於聯交所GEM上市。

業務回顧及表現

本集團業務回顧及表現

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

遵守法律法規

截至二零二一年三月三十一日止年度，本集團已遵守對其有重大影響的相關法律法規。

REPORT OF DIRECTORS

董事會報告

Environmental Policies and Performance

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

Relationship with Key Stakeholders

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

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

RESULTS

The Group's results for the year ended 31 March 2021 and the state of affairs of the Group at that date are set out in the consolidated financial statements from pages 67 to 151 of this annual report.

The Directors do not recommend payment of any final dividend for the Year (2020: Nil).

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five years is set out in the section headed "Financial Summary" on page 152 of this annual report. The summary does not form part of the audited consolidated financial statements.

環境政策及表現

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

與主要持份者關係

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

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

業績

本集團截至二零二一年三月三十一日止年度之業績及本集團於該日之業務狀況載於本年報第67至151頁之綜合財務報表。

董事不建議派付本年度之任何末期股息(二零二零年：沒有)。

財務摘要

本集團過去五年之業績及資產與負債摘要載於本年報第152頁「財務摘要」一節。該摘要並不構成經審核綜合財務報表之一部分。

REPORT OF DIRECTORS

董事會報告

SHARE CAPITAL

Details of movements in the Company's share capital during the Year are set out in note 25 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the Group's property, plant and equipment during the year are set out in note 14 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 30 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

As at 31 March 2021, there is no reserve available for distribution to the shareholders of the Company (2020: Nil).

USE OF PROCEEDS

With reference to the prospectus of the Company dated 30 November 2016 in relation to the listing of shares by the Company on the GEM of The Stock Exchange of Hong Kong Limited by way of placing; the annual reports of the Company for the year ended 31 March 2019 and for the year ended 31 March 2020; and the announcement of the Company dated 11 August 2020. The Company had unutilised net proceeds of approximately HK\$10.4 million ("Unutilised Net Proceeds") which the Board had resolved to change the use to general working capital of the Group. The Unutilised Net Proceeds has been fully utilised during the year.

SUBSIDIARIES

A list of subsidiaries together with their places of operations and incorporation and particulars of their issued share capital are out in note 31 to the consolidated financial statements.

股本

於本年度，本公司股本之變動詳情載於綜合財務報表附註25。

物業、廠房及設備

年內，本集團物業、廠房及設備之變動詳情載於綜合財務報表附註14。

優先購買權

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

儲備

年內，本公司及本集團儲備之變動詳情分別載於綜合財務報表附註30及綜合權益變動報表。

可供分派儲備

於二零二一年三月三十一日，本公司沒有可供分派予本公司股東之儲備(二零二零年：無)。

所得款項用途

茲提述本公司日期為二零一六年十一月三十日的招股章程，內容有關本公司透過配售於香港聯合交易所有限公司GEM上市股份；本公司截至二零一九年三月三十一日止年度及截至二零二零年三月三十一日止年度的年報；本公司日期為二零二零年八月十一日的公告。本公司擁有未動用所得款項淨額約10,400,000港元(「未動用所得款項淨額」)，董事會已議決將其用途變更為本集團的一般營運資金。未動用所得款項淨額年內已獲悉數動用。

附屬公司

附屬公司的清單連同營業及註冊成立地點以及已發行股本詳情載列於綜合財務報表附註31。

REPORT OF DIRECTORS

董事會報告

DIRECTORS

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

Executive Directors

Mr. Poon Kai Kit, Joe
Mr. Chung Yuk Lun (*appointed on 28 December 2020*)
Ms. Sin Pui Ying (*resigned on 8 January 2021*)

Independent Non-executive Directors

Mr. Lee Pui Chung
Ms. Lai Pik Chi, Peggy
Ms. Chan Yuk Chun (*appointed on 2 November 2020*)
Mr. Chan Chung Yin, Victor (*resigned on 2 November 2020*)

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

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Biographical information of Directors are set out from pages 47 to 49 of this annual report.

DIRECTORS' SERVICE CONTRACTS

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

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

董事

於截至二零二一年三月三十一日止年度起直至本報告日期，本公司董事如下：

執行董事

潘啟傑先生
鍾育麟先生 (於二零二零年十二月二十八日獲委任)
冼佩瑩女士 (於二零二一年一月八日辭任)

獨立非執行董事

李沛聰先生
黎碧芝女士
陳玉珍女士 (於二零二零年十一月二日獲委任)
陳仲然先生 (於二零二零年十一月二日辭任)

根據本公司細則，鍾育麟先生、李沛聰先生、黎碧芝女士及陳玉珍女士將於應屆股東週年大會（「股東週年大會」）上輪席退任董事，並符合資格及願意膺選連任。

董事會及高級管理層

董事履歷資料載於本年報第47至49頁。

董事服務合約

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

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

REPORT OF DIRECTORS

董事會報告

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT AND CONTRACTS

Save as disclosed in the Company's Prospectus and the related party transactions as set out in note 27 to the consolidated financial statements, none of the Directors or entities connected with any of them has or had any material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during, or at the end of, the year ended 31 March 2021.

Save as disclosed in the Prospectus, there were no arrangements subsisting during, or at the end of, the year ended 31 March 2021 to which the Company, its subsidiary(ies), its controlling shareholder(s), or the subsidiary(ies) of its controlling shareholder(s) is a party and whose objects were, or one of whose objects was, to enable Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

CONTRACT OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDERS

Save as disclosed in the Prospectus, there were no contracts of significance between the Company or any of its subsidiaries and the controlling Shareholders of the Company subsisting during the year ended 31 March 2021.

DONATION

During the year ended 31 March 2021, the Group made donation amounting HK\$10,000 (2020: Nil).

董事在交易、安排及合約中的利益

除本公司招股章程及綜合財務報表附註27所載之關聯方交易所披露者外，於截至二零二一年三月三十一日止年度或年末，董事或與彼等有相關之實體概無於本公司或其任何附屬公司所訂立及對本集團業務屬於重大之任何交易、安排或合約當中，直接或間接擁有任何重大權益。

除招股章程所披露者外，於截至二零二一年三月三十一日止年度或年末，本公司、其附屬公司、其控股股東或其控股股東之附屬公司概無訂立任何安排，其目的或其中一項目的為使董事能藉收購本公司或任何其他法團之股份或債權證而獲益。

與控股股東的重大合約

除招股章程所披露者外，於截至二零二一年三月三十一日止年度，本公司或其任何附屬公司概無與本公司控股股東訂立任何重大合約。

捐款

於截至二零二一年三月三十一日止年度，本集團作出捐款10,000港元（二零二零年：無）。

REPORT OF DIRECTORS

董事會報告

PERMITTED INDEMNITY PROVISION

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

MANAGEMENT CONTRACTS

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

EMOLUMENT POLICY

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

獲准許彌償條文

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

管理合約

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

薪酬政策

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

REPORT OF DIRECTORS

董事會報告

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

As at 31 March 2021, the interests and short positions of the Directors and chief executives of the Company (the “Chief Executives”) in the ordinary shares with a par value of HK\$0.01 each in the Company (“Shares”), underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuer set out in rules 5.48 to 5.67 of the GEM Listing Rules (the “Model Code”) were as follows:

Long position in the Shares

Name of Directors	Capacity/Nature of interests	Number of share held	Approximate percentage of issued share capital
董事姓名	身份／權益性質	所持股份數目	佔已發行股本之概約百分比
		(Note 3) (附註3)	(Note 2) (附註2)
Mr. Poon Kai Kit, Joe (“Mr. Poon”) 潘啟傑先生 (「潘先生」)	Interest of a controlled corporation 受控制法團權益	194,800,000 194,800,000股	46.60%

Note:

These Shares were registered in the name of Energetic Way Limited (“Energetic Way”), which were owned as to 50% by Mr. Poon and 50% by Ms. Chan Ka Yee (“Ms. Chan”), spouse of Mr. Poon. Under the SFO, Mr. Poon was deemed to have interest in all of these Shares by virtue of having controlling interest in Energetic Way.

Save as disclosed above, as at 31 March 2021, none of the Directors or the Chief Executives had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事及最高行政人員於證券中之權益及淡倉

於二零二一年三月三十一日，董事及本公司最高行政人員（「最高行政人員」）於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之每股面值0.01港元的普通股（「股份」）、相關股份及債權證中擁有須記錄於根據證券及期貨條例第352條須予存置之登記冊中之權益及淡倉，或根據GEM上市規則第5.48至5.67條所載上市發行人董事進行買賣之必守標準（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

於股份之好倉

附註：

該等股份以Energetic Way Limited（「Energetic Way」）名義註冊，其50%由潘先生擁有及50%由潘先生的配偶陳嘉儀女士（「陳女士」）擁有。根據證券及期貨條例，由於擁有Energetic Way之控股權益，故潘先生被視為於所有該等股份中擁有權益。

除上文所披露者外，於二零二一年三月三十一日，概無董事或最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有任何須記錄於根據證券及期貨條例第352條須予存置之登記冊中之權益或淡倉，或根據標準守則須另行知會本公司及聯交所之權益或淡倉。

REPORT OF DIRECTORS

董事會報告

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

So far as is known to the Directors and the Chief Executives, as at 31 March 2021, the interests and short positions of the persons or corporations (other than the Directors and the Chief Executives) in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO were as follows:

本公司之主要股東於證券中之權益及淡倉

據董事及最高行政人員所悉，於二零二一年三月三十一日，下列人士或法團（董事及最高行政人員除外）於股份或相關股份擁有須記錄於根據證券及期貨條例第336條須予存置之登記冊之權益及淡倉如下：

Name	Capacity/Nature of interests	Number of share capital	Approximate percentage of issued share held
姓名／名稱	身份／權益性質	股本數目	佔所持有已發行股份之概約百分比
		(Note 2)	(Note 3)
		(附註2)	(附註3)
Energetic Way (Note) Energetic Way (附註)	Beneficial owner 實益擁有人	194,800,000 194,800,000股	46.60%
Ms. Chan (Note) 陳女士 (附註)	Interest of a controlled corporation 受控制法團權益	194,800,000 194,800,000股	46.60%
Mr. Ke Yuexian 柯岳賢先生	Beneficial owner 實益擁有人	69,168,000 69,168,000股	16.55%

Note:

These Shares were the same Shares of which Mr. Poon were interested as set out under the section of "Interests and Short Positions of the Directors and Chief Executives in Securities" above. Under the SFO, Ms. Chan was deemed to have interest in all of these Shares by virtue of having controlling interest in Energetic Way.

附註：

該等股份乃上文「董事及最高行政人員於證券中之權益及淡倉」一節所載潘先生擁有權益之股份之相同股份。根據證券及期貨條例，由於擁有Energetic Way之控股權益，故陳女士被視為於所有該等股份中擁有權益。

Save as disclosed above, as at 31 March 2021, there was no person or corporation (other than the Directors and the Chief Executives) who had any interest or short position in the Shares or underlying Shares as recorded in the register of interests required to be kept by the Company under section 336 of the SFO.

除上文所披露者外，於二零二一年三月三十一日，概無任何人士或法團（董事及最高行政人員除外）於股份或相關股份中擁有任何須記錄於本公司根據證券及期貨條例第336條須予存置之權益登記冊之權益或淡倉。

REPORT OF DIRECTORS

董事會報告

OTHER INTERESTS DISCLOSEABLE UNDER THE SFO

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

RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the paragraphs headed “interests and short positions of the directors and chief executives in securities” and “share option scheme” in this report, at no time during year ended 31 March 2021 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

Save as disclosed above, at no time during the year ended 31 March 2021 had the Directors and the Chief Executives (including their spouses and children under 18 years of age) held any interest in, or been granted, or exercised any rights to subscribe for the Shares (or warrants or debentures, if applicable) and its associated corporations (within the meaning of the SFO).

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 March 2021, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

SHARES ISSUED FOR THE YEAR ENDED 31 MARCH 2021

No Share was issued during the year ended 31 March 2021.

證券及期貨條例下須予披露之其他權益

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

收購股份或債權證之權利

除本報告「董事及最高行政人員於證券中之權益及淡倉」及「購股權計劃」兩段所披露者外，於截至二零二一年三月三十一日止年度任何時間，本公司或其任何附屬公司概無訂立任何安排，使董事可藉收購本公司或任何其他法團之股份或債權證而獲益。

除上文所披露者外，於截至二零二一年三月三十一日止年度任何時間，概無董事及最高行政人員（包括其配偶及十八歲以下子女）於本公司及其相聯法團（定義見證券及期貨條例）之股份持有任何權益、或獲授予或行使任何權利認購股份（或認股權證或債權證（如適用））。

購買、出售或贖回本公司之上市證券

於截至二零二一年三月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

截至二零二一年三月三十一日止年度已發行股份

於截至二零二一年三月三十一日止年度並無發行股份。

REPORT OF DIRECTORS

董事會報告

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS AND SIMILAR RIGHTS

No convertible securities, options, warrants and similar rights were issued or granted by the Group during the year ended 31 March 2021.

SHARE OPTION SCHEME

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

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

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

可換股證券、購股權、認股權證或類似權利

於截至二零二一年三月三十一日止年度，本集團概無發行或授出可換股證券、購股權、認股權證或類似權利。

購股權計劃

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

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

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

REPORT OF DIRECTORS

董事會報告

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

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

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

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

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

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

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

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

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

於本報告日期及自該計劃獲採納以來，本公司概無授出購股權。

REPORT OF DIRECTORS

董事會報告

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

Details of the emoluments of the Directors, senior management and five individuals of the Group with highest emoluments are set out in note 10 to the consolidated financial statements respectively.

COMPETING INTERESTS

As at 31 March 2021, none of the Directors, the controlling Shareholders and their respective associates (as defined in the GEM Listing Rules) had any interest in a business which competes or may compete, either directly or indirectly, with the business of the Group and none of them had or may have any other conflicts of interest with the Group.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 March 2021, the Company did not enter into any connected transactions which required reporting, annual review, announcements and/or independent shareholders' approval under the GEM Listing Rules.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 March 2021, there was 1 customer with revenue contribution over 10% of the total revenue of the Group, which being the largest customer, contributed 41% of the total revenue of the Group.

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

For the year ended 31 March 2021, the aggregate revenue to the top five customers of the Group accounted for approximately 50% (2020: 38%) of the Group's total revenue.

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

董事、高級管理層及五名最高薪人士之薪酬

有關本集團董事、高級管理層及五名最高薪人士之薪酬詳情分別載於綜合財務報表附註10。

競爭權益

於二零二一年三月三十一日，概無董事、控股股東及彼等各自之聯繫人（定義見GEM上市規則）於與或有可能與本集團業務直接或間接競爭之業務中擁有任何權益，且彼等概無或可能與本集團有任何其他利益衝突。

關連交易及持續關連交易

於截至二零二一年三月三十一日止年度，本公司並無訂立任何須遵守GEM上市規則項下之申報、年度審閱、公告及／或獨立股東批准規定之關連交易。

主要客戶及供應商

截至二零二一年三月三十一日止年度，1名客戶佔本集團總收益超過10%，其中最大客戶佔本集團總收益的41%。

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

截至二零二一年三月三十一日止年度，本集團前五大客戶佔本集團總收益約50%（二零二零年：38%）。

由於本集團之業務活動性質，本集團並無供應商。

REPORT OF DIRECTORS

董事會報告

RELATED PARTY TRANSACTIONS

Details of the related party transactions entered into by the Group are set out in note 27 to the consolidated financial statements.

During the year ended 31 March 2021, the Group monitored services provided to and subcontracting services provided from related parties with an executive Director of the Company. Since the applicable ratios of the respective annual caps of services provided to and subcontracting services provided from that executive Director is less than 5% and less than HK\$3,000,000, these transactions fall within the exemption under Rule 20.74(1) of the GEM Listing Rules and no reporting, announcement and independent shareholders' approval are required.

BORROWINGS

As at 31 March 2021, the Group had no bank borrowing and an approximately HK\$8.2 million borrowings from independent third parties which is repayable within one year.

CHARGES ON THE GROUP'S ASSETS

The Group did not have any charge arranged with any financial institution in Hong Kong as at 31 March 2021 (2020: Nil).

FOREIGN EXCHANGE EXPOSURE

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

CONTINGENT LIABILITIES

No material contingent liability had come to the attention of the Directors for the year ended 31 March 2021 and up to the date hereof.

關聯方交易

本集團訂立之關聯方交易詳情載於綜合財務報表附註27。

截至二零二一年三月三十一日止年度，本集團與本公司一名執行董事監控向關聯方提供之服務及關聯方提供之分包服務。由於向該執行董事所提供服務及該執行董事所提供之分包服務之個別年度上限之適用比率低於5%及不足3,000,000港元，故該等交易屬GEM上市規則第20.74(1)條之豁免情況，無須申報、公告及獨立股東批准。

借款

於二零二一年三月三十一日，本集團並無銀行借款，且來自獨立第三方的借款約為8,200,000港元，須於一年內償還。

本集團之資產抵押

本集團於二零二一年三月三十一日並無與任何香港金融機構安排任何抵押(二零二零年：無)。

外匯風險

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

或然負債

截至二零二一年三月三十一日止年度以及截至本報告日期，董事並無注意到任何重大或然負債。

REPORT OF DIRECTORS

董事會報告

LITIGATIONS

References are made to the announcements of the Company dated 13 July 2020, 21 July 2020, 31 August 2020 and 8 October 2020 in relation to, amongst others, the Alleged Bond and the Alleged Debt. The Company received the statement of claim in relation to the Writ on 8 December 2020 in which the Plaintiff claimed against the Company, inter alia, HK\$5,830,000 being the principal and interest of the Alleged Debt. The Company's lawyer is contesting the claim in the legal proceedings for the time being.

Reference is also made to the announcement of the Company dated 31 August 2020 in relation to the claim against three ex-directors, namely Mr. Sun Xiao Li, Mr. Gu Jintai and Ms. Shi Lijie for breach of fiduciary duties. At present, the writ was lodged at the Hong Kong Judiciary on 9 November 2020 for service out of jurisdiction through the PRC Judiciary on them at their last known PRC addresses. As advised by the legal advisers of the Company in respect of this litigation in June 2021, service of the writ to them through the PRC Judiciary was unsuccessful. The Company is considering the legal adviser's advice on application for substituted service of the writ to them.

CONFIRMATION OF INDEPENDENCE

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

EVENT AFTER THE REPORTING PERIOD

References are made to the announcements of the Company dated 24 January 2020 and 22 March 2021. The Company had reached a settlement agreement with Full Rich Human Resources Limited and Goldman Holdings Limited on 2 June 2021 for the loans advanced to them.

The Company has not yet taken litigation against the other debtors owing to insufficient documentation and/or cancellation of business licence of corporate debtor(s).

訴訟

茲提述本公司日期為二零二零年七月十三日、二零二零年七月二十一日、二零二零年八月三十一日及二零二零年十月八日的公告，內容有關(其中包括)指稱債券及指稱債務。於二零二零年十二月八日，本公司接獲有關該令狀的申索陳述書，其中原告向本公司申索(其中包括)5,830,000港元(即指稱債務的本金額及利息)。本公司律師當前正就申索於法律訴訟進行抗辯。

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

獨立性確認書

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

報告期後事項

茲提述本公司日期為二零二零年一月二十四日及二零二一年三月二十二日的公告。於二零二一年六月二日，本公司就墊付貸款已與富裕人力資源有限公司與金漢控股有限公司達成和解協議。

本公司尚未就其他債務人由於缺乏充分資料及／或企業債務人的營業執照已註銷採取訴訟。

REPORT OF DIRECTORS

董事會報告

Save as disclosed herein and in Note 32 to the consolidated financial statements, up to the date of this report, there was no significant event relevant to the business or financial performance of the Group that come to the attention of the Directors after the year ended 31 March 2021.

CORPORATE GOVERNANCE

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

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the "CG Code") in Appendix 15 of the GEM Listing Rules. Throughout the year ended 31 March 2021 and up to the date of this report, to the best knowledge of the Board, the Company has complied with all the code provisions set out in the CG Code save for the deviations set out in the section headed "Corporate Governance Practices" in this report.

SUFFICIENCY OF PUBLIC FLOAT

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

AUDITORS

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

A resolution will be submitted to the 2021 AGM to re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company.

除本報告及綜合財務報表附註32所披露外，截至本報告日期，董事於截至二零二一年三月三十一日止年度後並無注意到有關本集團業務或財務表現之重大事項。

企業管治

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

本公司之企業管治常規乃以GEM上市規則附錄15所載企業管治守則（「企業管治守則」）載列之原則及守則條文為基準。就董事會所知，截至二零二一年三月三十一日止年度及截至本報告日期止的整段期間，本公司一直遵守企業管治守則載列的所有守則條文，惟本報告「企業管治常規」一節中所載偏離者除外。

足夠公眾持股量

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

核數師

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

續聘中匯安達會計師事務所有限公司為本公司核數師之決議案將於二零二一年股東週年大會上提呈。

REPORT OF DIRECTORS

董事會報告

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

During the course of audit of the consolidated financial statements of the Group for the Year, the auditor has raised concern on the Group's loan receivables and other borrowings. The management of the Company (the "Management") has considered the auditor's rationale and understood their consideration in arriving at the qualified opinion. The Management is unable to reach the former Executive Directors to obtain the information and supporting documents of the loan receivables and other borrowings. Nevertheless, the Management has successfully controlled the board of Golden Legend Capital Limited and obtained the bank statements, payment and receipt records of certain loan receivables and/or other borrowings. In addition, settlement agreement had been reached with 2 borrowers. As a result, the auditor agreed to change the disclaimer opinion on loan receivables and other borrowings from disclaimer opinion last year to qualified opinion this Year. Moreover, the amount of loan receivables being qualified has been reduced as compared to last year. The Management will continue to take all possible actions in order to retrieve all necessary information.

AUDIT COMMITTEE'S VIEW ON THE QUALIFIED OPINION

Members of the Audit Committee have critically reviewed the basis for qualified opinion, the Management's position and actions taken by the Management for addressing the basis for qualified opinion. The Audit Committee agreed with the Management's position and requested the Management to use its best endeavors to retrieve all necessary information. The Audit Committee has also discussed with the auditor regarding actions taken and to be taken by the Management, and considered the auditor's rationale and understood their consideration in arriving at the qualified opinion.

管理層對保留意見的立場、觀點及評估

在審核本集團本年度綜合財務報表的過程中，核數師對本集團的應收貸款及其他借款表示關注。本公司管理層（「管理層」）已考慮核數師的依據，並理解了他們在達成保留意見時的考慮。管理層無法聯繫前執行董事以獲取有關應收貸款及其他借款的資料及證明文件。然而，管理層已成功控制金雋資本有限公司之董事會，並獲取若干應收貸款及／或其他借款之銀行結單及收付款記錄。此外，已與兩名借款人達成償付協議。因此，核數師同意更改對應收貸款及其他借款之不發表意見，由上一年度之不發表意見更改為本年度之保留意見。此外，合資格應收貸款的金額相比去年已有所縮減。管理層將繼續採取所有可能的措施，以檢索所有必要的資料。

審核委員會對保留意見的觀點

審核委員會成員已對保留意見的依據、管理層的立場以及管理層為解決保留意見的依據時所採取的行動進行了嚴格審查。審核委員會同意管理層的立場，並要求管理層盡最大努力檢索所有必要的資料。審核委員會亦與核數師就管理層已採取及將採取的行動進行了討論，並考慮了核數師的依據並理解了他們在達成保留意見時的考慮。

REPORT OF DIRECTORS

董事會報告

PLAN TO ADDRESS QUALIFIED OPINION

In order to address the qualified opinion, the Company will discuss proactively with the auditor the measures to be taken by the Company to resolve the qualified opinion on the loan receivable and other borrowings. The qualified opinion may become unnecessary when the loan receivable and other borrowings no longer have any effect on the profit and loss account of the Company in the coming year(s).

On behalf of the board

Chung Yuk Lun

Director

Hong Kong, 30 June 2021

處理保留意見

為處理保留意見，本公司將積極與核數師討論，本公司為解決有關應收貸款及其他借款的保留意見而將採取的措施。倘應收貸款及其他借款不再對本公司未來數年之損益賬造成任何影響，則保留意見可能會成為不必要性質。

代表董事會

董事

鍾育麟

香港，二零二一年六月三十日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF KNK HOLDINGS LIMITED**
中國卓銀國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)

QUALIFIED OPINION

We have audited the consolidated financial statements of KNK Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 67 to 151, which comprise the consolidated statement of financial position as at 31 March 2021, and consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR QUALIFIED OPINION

1. Loan receivables

Included in loan receivables on the consolidated statement of financial position as at 31 March 2020 and 31 March 2021 were loan receivables of approximately HK\$2.57 million which were advanced to several individual and companies. We were unable to obtain sufficient appropriate audit evidence and reasonable explanation to substantiate the existence and nature of the relevant transactions.

致中國卓銀國際控股有限公司股東的
獨立核數師報告

(於開曼群島註冊成立之有限公司)

保留意見

吾等已審核中國卓銀國際控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）刊於第67至151頁的綜合財務報表，其中包括於二零二一年三月三十一日之綜合財務狀況表、以及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動報表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

吾等認為，除吾等之報告內「保留意見之基準」一節所述事宜之可能影響外，綜合財務報表按照香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）真實及公平地反映 貴集團於二零二一年三月三十一日之綜合財務狀況，以及截至該日止年度之綜合財務業績及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

保留意見之基準

1. 應收貸款

於二零二零年三月三十一日及二零二一年三月三十一日的綜合財務狀況表列示的應收貸款包括約2,570,000港元之應收貸款，乃為向若干個人及公司的墊款。我們無法取得充足適當的審計憑證及合理解釋，證實有關交易事項之存在及性質。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

BASIS FOR QUALIFIED OPINION (Continued)

1. Loan receivables (Continued)

We were unable to obtain sufficient appropriate audit evidence to satisfy ourselves as to the recoverability of loans receivable of approximately HK\$8.91 million and HK\$2.57 million respectively as at 31 March 2020 and 31 March 2021 respectively.

Included in the consolidated statement of profit or loss and other comprehensive income for the years ended 31 March 2020 and 31 March 2021 there were write-off loan receivable and reversal of write-off loan receivable in the amount of HK\$10.16 million and HK\$1.25 million respectively. We were unable to obtain sufficient appropriate audit evidence and reasonable explanation to substantiate if these were appropriately recorded.

2. Other borrowings

As set out in Note 20 to the consolidated financial statements, there were other borrowings of HK\$5.5 million as at 31 March 2020 and 31 March 2021. We have not been able to obtain sufficient appropriate audit evidence to satisfy ourselves as to the existence, rights, obligation and completeness of other borrowing of HK\$5.5 million as at 31 March 2020 and 31 March 2021.

Any adjustments to the above figures might have a consequential effect on the consolidated financial performance for the years ended 31 March 2020 and 2021 and the consolidated financial position as at 31 March 2020 and 2021 and related disclosures in the consolidated financial statements.

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

保留意見之基準(續)

1. 應收貸款(續)

我們無法取得充足適當的審計憑證以使吾等信納分別於二零二零年三月三十一日及二零二一年三月三十一日的各自應收貸款約8,910,000港元及2,570,000港元的可收回性。

截至二零二零年三月三十一日及二零二一年三月三十一日的綜合損益及其他全面收益表分別包括撇銷應收貸款10,160,000港元及撇銷應收貸款撥回1,250,000港元。我們無法取得充足適當的審計憑證及合理解釋，以證實該等金額是否妥為記錄。

2. 其他借款

如綜合財務報表附註20所載，於二零二零年三月三十一日及二零二一年三月三十一日的其他借款為5,500,000港元。吾等未能取得充分恰當之審核憑證，以使吾等信納於二零二零年三月三十一日及二零二一年三月三十一日的5,500,000港元之其他借款之存在、權利、義務及完整性。

上述任何數字調整可能對截至二零二零年及二零二一年三月三十一日止年度之綜合財務表現及於二零二零年及二零二一年三月三十一日之綜合財務狀況以及於綜合財務報表之相關披露事項造成後續影響。

吾等根據香港會計師公會頒佈之香港審計準則（「香港審計準則」）進行審核。在該等準則下，吾等之責任於報告內「核數師就審核綜合財務報表須承擔的責任」一節進一步闡述。根據香港會計師公會之專業會計師道德守則（「守則」），吾等獨立於貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等獲得之審核憑證能充分及適當地為吾等之保留意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2 to the consolidated financial statements which mentions that the Group incurred a loss of approximately HK\$13,141,000 for the year ended 31 March 2021 and as at 31 March 2021 the Group had net current liabilities and net liabilities of approximately HK\$7,219,000 and HK\$2,163,000 respectively. These conditions indicate a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Qualified Opinion section and the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Trade receivables

Refer to Note 17 to the consolidated financial statements

The Group tested the amount of trade receivables for impairment. This impairment test is significant to our audit because the balance of trade receivables of HK\$3,756,000 as at 31 March 2021 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on estimates.

Our audit procedures included, among others:

- Assessing the Group's relationship and transaction history with the customers;
- Evaluating the Group's impairment assessment;
- Assessing ageing of the debts;
- Assessing creditworthiness of the customers;

關於持續經營的重大不確定因素

吾等謹此提請注意綜合財務報表附註2，當中提及 貴集團截至二零二一年三月三十一日止年度產生虧損約13,141,000港元，且於二零二一年三月三十一日， 貴集團的流動負債淨額及負債淨額分別為約7,219,000港元及2,163,000港元。該等狀況顯示存在重大不確定因素，可能會對 貴集團持續經營能力產生重大疑問。吾等的意見並無就此事項作出修訂。

關鍵審計事項

根據吾等之專業判斷，關鍵審計事項為吾等審核本期間之綜合財務報表中最為重要之事項。吾等在審核整體綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。除「保留意見之基準」一節及「關於持續經營的重大不確定因素」一節所述之事項外，吾等已釐定下文所述事項為於本報告通報之關鍵審計事項。

貿易應收款項

請參閱綜合財務報表附註17

貴集團已對貿易應收款項金額進行減值測試。此減值測試對吾等之審核至關重要，原因在於貿易應收款項於二零二一年三月三十一日之結餘約3,756,000港元對綜合財務報表而言屬重大。此外， 貴集團之減值測試涉及判斷之應用並基於多項估計。

吾等之審核程序包括（其中包括）：

- 評估 貴集團與客戶之關係及交易紀錄；
- 評價 貴集團之減值評估；
- 評估債務之賬齡；
- 評估客戶之信譽；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Trade receivables (Continued)

- Checking subsequent settlements from the customers; and
- Assessing the disclosure of the Group's exposure to credit risk in the consolidated financial statements.

We consider that the Group's impairment test for trade receivables is supported by the available evidence.

OTHER INFORMATION

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

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

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

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

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

關鍵審計事項 (續)

貿易應收款項 (續)

- 檢查客戶之其後償款情況；及
- 評估綜合財務報表有關 貴集團信貸風險之披露。

吾等認為， 貴集團之貿易應收款項減值測試具有證據支持。

其他資料

董事須對其他資料承擔責任。其他資料包括 貴公司年報所載之一切資料，惟不包括綜合財務報表及吾等之相關核數師報告。

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

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

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

董事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之香港財務報告準則及香港公司條例之披露規定編製真實公平之綜合財務報表，以及董事認為必要之內部監控，以使綜合財務報表之編製不存在由於欺詐或錯誤而導致之重大錯誤陳述。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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.

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

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

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at: <http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited
Certified Public Accountants

Sze Lin Tang
Audit Engagement Director
Practising Certificate Number P03614
Hong Kong, 30 June 2021

董事對綜合財務報表的責任 (續)

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

核數師就審核綜合財務報表須承擔的責任

吾等之目標為對綜合財務報表整體不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理鑒證，並發出載有吾等意見之核數師報告。吾等僅向 閣下（作為整體）報告吾等之意見，除此之外不作其他用途。吾等概不就本報告之內容對任何其他人士負責或承擔任何責任。合理鑒證屬高層次之鑒證，惟不能保證根據香港審計準則進行之審核工作總能察覺所存在之重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出之經濟決定時，則被視為重大錯誤陳述。

吾等就審核綜合財務報表須承擔之責任於香港會計師公會網站(<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>)進一步詳述。

本說明構成吾等之核數師報告一部分。

中匯安達會計師事務所有限公司
執業會計師

施連燈
審計業務董事
執業證書編號P03614
香港，二零二一年六月三十日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

Year ended 31 March 2021 截至二零二一年三月三十一日止年度

		Note	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
		附註		
Revenue	收益	7	41,246	29,779
Cost of services	服務成本		(37,977)	(35,501)
Gross profit/(loss)	毛利／(損)		3,269	(5,722)
Other income	其他收入	8A	1,647	344
Other gains and losses	其他收益及虧損	8B	963	–
Administrative expenses	行政開支		(14,663)	(13,572)
Finance costs	融資成本	9	(967)	(673)
Share of results of associates	應佔聯營公司業績	16	(2,943)	(2,484)
Reversal of/(write off) of loan receivables	撥回／(撇銷) 應收貸款	18	1,250	(10,159)
Loss allowance on contract assets	合約資產虧損撥備	17	(1,714)	(2,003)
Loss on derecognition of subsidiaries	終止確認附屬公司之虧損		–	(41)
Loss before tax	除稅前虧損	9	(13,158)	(34,130)
Income tax credit/(expenses)	所得稅(抵免)／開支	11	17	(24)
Loss and total comprehensive loss for the year attributable to owners of the Company	本公司擁有人應佔年度虧損及全面虧損總額		(13,141)	(34,334)
Loss per share	每股虧損			
Basic	基本	12	HK(3.14) cents 港仙	HK(8.21) cents 港仙

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 March 2021 於二零二一年三月三十一日

		Note	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	198	568
Right-of-use assets	使用權資產	15	122	514
Interests in associates	於聯營公司之權益	16	4,736	7,847
			5,056	8,929
Current assets	流動資產			
Trade and other receivables	貿易及其他應收款項	17	4,314	9,945
Loan receivables	應收貸款	18	1,250	–
Tax recoverable	可收回稅項		–	1,988
Bank balances and cash	銀行結餘及現金		2,577	11,149
			8,141	23,082
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	19	1,296	3,775
Other borrowings	其他借款	20	5,500	5,500
Term loan	定期貸款	21	8,234	5,350
Bond payable	應付債券	22	–	5,000
Lease liabilities	租賃負債	23	208	715
Tax payable	應付稅項		122	77
			15,360	20,417
Net current (liabilities)/assets	流動(負債)/資產淨值		(7,219)	2,665
Total asset less current liabilities	資產總值減流動負債		(2,163)	11,594

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 March 2021 於二零二一年三月三十一日

		Note 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	23	-	616
			-	616
NET (LIABILITIES)/ASSETS	(負債) / 資產淨值		(2,163)	10,978
Capital and reserves	資本及儲備			
Share capital	股本	25(a)	4,180	4,180
Reserves	儲備		(6,343)	6,798
TOTAL EQUITY	權益總額		(2,163)	10,978

These consolidated financial statements on pages 77 to 151 were approved and authorised for issue by the Board of Directors on 30 June 2021 and signed on its behalf by

第77至151頁的該等綜合財務報表已於二零二一年六月三十日經董事會批准授權刊發，並由以下董事代表簽署：

Director
董事
Chung Yuk Lun
鍾育麟

Director
董事
Poon Kai Kit Joe
潘啟傑

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動報表

Year ended 31 March 2021 截至二零二一年三月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔				
		Issued capital	Share premium	Other reserves	Accumulated profits/ (losses)	Total equity
		已發行股本	股份溢價	其他儲備	累計利潤/ (虧損)	權益總額
		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
			Note 25(b)(i) 附註25(b)(i)	Note 25(b)(ii) 附註25(b)(ii)		
At 1 April 2019	於二零一九年四月一日	4,180	33,785	5,000	2,347	45,312
Loss and total comprehensive loss for the year	年度虧損及全面 虧損總額	-	-	-	(34,334)	(34,334)
At 31 March 2020	於二零二零年 三月三十一日	4,180	33,785	5,000	(31,987)	10,978
At 1 April 2020	於二零二零年四月一日	4,180	33,785	5,000	(31,987)	10,978
Loss and total comprehensive loss for the year	年度虧損及全面 虧損總額	-	-	-	(13,141)	(13,141)
At 31 March 2021	於二零二一年 三月三十一日	4,180	33,785	5,000	(45,128)	(2,163)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 March 2021 截至二零二一年三月三十一日止年度

			2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
		Note 附註		
OPERATING ACTIVITIES	經營活動			
Cash used in operations	經營所用現金	26(a)	(7,858)	(14,824)
Income taxes refund/(paid)	退還／(已付) 所得稅		2,050	(528)
Net cash used in operating activities	經營活動所用現金淨額		(5,808)	(15,352)
INVESTING ACTIVITIES	投資活動			
Proceeds from disposal of an associate	出售聯營公司之所得款項		500	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項		320	-
Investment in an associate	於聯營公司之投資		-	(2,500)
Loans advanced	墊付貸款		-	(6,067)
Net cash generated from/(used in) in investing activities	投資活動所得／(所用) 現金淨額		820	(8,567)
FINANCING ACTIVITIES	融資活動			
Proceeds from other borrowings	其他借款之所得款項		-	5,500
Repayment of other borrowings	償還其他借款		-	(4,092)
Repayment of bond	償還債券		(5,000)	-
Proceeds from term loan	定期貸款之所得款項		2,884	5,350
Payment of lease liabilities and interests	租賃負債及利息付款		(769)	(909)
Interest paid	已付利息		(699)	(200)
Net cash (use in)/generated from financing activities	融資活動(所用)／所得的現金淨額	26(b)	(3,584)	5,649
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額		(8,572)	(18,270)
Cash and cash equivalents at beginning of year	年初現金及現金等價物		11,149	29,419
Cash and cash equivalents at end of year, represented by bank balances and cash	年末現金及現金等價物(指銀行結餘及現金)		2,577	11,149

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

Year ended 31 March 2021 截至二零二一年三月三十一日止年度

1. GENERAL INFORMATION

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

The Company is an investment holding company. The Company and its subsidiaries (collectively, the “Group”) are principally engaged in provision of comprehensive architectural and structural engineering consultancy services. The principal activities of its subsidiaries are set out in note 31 to the consolidated financial statements.

In the opinion of the directors, the ultimate holding company of the Company is Energetic Way Limited, a company incorporated in the British Virgin Islands.

2. GOING CONCERN BASIS

The Group incurred a loss attributable to owners of the Company of HK\$13,141,000 for the year ended 31 March 2021 and as at 31 March 2021 the Group had net current liabilities and net liabilities of HK\$7,219,000 and HK\$2,163,000 respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the financial support of a director at a level sufficient to finance the working capital requirements of the Group. The director has agreed to provide adequate funds for the Group to meet its liabilities as they fall due. The directors are therefore of the opinion that it is appropriate to prepare the financial statements on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the financial statements to adjust the value of the Group’s assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

1. 一般資料

中國卓銀國際控股有限公司（「本公司」）為一家於開曼群島註冊成立的有限公司，其股份在香港聯合交易所有限公司GEM上市。其註冊辦事處地址及主要營業地點分別為Cricket Square Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands及香港九龍觀塘成業街7號寧晉中心33樓E室。

本公司為一家投資控股公司。本公司及其附屬公司（統稱「本集團」）主要從事提供全面的建築及結構工程顧問服務。其附屬公司的主要業務載於綜合財務報表附註31。

董事認為，本公司的最終控股公司為Energetic Way Limited（一間於英屬維爾京群島註冊成立之有限公司）。

2. 持續經營基準

本集團於截至二零二一年三月三十一日止年度產生本公司擁有人應佔虧損13,141,000港元，及於二零二一年三月三十一日，本集團的流動負債淨額及負債淨額分別為7,219,000港元及2,163,000港元。該等情況表明存在重大不確定因素，可能對本集團持續經營之能力產生重大疑問。因此，本集團可能於一般業務過程中變現其資產及償還其負債。

該等綜合財務報表乃按持續經營基準編製，基準的有效性取決於董事的財務支援是否足以為本集團的營運資金需求提供資金。董事同意於本集團之負債到期時向其提供足夠資金償還負債。因此，董事認為按持續經營基準編製財務報表屬合適。倘本集團未能持續經營，則會對財務報表作出調整，將本集團的資產價值調整至其可收回金額、為任何可能產生的額外負債計提撥備及將非流動資產及負債分別重新分類為流動資產及負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

Year ended 31 March 2021 截至二零二一年三月三十一日止年度

3. BASIS OF PREPARATION

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

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

These consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2020 consolidated financial statements except for the adoption of the new/revised HKFRSs that are relevant to the Group and effective from the current year as detailed in note 5 to the consolidated financial statements. A summary of the principal accounting policies adopted by the Group is set out in note 4 to the consolidated financial statements.

4. PRINCIPAL ACCOUNTING POLICIES

(a) Basis of measurement

The measurement basis used in the preparation of these consolidated financial statements is historical cost.

(b) Basis of consolidation

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

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

3. 編製基準

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

除另有指明外，所有金額均已約整至最接近的千位數。

該等綜合財務報表乃根據與二零二零年綜合財務報表所採納之會計政策一致之基準編製，惟採納本綜合財務報表附註5詳述的與本集團有關且自本年度起生效之新訂／經修訂香港財務報告準則除外。本集團採納之主要會計政策概要載於本綜合財務報表附註4。

4. 主要會計政策

(a) 計量基準

編製該等綜合財務報表時乃以歷史成本作為計量基準。

(b) 綜合基準

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

Year ended 31 March 2021 截至二零二一年三月三十一日止年度

4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(c) Property, plant and equipment

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

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

Leasehold improvements	Over the term of the lease
Office equipment	20%
Furniture and fixtures	20%
Motor vehicle	33-1/3%

(d) Subsidiaries

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

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

4. 主要會計政策 (續)

(c) 物業、廠房及設備

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

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

租賃物業裝修	租期內
辦公設備	20%
傢俱及裝置	20%
汽車	33-1/3%

(d) 附屬公司

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

Year ended 31 March 2021 截至二零二一年三月三十一日止年度

4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(e) Associates

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

The Group's interest in associate is accounted for under the equity method of accounting, except when the investment or a portion thereof is classified as held for sale. Under the equity method, the investment is initially recorded at cost and adjusted thereafter for the post-acquisition changes in the Group's share of the investee's net assets and any impairment loss relating to the investment. Except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee, the Group discontinues recognising its share of further losses when the Group's share of losses of the investee equals or exceeds the carrying amount of its interest in the investee, which includes any long term interests that, in substance, form part of the Group's net investment in the investee.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investees, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

4. 主要會計政策 (續)

(e) 聯營公司

聯營公司指本集團對其具有重大影響力之實體。重大影響力指有權參與被投資公司財務及營運政策決策，但並非控制或共同控制該等政策。

除投資或當中部份分類為持作出售外，本集團於聯營公司之權益以權益會計法列賬。根據權益法，投資初步按成本記錄，其後會就收購後本集團應佔被投資公司之資產淨值及有關投資之減值虧損之變動而調整。倘若本集團應佔被投資公司之虧損相等於或超過其於該被投資公司之權益之賬面值（其包括實質上構成本集團於被投資公司投資淨額一部份之任何長期權益），除以本集團已產生法定性或推定責任或代表被投資公司作出付款為限外，本集團不再確認其應佔進一步虧損。

本集團與其聯營公司間進行交易所產生的未變現損益予以對銷，惟以本集團於被投資公司的權益為限，除非未變現虧損證明被轉讓資產出現減值，在此情況下，則會即時於損益確認相關未變現虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

Year ended 31 March 2021 截至二零二一年三月三十一日止年度

4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(f) Financial instruments

Financial assets

Recognition and derecognition

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

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

Classification and measurement

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

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

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

4. 主要會計政策 (續)

(f) 金融工具

金融資產

確認及取消確認

金融資產乃當及僅當本集團成為工具合約條文的訂約方時按交易日基準確認。

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

分類及計量

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

Year ended 31 March 2021 截至二零二一年三月三十一日止年度

4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial assets (Continued)

Financial assets measured at amortised cost

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

- (i) it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- (ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

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

Financial liabilities

Recognition and derecognition

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

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

4. 主要會計政策 (續)

(f) 金融工具 (續)

金融資產 (續)

按攤銷成本計量的金融資產

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

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

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

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

金融負債

確認及取消確認

金融負債乃當及僅當本集團成為工具合約條文的訂約方時確認。

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

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial liabilities (Continued)

Classification and measurement

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

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

Impairment of financial assets

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

4. 主要會計政策 (續)

(f) 金融工具 (續)

金融負債 (續)

分類及計量

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

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

金融資產減值

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

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Impairment of financial assets (Continued)

Measurement of ECL

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

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

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

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

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

4. 主要會計政策 (續)

(f) 金融工具 (續)

金融資產減值 (續)

預期信貸虧損的計量

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

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

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

倘預期信貸虧損按集體基準計量，金融工具根據逾期資料統一進行分組。

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

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Impairment of financial assets (Continued)

Definition of default

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

- (i) information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group); or
- (ii) there is a breach of financial covenants by the counterparty.

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

Assessment of significant increase in credit risk

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

4. 主要會計政策 (續)

(f) 金融工具 (續)

金融資產減值 (續)

違約的定義

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

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

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

信貸風險顯著增加的評估

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

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Impairment of financial assets (Continued)

Assessment of significant increase in credit risk (Continued)

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

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

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

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

4. 主要會計政策 (續)

(f) 金融工具 (續)

金融資產減值 (續)

信貸風險顯著增加的評估 (續)

評估時特別會考慮以下資料：

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

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

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

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Impairment of financial assets (Continued)

Low credit risk

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

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

The financial instruments are determined to have low credit risks are set out in note 28 to the consolidated financial statements.

Simplified approach of ECL

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

Credit-impaired financial asset

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

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

4. 主要會計政策 (續)

(f) 金融工具 (續)

金融資產減值 (續)

低信貸風險

如有下列情況，金融工具會被釐定為具有低信貸風險：

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

釐定為具有低信貸風險的金融工具載於本綜合財務報表附註28。

預期信貸虧損的簡化方法

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

有信貸減值的金融資產

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

- (a) 發行人或借款人陷入嚴重財困。

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Impairment of financial assets (Continued)

Credit-impaired financial asset (Continued)

- (b) a breach of contract, such as a default or past due event.
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider.
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.
- (e) the disappearance of an active market for that financial asset because of financial difficulties.
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Write-off

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. The Group has a policy of writing off the gross carrying amount when the financial asset is 1 year past due based on historical experience of recoveries of similar assets. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities under the Group's procedures for recovery of amounts due, taking into account legal advice if appropriate. Any subsequent recovery is recognised in profit or loss.

4. 主要會計政策 (續)

(f) 金融工具 (續)

金融資產減值 (續)

有信貸減值的金融資產 (續)

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

撇銷

當本集團沒有合理預期可收回金融資產全部或部分合約現金流量時，則本集團撇銷該金融資產。本集團之政策為當金融資產根據收回類似資產之過往經驗已逾期一年，則撇銷總賬面值。本集團預期不會從撇銷金額中大幅收回。然而，被撇銷之金融資產仍可能受本集團考慮法律意見（如適當）後強制執行收回到期款項程序之行動所規限。任何其後之收回於損益中確認。

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(g) Impairment of non-financial assets

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

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense in profit or loss immediately.

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

(h) Revenue recognition

Rental income

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

4. 主要會計政策 (續)

(g) 非金融資產減值

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

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

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

(h) 收益確認

租金收入

經營租賃之租金收入於資產出租時以直線法按有關租賃之年期確認。

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(h) Revenue recognition (Continued)

Revenue from contracts with customers within HKFRS 15

Nature of goods or services

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

Identification of performance obligations

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

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

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

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

4. 主要會計政策 (續)

(h) 收益確認 (續)

香港財務報告準則第15號範圍內來自客戶合約的收益

貨物或服務的性質

本集團所提供貨物或服務的性質為提供全面建築及結構工程顧問服務。

履約責任的識別

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

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

倘符合以下全部標準，承諾給予客戶的貨物或服務屬明確區別的貨物或服務：

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

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(h) Revenue recognition (Continued)

Revenue from contracts with customers within HKFRS 15 (Continued)

Timing of revenue recognition

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

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

- (a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- (b) the Group's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or
- (c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

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

4. 主要會計政策 (續)

(h) 收益確認 (續)

香港財務報告準則第15號範圍內來自客戶合約的收益 (續)

收益確認的時間

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

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

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

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

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

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(h) Revenue recognition (Continued)

Revenue from contracts with customers within HKFRS 15 (Continued)

Timing of revenue recognition (Continued)

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

Variable consideration

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

Interest income

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

4. 主要會計政策 (續)

(h) 收益確認 (續)

香港財務報告準則第15號範圍內來自客戶合約的收益 (續)

收益確認的時間 (續)

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

可變代價

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

利息收入

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

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綜合財務報表附註

Year ended 31 March 2021 截至二零二一年三月三十一日止年度

4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(i) Contract assets and contract liabilities

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

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

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

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

4. 主要會計政策(續)

(i) 合約資產及合約負債

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

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

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

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

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(j) Cash and cash equivalents

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

(k) Foreign currency translation

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

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

(l) Lease

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

4. 主要會計政策 (續)

(j) 現金及現金等價物

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

(k) 外幣換算

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

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

(l) 租賃

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

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(I) Lease (Continued)

As lessee

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

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

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

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

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

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

4. 主要會計政策 (續)

(I) 租賃 (續)

作為承租人

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

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

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

本集團於租賃開始日期確認使用權資產及租賃負債。

使用權資產乃按成本進行初步計量，其中包括

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

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(i) Lease (Continued)

As lessee (Continued)

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

Office premises	3 years
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The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date of the contract.

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

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

4. 主要會計政策 (續)

(i) 租賃 (續)

作為承租人 (續)

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

辦公室物業	3年
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租賃負債乃按於合約開始日期尚未支付的租賃付款現值進行初步計量。

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

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

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(I) Lease (Continued)

As lessee (Continued)

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

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

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

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

A lease modification is accounted for as a separate lease if

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

4. 主要會計政策 (續)

(I) 租賃 (續)

作為承租人 (續)

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

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

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

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

倘出現以下情況，租賃修改則作為單獨租賃入賬：

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

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(I) Lease (Continued)

As lessee (Continued)

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

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

As lessor

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

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

4. 主要會計政策 (續)

(I) 租賃 (續)

作為承租人 (續)

當租賃修改並未於租賃修改生效日期作為單獨租賃入賬，

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

作為出租人

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

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

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(l) Lease (Continued)

As lessor – operating lease

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

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

(m) Provisions

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

(n) Employee benefits

Short term employee benefits

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

Defined contribution plans

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

4. 主要會計政策 (續)

(l) 租賃 (續)

作為出租人一經營租賃

本集團對經營租賃應收款項應用香港財務報告準則第9號的取消確認及減值規定。

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

(m) 撥備

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

(n) 僱員福利

短期僱員福利

薪金、年度花紅、有薪年假及非貨幣福利成本於僱員提供相關服務年度內應計。

定額供款計劃

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

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(o) Taxation

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

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

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

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

4. 主要會計政策 (續)

(o) 稅項

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

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

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

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

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(p) Related parties

A related party is a person or entity that is related to the Group:

- (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.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary 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 of 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.

4. 主要會計政策 (續)

(p) 關聯方

關聯方為與本集團有關連之個人或實體。

- (a) 倘屬以下人士，則該人士或該人士之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；或
 - (iii) 為本集團之主要管理層成員。
- (b) 倘符合下列任何條件，則該實體與本集團有關連：
 - (i) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
 - (ii) 一間實體為另一實體之聯營公司或合營企業（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業）。
 - (iii) 兩間實體均為同一第三方之合營企業。
 - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(p) Related parties (Continued)

(b) (Continued)

- (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 employers 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).
- (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 parent of the Group.

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 Group and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

4. 主要會計政策 (續)

(p) 關聯方 (續)

(b) (續)

- (v) 實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃。倘本集團本身屬有關計劃，提供資助之僱主亦與本集團有關連。
- (vi) 實體受(a)內所識別人土控制或共同控制。
- (vii) (a)(i)內所識別人土對實體有重大影響力或屬該實體（或該實體之母公司）之主要管理層成員。
- (viii) 該實體或其所屬集團之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

一名人士之近親家庭成員指預期在與本集團之交易中可影響該人士或受該人士影響之家庭成員，包括：

- (a) 該名人士之子女及配偶或家庭夥伴；
- (b) 該名人士之配偶或家庭夥伴之子女；及
- (c) 該名人士或該名人士之配偶或家庭夥伴之受養人。

於關聯方之定義中，聯營公司包括聯營公司之附屬公司，而合營企業包括合營企業之附屬公司。

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4. PRINCIPAL ACCOUNTING POLICIES (Continued)

(q) Borrowing costs

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

(r) Future changes in HKFRSs

At the date of authorisation of these consolidated financial statements, the HKICPA has issued new/revised HKFRSs that are not yet effective for the current year, which the Group has not early adopted.

The directors of the Company do not anticipate that the adoption of the new/revised HKFRSs in future periods will have any material impact on the results of the Group.

5. CHANGES IN ACCOUNTING POLICIES

Adoption of new/revised HKFRSs

The HKICPA has issued a number of new/revised HKFRSs that are first effective for the current accounting period of the Group. Of these, the changes in accounting policy relevant to the consolidated financial statements are as follows:

Amendments to HKFRS 3, Definition of a Business

Amendments to HKAS 1 and 8, Definition of Material

Amendments to HKFRS 7, 9, and HKAS 39, Interest Rate Benchmark Reform

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

4. 主要會計政策 (續)

(q) 借款成本

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

(r) 香港財務報告準則未來變動

於授權刊發此等綜合財務報表之日，本集團並無提早採用香港會計師公會已頒佈但於本年度尚未生效之新訂／經修訂香港財務報告準則。

本公司董事預期未來期間採納新訂／經修訂香港財務報告準則並不會對本集團業績造成任何重大影響。

5. 會計政策變動

採納新訂／經修訂香港財務報告準則

香港會計師公會頒佈了對本集團現行會計期間首次有效的若干新訂／經修訂香港財務報告準則。其中有關綜合財務報表之會計政策變動如下：

香港財務報告準則第3號，業務之定義 (修訂本)

香港會計準則第1號及第8號，重大定義 (修訂本)

香港財務報告準則第7號、第9號及香港會計準則第39號，利率基準改革 (修訂本)

採納該等修訂對綜合財務報表並無任何重大影響。

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6. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

Going concern basis

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

Key sources of estimation uncertainty

Loss allowance for ECL

The Group's management estimates the loss allowance for trade receivables and contract assets measured at amortised cost by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of such financial assets measured at amortised cost. Details of the key assumption and inputs used in estimating ECL are set out in note 28 to the consolidated financial statements.

6. 關鍵會計估計及判斷

管理層於編製財務資料時會作出關於未來的估計及假設以及判斷。有關估計、假設及判斷會影響本集團會計政策的應用、資產、負債、收入及開支的報告金額以及所作出的披露。管理層會持續根據經驗及相關因素（包括在各種情況下相信為對未來事件作出的合理預期）對有關估計、假設及判斷作出評估。於適用時，會計估計的修訂會於作出修訂的期間及未來期間（如有關修訂同時影響未來期間）確認。

持續經營基準

該等財務報表乃按持續經營基準編製，基準的有效性取決於董事的財務支援是否足以為本集團的營運資金需求提供資金。有關詳情載於財務報表附註2。

估計不確定因素之主要來源

預期信貸虧損之虧損撥備

本集團管理層使用不同輸入資料及假設，包括違約風險及預期虧損率估計以攤銷成本計量的貿易應收款項及合約資產之虧損撥備。估計涉及高度不確定性，乃基於本集團過往資料、現時市況以及於各報告期末之前瞻性估計而作出。倘預期與原有估計有所出入，其差異將影響以攤銷成本計量的金融資產之賬面值。有關估計預期信貸虧損所用主要假設及輸入資料之詳情載於綜合財務報表附註28。

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6. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Key sources of estimation uncertainty (Continued)

Revenue from contracts with customers within HKFRS 15

As explained in principal accounting policy, revenue recognition on an uncompleted project is dependent on estimating the total outcome of the contract, as well as the work done to date. Based on the Group's recent experience and the nature of the activity undertaken by the Group, the Group makes estimates of the point at which it considers the work is sufficiently advanced such that the costs to complete and revenue can be reliably estimated. Actual outcomes in terms of total cost or revenue may be higher or lower than estimated at the end of the reporting period, which would affect the revenue and profit recognised in future years as an adjustment to the amounts recorded to date.

Impairment of interests in associates

The Group assesses annually if interests in associates have suffered any impairment in accordance with HKAS 36 and follows the guidance of HKFRS 9 in determining whether amounts due from these entities are impaired. Details of the approach are stated in the respective accounting policies. The assessment requires an estimation of future cash flows, including expected dividends, from the assets and the selection of appropriate discount rates. Future changes in financial performance and position of these entities would affect the estimation of impairment loss and cause the adjustments of their carrying amounts.

6. 關鍵會計估計及判斷 (續)

估計不確定因素之主要來源 (續)

香港財務報告準則第15號範圍內來自客戶合約的收益

如主要會計政策中所述，未完成項目的收益確認取決於估計合約的總結果以及至今完成的工作。根據本集團的近期經驗及本集團所開展活動的性質，本集團會估計其認為工作已充分推進的時間點，以便可可靠地估計完成成本及收益。實際結果可能高於或低於報告期末的估計，這可能會影響到以後年度確認為對至今記錄金額的調整的收益及溢利。

於聯營公司之權益減值

本集團每年根據香港會計準則第36號評估於聯營公司之權益有否出現任何減值，並遵循香港財務報告準則第9號之指引釐定應收該等實體之款項有否出現減值。有關會計法之詳情載於各項會計政策內。評估須運用對資產未來現金流（包括預期股息）之估計及挑選合適折現率。該等實體於日後之財務表現及狀況變動將影響減值虧損之估計，並須調整其賬面值。

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6. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Key sources of estimation uncertainty (Continued)

Determination of discount rate for calculating lease liabilities – as lessee

The Group uses the lessee's incremental borrowing rate to discount future lease payments since interest rate implicit in the leases is not readily determinable. In determining the discounts rate for its leases, the Group refers to a rate that is readily observable as the starting point and then applies judgement and adjusts such observable rate to determine the incremental borrowing rate.

Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

Useful lives and impairment of property, plant and equipment and right-of-use assets

The directors review the residual value, useful lives and depreciation/amortisation method of property, plant and equipment and right-of-use assets at the end of each reporting period, through careful consideration with regards to expected usage, wear-and-tear and potential technical obsolescence to usage of the assets.

6. 關鍵會計估計及判斷 (續)

估計不確定因素之主要來源 (續)

釐定租賃負債之貼現率—作為承租人

由於租賃中隱含的利率不易確定，本集團使用承租人增量借款利率來折現未來租賃付款。於釐定租賃的折現率時，本集團參考開始時可觀察到的利率及其後應用及調整有關可觀察利率，釐定增量借款利率。

呆壞賬減值虧損

本集團乃根據貿易及其他應收款項可收回性之評估（包括各債務人之目前信譽及過往還款記錄）作出呆壞賬減值虧損。倘發生任何事件或情況出現變動顯示餘額可能無法收回時會出現減值。識別呆壞賬需要使用判斷及估計。倘實際結果與原來估計不同，則該等差額將會影響有關估計出現變動年度之貿易及其他應收款項之賬面值以及呆賬開支。

物業、廠房及設備以及使用權資產的可使用年期

董事於各報告期末透過審慎考慮資產的預期使用、耗損及使用的潛在技術過時檢討物業、廠房及設備以及使用權資產的剩餘價值、可使用年期及折舊／攤銷方法。

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6. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Key sources of estimation uncertainty (Continued)

Useful lives and impairment of property, plant and equipment and right-of-use assets (Continued)

In determining whether an asset is impaired, the directors have to assess whether an event has occurred that may affect the asset value. If any such indication exists, the recoverable amounts of the asset would be determined by reference to value in use and fair value less costs of disposal. Value in use is determined using the discounted cash flow method. Owing to inherent risk associated with estimations in the timing and magnitude of the future cash flows and fair value less costs of disposal, the estimated recoverable amount of the asset may be different from its actual recoverable amount and profit or loss could be affected by accuracy of the estimations.

7. REVENUE AND SEGMENT INFORMATION

(a) Revenue and business segment

6. 關鍵會計估計及判斷 (續)

估計不確定因素之主要來源 (續)

物業、廠房及設備以及使用權資產的可使用年期 (續)

於釐定資產是否減值時，董事須評估是否發生可能影響資產價值的事項。倘任何有關跡象存在，資產的可收回金額將參考使用價值及公平值減出售成本釐定。使用價值乃使用折現現金流量法釐定。鑒於與估計未來現金流量及公平值減出售成本的時間及程度相關的固有風險，資產的估計可收回金額可能有別於其實際可收回金額及損益可能受估計的準確性影響。

7. 收益及分部資料

(a) 收益及業務分部

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue from contracts with customers within HKFRS 15	香港財務報告準則第15號範圍內來自客戶合約的收益		
Contract revenue from provision for comprehensive architectural and structural engineering consultancy services recognised over time	來自提供全面建築及結構工程顧問服務隨時間確認的合約收益	41,246	29,779

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7. REVENUE AND SEGMENT INFORMATION

(Continued)

(a) Revenue and business segment (Continued)

The Group's operation is mainly derived from provision for comprehensive architectural and structural engineering consultancy services. For the purpose of resources allocation and performance assessment, the chief operating decision maker (i.e. the directors of the Company) reviews the overall results and financial position of the Group as a whole prepared in accordance with accounting policies which conform to HKFRSs. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its contracts such that the Group does not disclose information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts as all contract works have an original expected duration of one year or less.

(b) Geographical information

All of the Group's external revenue during the Year are derived from services rendered in Hong Kong, the place of domicile of the Group's operating entities.

The geographical location of the non-current assets is based on (i) the physical location of the asset in the case of property, plant and equipment and right-of-use assets; and (ii) the location of the operation to which they are allocated in the case of deposits and prepayments. In the case of interest in the associate, it is based on the location of the operation of such associate.

Since all of the property, plant and equipment and right-of-use assets employed by the Group are located in Hong Kong, the location of the operation to which deposits and prepayments are allocated and the operations of the associates are in Hong Kong, no geographical information is presented accordingly.

7. 收益及分部資料 (續)

(a) 收益及業務分部 (續)

本集團的營運主要來自提供全面建築及結構工程顧問服務。為方便資源分配及表現評估，主要營運決策人（即本公司的董事）會審視本集團根據符合香港財務報告準則之會計政策所編製之整體業績及財務狀況。因此，本集團只有一個單一經營分部，且並無呈列該單一分部的進一步分析。

預期將於日後確認於報告日期存在的來自客戶合約的收益

本集團已將香港財務報告準則第15號第121段的實際權宜手段用於合約，故此，本集團概不披露有關本集團（在其履行合約的餘下履約責任時）將有權獲取的收益之資料，因所有合約工程均有一年或以下的原有預定期限。

(b) 地域資料

本集團於本年度的所有外部收益均來自於香港（本集團經營實體註冊居籍的地方）境內提供的服務。

非流動資產之地理位置乃根據(i)資產之實際位置（倘屬物業、廠房及設備以及使用權資產）；及(ii)所分配的經營地點（倘屬按金及預付款）而釐定。倘屬於聯營公司之權益，則根據聯營公司的經營地點釐定。

由於本集團使用的所有物業、廠房及設備以及使用權資產均位於香港且分配按金及預付款的經營地點及聯營公司的經營均位於香港，故並無呈列地域資料。

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7. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Geographical information (Continued)

Information about major customers

Revenue from customers contributing individually over 10% or more of the Group's revenue is as follows:

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Customer A 客戶A	16,928	5,795

8A. OTHER INCOME

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Rental income from subleases of right-of-use assets/rented premises 使用權資產／已出租物業轉租的租金收入	294	294
Government grants 政府補貼	1,232	-
Sundry income 雜項收入	121	50
	1,647	344

The Group successfully applied for government grants that relate to wage subsidy set up by the Hong Kong SAR Government. Under the conditions of the wage subsidy, the Group is required to retain its local employees even if business is affected by the COVID-19 outbreak.

本集團成功申請香港特區政府所設立有關工資補貼的政府補貼。根據工資補貼的條件，即使業務受到COVID-19疫情影響，本集團仍需保留其本地僱員。

8B. OTHER GAINS AND LOSSES

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Gain on disposal of an associate 出售聯營公司的收益	332	-
Net gain on disposal of property, plant and equipment 出售物業、廠房及設備的收益淨額	234	-
Net gain on lease modification 租賃修訂收益淨額	397	-
	963	-

7. 收益及分部資料 (續)

(b) 地域資料 (續)

有關主要客戶的資料

單獨佔本集團收益10%或以上的來自客戶之收益列賬如下：

8A. 其他收入

8B. 其他收益及虧損

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9. LOSS BEFORE TAX

This is stated after charging:

9. 除稅前虧損

此為扣除後列示：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Finance costs	融資成本		
Interest on bond payable	應付債券利息	166	420
Interest on term loan	定期貸款利息	758	160
Interest expenses on lease liabilities	租賃負債之利息開支	43	93
		967	673
Staff costs (including directors' remuneration)	員工成本 (包括董事酬金)		
Salaries, wages and other benefits	薪金、工資及其他福利	17,690	20,541
Contributions to defined contribution plans	定額供款計劃的供款	1,193	1,229
Total staff costs	員工成本總額	18,883	21,770
Less: Amount included in cost of services rendered	減：計入所提供服務成本的金額	(13,802)	(17,484)
Total staff costs included in administrative expenses	計入行政開支的員工成本總額	5,081	4,286
Other items	其他項目		
Auditor's remuneration	核數師酬金	500	500
Depreciation of property, plant and equipment	物業、廠房及設備折舊	284	656
Depreciation of right-of-use assets	使用權資產折舊	392	781
Provision for impairment losses	減值虧損撥備		
– Property, plant and equipment (included in administrative expenses)	– 物業、廠房及設備 (計入行政開支)	–	227
– Right-of-use assets (included in administrative expenses)	– 使用權資產 (計入行政開支)	–	852

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10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

The aggregate amounts of emoluments paid or payable to the Company's directors are as follows:

10. 董事及高級管理層酬金

已付或應付本公司董事之酬金總額如下：

		For the year ended 31 March 2021 截至二零二一年三月三十一日止年度				
		Salaries, allowances and benefits in kind	Discretionary bonuses	Contributions to defined contribution plan	Total	
		薪金、津貼及 實物福利	酌情花紅	定額供款計劃 的供款	總額	
		Directors' fees				
		董事袍金				
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	
Executive directors:	執行董事：					
Poon Kai Kit, Joe	潘啟傑	-	3,960	660	4,887	
Chung Yuk Lun ⁽¹⁾	鍾育麟 ⁽¹⁾	94	-	-	94	
Sin Pui Ying ⁽²⁾⁽⁴⁾	洗佩瑩 ⁽²⁾⁽⁴⁾	185	-	-	185	
Independent non-executive directors:	獨立非執行董事：					
Lee Pui Chung	李沛聰	150	-	-	150	
Lai Pik Chi, Peggy	黎碧芝	120	-	-	120	
Chan Yuk Chun ⁽³⁾	陳玉珍 ⁽³⁾	49	-	-	49	
Chan Chung Yin, Victor ⁽³⁾	陳仲然 ⁽³⁾	71	-	-	71	
		669	3,960	660	5,556	

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

10. 董事及高級管理層酬金 (續)

		For the year ended 31 March 2020 截至二零二零年三月三十一日止年度				
		Salaries, allowances and benefits in kind 薪金、津貼及 實物福利	Discretionary bonuses 酌情花紅	Contributions to defined contribution plan 定額供款計劃 的供款		Total 總額
		Directors' fees 董事袍金 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive directors:	執行董事：					
Poon Kai Kit, Joe	潘啟傑	-	3,960	1,160	768	5,888
Sin Pui Ying ⁽²⁾⁽⁴⁾	冼佩瑩 ⁽²⁾⁽⁴⁾	-	142	-	-	142
Chan Ka Yee ⁽⁴⁾	陳嘉儀 ⁽⁴⁾	772	180	-	128	1,080
Gu Jintai ⁽⁵⁾	谷金泰 ⁽⁵⁾	71	-	-	-	71
Shi Lijie ⁽⁶⁾	史立杰 ⁽⁶⁾	71	-	-	-	71
Feng Wei ⁽⁷⁾	方偉 ⁽⁷⁾	88	-	-	-	88
Sun Xiao Li ⁽⁸⁾	孫曉立 ⁽⁸⁾	71	-	-	-	71
Independent non-executive directors:	獨立非執行董事：					
Chan Chung Yin Victor ⁽³⁾	陳仲然 ⁽³⁾	71	-	-	-	71
Lai Pik Chi, Peggy	黎碧芝	71	-	-	-	71
Lee Pui Chung	李沛聰	126	-	-	-	126
Kong Kam Wang ⁽⁹⁾	江錦宏 ⁽⁹⁾	75	-	-	-	75
Sung Hak Keung Andy ⁽¹⁰⁾	宋克強 ⁽¹⁰⁾	66	-	-	-	66
Wong Kai Tat ⁽⁹⁾	王啟達 ⁽⁹⁾	75	-	-	-	75
		1,557	4,282	1,160	896	7,895

⁽¹⁾ Mr. Chung Yuk Lun was appointed as an executive director of the Company on 28 December 2020.

⁽²⁾ Ms. Sin Pui Ying resigned as an executive director of the Company on 8 January 2021.

⁽³⁾ Mr. Chan Chung Yin, Victor resigned and Ms. Chan Yuk Chun was appointed as an independent non-executive director of the Company on 2 November 2020.

⁽⁴⁾ Ms. Chan Ka Yee resigned and Ms. Sin Pui Ying was appointed as an executive director of the Company on 29 August 2019.

⁽⁵⁾ Mr. Gu Jintai removed from his office of executive director of the Company on 13 December 2019.

⁽¹⁾ 鍾育麟先生於二零二零年十二月二十八日獲委任為本公司執行董事。

⁽²⁾ 冼佩瑩女士於二零二一年一月八日辭任本公司執行董事。

⁽³⁾ 於二零二零年十一月二日，陳仲然先生辭任及陳玉珍女士獲委任為本公司獨立非執行董事。

⁽⁴⁾ 於二零一九年八月二十九日，陳嘉儀女士辭任及冼佩瑩女士獲委任為本公司執行董事。

⁽⁵⁾ 谷金泰先生於二零一九年十二月十三日免去其本公司執行董事一職。

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

- ⁽⁶⁾ Ms. Shi Lijie was removed from her office of executive director of the Company on 13 December 2019.
- ⁽⁷⁾ Mr. Feng Wei was retired as an executive director of the Company on 12 August 2019.
- ⁽⁸⁾ Mr. Sun Xiao Li resigned as an executive director of the Company on 8 November 2019.
- ⁽⁹⁾ Mr. Kong Kam Wang and Mr. Wong Kai Tat resigned as independent non-executive directors of the Company on 28 August 2019.
- ⁽¹⁰⁾ Mr. Sung Hak Keung Andy retired as an independent non-executive director of the Company on 12 August 2019.

No directors and five highest paid individuals have waived emoluments in respect of the years ended 31 March 2021 and 2020.

No emoluments have been paid by the Group to the directors and five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

10. 董事及高級管理層酬金 (續)

- ⁽⁶⁾ 史立杰女士於二零一九年十二月十三日免去其本公司執行董事一職。
- ⁽⁷⁾ 方偉先生於二零一九年八月十二日退任本公司執行董事。
- ⁽⁸⁾ 孫曉立先生於二零一九年十一月八日辭任本公司執行董事。
- ⁽⁹⁾ 江錦宏先生及王啟達先生於二零一九年八月二十八日辭任本公司獨立非執行董事。
- ⁽¹⁰⁾ 宋克強先生於二零一九年八月十二日退任本公司獨立非執行董事。

於二零二一年及二零二零年三月三十一日止年度，並無董事及五名最高薪酬人士放棄領取酬金。

本集團未為勸誘董事及五名最高薪酬人士加入本集團而付酬金或在董事加入本集團後付上酬金或就董事失去職位作出賠償。

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

The five individuals whose emoluments were the highest in the Group for the year include one director (2020: one) whose emoluments are reflected in the analysis presented above. Details of the emoluments of the remaining four individuals (2020: four) are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Salaries and other emoluments	薪金及其他酬金	3,120	2,640
Contributions to defined contribution plan	定額供款計劃的供款	240	54
Discretionary bonuses	酌情花紅	1,160	2,424
		4,520	5,118

The emoluments were paid to the remaining four (2020: four) highest paid individuals as follows:

Emoluments band	酬金範圍	Number of individuals 人數	
		2021 二零二零年	2020 二零一九年
Nil to HK\$1,000,000	零至1,000,000港元	1	-
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	3	4
		4	4

10. 董事及高級管理層酬金 (續)

本集團年內五名最高薪酬人士包括一位 (二零二零年：一位) 董事 (其酬金載於上文列示的分析)。其餘四位 (二零二零年：四位) 人士之酬金詳情如下：

支付其餘四位 (二零二零年：四位) 最高薪酬人士之酬金如下：

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11. TAXATION

The provision for Hong Kong Profits Tax is calculated at 16.5% (2020: 16.5%) of the estimated assessable profits for the Year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime.

For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision of the Hong Kong Profits Tax for this subsidiary was calculated on the same basis in 2020.

The Cayman Islands levies no tax on the income of the Company and the Group.

11. 稅項

香港利得稅撥備乃按本年度估計應課稅溢利的16.5% (二零二零年：16.5%) 計算，惟於利得稅兩級制下的合資格公司的本集團一間附屬公司除外。

該附屬公司之首2,000,000港元按應課稅溢利的8.25%徵稅而餘下部分按應課稅溢利的16.5%徵稅。該附屬公司的香港利得稅撥備於二零二零年按相同基準計算。

開曼群島並不對本公司及本集團之收入徵收任何稅項。

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current tax	現行稅項		
Hong Kong Profits Tax:	香港利得稅：		
Current year	本年度	70	50
Over-provision for prior year	過往年度超額撥備	(87)	-
Deferred taxation	遞延稅項		
Origination and reversal of temporary differences, net	暫時性差異之產生及撥回淨額	-	(26)
Total tax (credit)/charge for the year	本年度總稅項 (抵免) / 費用	(17)	24

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11. TAXATION (Continued)

11. 稅項 (續)

Reconciliation of tax expense	稅項開支之對賬	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loss before taxation	除稅前虧損	(13,158)	(34,310)
Income tax at applicable tax rate of 16.5% (2020:16.5%)	按適用稅率16.5% (二零二零年：16.5%) 之所得稅	(2,171)	(5,661)
Results of associates	聯營公司業績	486	410
Non-deductible expenses	不可扣稅開支	163	3,170
Tax exempt revenue	無需課稅收益	(94)	-
Differences in tax rates	稅率差異	-	(501)
Unrecognised temporary differences	未確認暫時差異	-	233
Unrecognised tax losses	未確認稅項虧損	1,668	2,423
Tax effect of the two-tiered profits tax rates regime	利得稅兩級制之稅務影響	(69)	(50)
Tax (credit)/expense for the year	本年度稅項 (抵免) / 開支	(17)	24

The applicable tax rate is the Hong Kong profits tax rate of 16.5% (2020: 16.5%).

適用稅率為香港利得稅率16.5% (二零二零年：16.5%)。

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12. LOSS PER SHARE

The calculation of the basic and diluted loss per share is as follows:

(a) Basic loss per share

		2021 二零二一年	2020 二零二零年
Loss attributable to owners of the Company (HK\$'000)	本公司擁有人應佔虧損 (千港元)	(13,141)	(34,334)
Weighted average number of ordinary shares ('000)	普通股加權平均數 (千股)	418,000	418,000
Basic loss per share (HK cents)	每股基本虧損 (港仙)	(3.14)	(8.21)

(b) Diluted loss per share

Diluted loss per share equals to basic loss per share as there was no potential dilutive ordinary shares in issue during the years ended 31 March 2021 and 2020.

13. DIVIDENDS

The directors do not recommend the payment of any dividend for the year ended 31 March 2021 (2020: HK\$Nil).

12. 每股虧損

每股基本及攤薄虧損計算如下：

(a) 每股基本虧損

		2021 二零二一年	2020 二零二零年
Loss attributable to owners of the Company (HK\$'000)	本公司擁有人應佔虧損 (千港元)	(13,141)	(34,334)
Weighted average number of ordinary shares ('000)	普通股加權平均數 (千股)	418,000	418,000
Basic loss per share (HK cents)	每股基本虧損 (港仙)	(3.14)	(8.21)

(b) 每股攤薄虧損

截至二零二一年及二零二零年三月三十一日止年度，每股攤薄虧損等於每股基本虧損，乃由於並無發行具潛在攤薄影響的普通股。

13. 股息

董事不建議派付截至二零二一年三月三十一日止年度的任何股息 (二零二零年：零港元)。

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Leasehold improvements	Office equipment	Furniture and fixtures	Motor vehicle	Total
		租賃物業裝修	辦公設備	傢俱及固定 裝置	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Reconciliation of carrying amount	賬面值之對賬					
- year ended 31 March 2021	- 截至二零二一年 三月三十一日止年度					
At the beginning of the year	年初	-	1	397	170	568
Additions	添置	-	-	-	-	-
Depreciation	折舊	-	(1)	(199)	(84)	(284)
Disposal	出售	-	-	-	(86)	(86)
At end of the reporting period	報告期末	-	-	198	-	198
At 31 March 2021	於二零二一年三月三十一日					
Cost	成本	-	9	992	-	1,001
Accumulated depreciation and impairment losses	累計折舊及減值虧損	-	(9)	(794)	-	(803)
		-	-	198	-	198
Reconciliation of carrying amount	賬面值之對賬					
- year ended 31 March 2020	- 截至二零二零年 三月三十一日止年度					
At the beginning of the year	年初	514	2	595	340	1,451
Depreciation	折舊	(287)	(1)	(198)	(170)	(656)
Impairment loss	減值虧損	(227)	-	-	-	(227)
At end of the reporting period	報告期末	-	1	397	170	568
At 31 March 2020	於二零二零年三月三十一日					
Cost	成本	1,031	9	992	510	2,542
Accumulated depreciation	累計折舊	(1,031)	(8)	(595)	(340)	(1,974)
		-	1	397	170	568

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15. RIGHT-OF-USE ASSETS

The Group as lessee

Disclosures of lease-related items:

15. 使用權資產

本集團作為承租人

租賃相關項目之披露：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At 31 March:	於三月三十一日：		
Right-of-use assets	使用權資產		
– Office premises	– 辦公物業	122	514
Lease commitments of leases not yet commenced (other than short-term leases)	尚未開始租賃之租賃承擔 (短期租賃除外)	839	–
The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:	本集團租賃負債基於未貼現現金流量之到期分析如下：		
– Less than 1 year	– 少於一年	210	768
– Between 1 and 2 years	– 一至兩年	–	629
		210	1,397
Year ended 31 March:	截至三月三十一日止年度：		
Depreciation charge of right-of-use assets	使用權資產之折舊費用		
– Office premises	– 辦公物業	392	781
Lease interests	租賃利息	43	93
Expenses related to short-term leases	短期租賃相關開支	450	–
Income from subleasing right-of-use assets	轉租使用權資產之收入	294	294
Total cash outflow for leases	租賃之現金流出總額	769	909

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15. RIGHT-OF-USE ASSETS (Continued)

The Group as lessee (Continued)

The Group leases an office premises for its daily operations. Lease term is 3 years with an option to extend 1.5 years.

During the year ended 31 March 2020, the Group performed an impairment assessment on right-of-use assets in accordance with HKAS 36. Based on the assessment, an impairment loss of HK\$852,000 was recognised and charged to the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2020. The impairment loss was made against the right-of-use assets in respect of the Group's office premises of which cash flow forecast has been revised downward based on management's assessment. The recoverable amount of the right-of-use assets was determined by the estimated cash flows generated from subleasing of the office premises.

Restrictions or covenants

The lease imposes a restriction that, unless the approval is obtained from the lessor, the right-of-use asset can only be used by the Group and the Group is prohibited from selling or pledging the underlying assets.

Extension options

The lease contract of office premises contains an extension option. The extension option aims to provide flexibility to the Group in managing the leased assets. The extension option of the leases of office premises is normally exercised because there are significant leasehold improvements.

15. 使用權資產 (續)

本集團作為承租人 (續)

本集團租賃一處辦公物業用作日常營運。租賃期限為3年，可以選擇延長1.5年。

截至二零二零年三月三十一日止年度，本集團根據香港會計準則第36號對使用權資產進行減值評估。根據評估，截至二零二零年三月三十一日止年度，減值虧損852,000港元已確認並於綜合損益及其他全面收益表中扣除。本集團辦公室物業的使用權資產已作出減值虧損，其中現金流量預測已根據管理層評估向下調整。使用權資產的可收回金額乃根據分租辦公室物業產生的預計現金流量釐定。

限制或契諾

租約規定一項限制，即未經出租人批准，使用權資產僅可由本集團使用，且本集團不得出售或抵押相關資產。

續期選擇權

辦公室物業的租約包含續期選擇權。續期選擇權旨在令本集團靈活管理租賃資產。由於存在重大租賃物業裝修，辦公室物業的續租選擇權通常獲行使。

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16. INTERESTS IN ASSOCIATES

16. 於聯營公司之權益

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Unlisted investments: share of net assets 未上市投資：分佔資產淨值	4,736	7,847

Details of the associates at the end of the reporting period are as follows:

於報告期末聯營公司之詳情如下：

Name of associate 聯營公司名稱	Principal place of business and place of incorporation 主要營業地點及註冊地點	Registered capital 註冊資本	Proportion of effective ownership interest held by the Group 本集團擁有實際所有權權益之百分比		Principal activities 主要業務
			2021 二零二一年	2020 二零二零年	
Kin On Engineering (International) Limited	Hong Kong	HK\$16,000,000	49%	49 %	Interior design, renovation and building work and such other work related to implementation of architecture and structural engineering consultancy services
建安工程(國際)有限公司	香港	16,000,000港元			室內設計、翻新及樓宇工程以及與建築及結構工程諮詢服務之實施有關的其他工程
Regatta Asia Limited	Hong Kong	HK\$5,000,000	-	50%	Development of Architectural related IT applications and systems
Regatta Asia Limited	香港	5,000,000港元			開發建築相關的IT應用及系統

The above associates are accounted for using the equity method in the consolidated financial statements.

以上聯營公司使用權益法於綜合財務報表列賬。

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16. INTERESTS IN ASSOCIATES (Continued)

Significant judgements and assumptions

The Company and the other shareholder each hold 50% issued shares of Regatta Asia Limited respectively. The other shareholder is elected to be chairman of its Board of Directors with the power to make the final decision of the business if there is inconsistency. The Company does not have the power either absolutely control or jointly control Regatta Asia Limited. The Company exercises significant influence by the representative to the Board of Directors or equivalent governing body of Regatta Asia Limited.

Relationship with associates

Kin On Engineering (International) Limited, a subcontractor for interior design, renovation and building work, is expected to provide the Group the architecture and structural engineering consultancy services in the future.

Financial information of individually material associate

Summarised financial information of the material associate of the Group is set out below, which represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs and adjusted by the Group for equity accounting purposes including any differences in accounting policies and fair value adjustments.

16. 於聯營公司之權益 (續)

重大判斷及假設

本公司及其他股東分別持有Regatta Asia Limited 50%的已發行股份。另一股東當選為董事會主席，有權在出現不一致時做出最終業務決定。本公司無權絕對控制或共同控制Regatta Asia Limited。本公司透過董事會或Regatta Asia Limited的同等理事機構的代表行使重大影響力。

與聯營公司的關係

室內設計、翻新及樓宇工程分包商建安工程(國際)有限公司，日後預期為本集團提供建築及結構工程諮詢服務。

個別重大聯營公司之財務資料

本集團旗下重大聯營公司之財務資料概列如下，該等資料載列按照香港財務報告準則編製之聯營公司財務報表所示之金額，並經本集團就權益會計處理作出調整，包括會計政策之任何差異及公平值調整。

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16. INTERESTS IN ASSOCIATES (Continued)

Financial information of individually material associate (Continued)

16. 於聯營公司之權益 (續)

個別重大聯營公司之財務資料 (續)

		Kin On Engineering (International) Limited 建安工程 (國際) 有限公司 HK\$'000 千港元
At 31 March 2021	於二零二一年三月三十一日	
Gross amount	總額	
Non-current assets	非流動資產	9,700
Current assets	流動資產	134
Current liabilities	流動負債	(170)
Equity	權益	9,664
Reconciliation	對賬	
Gross amount of equity	權益總額	9,664
Group's ownership interests	本集團之擁有權權益	49%
Group's share of equity and carrying amount of interest	歸屬於本集團之權益及權益賬面值	4,736

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16. INTERESTS IN ASSOCIATES (Continued)

Financial information of individually material associate (Continued)

16. 於聯營公司之權益 (續)

個別重大聯營公司之財務資料 (續)

		Kin On Engineering (International) Limited 建安工程 (國際) 有限公司 HK\$'000 千港元
Year ended 31 March 2021	截至二零二一年三月三十一日止年度	
Gross amount	總額	
Revenue	收益	-
Loss from operations	經營虧損	(4,001)
Other comprehensive income	其他全面收入	-
Total comprehensive loss	全面虧損總額	(4,001)

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16. INTERESTS IN ASSOCIATES (Continued)

Financial information of individually material associate (Continued)

16. 於聯營公司之權益 (續)

個別重大聯營公司之財務資料 (續)

		Kin On Engineering (International) Limited 建安工程 (國際) 有限公司 HK\$'000 千港元
At 31 March 2020	於二零二零年三月三十一日	
Gross amount	總額	
Non-current assets	非流動資產	9,700
Current assets	流動資產	4,125
Current liabilities	流動負債	(160)
Equity	權益	13,665
Reconciliation	對賬	
Gross amount of equity	權益總額	13,665
Group's ownership interests	本集團之擁有權權益	49%
Group's share of equity and carrying amount of interest	歸屬於本集團之權益及權益賬面值	6,696

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16. INTERESTS IN ASSOCIATES (Continued)

Financial information of individually material associate (Continued)

16. 於聯營公司之權益 (續)

個別重大聯營公司之財務資料 (續)

		Kin On Engineering (International) Limited 建安工程 (國際) 有限公司 HK\$'000 千港元
Year ended 31 March 2020	截至二零二零年三月三十一日止年度	
Gross amount	總額	
Revenue	收益	7,879
Loss from operations	經營虧損	(2,317)
Other comprehensive income	其他全面收入	-
Total comprehensive loss	全面虧損總額	(2,317)

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16. INTERESTS IN ASSOCIATES (Continued)

Financial information of individually immaterial associate

The following table shows, in aggregate, the Group's share of the amounts of all individually immaterial associates that are accounted for using the equity method.

16. 於聯營公司之權益 (續)

個別不重大聯營公司之財務資料

下表顯示本集團分佔所有個別不重大聯營公司的總額，而有關金額乃採用權益法入賬。

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At 31 March:	於三月三十一日：		
Carrying amounts of interests	權益之賬面值	-	1,151
Year ended 31 March:	截至三月三十一日止年度：		
Loss for the year	年內虧損	(983)	(1,349)
Other comprehensive income	其他全面收入	-	-
Total comprehensive loss	全面虧損總額	(983)	(1,349)

On 23 October 2020, the Group disposed of its 50% equity interests of an associate, Regatta Asia Limited, at a cash consideration of HK\$500,000.

於二零二零年十月二十三日，本集團出售一間聯營公司Regatta Asia Limited 50%股權，現金代價為500,000港元。

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17. TRADE AND OTHER RECEIVABLES

17. 貿易及其他應收款項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
	Note 附註		
Trade receivables			
Trade receivables from third parties		3,756	4,650
Contract assets		1,714	4,006
Less: Loss allowance		(1,714)	(2,003)
		-	2,003
	17(a)	3,756	6,653
Other receivables			
Deposits and prepayments		386	3,120
Due from an associate	17(b)	160	160
Due from ultimate holding company	17(b)	12	12
		558	3,292
		4,314	9,945

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17. TRADE AND OTHER RECEIVABLES (Continued)

(a) Trade receivables and contract assets

Trade receivables

As of the end of the reporting period, the ageing analysis of trade receivables based on invoice date and net of loss allowance, is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
1-30 days	1至30天	1,132	2,257
31-60 days	31至60天	380	704
61-90 days	61至90天	315	335
91-180 days	91至180天	731	480
Over 180 days	超過180天	1,198	874
		3,756	4,650

The Group does not allow any credit period to its customers.

Information about the Group's exposure to credit risks and loss allowance for trade receivables is included in note 28.

17. 貿易及其他應收款項 (續)

(a) 貿易應收款項及合約資產

貿易應收款項

截至報告期末，按發票日期計算及扣除虧損撥備的貿易應收款項賬齡分析如下：

本集團並未向其客戶提供任何信用期。

有關本集團面臨信貸風險及貿易應收款項之虧損撥備之資料載於附註28。

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17. TRADE AND OTHER RECEIVABLES (Continued)

(a) Trade receivables and contract assets (Continued)

Trade receivables (Continued)

Contract assets

The movements (excluding those arising from increases and decreases both occurred within the same year) of contract assets from contracts with customers within HKFRS 15 during the year are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At the beginning of the year	於年初	2,003	4,073
Loss allowance	虧損撥備	(1,714)	(2,003)
Transferred to trade receivables	轉至貿易應收款項	(289)	(67)
At the end of the reporting period	於報告期末	-	2,003

(b) Due from an associate/ultimate holding company

The amounts due are unsecured, interest-free and have no fixed repayment term.

During the year, the greatest outstanding balance of amount due from the ultimate holding company of which directors, Poon Kai Kit Joe and Chan Ka Yee, own equity interest was HK\$12,000 (2020: HK\$12,000).

17. 貿易及其他應收款項 (續)

(a) 貿易應收款項及合約資產 (續)

貿易應收款項 (續)

合約資產

年內符合香港財務報告準則第15號的客戶合約的合約資產的變動(不包括於同年內增加及減少產生的變動)如下:

(b) 應收聯營公司／最終控股公司款項

到期款項為無抵押、免息且無固定還款期。

年內，應收最終控股公司(董事潘啟傑及陳嘉儀擁有其股權)的最大未償還結餘金額為12,000港元(二零二零年：12,000港元)。

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18. LOAN RECEIVABLES

At 31 March 2019, loan receivables of HK\$4.09 million represented loan advanced to an independent third party by a former indirectly owned subsidiary, Jin Hao (Shenzhen) Holdings Limited (“Jin Hao”). The loan was unsecured, interest-bearing at 5% per annum and for the period from 27 March 2019 to 26 September 2019. However, the amount has not been repaid.

During April to May 2019, another indirectly owned subsidiary, Golden Legend Capital Limited (“Golden Legend”) and Jin Hao advanced HK\$0.9 million, HK\$3.5 million and HK\$1.67 million to certain individuals, certain companies and a company connected with certain ex-directors of the Company respectively. Both Golden Legend and Jin Hao are inactive and were managed by certain ex-directors of the Company. The then management was unable to reach those ex-directors to obtain the supporting documents of those loan receivables of approximately HK\$10.16 million, in aggregate, and contact details of those debtors. The loan receivables had not been settled and no required information and supporting documents were available to allow the then management to chase the debtors for the loan receivables. The then management considered that the repayment of those loan receivables of HK\$10.16 million, in aggregate, was remote and the Group therefore wrote off the loan receivables for the year ended 31 March 2020.

During the year ended 31 March 2020, the Company has issued loans to Full Rich Human Resources Limited and Goldman Holdings Limited of the amount HK\$2,500,000 and HK\$1,000,000, respectively. These loans receivables had been written off during the year ended 31 March 2020.

On 2 June 2021, the Company has entered into a settlement agreement with two of the above mentioned companies for an amount of HK\$1,250,000 repayable by ten instalments starting from 2 June 2021. Therefore, a reversal on the written off loan receivable of amount HK\$1,250,000 has been done for the year ended 31 March 2021.

18. 應收貸款

於二零一九年三月三十一日，應收貸款4,090,000港元指金隼(深圳)控股有限公司(「金隼」，一間前間接擁有的附屬公司)墊付予一名獨立第三方的貸款。該貸款的期限由二零一九年三月二十七日至二零一九年九月二十六日止期間，為無抵押及按年利率5%計息。然而，有關款項尚未償還。

於二零一九年四月至五月，金隼資本有限公司(「金隼」，另一間間接擁有的附屬公司)及金隼分別向若干個人、若干公司及一間與本公司若干前董事有關連的公司墊款900,000港元、3,500,000港元及1,670,000港元。金隼及金隼均非活躍公司且由本公司若干前董事管理。當時管理層無法與前董事取得聯繫，從而取得該等應收貸款合共約10,160,000港元的支持文件以及該等債務人的聯繫方式。應收貸款尚未結清及無法取得所需資料及支持文件致使彼等向債務人催收有關應收貸款。當時管理層認為，償還該等應收貸款合共10,160,000港元的機會微乎其微，因此，本集團於截至二零二零年三月三十一日止年度撇銷有關應收貸款。

截至二零二零年三月三十一日止年度，本公司已向富裕人力資源有限公司以及金漢控股有限公司發出金額分別為2,500,000港元及1,000,000港元的貸款。該等應收貸款已於截至二零二零年三月三十一日止年度撇銷。

於二零二一年六月二日，本公司已與上述兩家公司就1,250,000港元的金額訂立和解協議，自二零二一年六月二日起分十期償還。因此，於截至二零二一年三月三十一日止年度已撥回撇銷的應收貸款1,250,000港元。

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19. TRADE AND OTHER PAYABLES

19. 貿易及其他應付款項

		Note 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade payables	貿易應付款項			
Trade payables – third parties	貿易應付款項—第三方	19(a)	–	950
Contract liabilities	合約負債	19(b)	276	430
			276	1,380
Other payables	其他應付款項			
Accrued charges and other creditors	應計費用及其他應付款項		795	2,015
Interest payables	應付利息		225	380
			1,296	3,775

(a) Trade payables

As of the end of the reporting period, the ageing analysis of trade payables based on invoice date, is as follows:

(a) 貿易應付款項

截至報告期末，按發票日期計算的貿易應付款項賬齡分析如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
1-30 days	1至30天	–	950

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19. TRADE AND OTHER PAYABLES (Continued)

(b) Contract liabilities

The movements (excluding those arising from increases and decreases both occurred within the same year) of contract liabilities from contracts with customers within HKFRS 15 during the year are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At the beginning of the year	於年初	430	100
Recognition of revenue	收益確認	(430)	(100)
Receipt of advances	收到預付款	276	430
At the end of the reporting period	於報告期末	276	430

At 31 March 2021, the contract liabilities are expected to be recognised as revenue within 1 year.

於二零二一年三月三十一日，合約負債預期於一年內確認為收益。

20. OTHER BORROWINGS

During the year ended 31 March 2020, the Group received an advance of HK\$5.5 million ("Alleged Debt"). The proceeds of the Group's Alleged Debt was received through a subsidiary of the Company, namely Golden Legend Capital Limited. The then management had been unable to reach certain former directors of the Company who were also the directors ("Former Directors") of the subsidiary, to obtain the loan agreements and representations in relation to the Alleged Debt.

On 20 July 2020, a statutory demand served on the Company by a purported creditor to demand the Company to pay for the Alleged Debt with accrued interest in an aggregate amount of approximately HK\$5.8 million within 3 weeks after service of the statutory demand. If no payment was made by the expiry of the 3-week period, the creditor might present a winding-up petition against the Company. On 23 September 2020, the Company received a writ of summons issued in the Court of First Instance of the High Court of Hong Kong by the same purported creditor. Pursuant to the writ, the plaintiff claims against the Company for the Alleged Debt with accrued interest.

19. 貿易及其他應付款項 (續)

(b) 合約負債

年內符合香港財務報告準則第15號的客戶合約的合約負債的變動(不包括於同年內增加及減少產生的變動)如下：

20. 其他借款

於截至二零二零年三月三十一日止年度，本集團已收取墊款5,500,000港元(「指稱債務」)。本集團指稱債務所得款項乃透過本公司一間附屬公司金雋資本有限公司收取。當時管理層無法與若干亦為該附屬公司董事的本公司前董事(「前董事」)取得聯繫，從而獲得貸款協議及有關指稱債務的聲明。

於二零二零年七月二十日，據稱債權人向本公司發出一份法定要求償債書，要求本公司於法定要求償債書送達後三個星期內支付指稱債務連同應計利息合共5,800,000港元。倘於三個星期期限到期前未作出付款，該債權人或會對本公司提起清盤呈請。於二零二零年九月三十日，本公司接獲同一據稱債權人發出的香港高等法院原訟法庭頒發的傳訊令狀。根據傳訊令狀，原告要求本公司支付指稱債務連同應計利息。

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20. OTHER BORROWINGS (Continued)

On the other hand, since the current management has been unable to reach the Former Directors, on 31 July 2020 the Company issued and filed the writ of summons, together with the statement of claim dated 30 July 2020, against the Former Directors for breach of the directors' duties in the High Court of Hong Kong. Application was made to the said court to serve the writ out of jurisdiction on the Former Directors in the People Republic of China. The process of serving writs against certain former directors will take months as this will involve the corresponding court(s) in China. There is no update as at the date of this report.

For details, please refer to the announcements of the Company dated 24 January 2020, 31 July 2020, 31 August 2020 and 8 October 2020.

21. TERM LOAN

The Company entered into unsecured loan agreements with on-demand loan facility which are unsecured, interest-bearing at 12% per annum and repayable within 12 months.

22. BOND PAYABLE

Unsecured bond carried at fixed coupon rate of 8% per annum 按固定票面年利率8%計息的無擔保債券

The Group entered into a subscription agreement with an independent third party (the "Subscriber"), issued a 8% coupon unlisted bond on 30 August 2018 with the principal amount of HK\$5,000,000. The amount fully repaid during the year.

20. 其他借款 (續)

另一方面，由於現時之管理層無法與前董事取得聯繫，故於二零二零年七月三十一日，本公司於香港高等法院就違反董事職責向前董事發出並存檔傳訊令狀，連同日期為二零二零年七月三十日的申索陳述書。本公司已向上述法院申請在司法管轄區外將該令狀送達位於中華人民共和國的前董事。由於涉及中國的相應法院，將令狀送達若干前董事的程序將耗時數月。於本報告日期概無進展。

詳情請參閱本公司日期為二零二零年一月二十四日、二零二零年七月三十一日、二零二零年八月三十一日及二零二零年十月八日之公告。

21. 定期貸款

本公司已訂立活期貸款融資的無抵押貸款協議，有關貸款為無抵押、按年利率12%計息及須於十二個月內償還。

22. 應付債券

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Unsecured bond carried at fixed coupon rate of 8% per annum 按固定票面年利率8%計息的無擔保債券	-	5,000

本集團與一名獨立第三方（「認購方」）訂立認購協議，於二零一八年八月三十日以本金額5,000,000港元發行票面利率為8%的非上市債券。該款項已於本年度悉數償還。

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23. LEASE LIABILITIES

23. 租賃負債

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Lease liabilities	租賃負債		
Current portion	即期部份	208	715
Non-current portion	非即期部份	-	616
At end of the reporting period	於報告期末	208	1,331

24. DEFERRED TAXATION

24. 遞延稅項

The movement for the year in the Group's net deferred tax position was as follows:

本集團於本年度之遞延稅項淨額的變動如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At beginning of year	於年初	-	(26)
Credit to profit or loss	計入損益	-	26
At end of the reporting period	於報告期末	-	-

Unrecognised deferred tax assets arising from

因以下各項而產生之未確認遞延稅項資產

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Before multiplied by the applicable tax rates:	乘適用的稅率之前：		
Deductible temporary differences	可扣除暫時性差異	890	1,557
Tax losses	稅項虧損	18,878	14,685
At end of the reporting period	於報告期末	19,768	16,242

Neither the tax losses nor the deductible temporary differences expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because the future taxable profit is unpredictable.

根據現行稅項規例，稅項虧損及可扣除暫時性差異並未屆滿。由於未來應課稅溢利不可預測，故並無確認遞延稅項資產。

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25. SHARE CAPITAL AND RESERVE

(a) Share capital

		2021 二零二一年		2020 二零二零年	
		No. of shares '000 股份數目 千股	HK\$'000 千港元	No. of shares '000 股份數目 千股	HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.01 each	每股面值0.01港元之 普通股	2,000,000	20,000	2,000,000	20,000
Issued and fully paid:	已發行及繳足：				
At beginning and at end of the reporting period	於報告期初及期末	418,000	4,180	418,000	4,180

(b) Reserves

i) Share premium

Under the Cayman Companies Law, the share premium account is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

25. 股本及儲備

(a) 股本

(b) 儲備

i) 股份溢價

根據開曼公司法，股份溢價賬可分配予本公司股東，惟於緊隨建議股息獲分配之日後，本公司須有能力於一般業務過程中於債務到期時償還債務。

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25. SHARE CAPITAL AND RESERVE (Continued)

(b) Reserves (Continued)

ii) Other reserve

Other reserve represented the sum of (i) the difference between the issued share capital of K&K Chartered Architect & Associates Limited (which were transferred to Energetic Tree Limited (“Energetic Tree”) pursuant to the group reorganisation to rationalise the structure of the Group in preparation for the listing of the Company’s shares on GEM of The Stock Exchange of Hong Kong Limited (“Group Reorganisation”)) and the newly issued share capital of Energetic Tree to Energetic Way Limited (“Energetic Way”); and (ii) the difference between the issued share capital and share premium of Energetic Tree and the newly issued share capital of the Company to Energetic Way and Alpha Advantage International Limited as a result of the share swap pursuant to the Group Reorganisation.

iii) Distributable reserves

As at 31 March 2021, the Company’s reserves available for distribution, calculated in accordance with the Cayman Companies Law, amounted to approximately Nil (2020: HK\$nil).

25. 股本及儲備(續)

(b) 儲備(續)

ii) 其他儲備

其他儲備指(i)啓傑建築顧問有限公司之已發行股本(根據為籌備本公司股份於香港聯合交易所有限公司GEM上市而優化本集團架構所進行之集團重組(「集團重組」)轉予Energetic Tree Limited(「Energetic Tree」)與Energetic Tree向Energetic Way Limited(「Energetic Way」)新發行之股本之間的差額;及(ii)Energetic Tree已發行股本及股份溢價以及本公司因根據集團重組的股份掉期而向Energetic Way及Alpha Advantage International Limited新發行之股本之間的差額之總和。

iii) 可供分配儲備

於二零二一年三月三十一日,根據開曼公司法計算之本公司可供分配儲備約為零(二零二零年:零港元)。

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26. OTHER CASH FLOW INFORMATION

(a) Cash used in operations

26. 其他現金流量資料

(a) 營運所用現金

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loss before tax	除稅前虧損	(13,158)	(34,310)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	284	656
Depreciation of right-of-use assets	使用權資產折舊	392	781
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	-	227
Impairment loss on right-of-use assets	使用權資產減值虧損	-	852
Loss allowance on contract assets	合約資產虧損撥備	1,714	2,003
Gain on disposal of an associate	出售聯營公司之收益	(332)	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(234)	-
Provision for doubtful debts	呆賬撥備	706	-
Lease modification	租賃修訂	(397)	-
Interest expenses	利息開支	967	673
Share of results of associates	應佔聯營公司業績	2,943	2,484
(Reversal of)/write off of loan receivables	應收貸款(撥回)/撇銷	(1,250)	10,159
Changes in working capital:	營運資金變動：		
Trade and other receivables	貿易及其他應收款項	3,211	(1,092)
Trade and other payables	貿易及其他應付款項	(2,704)	2,743
Cash used in operations	營運所用現金	(7,858)	(14,824)

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26. OTHER CASH FLOW INFORMATION (Continued)

(b) Changes in liabilities arising from financing activities

Details of the changes in the Group's liabilities from financing activities are as follows:

2021 二零二一年		Lease liabilities 租賃負債 HK\$'000 千港元	Bond payable 應付債券 HK\$'000 千港元	Term loan 定期貸款 HK\$'000 千港元	Other borrowings 其他借款 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At beginning of the year	於年初	1,331	5,000	5,350	5,500	17,181
Interest expenses	利息開支	43	166	758	-	967
Accrued in interest payable	應付應計利息	-	-	(225)	-	(225)
Lease modification	租賃修訂	(397)	-	-	-	(397)
Net cash flows	現金流量淨額	(769)	(5,166)	2,351	-	(3,584)
At end of the year	於年末	208	-	8,234	5,500	13,942
2020 二零二零年		Lease liabilities 租賃負債 HK\$'000 千港元	Bond payable 應付債券 HK\$'000 千港元	Term loan 定期貸款 HK\$'000 千港元	Other borrowings 其他借款 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At beginning of the year	於年初	-	5,000	-	4,092	9,092
Date of initial application - HKFRS 16	首次應用香港財務報告 準則第16號當日	2,147	-	-	-	2,147
Interest expenses	利息開支	93	420	160	-	673
Accrued in interest payable	應付應計利息	-	(220)	(160)	-	(380)
Net cash flows	現金流量淨額	(909)	(200)	5,350	1,408	5,649
At end of the year	於年末	1,331	5,000	5,350	5,500	17,181

26. 其他現金流量資料 (續)

(b) 融資活動產生的負債變動

本集團融資活動產生的負債變動詳情如下：

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27. SIGNIFICANT RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in the consolidated financial statements, the Group entered into the following material related party transactions in the ordinary course of the Group's business.

(a) Related party transactions

Related party relationship 關聯方關係	Nature of transaction 交易性質	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
A company controlled by the family member of the Company's director 由本公司董事的家族成員控制之公司	Subcontracting charges 分包費用	(573)	(795)
	Consultancy fee received 收取顧問費	427	425
	Rental income 租賃收入	24	24
A company managed by the shareholder of the ultimate holding company 由最終控股公司股東管理之公司	Consultancy fee received 收取顧問費	30	300
	Rental income 租賃收入	-	2

(b) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors and certain of the highest paid employees as disclosed in note 10 to the consolidated financial statements, is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	8,900	10,759
Post-employment benefits	離職後福利	507	943
		9,407	11,702

27. 重大關聯方交易

除綜合財務報表其他部分所披露之交易及結餘外，本集團於其一般業務過程中訂立以下重大關聯方交易。

(a) 關聯方交易

(b) 主要管理人員薪酬

本集團主要管理人員的薪酬，包括於綜合財務報表附註10所披露向本公司董事所支付的金額及向若干最高薪酬僱員支付的酬金如下：

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28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The main risks arising from the Group's financial instruments are liquidity risk and credit risk. The board of directors generally adopts conservative strategies on its risk management and limits the Group's exposure to these risks to a minimum. The Board of Directors reviews and agrees policies for managing each of these risks and they are summarised below:

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants (if any), to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The remaining undiscounted contractual maturity profile of the Group's non-derivative financial liabilities and derivative financial liabilities at the end of the reporting period, based on the earliest date on which the Group is required to settle, is summarised below:

Non-derivative financial liabilities

		Within 1 year/ On demand 一年內/ 按要求 HK\$'000 千港元	Over 1 year but within 2 years 一年以上 兩年以內 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2021	於二零二一年 三月三十一日			
Trade payables	貿易應付款項	-	-	-
Lease liabilities	租賃負債	210	-	210
Accrued charges and other creditors	應計費用及其他 應付款項	795	-	795
Term loan	定期貸款	8,234	-	8,234
Other borrowings	其他借款	5,500	-	5,500
Interest payables	應付利息	225	-	225
		14,964	-	14,964

28. 財務風險管理目標及政策

本集團金融工具產生的主要風險為流動資金風險及信貸風險。董事會一般採納保守政策管理其風險，並將本集團所面臨的該等風險降至最低。董事會審查並同意管理各該等風險的政策，現將其概述如下：

流動資金風險

本集團的目標為在資金持續性及靈活性之間取得平衡。本集團之政策為定期監察流動資金需求及其貸款契諾(如有)的合規情況，以確保本集團能從主要金融機構維持充足現金儲備及充足的承諾資金額度，以應付短期及長期的流動資金需求。

本集團非衍生金融負債及衍生金融負債於報告期末基於本集團須結清之最早日期的餘下未貼現合約到期情況概述如下：

非衍生金融負債

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28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

Non-derivative financial liabilities

28. 財務風險管理目標及政策 (續)

流動資金風險 (續)

非衍生金融負債

		Within 1 year/ On demand 一年內/ 按要求 HK\$'000 千港元	Over 1 year but within 2 years 一年以上 兩年以內 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2020	於二零二零年 三月三十一日			
Trade payables	貿易應付款項	950	–	950
Lease liabilities	租賃負債	768	629	1,397
Accrued charges and other creditors	應計費用及其他 應付款項	2,015	–	2,015
Term loan	定期貸款	5,511	–	5,511
Other borrowings	其他借款	5,500	–	5,500
Bond payable	應付債券	5,201	–	5,201
Interest payables	應付利息	380	–	380
		20,325	629	20,954

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28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

The carrying amount of trade and other receivables and bank balances recognised on the consolidated statement of financial position, which is net of impairment losses, represents the Group's exposure to credit risk without taking into account the value of any collateral held or other credit enhancements.

Trade receivables and contract assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers.

At the end of the reporting period, the Group had a concentration of credit risk as 14% (2020: 23%) and 42% (2020: 50%) of the total trade receivables were due from its largest customer and the five largest customers respectively.

The Group applies a simplified approach in calculating ECL for trade receivables and contract assets and recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. The expected loss rate used in the provision matrix is calculated for each category based on actual credit loss experience over the past years and adjusted for current and forward-looking factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's estimate on future economic conditions over the expected lives of the receivables. There was no change in the estimation techniques or significant assumptions made during the year.

28. 財務風險管理目標及政策 (續)

信貸風險

綜合財務狀況表中確認的貿易及其他應收款項以及銀行結餘的賬面值(扣除減值虧損)指本集團面臨的信貸風險,而並無計及所持任何抵押物或其他信貸增強之價值。

貿易應收款項及合約資產

信貸風險重大集中情況乃主要由於本集團就個別客戶擁有重大風險,因此,本集團面臨的信貸風險乃主要受各客戶而非客戶經營所在行業或國家的個別特徵影響。

於報告期末,本集團於貿易應收款項總額之信貸風險集中度分別為14%(二零二零年:23%)及42%(二零二零年:50%),有關風險來自最大客戶及五大客戶。

本集團採用簡化方法計算貿易應收款項及合約資產的預期信貸虧損,並於每個報告日根據全期預期信貸虧損確認虧損撥備,並根據其過往信貸虧損經驗建立撥備矩陣,並就債務人及經濟環境特定的前瞻因素作出調整。撥備矩陣中使用的預期虧損率乃根據過去幾年的實際信貸虧損經驗為每類計算所得,並針對當前及前瞻性因素進行了調整,以反映收集過往數據期間的經濟狀況、當前狀況以及本集團對應收款項預期年限內的未來經濟狀況之估計之間的差異。本年度的估計技術或重大假設並未發生變動。

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Year ended 31 March 2021 截至二零二一年三月三十一日止年度

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Trade receivables and contract assets (Continued)

Trade receivables

As at 31 March 2021

		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	Credit- impaired 信貸減值
1-30 days past due	逾期1至30日	-	1,132	-	No 無
31-60 days past due	逾期31至60日	-	380	-	No 無
61-90 days past due	逾期61至90日	-	315	-	No 無
91-180 days past due	逾期91至180日	-	713	-	No 無
Over 180 days past due	逾期180日以上	-	1,198	-	No 無
			3,756	-	

信貸風險 (續)

貿易應收款項及合約資產 (續)

貿易應收款項

於二零二一年三月三十一日

As at 31 March 2020

		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	Credit- impaired 信貸減值
1-30 days past due	逾期1至30日	-	2,257	-	No 無
31-60 days past due	逾期31至60日	-	704	-	No 無
61-90 days past due	逾期61至90日	-	335	-	No 無
91-180 days past due	逾期91至180日	-	480	-	No 無
Over 180 days past due	逾期180日以上	-	874	-	No 無
			4,650	-	

於二零二零年三月三十一日

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28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Trade receivables and contract assets (Continued)

Contract assets

As at 31 March 2021

		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	Credit- impaired 信貸減值
Outstanding over 180 days	180天內尚未償還	100%	1,714	1,714	No 無

As at 31 March 2020

		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	Credit- impaired 信貸減值
Outstanding over 180 days	180天內尚未償還	50%	4,006	2,003	No 無

Except as indicated above, the loss allowance for trade receivables and contract assets as a result of applying the ECL model was insignificant and the Group has not recognised any loss allowance for the years ended 31 March 2021 and 2020.

28. 財務風險管理目標及政策 (續)

信貸風險 (續)

貿易應收款項及合約資產 (續)

合約資產

於二零二一年三月三十一日

於二零二零年三月三十一日

除以上所示者外，因應用預期信貸虧損模型而產生的貿易應收款項及合約資產的虧損撥備並不重大，故本集團尚未確認截至二零二一年及二零二零年三月三十一日止年度的任何虧損撥備。

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Year ended 31 March 2021 截至二零二一年三月三十一日止年度

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Amounts due from an associate and ultimate holding company

The Group considers that the amounts due from an associate and ultimate holding company have low credit risk based on the borrowers' strong capacity to meet its contractual cash flow obligations in the near term and low risk of default. Impairment on amounts due from these related companies is measured on 12-month ECL and reflects the short maturities of the exposures.

In estimating the ECL, the Group has taken into account the historical actual credit loss experience and the financial position of the counterparties by reference to, among others, their management or audited accounts, adjusted for forward-looking factors that are specific to the debtors and general economic conditions of the industry in which the counterparties operate, in estimating the probability of default of these financial assets, as well as the loss upon default in each case. The management of the Group considers the ECL of these financial assets to be insignificant after taking into account the financial position and credit quality of the counterparties.

Bank balances

The credit risk on bank balances is low because the counterparties are high credit rating.

There was no change in the estimation techniques or significant assumptions made during the year.

Fair values

All financial instruments are carried at amounts not materially different from their fair values as at 31 March 2021 and 2020.

28. 財務風險管理目標及政策 (續)

信貸風險 (續)

應收聯營公司及最終控股公司之款項

本集團認為，基於借款人在短期內履行合約現金流量責任的能力較強及違約風險較低，因此，應收聯營公司及最終控股公司之款項的信貸風險較低。該等關聯公司應收款項的減值以12個月預期信貸虧損計量，反映了短期風險。

在估計預期信貸虧損時，本集團已考慮歷史實際信貸虧損經驗及對手方的財務狀況，參考（其中包括）其管理層或經審核賬目，並根據債務人特定的前瞻性因素及對手方經營所在行業的整體經濟狀況作出調整，以估計該等金融資產的違約概率以及每種情況下的違約損失。經考慮對手方的財務狀況及信貸質素後，本集團管理層認為該等金融資產的預期信貸虧損並不重大。

銀行結餘

由於對手方的信用等級較高，因此銀行結餘的信貸風險較低。

本年度的估計技術或重大假設並未發生變化。

公平值

所有金融工具的賬面值與二零二一年及二零二零年三月三十一日的公平值並無重大差異。

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綜合財務報表附註

Year ended 31 March 2021 截至二零二一年三月三十一日止年度

29. CAPITAL MANAGEMENT

The objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to provide returns for shareholders. The Group manages its capital structure and makes adjustments according to changes in economic conditions, including payment of dividend to shareholders, return of capital to shareholders or issue of new shares or sale of assets to reduce debts. No changes were made in the objectives, policies and procedures during the years ended 31 March 2021 and 2020.

30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Pursuant to the disclosure requirements of the Hong Kong Companies Ordinance, the statement of financial position of the Company and the movements in its reserves are set out below:

29. 資本管理

本集團資本管理的目標為保障本集團繼續持續經營的能力及為股東提供回報。本集團管理其資本結構並根據經濟狀況的變動作出調整，包括向股東支付股息、向股東支付資本回報或發行新股份或出售資產抵減債務。目標、政策及程序於截至二零二一年及二零二零年三月三十一日止年度並無作出任何變動。

30. 本公司財務狀況表

根據香港公司條例的披露規定，本公司財務狀況表及其儲備變動如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
	Note 附註		
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	-	-
Investment in associate	於聯營公司之投資	4,736	6,969
		4,736	6,969
Current assets	流動資產		
Deposits and prepayments	按金及預付款	1,313	1,693
Amount due from subsidiaries	應收附屬公司款項	6,097	12,734
Amount due from an associate	應收聯營公司款項	-	160
Bank balances and cash	銀行結餘及現金	11	1,253
		7,421	15,840

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綜合財務報表附註

Year ended 31 March 2021 截至二零二一年三月三十一日止年度

30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued) 30. 本公司財務狀況表 (續)

	Note	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
	附註		
Current liabilities			
Other payables		900	1,792
Term loan		8,234	5,350
Other borrowings		5,500	5,500
Bond payable		–	5,000
		14,634	17,642
Net (liabilities) assets		(7,213)	(1,802)
Total assets less current liabilities		(2,477)	4,894
Net (liabilities) assets		(2,477)	4,894
Capital and reserves			
Issued capital		4,180	4,180
Reserves	30(a)	(6,657)	714
Total equity		(2,477)	4,894

The statement of financial position was approved and authorised for issue by the Board of Directors on 30 June 2021 and signed on its behalf by

Director
董事
Chung Yuk Lun
鍾育麟

財務狀況表已於二零二一年六月三十日經董事會批准授權刊發，並由以下董事代表簽署

Director
董事
Poon Kai Kit Joe
潘啟傑

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30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued) 30. 本公司財務狀況表 (續)

(a) Movements of the reserves

(a) 儲備變動

		Share premium 股份溢價 HK\$'000 千港元	Accumulated (losses) 累計(虧損) HK\$'000 千港元	Total reserve 儲備總額 HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	33,785	(15,635)	18,150
Loss and total comprehensive loss for the year	本年度虧損及全面 虧損總額	-	(17,436)	(17,436)
At 31 March 2020	於二零二零年 三月三十一日	33,785	(33,071)	714
At 1 April 2020	於二零二零年四月一日	33,785	(33,071)	714
Loss and total comprehensive loss for the year	本年度虧損及全面 虧損總額	-	(7,371)	(7,371)
At 31 March 2021	於二零二一年 三月三十一日	33,785	(40,442)	(6,657)

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31. SUBSIDIARIES

Details of the Company's subsidiaries at 31 March 2021 are as follows:

31. 附屬公司

本公司於二零二一年三月三十一日的附屬公司詳情如下：

Name of the company	Place and date of incorporation	Place of operation	Particular of issued and paid-up capital/ registered capital 發行和實收資本/註冊資本的具體情況	Proportion of ownership interest 權益擁有人應佔百分比			Principal activities
				Group's effective interest 本集團的實際權益	Held by the Company 本公司持有之權益	Held by a subsidiary 附屬公司持有之權益	
公司名稱	註冊地點和日期	營業場所					主要業務
Energetic Tree Limited	British Virgin Islands 英屬維爾京群島	note (i) 附註(i)	US\$100 100美元	100%	100%	-	Investment holding 投資控股
Lucky Unicorn Holdings Limited	British Virgin Islands 英屬維爾京群島	note (i) 附註(i)	HK\$1 1港元	100%	100%	-	Investment holding 投資控股
Golden Legend Consortium Limited	British Virgin Islands 英屬維爾京群島	note (i) 附註(i)	US\$1,000 1,000美元	100%	100%	-	Investment holding 投資控股
K & K Chartered Architect & Associates Limited	Hong Kong	Hong Kong	HK\$2	100%	-	100%	Provision of comprehensive architectural and structural engineering consultancy services 提供全面的建築和結構工程諮詢服務
啓傑建築顧問有限公司	香港	香港	2港元				
Global Crown Limited	Hong Kong	Hong Kong	HK\$1	100%	-	100%	Provision of comprehensive architectural and structural engineering consultancy services 100%提供全面的建築和結構工程諮詢服務
	香港	香港	1港元				
Golden Legend Capital Limited 金雋資本有限公司	Hong Kong 香港	Note (i) 附註(i)	HK\$10,000 10,000港元	100%	-	100%	Investment holding 投資控股

Notes:

- i) These companies are investment holding companies which have no specific principal place of operation.

附註：

- i) 該等公司均為投資控股公司，並無既定的主要營業地點。

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32. EVENTS AFTER THE REPORTING PERIOD

Since January 2020, the outbreak of COVID-19 has certain impacts on the business operation and overall economy on the global business environment. To a certain extent, the outbreak will impact the comprehensive architectural and structural engineering consultancy services business of the Group.

Despite the challenges, governments and international organisations have implemented a series of measures to contain the epidemic. The Group stays alert to the development and situation of the COVID-19, continue to assess its impacts on the financial position and operating results of the Group, and take necessary action to maintain stability of the businesses. Up to the date of this annual report, the assessment of financial impact on COVID-19 is still in progress.

During the year ended 31 March 2020, the Company has issued loans to Full Rich Human Resources Limited and Goldman Holdings Limited of the amount HK\$2,500,000 and HK\$1,000,000, respectively. These loans receivables had been written off during the year ended 31 March 2020.

On 2 June 2021, the Company has entered into a settlement agreement with two of the above mentioned companies for an amount of HK\$1,250,000 repayable by ten instalments starting from 2 June 2021. Therefore, a reversal on the written off loan receivable of amount HK\$1,250,000 has been done for the year ended 31 March 2021.

32. 報告期後事項

自二零二零年一月以來，COVID-19疫情對全球業務環境中的業務營運及整體經濟產生了一定影響。疫情在一定程度上將影響本集團的全面建築及結構工程顧問服務業務。

儘管面臨挑戰，各國政府及國際組織採取了一系列措施來遏制這一傳染病。本集團時刻關注COVID-19的發展及情況，持續評估其對本集團財務狀況及經營業績的影響，並採取必要的措施維持業務的穩定性。截至本年報日期，對COVID-19的財務影響的評估仍在進行中。

截至二零二零年三月三十一日止年度，本公司已向富裕人力資源有限公司以及金漢控股有限公司發出金額分別為2,500,000港元及1,000,000港元的貸款。該等應收貸款已於截至二零二零年三月三十一日止年度撇銷。

於二零二一年六月二日，本公司已與上述兩家公司就1,250,000港元的金額訂立和解協議，自二零二一年六月二日起分十期償還。因此，於截至二零二一年三月三十一日止年度已撥回撇銷的應收貸款1,250,000港元。

FINANCIAL SUMMARY

財務摘要

RESULTS

業績

		2017	2018	2019	2020	2021
		二零一七年	二零一八年	二零一九年	二零二零年	二零二一年
		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
REVENUE	收益	33,178	40,016	45,848	29,779	41,246
Cost of services rendered	所提供服務成本	(12,524)	(22,523)	(40,664)	(35,501)	(37,977)
Other income	其他收入	-	341	376	344	2,610
General and administrative expenses	一般及行政開支	(5,295)	(7,590)	(10,500)	(13,572)	(14,663)
Listing expenses	上市開支	(5,226)	-	-	-	-
Profit/(loss) from operations	經營所得溢利/(虧損)	10,133	10,244	(4,940)	(18,950)	(8,784)
Finance cost	融資成本	-	-	(199)	(673)	(967)
Share of results of an associate	應佔聯營公司業績	-	-	(9)	(2,484)	(2,943)
Write-off of loan receivables	撇銷應收貸款	-	-	-	(10,159)	1,250
Loss allowance on contract assets	合約資產虧損撥備	-	-	-	(2,003)	(1,714)
Loss on derecognition of subsidiaries	終止確認附屬公司之虧損	-	-	-	(41)	-
PROFIT/(LOSS) BEFORE TAXATION	除稅前溢利/(虧損)	10,133	10,244	(5,148)	(34,310)	(13,158)
Income tax expenses	所得稅開支	(2,732)	(2,216)	(7)	(24)	17
PROFIT/(LOSS) FOR THE YEAR, ATTRIBUTABLE TO OWNERS OF THE COMPANY	年內本公司擁有人應佔溢利/(虧損)	7,401	8,028	(5,155)	(34,334)	(13,141)
Other comprehensive income for the year	年內其他全面收益	-	-	-	-	-
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR, ATTRIBUTABLE TO OWNERS OF THE COMPANY	年內本公司擁有人應佔全面收益/(虧損)總額	7,401	8,028	(5,155)	(34,334)	(13,141)
(LOSS)/EARNINGS PER SHARE	每股(虧損)/盈利					
Basic and diluted	基本及攤薄	2.30 cents 仙	1.92 cents 仙	(1.23) cents 仙	(8.21) cents 仙	(3.14) cents 仙

ASSETS AND LIABILITIES

資產及負債

		2017	2018	2019	2020	2021
		二零一七年	二零一八年	二零一九年	二零二零年	二零二一年
		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
Total assets	總資產	57,854	54,810	55,109	32,011	13,197
Total liabilities	總負債	(2,875)	(4,343)	(9,797)	(21,033)	(15,360)
Net assets/(liabilities)	資產(負債)/淨值	54,979	50,467	45,312	10,978	(2,163)

