



高萌·科技

KML Technology Group Limited

高萌科技集團有限公司

(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 : 8065

Annual Report 年報 2022/23

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

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This report, in both English and Chinese versions, is available on the Company’s website at www.kml.com.hk.

香港聯合交易所有限公司(「聯交所」)GEM的特色

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聯交所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聯交所的GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關高萌科技集團有限公司(「本公司」)的資料；本公司董事(「董事」)願就本報告共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成份，且並無遺漏任何事項，足以令致本年報或其所載任何陳述產生誤導。

本報告的英文本及中文本已登載於本公司網站 www.kml.com.hk。

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Luk Kam Ming (*Chairman*)
Mr. Chan Chak Lun Philip (*Chief executive officer*)
Mr. Luk Kwai Lung
Mr. Luk Yin Cheung

Independent Non-executive Directors

Mr. Lau On Kwok
Mr. Law Wing Chi Stephen
Dr. Tse Chi Kong
Mr. Yu Wing Lok Garry

Audit Committee

Mr. Lau On Kwok (*Chairman*)
Mr. Law Wing Chi Stephen
Dr. Tse Chi Kong

Remuneration Committee

Dr. Tse Chi Kong (*Chairman*)
Mr. Lau On Kwok
Mr. Luk Kam Ming

Nomination Committee

Mr. Luk Kam Ming (*Chairman*)
Mr. Law Wing Chi Stephen
Dr. Tse Chi Kong
Mr. Yu Wing Lok Garry

Risk Management Committee

Mr. Law Wing Chi Stephen (*Chairman*)
Mr. Chan Chak Lun Philip
Mr. Lau On Kwok
Mr. Luk Kwai Lung
Mr. Luk Yin Cheung
Mr. Yu Wing Lok Garry

AUTHORISED REPRESENTATIVES

Mr. Luk Kwai Lung
Ms. Woo Siu Wai

COMPANY SECRETARY

Ms. Woo Siu Wai

COMPLIANCE OFFICER

Mr. Luk Yin Cheung

AUDITORS

Ernst & Young
Certified Public Accountants
Registered Public Interest Entity Auditor
27/F, One Taikoo Place
979 King's Road, Quarry Bay
Hong Kong

董事會

執行董事

陸鑑明先生 (*主席*)
陳澤麟先生 (*行政總裁*)
陸季農先生
陸彥彰先生

獨立非執行董事

劉安國先生
羅永志先生
謝智剛博士
余永祿先生

審核委員會

劉安國先生 (*主席*)
羅永志先生
謝智剛博士

薪酬委員會

謝智剛博士 (*主席*)
劉安國先生
陸鑑明先生

提名委員會

陸鑑明先生 (*主席*)
羅永志先生
謝智剛博士
余永祿先生

風險管理委員會

羅永志先生 (*主席*)
陳澤麟先生
劉安國先生
陸季農先生
陸彥彰先生
余永祿先生

法定代表

陸季農先生
胡劭卉女士

公司秘書

胡劭卉女士

合規主任

陸彥彰先生

核數師

安永會計師事務所
執業會計師
註冊公眾利益實體核數師
香港
鰂魚涌英皇道979號
太古坊一座27樓

Corporate Information

公司資料

REGISTERED OFFICE

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

B12, G/F
Shatin Industrial Centre
Siu Lek Yuen Road
Shatin, New Territories
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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

HONG KONG SHARE REGISTRAR

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

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
DBS Bank (Hong Kong) Limited

COMPANY'S WEBSITE

www.kml.com.hk

STOCK CODE

8065

註冊辦事處

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

香港總部及主要營業地點

香港
新界沙田
小瀝源路
沙田工業中心
地下B12室

開曼群島主要股份過戶登記處

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

香港股份登記處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

主要往來銀行

香港上海滙豐銀行有限公司
星展銀行(香港)有限公司

公司網站

www.kml.com.hk

股份代號

8065

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the board of Directors (the **"Board"**) of the Company and its subsidiaries (collectively the **"Group"**), it is my pleasure to report the annual results of the Group for year ended 31 March 2023 (the **"Reporting Period"**).

BUSINESS REVIEW

The Group's revenue for the Reporting Period decreased by approximately HK\$9.2 million, or approximately 5.7% from approximately HK\$162.6 million for the year ended 31 March 2022 to approximately HK\$153.4 million for the Reporting Period. The Group recorded a gross profit of approximately HK\$9.9 million for the Reporting Period, representing a decrease of approximately 77.8% as compared with approximately HK\$44.5 million for the year ended 31 March 2022. The Group recorded a net loss of approximately HK\$32.2 million for the Reporting Period whereas a net profit of approximately HK\$7.9 million for year ended 31 March 2022.

It was a difficult year as the fifth wave of coronavirus disease 2019 (**"COVID-19"**) has been significantly impacted the operation of the business, especially in terms of operational efficiencies and project delivery progress. The Group has encountered numerous adverse factors such as supply chain disruption, sharp rise in material and staff cost, which in turn, jeopardising the return of our projects. The outbreak has had a drastic effect on the whole construction industry.

On 8 January 2023, mainland China has reopened the border with Hong Kong for the first time in three years and the Hong Kong economy has improved visibly in the fourth quarter, led by the strong recovery of inbound tourism and domestic demand. The resumption of trade also leads our projects on hand resuming back to their normal operation. However, this has presented to us another challenge of catching up the progress of all the delayed projects. To adapt the rapid changes during the year, the Group has changed its operation strategy by streamlining its internal resources and focusing on clearing its outstanding contracts on hand. As at 31 March 2023, the Group had outstanding contracts in hand value at approximately HK\$438.3 million (2022: approximately HK\$549.8 million). In other to increase the efficiency of project execution, the Group has also been looking into the application of artificial intelligence (**"AI"**) and other new technological equipment.

Although time is of the essence in terms of project execution, the Group stands firm in retaining its quality of work. During the Reporting Period, the Group has been granted a statement of compliance under the ISO/IEC 90003:2018, implying our dedication to software quality in Information Technology (**"IT"**) and engineering system solutions. The Group has also been awarded the ISO 45001:2018 Occupational Health and Safety Management Systems Certificates. We deeply believed that employees are our most valuable asset and we are dedicated to providing a safe and healthy working environment at all times.

致各位股東：

本人謹代表本公司及其附屬公司(統稱「**本集團**」)董事會(「**董事會**」)欣然呈報本集團截至二零二三年三月三十一日止年度(「**報告期間**」)的年度業績。

業務回顧

於報告期間，本集團的收益由截至二零二二年三月三十一日止年度約162.6百萬港元減少約9.2百萬港元或約5.7%至約153.4百萬港元。於報告期間，本集團錄得毛利約9.9百萬港元，較截至二零二二年三月三十一日止年度約44.5百萬港元減少約77.8%。本集團於報告期間錄得淨虧損約32.2百萬港元，而於截至二零二二年三月三十一日止年度錄得純利約7.9百萬港元。

由於第五波新型冠狀病毒(「**COVID-19**」)對業務營運造成嚴重衝擊，營運效率和項目交付進度方面更甚，本年度對本集團來說是艱難的一年。本集團遭遇到許多不利因素，如供應鏈中斷、材料及員工成本急升，以致拖累我們項目的回報。疫情爆發對整個建築業造成沉重打擊。

於二零二三年一月八日，中國內地三年來首次重新開放與香港的邊界，於入境旅遊及本地需求強勁復甦的帶動下，香港經濟於第四季度顯著改善。恢復貿易亦引領我們的手頭項目恢復正常運作。然而，這為我們帶來追趕所有已延遲項目進度的另一挑戰。為了應對年內的急速變化，本集團已改變經營策略，精簡內部資源，集中精力處理手頭未完成的合約。於二零二三年三月三十一日，本集團手頭未完成的合約價值約為438.3百萬港元(二零二二年：約549.8百萬港元)。為提高項目執行的效率，本集團亦一直研究應用人工智能(「**人工智能**」)及其他新技術設備。

儘管時間對於項目執行來說十分重要，但本集團堅持工程質量要求。於報告期間，本集團榮獲ISO/IEC 90003:2018的合規聲明，反映我們致力保持在資訊科技(「**資訊科技**」)及工程系統解決方案的軟件質量。本集團亦獲得ISO 45001:2018職業健康及安全管理體系證書。我們深信員工是我們最寶貴的資產，我們致力時刻為員工提供安全健康的工作環境。

Chairman's Statement

主席報告

FORWARD

Looking ahead, inbound tourism and domestic demand will remain the major drivers of economic growth in the coming year. Visitor arrivals should recover further as transportation and handling capacity continue to catch up. Therefore there remains a great demand for project implications and solutions in the public transportation sector. The Group will continue to target participation in the upcoming Hong Kong's railway network extension projects, including the Tung Chung line extension; the Tuen Mun South extension; the Northern Link and the construction of Hung Shui Kiu station. All these projects are expected to commence between 2023 to 2025 and complete by 2029 to 2034.

For projects regarding electric vehicle (“EV”) charging under Home Subsidy Scheme (“EHSS”), the Group has been involved in both provision of consultation services and installation works. During the Reporting Period, the Group has successfully completed the Tai O Medium EV Charging Station Installation Project which offered the Tai O residents and visitors a brand-new, design flexible and socially inclusive medium EV charging station. It is expected that more EHSS project tenders will be released in the coming year and the Group will pursue more on these projects.

During the Reporting Period, the Group continues allocating resources in developing the application of robotic technology regarding the transportation of coins and banknote vault. The project is now at its testing phase and the robot has been running around in several stations. The Group also kicked off the research of another robotic technology related to testing of the automatic fare collection (“AFC”) system and believed successful of which will greatly increase the Group's competitive edge in the sector. With the development of all these robotic technologies, the repetitiveness and tedious human interfacing tests which were usually very manpower consuming will be greatly reduced.

A NOTE OF APPRECIATION

On behalf of the Board, I wish to take this opportunity to express my appreciation to shareholders of our Company (the “Shareholder(s)”), investors, business partners, suppliers and customers for their continuous support and trust to the Group. I wish to take this opportunity to express our sincere thanks to the management and staff for their commitment and contribution throughout the year.

Our business has been able to adapt and recover from the challenges posed by the COVID-19 pandemic. By staying focused on providing value to our customers and community, I am confident that our business can grasp future opportunities upon economic recovery, expanding its scope and diversifying its existing business.

KML Technology Group Limited
Luk Kam Ming
Chairman and Executive Director

Hong Kong, 19 June 2023

展望

展望將來，訪港遊客及本地需求仍將是明年經濟增長的主要動力。隨著運輸及接待能力不斷追上，訪港遊客人數應進一步回升。因此，對公共交通領域的項目影響及解決方案仍有龐大需求。本集團將繼續以參與即將到來的香港鐵路網絡擴展工程為目標，包括東涌線延線；屯門南延線；北環線及興建洪水橋站。所有項目預計將於二零二三年至二零二五年期間動工，並於二零二九年至二零三四年竣工。

於EV屋苑充電易資助計劃（「EV屋苑充電易資助計劃」）下的電動車（「電動車」）充電項目中，本集團參與提供諮詢服務和安裝工程。於報告期間，本集團成功完成大澳中型電動車充電站安裝項目，為大澳居民及遊客提供全新、設計靈活和傷健共融的中型電動車充電站。預計明年將有更多EV屋苑充電易資助計劃項目招標，本集團將積極參與該等項目。

於報告期間，本集團繼續分配資源於開發有關機器人技術運送硬幣和鈔票庫的應用。該項目現已進入測試階段，機器人已在多個車站運行。本集團亦啟動了另一項關於測試自動收費（「自動收費」）系統的機器人技術的，相信其成功將大大增加本集團於該領域的競爭優勢。隨著所有機器人技術的發展，通常須耗用大量人力進行重複而繁瑣的人機互動測試將大大減少。

致謝

本人謹藉此機會代表董事會鳴謝各位股東（「股東」）、投資者、商業夥伴、供應商及客戶對本集團的不懈支持與信任。本人亦謹藉此機會由衷感謝全體管理層及員工往年所作努力及貢獻。

我們的業務已經能夠應對COVID-19疫情所帶來的挑戰，並從中恢復。通過繼續專注於為我們的客戶及社區提供價值，本人相信，我們的業務能夠在經濟復甦後抓住未來機遇、擴大範圍，並多元化發展現有業務。

高萌科技集團有限公司
陸鑑明
主席兼執行董事

香港，二零二三年六月十九日

Financial Highlights

財務摘要

Revenue of the Group for the Reporting Period amounted to approximately Hong Kong dollars (“**HK\$**”) 153.4 million (2022: approximately HK\$162.6 million).

Gross profit of the Group for the Reporting Period amounted to approximately HK\$9.9 million (2022: approximately HK\$44.5 million).

The net loss of the Group for the Reporting Period amounted to approximately HK\$32.2 million (2022: net profit of approximately HK\$7.9 million).

The Board does not recommend the payment of a final dividend for the Reporting Period (2022: HK2.0 cents).

本集團於報告期間的收益約為153.4百萬港元(「港元」)(二零二二年：約162.6百萬港元)。

本集團於報告期間的毛利約為9.9百萬港元(二零二二年：約44.5百萬港元)。

本集團於報告期間的淨虧損約為32.2百萬港元(二零二二年：純利約7.9百萬港元)。

董事會不建議派付報告期間的末期股息(二零二二年：2.0港仙)。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Overview

The Group has been providing mechanical and electrical (“M&E”) engineering solutions and services in Hong Kong for over 45 years. We are diversifying our businesses and redefining our businesses in five major segments comprise mainly the provision of (i) transportation mission critical system solutions; (ii) mobile ticketing and digital payment solutions and services; (iii) digital fabrication and maintenance services; (iv) M&E technology solutions and engineering services; and (v) sales of products, parts and components. Depending on our customers’ needs and requirements, we provide a full spectrum of solutions and services covering design, equipment assembly, supply, installation, fabrication, testing, and commissioning and 7 x 24 maintenance support.

During the Reporting Period, the Group had outstanding contracts in hand value at approximately HK\$438.3 million (2022: approximately HK\$549.8 million).

Transportation Mission Critical System Solutions

The Group possesses technologies and know-how in the Hong Kong Transportation Mission Critical System Solutions market and have strong system integration capabilities. Our comprehensive offerings enable us to provide our customers with a complete and convenient one-stop solution, which reduces their operations and management costs and mitigates the incompatibility risks of different transportation systems. The Group has extensive experience to the works in relation to the railway signalling, communication and control system and platform screen door (PSD) system.

During the Reporting Period, revenue generated from this segment amounted to approximately HK\$24.5 million (2022: approximately HK\$34.0 million). The decrease of approximately 27.9% is mainly due to the completion of several large projects in 2022. The amount of projects released for tendering has decreased substantially since the outbreak of COVID-19. Following the reopening of the border between Hong Kong and mainland China, and the upcoming recovery of Hong Kong economy, the status is expected to improve in the coming year.

Mobile Ticketing and Digital Payment Solutions and Services

This segment offers mobile ticketing and digital payment solutions and services to different sectors in Hong Kong and overseas. The Group’s capabilities in payment solution adoption of quick response code (“QR Code”), credit cards, octopus, multiple ePayment including QR Code and account-based ticketing and fare collection system enabled by credit cards or Mobile Apps conforming to the EMV specifications have provided us with increasing numbers of business opportunities as digital payment and mobile ticketing have been penetrating to our everyday activities.

During the Reporting Period, revenue generated from this segment amounted to approximately HK\$19.8 million (2022: approximately HK\$26.3 million). The decrease of approximately 24.7% was mainly due to the major projects in hand at the Current Year are at their early stage that revenue recognised is not substantial and the fifth wave of COVID-19 disrupting the supply chain logistic of materials, resulting a delayed in execution of several projects, especially those related to installation of AFCs.

業務回顧

概覽

本集團於香港提供機電(「機電」)工程解決方案和服務逾四十五年。我們將業務多元化並於五個主要分部重新界定我們的業務，主要包括提供(i)交通關鍵系統解決方案；(ii)流動票務及數碼支付解決方案及服務；(iii)數碼裝配及保養服務；(iv)機電技術解決方案及工程服務；及(v)銷售產品、零件及部件。視乎客戶的需求，我們提供涵蓋設計、設備裝置、供應、安裝、裝配、測試及調試以及全天候維護支援的全面解決方案及服務。

於報告期間，本集團手頭未完成的合約價值約為438.3百萬港元(二零二二年：約549.8百萬港元)。

交通關鍵系統解決方案

本集團具備香港交通關鍵系統解決方案市場上的技術及專業知識及擁有強大的系統集成能力，使我們能夠向客戶提供完整便利的一站式解決方案，縮減營運及管理成本及減低不同交通系統的不兼容風險。本集團於軌道信號、通訊及控制系統及月台幕門(月台幕門)系統多方面擁有豐富經驗。

於報告期間，該分部產生的收益約為24.5百萬港元(二零二二年：約34.0百萬港元)。收益減少約27.9%主要是由於二零二二年完成了幾個大型項目。自COVID-19爆發以來，可供投標的項目數量大幅減少。隨著中國內地與香港邊境重開，加上香港經濟有望復甦，預計來年情況將有所改善。

流動票務及數碼支付解決方案及服務

該分部為香港及海外不同行業提供流動票務及數碼支付解決方案及服務。隨著數碼支付及流動票務滲透於我們的日常活動，本集團採用支付解決方案包括快速響應碼(「二維碼」)、信用卡、八達通、多種電子支付方式包括二維碼及符合EMV標準的信用卡或移動應用程式使用的以賬戶為基礎的票務及收費系統的能力，為我們提供更多商機。

於報告期間，該分部的收益約為19.8百萬港元(二零二二年：約26.3百萬港元)。收益減少約24.7%主要是由於本年度的手頭主要項目處於初步階段，已確認的收益並不重大及第五波COVID-19疫情中斷了材料供應鏈的物流，導致若干項目延遲執行，尤其是與安裝自動收費設備有關的項目。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Digital Fabrication and Maintenance Services

This segment mainly offers computerised and advanced maintenance support services for various systems, terminals and equipment, including the replacement of parts/components, equipment upgrading or improvement modification, provision of upgrade and/or replacement services for both hardware and/or software, testing, and provision of routine preventive, corrective and workshop maintenance services.

During the Reporting Period, the Group continued providing maintenance services of trackside signalling equipment and AFC equipment for customers in the railway line sector. Revenue generated from this segment amounted to approximately HK\$23.3 million (2022: approximately HK\$32.2 million). The decrease of approximately 27.6% is in line with decrease in revenue in other sectors mentioned above.

M&E Technology Solutions and Engineering Services

M&E Technology Solutions and Engineering Services continued to be the largest business segment of the Group in the Reporting Period in terms of revenue. Its capabilities encompass design, installation, testing and commissioning and maintenance of miscellaneous M&E engineering systems such as railway station M&E engineering services and architectural works, train-borne systems provisions, trackside and depot M&E works and different kinds of renovation works.

During the Reporting Period, revenue generated from this segment amounted to approximately HK\$80.3 million (2022: approximately HK\$67.8 million). The increase of approximately 18.4% mainly due to kick off of installation phases for several major projects such as replacement of smoke curtains, replacement of station lighting with light-emitting diode (LED) technology, refurbishment and replacement of air handling units (AHU) at various railway lines. In coming years, in order to catchup the project progress delayed by COVID-19, the Group is looking at various methodologies (including the use of AI) and the investment in advance equipment that can substantially improve the operation efficiency.

Sales of Products, Parts and Components

The Group sources certain parts and components and sometime customises certain products to our customers according to their requirements. We primarily supply railway signalling and AFC related products, parts and components.

During the Reporting Period, revenue generated from this segment amounted to approximately HK\$5.5 million (2022: approximately HK\$2.3 million), representing an increment of approximately 139.1%.

業務回顧(續)

數碼裝配及保養服務

該分部主要為各種不同系統、終端及設備提供電腦化及先進的保養支援服務，包括更換零件／部件、設備升級或改良修改、提供硬件及／或軟件升級及／或替換服務、測試，以及提供預防及矯正保養服務。

於報告期間，本集團繼續為鐵道行業的客戶提供軌道旁信號設備及自動收費設備的保養服務。該分部的收益約為23.3百萬港元(二零二二年：約32.2百萬港元)。收益減少約27.6%與上述其他分部的收益減少一致。

機電技術解決方案及工程服務

就收益而言，於報告期間，機電技術解決方案及工程服務繼續為本集團的最大業務分部。其業務範圍涵蓋設計、安裝、測試及調試以及保養各種機電工程系統，例如鐵路車站機電工程服務及建築工程、車攜系統設施、軌道旁及車廠機電工程，以及不同種類的翻新工程。

於報告期間，該部門的收益約為80.3百萬港元(二零二二年：約67.8百萬港元)。收益增加約18.4%主要是由於幾個主要項目的安裝階段已經啟動，例如更換隔煙幕系統、以發光二極體(LED)技術更換車站照明、翻新及更換多條鐵路線的風櫃(AHU)。在未來數年，為趕回因COVID-19而推遲的項目進度，本集團正研究各種方法(包括使用人工智能)，並投資於能夠大幅提高營運效率的先進設備。

銷售產品、零件及部件

本集團根據客戶要求採購若干零件及部件，並不時客製化若干產品。我們主要供應與鐵路信號及自動收費相關的產品、零件及部件。

於報告期間，來自該分部的收益約為5.5百萬港元(二零二二年：約2.3百萬港元)，增長約為139.1%。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

The economic recovery from coronavirus disease

Since the onset of COVID-19, numerous anti-pandemic measures had been implemented, leading to adverse effect on our operational efficiencies, supply chain, supply of workforce, impacting heavily on the Group's work progress as well as the cash flows from operation. Moreover, the tendering opportunities have been significantly decreased.

However, all these adverse impacts had been released progressively following the reopening of Hong Kong and mainland China border on 8 January 2023. For the first time in three years, the economy of Hong Kong starts to pick up in the fourth quarter. According to the Government's quarterly review, Hong Kong's real GDP resumed year-on-year growth of 2.7%, having contracted by 4.1% in the preceding quarter. It also forecasted that inbound tourism and domestic demand will be the major driver of economic recovery. As majority of the Group's customers are locally based, the Group will expect opening up to more business opportunities in the coming year. Throughout the past few years, the Group has been putting a lot of effort to concise its internal resources and to improve its governance so that it will be ready to grasp all these opportunities upon economic recovery.

Environmental, Social and Governance

The Group remains steadfast in our commitment to environmental, social and governance ("ESG") principles, which are integral to our long-term growth and success. During the Reporting Period, we achieved several notable milestones, including (i) the Company and two of its subsidiaries, KML Engineering Limited ("KML Engineering") and KML Technology Limited ("KML Technology"), have been simultaneously awarded the ISO 45001:2018 Occupational Health and Safety Management Systems certificates, demonstrating our efforts and achievements in effectively managing occupational safety and health risks and providing our employees with a safe and healthy working environment; and (ii) KML Engineering has granted a statement of compliance under the ISO/IEC 90003:2018, which concretely implied our dedication to software quality in IT and engineering system solutions as well as our commitment to meeting the needs of our customers.

In addition to the milestones achieved, the Group also exercised ongoing efforts to enhance our ability to operate responsibly and sustainably by (i) establishing a group-wise Anti-corruption and Integrity Management Policy and imposing it on its external providers through contractual means; (ii) encouraging the members of the Board and senior management attended anti-corruption and sustainability-related training; (iii) replacing a fuel-consuming vehicle with an EV; and (iv) safeguarding our staff members' health and safety and exercising care initiatives in the difficult times. For more details, please refer to our ESG report published on the Group's website (www.kml.com.hk).

業務回顧(續)

經濟從新型冠狀病毒疫情復甦

自COVID-19爆發以來多項防疫措施實施，對我們的經營效率、供應鏈及勞動供應造成不利影響，嚴重衝擊本集團的工作進展及經營所得的現金流量。此外，招標的商機亦大幅減少。

然而，於二零二三年一月八日中國內地與香港邊境重開後，所有這些不利影響均已逐步解除。於第四季度，香港三年來首次錄得經濟增長。根據政府的季度回顧，香港實際本地生產總值按年增長2.7%復甦，而上一季度則收縮4.1%。政府亦預測入境旅客及本地需求將成為經濟復甦的主要動力。由於本集團的大部分客戶都扎根本地，因此本集團將在未來一年開拓更多商機。過去幾年，本集團一直致力精簡內部資源及改善管治，以便蓄勢待發，在經濟復甦時抓緊所有機會。

環境、社會及管治

本集團依然堅守環境、社會及管治(「環境、社會及管治」)原則，這些原則對於本集團的長期增長及成功是不可或缺的。於報告期間，我們達成多項重大里程碑，包括(i)本公司及其兩間附屬公司高明科技工程有限公司(「高明科技工程」)和高萌科技有限公司(「高萌科技」)同時獲得了ISO 45001:2018職業健康及安全管理體系證書，彰顯我們在有效管理職業安全和健康風險以及為員工提供安全和健康的工作環境方面的努力和成就；及(ii)高明科技工程獲得ISO/IEC 90003:2018的合規聲明，明確展示我們對資訊科技及工程系統解決方案的軟件質量的貢獻，以及我們對滿足客戶需求的承諾。

除了達致若干里程碑外，本集團亦不斷透過(i)制定本集團的反貪污及誠信管理政策，並通過合約方式將其套用於外部供應商；(ii)鼓勵董事會成員及高級管理人員參加反貪污及可持續發展相關培訓；(iii)以電動車取代消耗燃油的車輛；及(iv)保障員工的健康及安全，於困難時採取關愛措施，從而提高我們負責任及可持續經營的能力。有關詳情，請參閱我們於本集團網站(www.kml.com.hk)刊發的環境、社會及管治報告。

Management Discussion and Analysis

管理層討論及分析

OUTLOOK

Looking forward, it is expected that talent shortage, and sharp rise in material and staff cost in Hong Kong will remain the biggest challenges to the Group's business. These adverse factors, if persist, will be jeopardising the return of our projects. The Group will closely monitor the situation and will take appropriate actions to tackle the challenges in order to turnaround the Group's financial performance. The Group will target to participate in the upcoming Hong Kong's railway network extension projects, including the Tung Chung line extension; the Tuen Mun South extension; the Northern Link (includes the construction of Kwu Tung station between Lok Ma Chau and Sheung Shui stations on the East Rail Line); and the construction of Hung Shui Kiu station. All these projects expected to commence between 2023 to 2025 and complete by 2029 to 2034.

Recently, the Group also won a tender in relation to the design and deployment of ferry fare collection system for a local customer who operates licensed outlying islands ferry services in Hong Kong. Other than Hong Kong, the Group is also looking forward to expanding its business in areas such as Taiwan and mainland China.

Since the announcement of the EHSS, the Group has been participating in the capacity of technical consultant. During the Reporting Period, we also extend our involvement in the market playing the role of contractor and have successfully completed the Tai O Medium EV Charging Station Installation Project, offering a brand-new, design flexible and socially inclusive medium EV charging station. The Group will pursue more on similar projects in the future, contributing its social responsibility in the environmental aspect in Hong Kong.

In terms of ESG development in coming years, our initiatives would include (i) the enhancement of cost and operational efficiency for works at height and maintaining the high safety operating standard simultaneously by purchasing additional equipment outfit, high level work platforms and lifting devices; (ii) the creation of a brand-new leisure working space for our staff members through the renovation of a designated office area; and (iii) the replacement of fuel-consuming vehicle with EV by engaging in "One-for-One Replacement Scheme".

In the aspect of technological development, the Group has been making significant progress in the application of robotic technology. A prototype robot has been developed to transport coins and banknote vault through the all-times crowded railway station concourse securely. The project is now at its testing phase and has been applied in few stations. Another robot undergoing research mainly to assist the testing of AFCs, which upon successful development, can perform repetitive and tedious human interfacing tests which were very manpower consuming. Meanwhile, the Group also studying the feasibility of applying AI in the area of programming and project execution which we believe can substantially enhance our operational efficiency.

Looking ahead, visitors arrivals should recover further as the economy recovers, the demand for solutions and project execution in the public transportation remains high. The room for integrating technological elements within the transportation system structure presents boundless opportunities for the Group's development. The Group's active cooperation approach towards the upstream and downstream segments will leave room for further growth anticipation. The Group will continue to consolidate its established strengths in the industry with the aim to maintain long-term and steady growth.

前景

展望未來，預計香港人才短缺、物料及員工成本急劇上升仍將是集團業務面臨的最大挑戰。如果這些不利因素持續存在，將危及我們項目的回報。集團將密切關注形勢，並採取適當行動應對挑戰，以扭轉集團的財務業績。本集團將致力於參與即將展開的香港鐵路網絡擴展工程，包括東涌線延線；屯門南延線；北環線（包括東鐵線落馬洲站與上水站之間建造古洞站）；及興建洪水橋站。所有該等項目預計於二零二三年至二零二五年動工，並於二零二九年至二零三四年竣工。

近期，本集團亦已成功投得為一名本地客戶設計及部署渡輪收費系統的項目，該客戶在香港經營持牌離島渡輪服務。除香港外，本集團亦期望拓展其於台灣及中國內地等地區的業務。

自公佈EV屋苑充電易資助計劃以來，本集團一直以技術顧問身份參與其中。於報告期間，我們亦擴大我們作為承包商參與的業務範圍，並已成功完成大澳中型電動車充電站安裝項目，提供全新、設計靈活和傷健共融的中型電動車充電站。本集團將於日後繼續推行類似項目，負上社會責任為香港環保事業作出貢獻。

就未來數年的環境、社會及管治發展而言，我們採取的措施包括(i)透過購買額外防護裝備、高空作業平台及升降設備，提高高空作業的成本及運營效率，同時維持高標準的安全作業；(ii)透過翻新指定辦公室區域，為員工創造全新的放鬆的空間；及(iii)透過「一換一」計劃，將消耗燃油的車輛更換為電動車。

就技術發展而言，本集團在機器人技術應用方面取得重大進展，成功開發出一款原型機器人，用於在經常人來人往的鐵路站大堂安全運送硬幣及鈔票庫。該項目目前正處於測試階段，並已在部分車站應用。另一款正在研究的機器人主要用於輔助自動收費測試，倘能成功開發，可執行須耗用大量人力進行重複而繁瑣的人機互動測試。同時，本集團亦在研究將人工智能應用於編程及項目執行的可行性，我們相信這可大幅提升我們的經營效率。

展望未來，隨著經濟復甦，對公共交通解決方案及項目執行的需求依然高企，訪港旅客有望進一步回升。將科技元素融入交通系統／結構的空間為本集團發展帶來無限機遇。本集團對上下游分部的積極合作舉措預期將為進一步增長留下空間。本集團將繼續鞏固其於行業內的實力，務求維持長遠穩定發展。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Revenue

Revenue of the Group for the Reporting Period amounted to approximately HK\$153.4 million, representing a decrease of approximately HK\$9.2 million as compared with approximately HK\$162.6 million for the year ended 31 March 2022. Such decrease was mainly due to (i) the impact of COVID-19, especially in terms of operational efficiencies and project delivery progress; (ii) major work progress of significant projects were completed during the prior years; and (iii) major projects in hand are at early stage that revenue recognised is not substantial.

Cost of Sales and Gross Profit

The majority of the Group's cost of sales comprised (i) material and equipment; (ii) direct labour; and (iii) sub-contracting cost. The cost of sales increased by approximately 21.6% from approximately HK\$118.0 million for the year ended 31 March 2022 to approximately HK\$143.5 million for the Reporting Period. The increase in cost of sales was mainly due to (i) the impact of COVID-19, resulted in higher project staff costs and (ii) a provision for contract works of approximately HK\$16.2 million was recognised for the contract obligation as at 31 March 2023 due to the extra costs estimated to be employed resulted from the technical difficulties identified in certain projects during the Reporting Period and the adverse impact of the COVID-19. The gross profit of the Group decreased by approximately 77.8% from approximately HK\$44.5 million for the year ended 31 March 2022 to approximately HK\$9.9 million for the Reporting Period. The decrease in gross profit was mainly due to (i) the decrease of revenue; and (ii) the increase of cost of sales as discussed above.

Impairment loss on financial assets and contract assets

On 6 March 2023, a wholly owned subsidiary of the Group received the Order and the Judgment made to related to a long outstanding trade receivables customer to pay, among other things, partial amount of approximately HK\$2.1 million out total amount of approximately HK\$4.1 million by instalments. As at the date of this report (i.e. 19 June 2023) (the "Date of this Report"), the Company had not received any of the above-mentioned amount from the customer. The Company is hence in the progress of seeking further legal advice in this regard.

The Group recognised an impairment loss of approximately HK\$5.2 million (2022: HK\$0.1 million), mainly due to the long outstanding trade receivable customer of approximately HK\$4.1 million as disclosed above and uncollectible contract assets of approximately HK\$1.6 million, netting of by the reversal of provision of approximately HK\$0.5 million.

財務回顧

收益

本集團於報告期間的收益約為153.4百萬港元，較截至二零二二年三月三十一日止年度的約162.6百萬港元減少約9.2百萬港元。該減少主要由於(i) COVID-19的影響，特別在營運效率及項目交付進度方面；(ii)重大項目的主要工程進展已於過往年度內完成；及(iii)手頭主要項目處於早期階段，確認的收入並不重大。

銷售成本及毛利

本集團的主要銷售成本包括(i)物料及設備；(ii)直接勞工；及(iii)分包成本。銷售成本由截至二零二二年三月三十一日止年度約118.0百萬港元增加約21.6%至報告期間約143.5百萬港元。銷售成本增加主要由於(i) COVID-19的影響導致項目人員成本增加及(ii)於二零二三年三月三十一日就合約履約責任確認合約工程撥備約16.2百萬港元，乃由於報告期內若干項目出現技術困難以及COVID-19的不利影響導致預計將使用額外成本。本集團毛利由截至二零二二年三月三十一日止年度約44.5百萬港元減少約77.8%至報告期間約9.9百萬港元。毛利減少主要由於上文所討論(i)收益減少；及(ii)銷售成本增加所致。

金融資產和合同資產減值虧損

於二零二三年三月六日，本集團一間全資附屬公司接獲就一名長期未償還貿易應收款項客戶分期付款(其中包括)總額約4.1百萬港元中金額約2.1百萬港元的法庭命令及判決。截至本報告日期(即二零二三年六月十九日)(「本報告日期」)，本公司尚未收到客戶的上述款項。因此，本公司正就此尋求進一步的法律意見。

本集團確認減值虧損約5.2百萬港元(二零二二年：約0.1百萬港元)，主要由於上文所披露的長期未償還貿易應收款項客戶約4.1百萬港元及無法收回的合約資產約1.6百萬港元，扣除撥備撥回約0.5百萬港元。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (CONTINUED)

Administrative Expenses

The Group's administrative expenses increased by approximately 4.3% from approximately HK\$41.7 million for the year ended 31 March 2022 to approximately HK\$43.5 million for the Reporting Period. Such increase was mainly due to an increase of professional and legal fees.

Loss attributable to the owners of the Company

The Group recorded net loss attributable to the owners of the Company of approximately HK\$32.2 million for the Reporting Period (2022: net profit of approximately HK\$7.9 million). The difference was mainly due to (i) the increase of cost of sales as discussed above; and (ii) the increase on provision of losses recognised on the long outstanding balances trade receivables for the Reporting Period.

Liquidity, Financial Resources and Capital Structure

Historically, the Group has met the liquidity and capital requirements primarily through operating cash flows and capital contribution from its Shareholders.

The Group requires cash primarily for working capital needs. As at 31 March 2023, the Group had approximately HK\$86.9 million in (i) bank balances and cash; and (ii) time deposits with original maturity over three months (2022: approximately HK\$92.0 million), representing a decrease of approximately HK\$5.1 million as compared to that as at 31 March 2022.

There has been no change on the capital structure of the Group for the Reporting Period and up to the Date of This Report. The share capital of the Company only comprises of ordinary shares.

As at 31 March 2023, the issued share capital of the Company was HK\$4,049,600 divided into 404,960,000 shares ("Shares") of HK\$0.01 each.

Capital Expenditure

The Group purchased property, plant and equipment amounting to approximately HK\$2.3 million for the Reporting Period which comprised acquisition of furniture, fixtures and office equipment (2022: approximately HK\$0.9 million).

Final Dividend

The Board does not recommend the payment of a final dividend for the Reporting Period (2022: HK2.0 cents).

Employees and Remuneration Policies

As at 31 March 2023, the Group employed 190 employees (2022: 200 employees). The Group's remuneration policies are in line with the prevailing market practice and are determined on the basis of performance, qualification and experience of individual employee. On top of basic salaries, bonus may be paid with reference to the Group's performance as well as individual's performance. Other staff benefits include provision of retirement benefits, medical and life insurance benefits. Share options and/or share awards may also be granted to eligible employees by reference to the Group's performance as well as the individual contribution.

財務回顧(續)

行政開支

本集團行政開支由截至二零二二年三月三十一日止年度約41.7百萬港元增加約4.3%至報告期間約43.5百萬港元。有關增加主要由於專業及法律費用增加所致。

本公司擁有人應佔虧損

於報告期間，本集團錄得本公司擁有人應佔淨虧損約32.2百萬港元(二零二二年：純利約7.9百萬港元)。該差別主要由於(i)上文所討論的銷售成本增加；及(ii)就長期未償還貿易應收款項結餘確認的虧損撥備增加所致。

流動資金、財務資源及資本架構

過往，本集團主要透過經營現金流量及股東注資滿足其流動資金及資本需求。

本集團主要需要現金應付營運資金需要。於二零二三年三月三十一日，本集團有(i)銀行結餘及現金；及(ii)原到期日超過三個月的定期存款合共約86.9百萬港元(二零二二年：約92.0百萬港元)，較於二零二二年三月三十一日減少約5.1百萬港元。

於報告期間及直至本報告日期，本集團股本架構並無任何變動。本公司股本僅包括普通股。

於二零二三年三月三十一日，本公司已發行股本為4,049,600港元，分為404,960,000股每股面值為0.01港元的股份(「股份」)。

資本開支

於報告期間，本集團購買金額約2.3百萬港元的物業、廠房及設備，當中包括購買傢俱、裝置及辦公室設備(二零二二年：約0.9百萬港元)。

末期股息

董事會不建議就報告期間派付末期股息(二零二二年：2.0港仙)。

僱員及薪酬政策

於二零二三年三月三十一日，本集團僱用190名僱員(二零二二年：200名僱員)。本集團的薪酬政策與當前市場慣例一致及根據個別僱員的表現、資歷及經驗而釐定。除基本薪金外，經參考本集團的表現及個人的表現後，或會派發花紅。其他員工福利包括提供退休福利、醫療及人壽保險福利。經參考本集團表現及個人貢獻後，亦或會向合資格僱員授出購股權及/或股份獎勵。

Management Discussion and Analysis

管理層討論及分析

GEARING RATIO

As at 31 March 2023, the gearing ratio (defined as net debt divided by total share capital plus net debt) of the Group was not applicable. During the Reporting Period, the Group borrowed and repaid a short-term bank loan of HK\$1.0 million (2022: Nil).

FOREIGN EXCHANGE EXPOSURE

We conducted business with customers, suppliers and subcontractors located in Hong Kong, the People's Republic of China (the "PRC") and overseas. The Group's exposure to the currency risk mainly arises from the fluctuation of Renminbi ("RMB"), Euro ("EUR") or United States dollars ("USD"). The Group currently does not have any hedging policy in place for its foreign currency exposure. The management will consider hedging significant currency exposure should the need arise.

TREASURY POLICIES

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

During the Reporting Period, the Group has opened a private bank account with a well-established bank in the name of KML Capitals Limited, a wholly-owned subsidiary of the Company. The Group would invest surplus funds via this private bank account aiming to earn a better yield than that generally offered by the commercial banks.

SIGNIFICANT INVESTMENTS AND FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group did not hold any significant investments in equity interest in any other companies as at 31 March 2023. Except for those included in the section headed "Future Plans and Use of Proceeds" in the the Company's prospectus dated 29 September 2017 (the "Prospectus"), the Group had no definite future plans for material investments and capital assets.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES OR JOINT VENTURES

There were no other significant investments held, material acquisitions or disposals of subsidiaries, associates or joint ventures during the Reporting Period.

PLEDGES OF ASSETS

As at 31 March 2023, the Group pledged certain amount of bank deposits and investments in life insurance policies to secure general banking facilities granted to the Group. For details, please refer to notes 20 and 15 to the consolidated financial statements.

CAPITAL COMMITMENT

The Group did not have any capital commitment as at 31 March 2023 (2022: Nil).

資產負債比率

於二零二三年三月三十一日，本集團的資本負債比率(以債務淨額除以股本總額加債務淨額釐訂)並不適用。於報告期間，本集團產生借貸並償還短期銀行貸款1.0百萬港元(二零二二年：無)。

外匯風險

我們與香港、中華人民共和國(「中國」)及海外客戶、供應商及分包商均有業務往來。本集團所面臨的貨幣風險主要來自人民幣(「人民幣」)、歐元(「歐元」)或美元(「美元」)的波動。目前本集團並無採取任何對沖政策以應對外幣風險。如有需要，管理層將考慮對沖重大外幣風險。

庫務政策

本集團的庫務政策採納穩健的財務管理方針，因此，於整個報告期間，流動資金狀況均處於健康水平。本集團致力透過持續進行信貸評估及評估客戶的財務狀況，降低所承受的信貸風險。為管理流動資金風險，董事會密切監察本集團的流動資金狀況，確保本集團資產、負債及其他承擔組成的流動資金架構能應付不時的資金需要。

於報告期間，本集團已以高萌投資有限公司(本公司全資附屬公司)的名義在一家享有盛譽的銀行開設一個私人銀行賬戶。本集團將透過該私人銀行賬戶投資盈餘資金，以期賺取較商業銀行通常提供的更高收益率。

重大投資與重大投資及資本資產的未來計劃

於二零二三年三月三十一日，本集團並無於任何其他公司的股本權益持有任何重大投資。除本公司日期為二零一七年九月二十九日的招股章程(「招股章程」)內「未來計劃及所得款項用途」一節所載者外，本集團並無有關重大投資及資本資產的明確未來計劃。

附屬公司、聯營公司或合營公司的重大收購及出售

於報告期間並無持有其他重大投資，亦並無有關附屬公司、聯營公司或合營公司的重大收購或出售。

資產抵押

於二零二三年三月三十一日，本集團抵押若干金額的銀行存款及人壽保單中的投資以獲得授予本集團的一般銀行融資。有關詳情，請參閱綜合財務報表附註20及附註15。

資本承擔

於二零二三年三月三十一日，本集團並無任何資本承擔(二零二二年：無)。

Management Discussion and Analysis

管理層討論及分析

CONTINGENT LIABILITIES

As at 31 March 2023, the Group did not have any significant contingent liabilities (2022: Nil).

PRINCIPAL RISKS AND UNCERTAINTIES

For the Reporting Period, the following principal risks of the Group were identified:

- (a) if the Group fails to effectively implement good project management which leads to the delays and failure to meet the completion targets, the penalties and cost escalation may be the consequences. Belated handover may also be detrimental to its reputation and the long-term relationship with customers;
- (b) if the Group is unable to make correct assessment on the estimated costs and level of difficulty of required for the work on tender, the financial viability of the project may be affected;
- (c) the Group relies on few numbers of key customers which may result in over-reliance on these particular customers. The loss of one customer or downsizing of these customers could potentially have a significant impact to the Group's revenue;
- (d) the Group, like most Hong Kong companies, have been facing challenges of a brain drain amid a recent wave of emigration. If the Group is unable to develop, attract and retain employees with capabilities and commitment needed, achievement of long run objectives may be jeopardized; and
- (e) Cyber security is one of the inherit risks faced by the Group, if the Group is unable to implement effective measures against data leakage and cyber-attacks on the systems and networks, this will result in significant reputational, financial, compliance risks and legal liabilities.

Our Risk Control Mechanism

The Group has adopted a three-tier risk management approach to identify, assess, mitigate and handle risks. At the first line of defence, operating units are responsible for identifying and monitoring risks associated with each business. The management, as the second line of defence, defines rules and models, provides technical support, develops new systems and oversees portfolio management. It ensures that risks are within acceptable range and that the first line of defence is effective. As the final line of defence, the risk management committee of the Company (the "**Risk Management Committee**"), with the professional and independent advice from the internal audit function ensures the first and second line of defence are effective through constant inspection and monitoring.

The Group maintains a risk register to keep track of all identified major risks (including ESG risks) of the Group. The risk register provides the Board, the Risk Management Committee and management with a profile of its major risks and records management's action taken to mitigate the relevant risks. The risk register will be reviewed and monitored at least annually. The review process ensures that the Group proactively manages the risks faced by it.

或然負債

於二零二三年三月三十一日，本集團並無任何重大或然負債(二零二二年：無)。

主要風險及不確定性

於報告期間，本集團已識別下列主要風險：

- (a) 倘本集團未能有效落實良好項目管理，導致延誤及未能達到竣工目標，結果可能是罰款及成本上升。延遲交接也可能損害其聲譽和與客戶的長期關係；
- (b) 倘本集團無法對招標工程所需的估計成本和難度水平作出正確評估，項目的財務可行性可能會受到影響；
- (c) 本集團依賴少數主要客戶，可能導致過度依賴該等特定客戶。失去其中一位客戶或該等客戶規模縮減可能會對本集團收益產生重大影響；
- (d) 與大多數香港公司一樣，本集團在近期的移民潮中一直面臨人才流失的挑戰。倘本集團未能發展、吸引及挽留具有所需能力及承擔的僱員，長期目標的實現可能受到損害；及
- (e) 網絡安全是本集團面臨的固有風險之一，如果本集團無法對數據外洩和系統網絡的網絡攻擊實施有效的防範措施，這將導致重大的聲譽風險、財務風險、合規風險和法律責任。

風險控制機制

本集團已採納三層風險管理方法以識別、評估、降低及應對風險。在第一道防線，營運組別負責識別及監察與各項業務相關的風險。管理層(作為第二道防線)界定規則及模式、提供技術支援、開發新系統及監督投資組合管理。其確保風險處於可接受範圍內及第一道防線為有效。作為最後一道防線，本公司的風險管理委員會(「**風險管理委員會**」)，加上來自內部審計職能的專業及獨立意見，透過不斷視察及監控而確保第一道及第二道防線有效。

本集團設立風險登記冊以追縱本集團所有已識別主要風險(包括環境、社會及管治風險)。風險登記冊為董事會、風險管理委員會及管理層提供其主要風險情況，並記錄管理層為降低相關風險所採取的行動。每年至少檢討及監察風險管理冊一次。此檢討程序可確保本集團主動管理其所面臨的風險。

Directors and Senior Management

董事及高級管理層

EXECUTIVE DIRECTORS

Mr. Luk Kam Ming (陸鑑明) (“Mr. KM Luk”), aged 76, is an Executive Director and the chairman of the Board. Mr. KM Luk founded the Group and joined us when he was appointed as a director of KML Engineering in August 1977. Mr. KM Luk is responsible for overall strategic planning and development of the Group, and oversees the financial management and planning of the Group. He is also the chairman of the Nomination Committee, and a member of the Remuneration Committee.

Mr. KM Luk has more than 50 years of experience in the M&E engineering industry, with a focus on the development of automatic fare collection and railway transportation control systems. In August 1977, Mr. KM Luk founded KML Engineering, the principal subsidiary of the Group as a contractor for providing services in the fields of electrical power engineering, signalling and communication engineering, and computer-based toll collection systems, etc.

Mr. KM Luk was registered as a Registered Professional Engineer (RPE) by the Engineers Registration Board. He was also registered as a Chartered Engineer (CEng) by The Institution of Electronic and Radio Engineers, the United Kingdom, a Chartered Engineer by the Council of Engineering Institutions, the United Kingdom. He is admitted a member and registered as a Chartered Electrical Engineer by The Institution of Electrical Engineers (currently known as the Institution of Engineering and Technology), the United Kingdom, and a Chartered Engineer by the Council of Engineering Institutions, the United Kingdom. He is also admitted as a member of the Hong Kong Institution of Engineers, a member of Institution of Railway Signal Engineers, and a member of Hong Kong Association of Energy Engineers. He was nominated as the Country Vice President of Institution of Railway Signal Engineers for Hong Kong, China in March 2011.

Mr. KM Luk is the father of Mr. Luk Kwai Lung (“**Mr. KL Luk**”) and Mr. Luk Yin Cheung (“**Mr. YC Luk**”), both our Executive Directors. Mr. KM Luk is also the spouse of Ms. Leung Kwok Yee (“**Madam Leung**”), our controlling Shareholder, and the father-in-law of Ms. Woo Siu Wai (“**Madam Woo**”), the company secretary of the Company (“**Company Secretary**”).

Mr. Chan Chak Lun Philip (“Mr. CL Chan”), aged 61, is an Executive Director and our chief executive officer. Mr. CL Chan is responsible for overseeing the daily operations and overall general management of the Group. Mr. CL Chan is also a member of the Risk Management Committee.

Mr. CL Chan has more than 30 years of experience in M&E engineering. He joined KML Engineering in October 1987. Since then, he has served the Group in various capacities including engineer, general manager of advanced products department, the operation director and the managing director of KML Engineering.

Mr. CL Chan has been a director of KML Engineering since June 1991. He is a technical director and one of the authorised signatories appointed by KML Engineering for its qualification as a Registered Minor Works Contractor for Type A and Type C of Class II & III under the Buildings Ordinance.

Mr. CL Chan obtained a degree of Bachelor of Engineering with first class honours in mechanical engineering from the Newcastle University (formerly known as “University of Newcastle upon Tyne”), the United Kingdom and a degree of Master of Science in Engineering from The University of Hong Kong, Hong Kong. He was admitted as associate member of the Hong Kong Institution of Engineers, a member of The Institution of Electrical Engineers (currently known as the Institution of Engineering and Technology), the United Kingdom and registered as a Chartered Engineer (CEng) by the Engineering Council (UK). He was elected as a member of the Institution of Mechanical Engineers, the United Kingdom. He is also a member of The Hong Kong Institute of Directors.

執行董事

陸鑑明先生 (「陸鑑明先生」)，76歲，執行董事及董事會主席。陸鑑明先生於一九七七年八月創辦並加入本集團，獲委任為高明科技工程的董事。陸鑑明先生負責本集團的整體策略規劃及發展以及監督本集團的財務管理及規劃。彼亦為提名委員會主席及薪酬委員會成員。

陸鑑明先生於機電工程行業擁有逾50年的經驗，專注於開發自動收費系統及鐵路交通監控系統。於一九七七年八月，陸鑑明先生創辦高明科技工程(本集團的主要附屬公司)，作為於電力工程、信號及通訊工程以及電腦收費系統等領域提供服務的承辦商。

陸鑑明先生是一名工程師註冊管理局認可的註冊專業工程師。彼亦於英國電子及無線工程師協會註冊為特許工程師及於英國工程師協會註冊為特許工程師。彼獲英國電氣工程師協會(現稱為英國工程技術學會)認可為會員及註冊為特許電機工程師及於英國工程師學會委員會註冊為特許工程師。彼亦獲認可為香港工程師學會會員、鐵路信號工程師協會會員及香港能源工程師學會會員。於二零一一年三月，彼獲提名為鐵路信號工程師學會副會長(中國香港)。

陸鑑明先生為兩名執行董事陸季農先生(「**陸季農先生**」)及陸彥彰先生(「**陸彥彰先生**」)的父親。陸鑑明先生亦為本公司控股股東梁幗儀女士(「**梁女士**」)的配偶，及本公司的公司秘書(「**公司秘書**」)胡劭卉女士(「**胡女士**」)的家翁。

陳澤麟先生 (「陳澤麟先生」)，61歲，為執行董事及行政總裁。陳澤麟先生負責監督本集團的日常營運及整體綜合管理。陳澤麟先生亦為風險管理委員會成員。

陳澤麟先生擁有逾30年機電工程的經驗。彼於一九八七年十月加入高明科技工程。自此，彼於本集團擔任多種職務，包括工程師、先進產品部總經理、高明科技工程營運董事及董事總經理。

陳澤麟先生自一九九一年六月起為高明科技工程的董事。彼為技術董事並獲高明科技工程委任為授權簽署人之一，合資格作為建築物條例下第II級別及第III級別A類型及C類型註冊小型工程承建商。

陳澤麟先生取得英國紐卡斯爾大學機械工程的工程學士學位(一級榮譽)及香港大學工程學理學碩士學位。彼獲認可為香港工程師學會副會員、英國電氣工程師學會(現稱為英國工程技術學會)會員及英國工程委員會註冊為特許工程師。彼獲選為英國機械工程師協會會員。彼亦為香港董事學會的會員。

Directors and Senior Management

董事及高級管理層

EXECUTIVE DIRECTORS (CONTINUED)

Mr. Luk Kwai Lung (陸季農), aged 46, is an Executive Director. Mr. KL Luk is responsible for overseeing the business development and marketing of the Group. Mr. KL Luk has been a director of KML Technology and KML Engineering since February 2012 and November 2015 respectively. Mr. KL Luk is one of the authorised signatories appointed by KML Engineering for its qualification as a Registered Minor Works for Type A of Class II & III under the Buildings Ordinance. Mr. KL Luk is also a member of the Risk Management Committee.

Mr. KL Luk joined the Group in January 2003 and appointed as deputy managing director of KML Engineering in December 2015. He developed comprehensive experiences in process management in various departments in KML Engineering, and acted as the project manager for various projects undertaken by the Group in the past years.

Mr. KL Luk obtained a degree of Bachelor of Science in hotel administration from University of Nevada, Las Vegas, the United States, a degree of Master of Science in administrative studies from Boston University, the United States, and a degree of Master of Science in engineering business management from the Hong Kong Polytechnic University, Hong Kong. He is a member of The Hong Kong Institute of Directors.

Mr. KL Luk is a son of Mr. KM Luk, the founder of the Group, Executive Director and chairman of the Board, and the elder brother of Mr. YC Luk, an Executive Director. Mr. KL Luk is the elder son of Madam Leung, our controlling Shareholder, and the brother-in-law of Madam Woo, the Company Secretary.

Mr. Luk Yin Cheung (former name is Luk Tit Cheung) (陸彥彰), aged 44, is an Executive Director. Mr. YC Luk is responsible for overseeing the operation support of the Group, including sourcing and project administration of the Group. Mr. YC Luk has been a director of KML Technology and KML Engineering since February 2012 and November 2015 respectively. Mr. YC Luk is also a member of the Risk Management Committee.

Mr. YC Luk joined the Group in June 2006 and appointed as associate director and executive director of KML Engineering in December 2015 and January 2022 respectively. In the past 17 years, Mr. YC Luk has gained vast experience in providing training on occupation safety, purchasing, inventory and logistics management in the M&E engineering industry.

Mr. YC Luk graduated with a degree of Bachelor of Business Administration from The University College of the Cariboo, Canada and Postgraduate Diploma in Marketing by The University of Hong Kong School of Professional and Continuing Education in association with the Chartered Institute of Marketing, Hong Kong. He was elected an affiliate member of The Chartered Institute of Logistics and Transport in Hong Kong and a member of The Hong Kong Institute of Directors. To promote the occupational safety of the Group, Mr. YC Luk also awarded a Diploma in Occupational Health and Safety by the Li Ka Shing Institute of Professional and Continuing Education, The Open University of Hong Kong. To enhance the risk oversight of the Group, he also obtained an Advanced Diploma in Risk and Crisis Management by the Institute of Crisis and Risk Management and awarded as a Certified Risk Professional in December 2021.

執行董事(續)

陸季農先生，46歲，為執行董事。陸季農先生負責監督本集團的業務發展及營銷。陸季農先生自二零一二年二月及二零一五年十一月起分別擔任高萌科技及高明科技工程的董事。陸季農先生獲高明科技工程委任為授權簽署人之一，合資格作為建築物條例下第II級別及第III級別A類型註冊小型工程承建商。陸季農先生亦為風險管理委員會成員。

陸季農先生於二零零三年一月加入本集團及於二零一五年十二月獲委任為高明科技工程副董事總經理。彼於高明科技工程各部門的流程管理方面累積了全方位的經驗，於過往數年亦曾經擔任本集團承接的多個項目的項目經理。

陸季農先生取得美國內華達大學拉斯維加斯分校酒店管理的理學學士學位、美國波士頓大學行政學的理學碩士學位及香港理工大學工程商業管理理學碩士學位。彼為香港董事學會會員。

陸季農先生為本集團創辦人、執行董事兼董事會主席陸鑑明先生的兒子，及執行董事陸彥彰先生的胞兄。陸季農先生為控股股東梁女士的長子，及公司秘書胡女士的大伯。

陸彥彰先生(曾用名陸鐵鏽)，44歲，為執行董事。陸彥彰先生負責監督本集團的營運支援，包括本集團的採購及項目行政。陸彥彰先生自二零一二年二月及二零一五年十一月起分別為高萌科技及高明科技工程的董事。陸彥彰先生亦為風險管理委員會成員。

陸彥彰先生於二零零六年六月加入本集團並分別於二零一五年十二月及二零二二年一月獲委任為高明科技工程的副董事及執行董事。於過往十七年，陸彥彰先生於機電工程行業提供職業安全培訓、採購、存貨及物流管理方面積累了豐富經驗。

陸彥彰先生畢業於加拿大加里布大學，取得工商管理學士學位及獲香港大學專業進修學院(與英國特許市務學會香港分會聯營)頒發的營銷深造文憑。彼獲選為香港運輸物流學會普通會員及香港董事學會會員。為促進本集團的職業安全，陸彥彰先生亦獲得香港公開大學李嘉誠專業進修學院頒發的職業健康及安全文憑。為加強本集團的風險監管，彼亦於二零二一年十二月獲得商業風險評估專業協會頒發風險與危機管理高級文憑，並成為核准風險評估策劃師。

Directors and Senior Management

董事及高級管理層

EXECUTIVE DIRECTORS (CONTINUED)

Mr. YC Luk is a son of Mr. KM Luk, the founder of the Group, Executive Director and chairman of the Board, and the younger brother of Mr. KL Luk, an Executive Director. Mr. YC Luk is the younger son of Madam Leung, our controlling Shareholder, and the spouse of Madam Woo, the Company Secretary.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lau On Kwok (劉安國), aged 56, was appointed as an Independent Non-executive Director on 20 September 2017. Mr. Lau is the chairman of the Audit Committee and a member of each of the Risk Management Committee and the Remuneration Committee.

Mr. Lau has extensive experience in the fields of financial management, corporate governance and direct investment. He started his career as accounting professional in an international accountancy firm. Mr. Lau was an executive director at China Assets Investment Management Limited and was also the company secretary and a member of investment committee of China Assets (Holdings) Limited, a company previously listed on the Stock Exchange (stock code: 170) from April 2004 to December 2010. He was a director of Shandong Lukang Pharmaceutical Company Limited, the shares of which are listed on the Shanghai Stock Exchange (stock code: 600789), from May 2007 to April 2012. From May 2009 to January 2011, Mr. Lau was an independent non-executive director of Sheng Yuan Holdings Limited, a company listed on the Stock Exchange (stock code: 0851). He was employed by Sheng Yuan Asset Management Limited from January 2011 to August 2014, where his last position was executive director. He also assumed the duties of the managing director of Sheng Yuan Investment Advisors Limited from January 2011 to December 2013. Mr. Lau was the company secretary and financial controller at Winshine Science Company Limited, a company listed on the Stock Exchange (stock code: 209), from November 2014 to November 2018. Mr. Lau has been a director of China Assets (Holdings) Limited and a director of China Assets Investment Management Limited since October 2018.

Mr. Lau obtained a degree of Bachelor of Arts in accounting and financial analysis from the Newcastle University (formerly known as "University of Newcastle upon Tyne") and a degree of Master of Science in financial management from University of London. He also obtained a Diploma on Practices in Chinese Laws and Regulations affecting Foreign Business jointly awarded by Southwest University of Political Science and Law and the Hong Kong Management Association.

Mr. Lau is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow of The Association of Chartered Certified Accountants, the United Kingdom.

執行董事(續)

陸彥彰先生為本集團創辦人、執行董事兼董事會主席陸鑑明先生的兒子及執行董事陸季農先生的胞弟。陸彥彰先生為控股股東梁女士的幼子，及公司秘書胡女士的配偶。

獨立非執行董事

劉安國先生，56歲，於二零一七年九月二十日獲委任為獨立非執行董事。劉先生為審核委員會主席、風險管理委員會及薪酬委員會成員。

劉先生於財務管理、企業管治及直接投資領域擁有豐富經驗。彼於一間國際會計公司擔任會計專業人員，開啟其職業生涯。於二零零四年四月至二零一零年十二月，劉先生為中國資本投資管理有限公司的執行董事及亦為中國資本(控股)有限公司(曾於聯交所上市的公司，股份代號：170)的公司秘書及投資委員會成員。於二零零七年五月至二零一二年四月，彼為山東魯抗醫藥股份有限公司(其股份於上海證券交易所上市，股份代號：600789)的董事。於二零零九年五月至二零一一年一月，劉先生為盛源控股有限公司(聯交所上市公司，股份代號：0851)獨立非執行董事。於二零一一年一月至二零一四年八月，彼受盛源資產管理有限公司僱傭，彼最後職位為執行董事。於二零一一年一月至二零一三年十二月，彼亦於盛源資本投資有限公司承擔董事總經理職責。於二零一四年十一月至二零一八年十一月，劉先生為瀛晟科學有限公司(聯交所上市公司，股份代號：209)的公司秘書及財務總監。自二零一八年十月起，劉先生為中國資本(控股)有限公司的董事及中國資本投資管理有限公司的董事。

劉先生於紐卡斯爾特大學取得會計及財務分析文學學士學位及在倫敦大學取得財務管理理學碩士學位。彼亦取得由西南政法大學與香港管理專業協會聯合頒發的中國涉外經貿法律實務文憑。

劉先生為香港會計師公會會員及英國特許公認會計師公會資深會員。

Directors and Senior Management

董事及高級管理層

INDEPENDENT NON-EXECUTIVE DIRECTORS (CONTINUED)

Mr. Law Wing Chi Stephen (羅永志), aged 53, was appointed as an Independent Non-executive Director on 20 September 2017. Mr. Law is the chairman of the Risk Management Committee, and a member of each of the Audit Committee and the Nomination Committee.

Mr. Law has extensive experience in financial management and professional accounting. He was the chief financial officer of Diamondlite Limited, one of the leading jewellery manufacturer in the PRC. Having started his career as a professional accountant in an international accountancy firm, Mr. Law has undertaken key financial management positions in companies engaged in a variety of industries. Mr. Law has been an executive director and company secretary of Kai Yuan Holdings Limited, a company listed on the Stock Exchange (stock code: 1215), since May 2011 and February 2014 respectively and is also currently their chief financial officer.

Mr. Law obtained a Bachelor of Arts Degree in Accountancy from the City University of Hong Kong. He is an associate member of the Hong Kong Institute of Certified Public Accountants.

Dr. Tse Chi Kong (謝智剛), aged 58, was appointed as an Independent Non-executive Director on 20 September 2017. Dr. Tse is the chairman of the Remuneration Committee, a member of each of the Audit Committee and the Nomination Committee.

From September 1991 to October 2019, Dr. Tse worked as a lecturer, assistant professor, associate professor, professor and chair professor in the department of electronic and information engineering (“**EIE Department**”) of the Hong Kong Polytechnic University. Dr. Tse was the head of EIE Department from August 2005 to December 2012. Since October 2019, Dr. Tse has been a chair professor in the department of electrical engineering at City University of Hong Kong (“**City U**”), and since February 2021, he has been appointed as Associate Vice-President (Strategic Research) at CityU. Dr. Tse was a member of the research projects assessment panel of Innovation and Technology Fund, a fund administered by the Innovation and Technology Commission of the Government of Hong Kong, for a term from January 2017 to December 2018. From January 2013 to 2019, he was a member of the Quality Education Fund Steering Committee, which advises the Hong Kong Government on the policies and procedures governing the operation of the Quality Education Fund. From May 2015 to May 2021, he was a member of the Board of Governors of the Hong Kong Sinfonietta, one of Hong Kong's flagship orchestras supported by the Hong Kong Government. Since January 2021, Dr. Tse has been appointed as a member of the Advisory Committee on Gifted Education, a committee under the Education Bureau of the Hong Kong Government.

Dr. Tse obtained a degree of Bachelor of Engineering and a degree of Doctor of Philosophy from The University of Melbourne, Australia. He has been elected to the grade of fellow of the Institute of Electrical and Electronic Engineers, Inc., New York. He is a Chartered Professional Engineer with Engineers Australia and a Fellow of Engineers Australia. He was the first academic in China to be awarded the Institute of Electrical and Electronics Engineers (IEEE) Circuits and Systems Society (CASS) Charles A. Desoer Technical Achievement Award 2022.

獨立非執行董事(續)

羅永志先生，53歲，於二零一七年九月二十日獲委任為獨立非執行董事。羅先生為風險管理委員會主席、審核委員會及提名委員會成員。

羅先生於財務管理及專業會計方面擁有豐富經驗。彼為元藝有限公司(中國一家大型珠寶製造商)財務總監。於一間國際會計公司擔任會計專業人員開啟其職業生涯後，彼於各行各業的公司承擔重要財務管理職位。羅先生自二零一一年五月及二零一四年二月起分別為開源控股有限公司(於聯交所上市的公司，股份代號：1215)執行董事及公司秘書，及現時亦為其財務總監。

羅先生於香港城市大學取得會計學文學學士學位。彼為香港會計師公會會員。

謝智剛博士，58歲，於二零一七年九月二十日獲委任為獨立非執行董事。謝博士為薪酬委員會主席、審核委員會及提名委員會成員。

於一九九一年九月至二零一九年十月，謝博士擔任香港理工大學電子及資訊工程學系(「**電子及資訊工程學系**」)的講師、助理教授、副教授、教授及首席教授。於二零零五年八月至二零一二年十二月，謝博士為電子及資訊工程學系系主任。自二零一九年十月起，謝博士一直為香港城市大學(「**城大**」)的電子工程首席教授，及自二零二一年二月起，彼已獲委任為城大協理副校長(策略研究)。於二零一七年一月至二零一八年十二月期間，謝博士獲委任為香港政府創新科技署管理的創新科技基金的評審委員。於二零一三年一月至二零一九年，彼為香港優質教育基金督導委員會成員，該委員會就管治及運作優質教育基金的政策及程序向香港政府提供意見。於二零一五年五月至二零二一年五月，彼為香港政府資助的旗艦樂團之一香港小交響樂團監察委員會成員。自二零二一年一月起，謝博士獲委任為香港政府教育局下轄資優教育諮詢委員會委員。

謝博士取得澳洲墨爾本大學工程學學士學位及哲學博士學位。彼一直獲選為紐約電機電子工程師學會資深會員。彼為澳洲工程師學會註冊專業工程師及澳洲工程師學會資深註冊專業工程師。彼榮獲二零二二年電氣電子工程師學會(IEEE) 電路與系統協會(CASS) Charles A. Desoer 科技成就獎，是中國首位獲此殊榮的學者。

Directors and Senior Management

董事及高級管理層

INDEPENDENT NON-EXECUTIVE DIRECTORS (CONTINUED)

Mr. Yu Wing Lok Garry (余永祿), aged 60, was appointed as an independent non-executive Director on 1 November 2022. Mr. Yu is a member of each of the Nomination Committee and the Risk Management Committee.

Mr. Yu has numerous years of executive managerial and business development experience, especially in automotive, insurance and finance industry. From May 1992 to October 2007, he was the CEO – managing director of Cosmo Motors Limited which was an auto dealer group in Canada. From June 2008 to July 2013, he was the director – head of business development of Haitong International Securities Group Limited. He was mainly responsible for managing a team of over 140 financial consultants, liaison with major insurance providers, high-net-worth clients' portfolio management, asset management and conducting various business development projects. From August 2013 to July 2015, he was the head of Independent Financial Advisor of Core Pacific-Yamaichi International (H.K.) Limited which is engaged in provision of comprehensive financial services in global markets. From August 2015 to October 2016, he was the chief distribution officer – head of automobile brokers (China) of Allianz Group. From October 2016 to April 2019, he was the chief executive officer of Canew Tech (Shenzhen) Co., Limited which is a high-tech company with research and development, production and sales of super Nano energy saving aerogel materials and other new materials. He was responsible for general oversight of all business activities, management of the day-to-day operations and assuring a smoothly functioning and efficient organization. He was a chief operating officer in SDM Education Group and in charge of overall operations of the Group in different geographical locations from October 2019 to April 2021. Mr. Yu has been a Director – PE Asset Management of GAW Capital since June 2019. He is responsible for post-investment management on portfolios and coordinating and managing projects involving legal, finance, tax and human resource teams and other stakeholders.

Mr. Yu is a holder of Executive Master of Business Administration (EMBA) from the University of Hull in United Kingdom and a bachelor's degree majoring management and organizational studies from Western University in Canada.

獨立非執行董事(續)

余永祿先生，60歲，於二零二二年十一月一日獲委任為獨立非執行董事。余先生為提名委員會及風險管理委員會成員。

余先生於執行管理及業務發展方面(尤其是汽車、保險及金融行業)擁有多年經驗。於一九九二年五月至二零零七年十月，彼為聯邦汽車有限公司行政總裁兼總經理，該公司為加拿大汽車經銷商集團。於二零零八年六月至二零一三年七月，彼為海通國際證券集團有限公司董事兼業務發展主管。彼主要負責管理一支逾140名財務顧問的團隊、與主要保險供應商聯絡、高淨值客戶的投資組合管理、資產管理及進行多個業務發展項目。自二零一三年八月至二零一五年七月，彼為京華山一國際(香港)有限公司的獨立財務顧問主管，該公司從事於全球市場提供綜合金融服務。於二零一五年八月至二零一六年十月，彼為安聯集團分銷總監兼汽車經紀商主管(中國)。於二零一六年十月至二零一九年四月，彼為加新科技(深圳)有限公司執行總監，該公司為一家研發、生產及銷售超納米節能氣凝膠材料及其他新材料的高科技公司。彼負責整體監督所有業務活動、日常營運管理及確保機構順利運作及高效。於二零一九年十月至二零二一年四月，彼擔任SDM教育集團營運總監，負責該集團於不同地區的整體經營。自二零一九年六月起，余先生為基滙資本私募股權資產管理總監。彼負責投資組合的投資後管理以及協調管理涉及法律、金融、稅務及人力資源團隊以及其他持份者的項目。

余先生於英國赫爾大學(University of Hull)取得高級管理人員工商管理碩士學位，並於加拿大西安大略大學(Western University)取得學士學位，主修管理與組織研究。

Directors and Senior Management

董事及高級管理層

SENIOR MANAGEMENT

Mr. Tung Tsz On (董子安), aged 53, is the chief engineer of KML Engineering. Mr. Tung is responsible for research and development, planning and formulation and supervising the implementation of our projects with provision of day-to-day technical and expert advice to the Group. Mr. Tung is one of the authorised signatories of KML Engineering for its qualification as a Registered Minor Works Contractor for Type A and Type C of Class II & III under the Buildings Ordinance since September 2011.

Mr. Tung joined the Group in February 2003 as a system engineer and was promoted to the position of chief engineer in April 2010. Mr. Tung has more than 10 years of experience in design and management of M&E engineering projects covering a variety of systems such as mobile payment, automatic control system, car park system, security system and point of sales system etc. He has expertise in handling maintenance work for electronic systems, as well as leading the development and implementation of automatic fare collection systems.

Mr. Tung obtained an Advanced Diploma in network engineering granted by the Hong Kong Productivity Council in December 2000.

Ms. Law Shuk Ming (羅淑明), aged 52, is the chief accountant of KML Engineering, being responsible for day-to-day accounting and financial reporting of our Group. Ms. Law joined the Group in May 1995 and was promoted to chief accountant in November 2017.

Ms. Law obtained a degree of Bachelor of Business Administration from Capstone University, the United States, and completed the Accounting Technician Examination by Hong Kong Institute of Accredited Accounting Technicians.

COMPANY SECRETARY

Ms. Woo Siu Wai (胡劭卉), aged 43, is the Company Secretary, responsible for company secretarial matters, human resources and administrative duties. Madam Woo joined the Group in April 2011 and was subsequently promoted to administration manager in October 2016. Madam Woo has been a director of KML Engineering since November 2021.

Madam Woo obtained a degree of Bachelor of Arts from the faculty of social sciences of the University of Victoria, Canada, and a degree of Master of Science in Professional Accounting and Corporate Governance from City University of Hong Kong. Madam Woo was admitted as an associate of the Hong Kong Chartered Governance Institute (formerly known as the Hong Kong Institute of Chartered Secretaries) and an associate of the Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators).

Madam Woo is the spouse of Mr. YC Luk, the Executive Director, the daughter-in-law of Mr. KM Luk, the founder of the Group, Executive Director and chairman of the Board, the daughter-in-law of Madam Leung, our controlling Shareholder, and the sister-in-law of Mr. KL Luk, the Executive Director.

COMPLIANCE OFFICER

Mr. Luk Yin Cheung (陸彥彰), aged 44, has been appointed as the compliance officer of the Company. His biography is set out in the subsection headed "Executive Directors" in this section.

高級管理層

董子安先生，53歲，為高明科技工程總工程師。董先生負責研發、規劃及制定以及監督項目的執行並向本集團提供日常的技術及專家意見。自二零一一年九月起，董先生一直為高明科技工程有關建築物條例第II及III級別A類型及C類型註冊小型工程承建商的授權簽署人之一。

董先生於二零零三年二月加入本集團為系統工程師並於二零一零年四月晉升為總工程師。董先生於設計及管理機電工程項目方面擁有逾10年經驗，涵蓋汽車支付、自動監控系統、泊車系統、保安系統及零售點系統等各系統。彼於處理電子系統的保養工作，以及領導發展及執行自動收費系統方面擁有專業知識。

董先生於二零零零年十二月取得香港生產力促進局頒授的網絡工程師高等文憑。

羅淑明女士，52歲，為高明科技工程總會計師，負責本集團日常的會計及財務報告。羅女士於一九九五年五月加入本集團，並於二零一七年十一月晉升為總會計師。

羅女士取得美國Capstone University工商管理學士學位及在香港財務會計協會完成財務會計員考試。

公司秘書

胡劭卉女士，43歲，為公司秘書，負責公司秘書事宜、人力資源及行政職務。胡女士於二零一一年四月加入本集團，並隨後於二零一六年十月晉升為行政經理。胡女士自二零一一年十一月起一直為高明科技工程董事。

胡女士於加拿大維多利亞大學社會科學學院取得文學學士學位及在香港取得香港城市大學專業會計與企業管治理學碩士學位。胡女士獲香港公司治理公會(前稱香港特許秘書公會)認可為會員及及英國特許公司治理公會(前稱特許秘書及行政人員公會)認可為會員。

胡女士為執行董事陸彥彰先生的配偶、本集團創辦人、執行董事兼董事會主席陸鑑明先生的兒媳、控股股東梁女士的兒媳及執行董事陸季農先生的弟媳。

合規主任

陸彥彰先生，44歲，已獲委任為本公司合規主任。其履歷載於本節「執行董事」分節。

Report of Directors

董事會報告

The Board is pleased to present its report together with the audited consolidated financial statements of the Group for the Reporting Period.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and its subsidiaries are principally engaged in the provision of M&E engineering solutions and services. Analysis of the principal activities of the Group during the Reporting Period is set out in the note 5 to the consolidated financial statements.

RESULTS

The results of the Group for the Reporting Period are set out in the consolidated statement of profit or loss and other comprehensive income on page 61 of this annual report.

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the Reporting Period (2022: HK2.0 cents).

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 2 August 2023 to Monday, 7 August 2023, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the annual general meeting (“AGM(s)”), during which period no transfers of Shares shall be effected. In order to qualify for attending and voting at the AGM to be held on Monday, 7 August 2023, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged for registration with Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Tuesday, 1 August 2023.

董事會欣然提呈本報告連同本集團於報告期間的經審核綜合財務報表。

主要業務

本公司主要業務為投資控股及其附屬公司主要從事提供機電工程解決方案及服務。本集團於報告期間的主要業務分析載列於綜合財務報表附註5。

業績

本集團於報告期間的業績載列於本年報第61頁的綜合損益及其他全面收益表。

末期股息

董事會不建議派付於報告期間的末期股息(二零二二年：每股2.0港仙)。

暫停辦理股份過戶登記手續

為釐定有權出席股東週年大會(「股東週年大會」)的股東身份，本公司將於二零二三年八月二日(星期三)至二零二三年八月七日(星期一)(包括首尾兩日)暫停辦理股份過戶登記手續，期間將不會辦理股份過戶登記手續。為符合資格出席將於二零二三年八月七日(星期一)舉行的股東週年大會並於會上投票，所有股份過戶文件連同有關股票及過戶表格必須不遲於二零二三年八月一日(星期二)下午四時三十分，送達卓佳證券登記有限公司辦理登記，地址為香港夏慤道16號遠東金融中心17樓。

Report of Directors

董事會報告

BUSINESS REVIEW

A review of the business of the Group as at 31 March 2023 and a discussion on the Group's future business development are set out in the paragraphs headed "Business Review" and "Outlook" under the section headed "Management Discussion and Analysis" of this Report respectively. Descriptions of possible risks and uncertainties that the Group may be facing are provided in paragraphs headed "Principal Risks and Uncertainties" under the section headed "Management Discussion and Analysis" of this Report. An analysis of the Group's performance during the year using financial key performance indicators is provided in the Financial Highlights on page 7 of this Report.

In addition, discussions on the Group's environmental policies and performance, important relationships with its stakeholders and compliance with relevant laws and regulations are contained and available in this Report of Directors. The above discussions constitute part of this Report of Directors.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group recognises that all employees have the social obligation to preserve and enhance the quality of the environment. We strive to protect the environment in the course of our business activities by preventing pollution, reducing adverse impact on climate change and enhancing sustainable development. These policies are supported by our employees and are implemented effectively.

At the same time, the Group recognises the importance of compliance with regulatory requirements and applicable laws and regulations. During the Reporting Period, the Group has complied in material respects with the relevant environmental laws and regulations.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risks of non-compliance with the applicable laws and regulations. The major laws and regulations relating to the Group's business and operations include the Electricity Ordinance, Security and Guarding Services Ordinance, Building (Minor Works) Regulation, Construction Industry Council Ordinance and the Subcontractor Registration Scheme. During the Reporting Period and up to the Date of this Report, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. There was no material breach or non-compliance with the applicable laws and regulations by the Group during the Reporting Period and up to the Date of this Report. The Group has complied with all relevant requirements including financial, technical, management and personal criteria applicable to each respective laws and regulations.

業務回顧

本集團於二零二三年三月三十一日的業務回顧及有關本集團未來業務發展的討論分別載列於本年報「管理層討論及分析」一節中「業務回顧」及「前景」兩段。有關本集團可能面臨的潛在風險及不確定性的描述載列於本年報「管理層討論及分析」一節中「主要風險及不確定性」一段。使用主要財務表現指標對本集團於本年度內的表現作出的分析載列於本報告第7頁財務摘要。

此外，就本集團環境政策及表現、與其重要持份者的重要關係及有關法律法規之遵守的討論載列於本董事會報告及可從中查閱。上述討論構成本董事會報告的一部分。

環境政策及表現

本集團認識到，全體僱員都有社會義務保護及提高環境質量。在進行業務活動過程中，我們通過避免污染、減少對氣候變化的負面影響及增強可持續發展能力來保護環境。該等政策得到我們僱員的大力支持及獲得有效落實。

同時，本集團意識到遵守監管規定及適用法律法規的重要性。於報告期間，本集團於重大方面已遵守相關環境法律法規。

遵守相關法律法規

本集團意識到遵守監管規定之重要性及不遵守適用法律法規之風險。有關本集團業務及營運的主要法律法規包括電力條例、保安及護衛服務條例、建築物(小型工程)規例、建造業議會條例及分包商註冊制度。於報告期間及直至本報告日期，本集團於重大方面已遵守對本集團業務及營運產生重大影響之相關法律法規。於報告期間及直至本報告日期，本集團概無實質性違反或不遵守適用法律法規及本集團已遵守所有相關規定，包括適用於各法律法規的財務、技術、管理及個人準則。

Report of Directors

董事會報告

RELATIONSHIP WITH KEY STAKEHOLDERS

Employees

As at 31 March 2023, the Group employed 190 employees. We maintained a good working relationship with our employees and we did not experience any labour disputes during the Reporting Period. Recruitment in the M&E engineering service industry is highly competitive, especially with respect to the recruitment of qualified engineering staff. We believe we are hiring high-quality employees in the market by offering competitive wages and benefits and comprehensive training opportunities. We have facilitated the recruitment through a variety of channels, such as newspapers, internet websites, recruitment agencies, career talks and internal referrals. We believe our continuous efforts will help us attract suitable personnel.

Customers

Our customers mainly comprise transportation companies and other engineering companies in Hong Kong and Taiwan and also various departments of the Hong Kong Government. We maintain business relationship with our largest customer since year 1978. We usually enter into agreements with our customers on project basis and the majority of such contracts have term over one year. Most of our project contracts are fixed price contracts. The lump sum price is usually determined based on factors including project requirements and estimated cost of materials, labour and time required for completion of the projects.

Suppliers

The Group sources equipment, parts and components from our suppliers. The principal materials and equipment used by our M&E engineering business include steel and copper parts, switchboards, and various mechanical equipment. Most of these materials and equipment are sourced from local suppliers or imported mainly from Germany, Taiwan and the PRC.

FINANCIAL SUMMARY

A summary of the Group's results, assets and liabilities for the last five financial years is set out on page 132 of this Report. This summary does not form part of the audited consolidated financial statements.

與主要持份者的關係

僱員

於二零二三年三月三十一日，本集團僱用190名僱員。本集團與我們的僱員保持良好的工作關係，於報告期間，我們並無面臨任何勞動糾紛。機電工程服務行業中招募員工競爭激烈，尤其是招募合資格工程員工。我們相信，我們通過提供具競爭力的薪資及福利以及全面培訓機會能於市場上聘用高質素僱員。通過報紙、互聯網網站、招聘代理、宣講會及內部推薦等一系列渠道，我們加快招聘進度。我們相信我們的不斷努力將有助於吸引合適人員。

客戶

我們的客戶主要包括香港及台灣公共交通營運公司及其他工程公司，以及香港政府各部門。自一九七八年起，我們與我們的最大客戶一直保持業務關係。我們通常按照項目與我們的客戶簽訂協議及大部分相關合約期限一年以上。我們大部分項目合約為固定價格合約。總價通常基於項目規定、估計材料成本、完成項目所需勞工及時間等因素而釐定。

供應商

本集團從我們的供應商獲得設備、零件及部件。我們的機電工程業務使用的主要材料及設備包括鋼材、銅製零件、交換機及各類機械設備。大部分該等材料及設備源自本地供應商或主要自德國、台灣及中國進口。

財務概要

本集團過往五個財務年度的業績、資產及負債概要載列於本報告第132頁。該概要並不構成經審核綜合財務報表的一部分。

Report of Directors

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

Major Customers

For the Reporting Period, the Group's sales to its five largest customers accounted for approximately 90.4% (2022: approximately 85.4%) of the Group's total revenue and the sales to its largest customer accounted for approximately 74.6% (2022: approximately 64.1%) of the Group's total revenue.

Major Suppliers

For the Reporting Period, purchases from the Group's five largest suppliers accounted for approximately 39.1% (2022: approximately 29.7%) of the Group's total purchases and the purchases from the largest supplier accounted for approximately 10.4% (2022: approximately 7.7%) of the Group's total purchases.

During the Reporting Period, none of the Directors or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the number of issued Shares of the Company) had any interest in the Group's five largest customers and suppliers.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL

Details of movements in the share capital of the Company during the Reporting Period are set out in note 26 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Company and the Group during the Reporting Period are set out on pages 131 and 63 of this Report respectively.

DISTRIBUTABLE RESERVES

As at 31 March 2023, the Company's reserves available for distribution to the Shareholders amounted to approximately HK\$21.0 million (2022: approximately HK\$23.5 million), comprising an accumulated loss of approximately HK\$0.6 million and share premium amounting to approximately HK\$21.6 million.

BANK LOANS AND OTHER BORROWINGS

The Group did not have any bank loans and other borrowings as at 31 March 2023.

主要客戶及供應商

主要客戶

於報告期間，本集團與五大客戶的銷售額佔本集團總收益約90.4%（二零二二年：約85.4%）及對最大客戶的銷售佔本集團總收益約74.6%（二零二二年：約64.1%）。

主要供應商

於報告期間，本集團五大供應商的採購佔本集團總採購額約39.1%（二零二二年：約29.7%）及最大供應商的採購佔本集團總採購額約10.4%（二零二二年：約7.7%）。

於報告期間，董事、彼等任何緊密聯繫人或任何股東（就董事所知，彼等擁有本公司已發行股份數目的5%以上）概無於本集團五大客戶及供應商擁有任何權益。

物業、廠房及設備

本集團於報告期間的物業、廠房及設備變動詳情載列於綜合財務報表附註13。

股本

本公司於報告期間的股本變動詳情載列於綜合財務報表附註26。

儲備

本公司及本集團於報告期間的儲備變動詳情分別載列於本報告第131及63頁。

可供分派儲備

於二零二三年三月三十一日，本公司可分派予股東的儲備約為21.0百萬港元（二零二二年：約23.5百萬港元），包括累計虧損約0.6百萬港元及股份溢價約21.6百萬港元。

銀行貸款及其他借貸

本集團於二零二三年三月三十一日沒有任何銀行貸款及其他借貸。

Report of Directors

董事會報告

DIRECTORS

The Directors during the Reporting Period and up to the Date of this Report are:

Executive Directors

Mr. Luk Kam Ming (Chairman)
Mr. Chan Chak Lun, Philip (Chief Executive Officer)
Mr. Luk Kwai Lung
Mr. Luk Yin Cheung

Independent Non-executive Directors

Mr. Lau On Kwok
Mr. Law Wing Chi Stephen
Dr. Tse Chi Kong
Mr. Yu Wing Lok Garry

In accordance with article 84(1) of the Articles of Association of the Company (“Articles of Association”), at each AGM one-third of the Directors (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an AGM at least once every three years.

Pursuant to Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM of the Company and shall then be eligible for re-election.

Details of the Directors to be re-elected at the AGM are set out in the circular to be despatched to the Shareholders.

DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out on pages 16 to 21 of this Report.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules from each of the independent non-executive Directors and the Company considers such Directors to be independent during the Reporting Period and remain so as at the Date of this Report.

DIRECTORS' SERVICE AGREEMENTS AND LETTERS OF APPOINTMENT

Each of the executive Directors has signed a service agreement with the Company for a term of three years and will continue thereafter until terminated in accordance with terms of the agreement.

Each of the independent non-executive Directors has signed the letter of appointment with the Company for a term of three years, which may be renewable subject to both parties' agreement.

None of the Directors has a service agreement/letter of appointment which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

董事

於報告期間及直至本報告日期，董事為：

執行董事

陸鑑明先生(主席)
陳澤麟先生(行政總裁)
陸季農先生
陸彥彰先生

獨立非執行董事

劉安國先生
羅永志先生
謝智剛博士
余永祿先生

根據本公司組織章程細則(「組織章程細則」)第84(1)條，於各股東週年大會上，三分之一董事(或倘董事人數並非三(3)的整數倍，則為最接近且不少於三分之一的人數)應輪席退任，惟各董事須至少每三年在股東週年大會上輪席退任一次。

根據本公司組織章程細則第83(3)條，凡獲董事會委任以填補臨時空缺之任何董事之任期僅至其獲委任後首屆股東週年大會止，而有關董事須於該股東大會上重選連任，而獲董事會委任以增加現行董事會席位之任何董事之任期僅至本公司下屆股東週年大會止，屆時，有關董事將合資格重選連任。

於股東週年大會上將重選的董事詳情載列於將寄發予股東的通函內。

董事及高級管理層

本公司董事及高級管理層的履歷詳情載列於本報告第16至21頁。

獨立非執行董事獨立性確認

根據GEM上市規則第5.09條，本公司已接獲各獨立非執行董事的年度獨立性確認及本公司認為該等董事於截至報告期間均屬獨立及於本報告日期保持獨立性。

董事的服務協議及委任函

各執行董事已與本公司簽訂一份為期三年的服務協議，其後將會繼續直至根據協議條款終止為止。

各獨立非執行董事已與本公司簽訂一份為期三年的委任函，可由雙方協定重續。

董事概無訂立本集團不可於一年內免付賠償(法定賠償除外)而終止之服務協議/委任函。

Report of Directors

董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

During the Reporting Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities, except that trustee of the Share Award Scheme, pursuant to the terms of the rules and trust deed of the Share Award Scheme, purchased on the Stock Exchange a total of 185,000 Shares at a total consideration of approximately HK\$44,000.

CONTRACTS OF SIGNIFICANCE

During the Reporting Period, no contract of significance in respect of provision of services or otherwise was entered into between the Company or its subsidiaries and the controlling Shareholders or his/her/its subsidiaries.

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 Reporting Period and up to the Date of this Report.

REMUNERATION POLICY

A remuneration committee was set up for reviewing the Group's remuneration policy and structure for all remuneration of the directors and senior management of the Group, having regard to the Group's operating results, individual performance of the directors and senior management and comparable market practices.

Details of the remuneration of the Directors, and the five highest paid individuals during the Reporting Period are set out in note 8 to the consolidated financial statements.

RETIREMENT BENEFITS SCHEME

Details of the retirement benefits scheme of the Group are set out in note 30 to the consolidated financial statements.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2023, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), which were recorded in the register required to be kept pursuant to Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

董事於交易、安排或重大合約中的權益

於報告期間，本公司或任何其附屬公司概無購買、出售或贖回任何本公司的上市證券，惟股份獎勵計劃的受託人根據股份獎勵計劃的規則及信託契據的條款以總代價約44,000港元於聯交所購買合共185,000股股份除外。

重大合約

於報告期間，本公司或其附屬公司與控股股東或其附屬公司概無就提供服務或其他訂立重大服務合約。

管理合約

於報告期間及直至本報告日期，概無訂立或存在涉及本公司全部或任何大部分業務管理及行政的合約。

薪酬政策

本公司設立薪酬委員會以檢閱本集團的薪酬政策及本集團所有董事及高級管理層的薪酬(須考慮本集團的經營業績、董事及高級管理層的個人表現及可比較市場慣例)結構。

董事及五名最高薪人士於報告期間的薪酬詳情載列於綜合財務報表附註8。

退休福利計劃

本集團退休福利計劃詳情載列於綜合財務報表附註30。

董事及主要行政人員於股份、相關股份及債權證的權益及淡倉

於二零二三年三月三十一日，董事及本公司主要行政人員於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)股份、相關股份及債權證中擁有根據《證券及期貨條例》第XV部第7和8分部須知會本公司及聯交所的權益及淡倉(包括根據《證券及期貨條例》有關條文視為或當作擁有的權益及淡倉)，或須登記於根據《證券及期貨條例》第352條存置的登記冊，或根據GEM上市規則第5.46至5.67條須另行知會本公司及聯交所的權益及淡倉如下：

Report of Directors

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES (CONTINUED)

董事及主要行政人員於股份、相關股份及債權證的權益及淡倉(續)

Name	Capacity/Nature of Interest	Number of Shares / underlying Shares held/ interested 所持/擁有 權益股份/ 相關股份數目	Long/short position ⁽⁵⁾ 好倉/淡倉 ⁽⁵⁾	Approximate percentage of shareholding in the Company (%) ⁽⁶⁾ 於本公司的持股 概約百分比(%) ⁽⁶⁾
姓名	身份/權益性質			
Mr. KM Luk ⁽¹⁾ 陸鑑明先生 ⁽¹⁾	Beneficial owner; interest of spouse 實益擁有人；配偶權益	157,000,000	L	38.77
Mr. KL Luk ⁽²⁾ 陸季農先生 ⁽²⁾	Interest in controlled corporation 受控法團權益	138,000,000	L	34.08
Mr. YC Luk ⁽²⁾⁽³⁾ 陸彥彰先生 ⁽²⁾⁽³⁾	Interest in controlled corporation; interest of spouse 受控法團權益；配偶權益	138,600,000	L	34.23
Mr. CL Chan ⁽⁴⁾ 陳澤麟先生 ⁽⁴⁾	Beneficial owner 實益擁有人	4,000,000	L	0.99

Notes:

附註：

- (1) Mr. KM Luk directly holds 100,000,000 Shares. Since Mr. KM Luk is the spouse of Madam Leung, Mr. KM Luk is deemed to be interested in all the Shares in which Madam Leung is interested or deemed to be interested under the SFO, which is 57,000,000 Shares.
- (2) Each of Mr. KL Luk and Mr. YC Luk owns one common share in KML Holdings Limited ("KML Holdings"), representing 50% of the issued share capital of KML Holdings carrying voting rights. Mr. KL Luk and Mr. YC Luk are deemed to be interested in all Shares in which KML Holdings is interested or deemed to be interested under the SFO, which is 138,000,000 Shares.
- (3) Since Mr. YC Luk is the spouse of Madam Woo, Mr. YC Luk is deemed to be interested in all the Shares in which Madam Woo is interested or deemed to be interested under the SFO, which is 600,000 Shares.
- (4) Mr. CL Chan directly holds 2,000,000 Shares and was interested as a grantee of options to subscribe for up to 2,000,000 Shares under the Share Option Scheme (announced on 2 January 2020).
- (5) The Letter "L" denotes the entity/person's long position in the Shares.
- (6) As at 31 March 2023, the total number of issued Shares were 404,960,000.

- (1) 陸鑑明先生直接持有100,000,000股股份。由於陸鑑明先生為梁女士的配偶，故陸鑑明先生被視為於梁女士擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份(即57,000,000股股份)中擁有權益。
- (2) 陸季農先生及陸彥彰先生各自擁有一股KML Holdings Limited (「KML Holdings」)普通股(佔KML Holdings附帶投票權之已發行股本的50%)。陸季農先生及陸彥彰先生於KML Holdings擁有權益或根據證券及期貨條例被視作擁有權益的所有股份(即138,000,000股股份)中擁有權益。
- (3) 由於陸彥彰先生為胡女士的配偶，根據《證券及期貨條例》，陸彥彰先生被視為於胡女士擁有權益或被視為擁有權益的所有股份(即600,000股股份)中擁有權益。
- (4) 陳澤麟先生直接持有2,000,000股股份並以購股權承授人身份擁有股份權益，可根據購股權計劃(於二零二零年一月二日公佈)認購最多2,000,000股股份。
- (5) 字母「L」表示該實體/個人於股份之好倉。
- (6) 於二零二三年三月三十一日，已發行股份之總數為404,960,000股。

Save as disclosed above, as at 31 March 2023, none of the Directors or the chief executive of the Company had or was deemed to have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or required to be 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 Rules 5.46 to 5.67 of the GEM Listing Rules.

除上文所披露者外，於二零二三年三月三十一日，概無董事或本公司主要行政人員於本公司或其相關法團(定義見《證券及期貨條例》第XV部)的股份、相關股份或債權證中擁有或被視作擁有任何根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益或淡倉(包括根據《證券及期貨條例》有關條文彼等被當作或視作擁有的權益及淡倉)，或須登記於根據《證券及期貨條例》第352條存置的登記冊內的權益或淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益或淡倉。

Report of Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2023, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Name	Capacity/Nature of Interest	Number of Shares/underlying Shares held/interested 所持/擁有權益股份/相關股份數目	Long/short position ⁽⁶⁾ 好倉/淡倉 ⁽⁶⁾	Approximate percentage of shareholding in the Company (%) ⁽⁶⁾ 於本公司的持股概約百分比(%) ⁽⁶⁾
KML Holdings ⁽¹⁾ KML Holdings ⁽¹⁾	Beneficial owner 實益擁有人	138,000,000	L	34.08
Madam Leung ⁽²⁾ 梁女士 ⁽²⁾	Beneficial owner; interest of spouse 實益擁有人；配偶權益	157,000,000	L	38.77
Ms. Chan Patricia ⁽³⁾ 陳珮筠女士 ⁽³⁾	Interest of spouse 配偶權益	138,000,000	L	34.08
Madam Woo ⁽⁴⁾ 胡女士 ⁽⁴⁾	Beneficial owner; interest of spouse 實益擁有人；配偶權益	138,600,000	L	34.23

Notes:

- (1) Each of Mr. KL Luk and Mr. YC Luk owns one common share in KML Holdings, representing 50% of the issued share capital of KML Holdings carrying voting rights. Mr. KL Luk and Mr. YC Luk also own approximately 50% and approximately 50%, respectively, of the issued preferred shares in KML Holdings which do not carry voting rights but only rights to dividends.
- (2) Madam Leung is the spouse of Mr. KM Luk. By virtue of the SFO, Madam Leung is deemed to be interested in all the Shares in which Mr. KM Luk is interested or deemed to be interested under the SFO, and vice versa.
- (3) Ms. Chan Patricia is the spouse of Mr. KL Luk. By virtue of the SFO, Ms. Chan Patricia is deemed to be interested in all the Shares in which Mr. KL Luk is interested or deemed to be interested under the SFO.
- (4) Madam Woo is the spouse of Mr. YC Luk. By virtue of the SFO, Madam Woo is deemed to be interested in all the Shares in which Mr. YC Luk is interested or deemed to be interested under the SFO, which is 138,000,000 Shares. Madam Woo directly holds 300,000 Shares and was interested as a grantee of options to subscribe for up to 300,000 Shares under the Share Option Scheme (announced on 2 January 2020).
- (5) The Letter "L" denotes the entity/person's long position in the Shares.
- (6) As at 31 March 2023, the total number of issued Shares were 404,960,000.

Save as disclosed above, as at 31 March 2023, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

主要股東於股份及相關股份的權益及淡倉

於二零二三年三月三十一日，就董事所深知，以下人士（並非董事或本公司主要行政人員）於本公司股份或相關股份擁有本公司根據《證券及期貨條例》第336條須存置的登記冊所記載或根據《證券及期貨條例》第XV部第2及3分部條文須向本公司及聯交所披露的權益或淡倉：

Name	Capacity/Nature of Interest	Number of Shares/underlying Shares held/interested 所持/擁有權益股份/相關股份數目	Long/short position ⁽⁶⁾ 好倉/淡倉 ⁽⁶⁾	Approximate percentage of shareholding in the Company (%) ⁽⁶⁾ 於本公司的持股概約百分比(%) ⁽⁶⁾
KML Holdings ⁽¹⁾ KML Holdings ⁽¹⁾	Beneficial owner 實益擁有人	138,000,000	L	34.08
Madam Leung ⁽²⁾ 梁女士 ⁽²⁾	Beneficial owner; interest of spouse 實益擁有人；配偶權益	157,000,000	L	38.77
Ms. Chan Patricia ⁽³⁾ 陳珮筠女士 ⁽³⁾	Interest of spouse 配偶權益	138,000,000	L	34.08
Madam Woo ⁽⁴⁾ 胡女士 ⁽⁴⁾	Beneficial owner; interest of spouse 實益擁有人；配偶權益	138,600,000	L	34.23

附註：

- (1) 陸季農先生及陸彥彰先生各自擁有KML Holdings一股普通股，佔KML Holdings附帶投票權的已發行股本50%。陸季農先生及陸彥彰先生亦分別擁有KML Holdings已發行優先股（並無附帶投票權但僅有收取股息的權利）約50%及約50%。
- (2) 梁女士為陸鑑明先生的配偶。根據《證券及期貨條例》，梁女士被視為於陸鑑明先生擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份中擁有權益，反之亦然。
- (3) 陳珮筠女士為陸季農先生的配偶。根據《證券及期貨條例》，陳珮筠女士被視為於陸季農先生擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份中擁有權益。
- (4) 胡女士為陸彥彰先生的配偶。根據《證券及期貨條例》，胡女士被視為於陸彥彰先生擁有權益或根據《證券及期貨條例》被視作擁有權益的所有股份（即138,000,000股股份）中擁有權益。胡女士直接持有300,000股股份並以購股權承授人身份擁有股份權益，可根據購股權計劃（於二零二零年一月二日公佈）認購最多300,000股股份。
- (5) 字母「L」表示該實體/個人於股份之好倉。
- (6) 於二零二三年三月三十一日，已發行股份之總數為404,960,000股。

除上文所披露者外，於二零二三年三月三十一日，董事並不知悉任何人士（並非董事或本公司主要行政人員）於本公司股份或相關股份中擁有根據《證券及期貨條例》第XV部第2及3分部須向本公司及聯交所披露，或根據《證券及期貨條例》第336條須記入該條所述登記冊內的權益或淡倉。

Report of Directors

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this Report, at no time during the Reporting Period was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

SHARE OPTION SCHEME

In order to recognise and acknowledge the contributions that the directors and employees of the Group have made or may make to the Group, the Company approved and adopted the share option scheme pursuant to the written resolutions of the Shareholders passed on 20 September 2017 (the "Share Option Scheme"). The principal terms of the Share Option Scheme are summarised below:

- (a) the Board may, at its absolute discretion and on such terms as it may think fit, grant an option to subscribe any director or employee of the Group, from time to time on the basis of his/her contribution or potential contribution to the development and growth of the Group;
- (b) the maximum number of Shares in respect of which options may be granted under the Share Option Scheme must not in aggregate exceed 40,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of adoption and approximately 9.9% of the total number of Shares in issue as at the Date of this Report;
- (c) the total number of Shares issued and to be issued upon exercise of options granted to any participant (including both exercised and outstanding options) under the Share Option Scheme, in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue. Any further grant of options in excess of such limit must be separately approved by Shareholders in general meeting with such grantee and his/her close associates abstaining from voting;
- (d) an option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof;
- (e) an offer for the grant of options must be accepted within three business days from the date of offer. The amount payable by the eligible persons of an option to the Company on acceptance of the offer for the grant of an option is HK\$10;
- (f) the subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by the Board and notified to an eligible person and shall not be less than the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of a Share on the date of grant of the option; and

董事收購股份或債權證的權利

除本報告以其他方式披露者外，於報告期間內任何時間，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的股份或債權證而獲得利益，且董事或其任何配偶或未滿18歲子女概無獲授予任何認購本公司或任何其他法團的權益或債務證券的權利或已經行使任何該權利。

購股權計劃

為嘉許及表揚已經或可能對本集團作出貢獻的本集團董事及僱員，本公司已根據股東於二零一七年九月二十日通過的書面決議案批准及採納購股權計劃（「購股權計劃」）。購股權計劃的主要條款如下：

- (a) 董事會可全權酌情及按照其可能認為合適的條款，基於其對本集團的發展及成長所作出之貢獻或潛在貢獻不時向本集團的任何董事或僱員授出購股權；
- (b) 根據購股權計劃可能授出之購股權可認購之股份最大數目合計不得超過40,000,000股股份，佔於採納日期已發行股份總數10%及於本報告日期已發行股份總數約9.9%；
- (c) 直至授出日期止任何12個月期間，因根據購股權計劃授予任何參與者的購股權（包括已行使及尚未行使的購股權）獲行使而已發行及將發行的股份總數不得超過已發行股份的1%。額外授出任何超過該上限的購股權須經股東於股東大會上另行批准，且該承授人及其緊密聯繫人須放棄投票；
- (d) 承授人可於董事會可能釐定的期間，隨時根據購股權計劃的條款行使購股權，惟有關期間不得超過由授出日期起計10年，並受有關提前終止條文所規限；
- (e) 授出購股權的要約須於要約日期起三個營業日內接納。購股權的合資格人士須於接納要約時就獲授的一股購股權向本公司支付10港元；
- (f) 根據購股權計劃授出的任何一份特別購股權的股份認購價將為由董事會全權釐定並通知合資格人士的價格，且不得低於下列各項中的最高者：(i) 聯交所每日報價表所報股份於授出購股權當日（須為營業日）的收市價；(ii) 聯交所每日報價表所報股份於緊接授出購股權當日前五個營業日的平均收市價；及(iii) 股份於授出購股權當日的面值；及

Report of Directors

董事會報告

SHARE OPTION SCHEME (CONTINUED)

- (g) the Share Option Scheme will remain in force for a period of 10 years commencing on 16 October 2017 (the “**Listing Date**”) and shall expire at the close of business on the business day immediately preceding the 10th anniversary thereof unless terminated earlier by the Shareholders in a general meeting.

On 2 January 2020, the Company granted 9,800,000 share options (“**Options**”) to certain eligible participants (the “**Grantee(s)**”), subject to acceptance by the Grantees, to subscribe for Shares with nominal value of HK\$0.01 each of the Company under the Share Option Scheme. Among the Options granted, 2,000,000 Options were granted to a Director, 700,000 Options were granted to a director of a subsidiary of the Company and 300,000 Options were granted to an associate to a Director.

The estimated fair value of the above 9,800,000 Options granted was approximately HK\$1,057,000, which was calculated by using the binomial option pricing model based on following inputs. The value of the Options is subject to certain fundamental limitations, including the subjective nature of and uncertainty relating to a number of assumptions of the expected future performance input to the model, and certain inherent limitations of the model itself. The expected volatility was determined with reference to the historical daily volatilities of the Share price of the Company. The risk-free rate was determined with reference to the prevailing rates on debt securities as reference from Thomson Reuters.

Date of grant

授出日期

2 January 2020

二零二零年一月二日

Share price at grant date	HK\$0.250
於授出日期的股份價格	0.250港元
Exercise price	HK\$0.259
行使價	0.259港元
Expected volatility	54.96%
預期波幅	54.96%
Expected life	5 years from the date of grant
預期年期	自授出日期起計五年
Risk-free rate	2.056%
無風險利率	2.056%
Expected dividend yield	0%
預期股息率	0%
Exercise multiple	2.x
行使倍數	2倍

During the Reporting Period, there were no expense, in relation to Options granted by the Company, recognised by the Group.

購股權計劃(續)

- (g) 購股權計劃將於二零一七年十月十六日(「**上市日期**」)起計10年內有效，除非在股東大會上遭股東提早終止，否則於緊接購股權計劃滿十週年前一個營業日的營業時間結束時屆滿。

於二零二零年一月二日，本公司根據購股權計劃向若干合資格參與者(「**承授人**」)授出9,800,000份購股權(「**購股權**」)，以認購本公司每股面值0.01港元之股份，惟尚待承授人接納，方可作實。在授出的購股權當中，2,000,000股購股權授予一名董事、700,000股購股權授予本公司附屬公司的一名董事及300,000股購股權授予一名董事的聯繫人。

上述已授出的9,800,000股購股權的估計公允值約為1,057,000港元，乃根據以下數據採用二項式期權定價模式計算。購股權價值之準確性乃受制於若干因素，當中包括為預測未來表現而作的多項假設所涉及之主觀性質及不明朗因素，以及計算模式的內在限制。預期波幅乃參考本公司股價以往之每日波幅釐定。無風險利率乃參考湯森路透社所示債務證券之現行利率釐定。

於報告期間，本集團並無就所授出的購股權確認任何開支。

Report of Directors

董事會報告

SHARE OPTION SCHEME (CONTINUED)

Details regarding the number of Options, date of grant, exercise period and exercise price of the Options granted under the Share Option Scheme are set out below:

購股權計劃(續)

有關根據購股權計劃授出購股權之購股權數目、授出日期、行使期及行使價之詳情載列如下：

Name of participants	Date of Options granted	Number of Options granted 已授出 購股權數目	Vesting period	Exercise period	Exercise price of Options HK\$ per Share 港元/股	Closing price immediately before date of grant 緊接授出日期 前之收市價 HK\$ per Share 港元/股
參與者姓名	授出購股權日期		歸屬期	行使期	購股權行使價	
Mr. CL Chan (Director and Chief executive officer) 陳澤麟先生 (董事兼行政總裁)	2 January 2020 二零二零年一月二日	2,000,000	2 January 2020 to 30 June 2021 二零二零年一月二日至 二零二一年六月三十日	1 July 2021 to 1 January 2025 二零二一年七月一日至 二零二五年一月一日	0.259	0.25
Ms. Wai Hang Ying Helen ^{Note} (Former director of KML Engineering) 衛杏英女士 ^(附註) (高明科技工程前任董事)	2 January 2020 二零二零年一月二日	700,000	2 January 2020 to 30 June 2021 二零二零年一月二日至 二零二一年六月三十日	1 July 2021 to 1 January 2025 二零二一年七月一日至 二零二五年一月一日	0.259	0.25
Madam Woo (Company Secretary) 胡女士 (公司秘書)	2 January 2020 二零二零年一月二日	300,000	2 January 2020 to 30 June 2021 二零二零年一月二日至 二零二一年六月三十日	1 July 2021 to 1 January 2025 二零二一年七月一日至 二零二五年一月一日	0.259	0.25
Employees 僱員	2 January 2020 二零二零年一月二日	3,500,000	2 January 2020 to 30 June 2020 二零二零年一月二日至 二零二零年六月三十日	1 July 2020 to 1 January 2025 二零二零年七月一日至 二零二五年一月一日	0.259	0.25
		3,300,000	2 January 2020 to 1 January 2021 二零二零年一月二日至 二零二一年一月一日	2 January 2021 to 1 January 2025 二零二一年一月二日至 二零二五年一月一日	0.259	0.25
Total 總計		9,800,000				

Note: Ms. Wai Hang Ying Helen resigned as the director of KML Engineering on 29 November 2021.

附註：衛杏英女士於二零二一年十一月二十九日辭任高明科技工程的董事。

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SHARE OPTION SCHEME (CONTINUED)

During the Reporting Period, no options were granted, exercised, cancelled or lapsed/forfeited. Details of the movements of Options granted, exercised, cancelled or lapsed/forfeited during the Reporting Period and the outstanding Options as at 31 March 2023 are as follows:

Name of participants	Outstanding as at 1 April 2022 於二零二二年 四月一日 尚未行使	Number of Options granted 已授出 購股權數目	Number of Options exercised 已行使 購股權數目	Number of Options cancelled 已註銷 購股權數目	Number of Options lapsed/ forfeited 已失效/已沒收 購股權數目	Outstanding as at 31 March 2023 於二零二三年 三月三十一日 尚未行使
Mr. CL Chan (Director and Chief executive officer) 陳澤麟先生 (董事兼行政總裁)	2,000,000	-	-	-	-	2,000,000
Madam Woo (Company Secretary) 胡女士 (公司秘書)	300,000	-	-	-	-	300,000
Employees 僱員	3,700,000	-	-	-	-	3,700,000
Total 總計	6,000,000	-	-	-	-	6,000,000

As at the Date of this Report, taking into account 28,000,000 share options had been granted, the maximum number of Shares in respect of which options may be granted is 12,000,000, representing approximately 3.0% of the total number of Shares in issue as at the Date of this Report.

SHARE AWARD SCHEME

The Company adopted a share award scheme (the “Share Award Scheme”) on 5 November 2018 (the “Adoption Date”). Subject to any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a term of 15 years commencing on the Adoption Date. Please refer to the announcement dated 5 November 2018 for details. The principles of Share Award Scheme are summarized below:

(a) Purpose of the scheme

The purposes and objectives of the Share Award Scheme are (i) to recognise and reward the contribution of certain eligible persons for the growth and development of the Group and to provide them with incentives in order to retain them for the continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group.

購股權計劃(續)

於報告期間，沒有授出、行使、註銷或已失效/已沒收購股權。於報告期間，已授出、已行使、已註銷或已失效/已沒收之購股權變動以及於二零二三年三月三十一日尚未行使之購股權詳情如下：

截至本報告日期，計及已授出28,000,000股購股權，可授出購股權的最高股份數目為12,000,000股，佔截至本報告日期已發行股份總數約3.0%。

股份獎勵計劃

本公司於二零一八年十一月五日(「採納日期」)採納一項股份獎勵計劃(「股份獎勵計劃」)。股份獎勵計劃將自採納日期起生效，有效期為十五年，董事會可決定提前終止。有關詳情，請參閱日期為二零一八年十一月五日的公告。股份獎勵計劃的原則概述如下：

(a) 計劃之目的

股份獎勵計劃的目的及目標為(i)表彰及獎勵特定合資格人士對本集團的增長及發展所作貢獻，並為彼等提供激勵以挽留彼等為本集團的持續營運及發展繼續出力；及(ii)為本集團的進一步發展吸引適當人才。

SHARE AWARD SCHEME (CONTINUED)

(b) Eligibility of Participant in the scheme

The eligible person under the Share Award Scheme is:

- (i) any employee of the Group;
- (ii) any executive director or non-executive director (including any independent non-executive director) of the Company, any of its subsidiaries or any invested entity;
- (iii) any customer of the Group or any invested entity;
- (iv) any supplier of goods or services to any member of the Group or any invested entity;
- (v) any person or entity that provides research, development or other technological support to the Group or any invested entity;
- (vi) any shareholder of any member of the Group or any invested entity or any holder of any securities issued by any member of the Group or any invested entity;
- (vii) any person or entity which has contributed to the Group or its business; and
- (viii) any other person selected by the Board at its sole discretion.

(c) Total number of shares available of issue under the scheme

As at the Date of this Report, a maximum number of Shares that can be issued and allotted are 78,040,000 Shares, being 19.3% of the total number of Shares in issue as at the date of passing of the resolution granting the general mandate at 2022 AGM.

(d) Maximum entitlement of each selected participant

The total number of awarded Shares (including granted and non-vested Shares) granted to a selected participant under the scheme in any 12-month period shall not in aggregate exceed 1% of the total number of Shares in issue from time to time.

(e) Vesting period of award shares under the scheme

The awarded Shares to which such selected participant is entitled under the relevant award shall be vested in such selected participant as soon as practicable after the vesting date. The award Shares granted typically shall vest in selected participant within three years from the date of grant.

(f) Consideration and purchase price

Pursuant to the Share Award Scheme, there were granted to the grantees at nil consideration and were or will be transferred to the grantees upon vesting at nil consideration.

份獎勵計劃(續)

(b) 參與計劃的合資格人士：

股份獎勵計劃下的合資格人士：

- (i) 本集團任何僱員；
- (ii) 本公司、其任何附屬公司或被投資實體的任何執行董事或非執行董事(包括任何獨立非執行董事)；
- (iii) 本集團或任何被投資實體的任何客戶；
- (iv) 本集團任何成員公司或任何被投資實體的貨品或服務供應商；
- (v) 為本集團或任何被投資實體提供研究、開發或其他技術支持的任何人士或實體；
- (vi) 本集團任何成員公司或任何被投資實體的任何股東或本集團任何成員公司或任何被投資實體發行的任何證券的任何持有人；
- (vii) 為本集團或其業務作出貢獻的任何人士或實體；及
- (viii) 董事會全權酌情選定的任何其他人士。

(c) 根據計劃可供發行的股份總數

於本報告日期，可予發行及配發的最高股份數目為78,040,000股，佔於二零二二年股東週年大會上通過批准一般授權決議案日期全部已發行股份19.3%。

(d) 各獲選參與者可獲授之最高股份數目

於任何12個月期間，根據股份獎勵計劃授予一名獲選參與人的獎勵股份總數(包括已授出而尚未歸屬的股份)均合計不得超過不時之已發行股份總數之1%。

(e) 計劃項下獎勵股份的歸屬期

該獲選參與者根據相關獎勵獲授的獎勵股份將於歸屬日期後在實際可行的情況下盡快歸屬於該獲選參與者。通常授予的獎勵股份將於授出日期起計三年內歸屬於獲選參與者。

(f) 代價及購買價

根據股份獎勵計劃，存在以零代價向承授人授出及在以零代價歸屬後向承授人轉讓股份。

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SHARE AWARD SCHEME (CONTINUED)

(g) The basis of determining the purchase price of share award

The purchase price for such purchases shall not be higher than the lower of the following: (i) the closing market price on the date of such purchase, and (ii) the average closing market price for the five preceding trading days on which the Shares were traded on the Stock Exchange.

(h) Life of scheme

Subject to any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a term of 15 years commencing on the Adoption Date. As at the Date of this Report, the remaining life of the Share Award Scheme is approximately ten years and four months.

On 26 August 2022, 2,460,000 awarded Shares were granted to employees of KML Engineering. The awarded Shares granted represent approximately 0.6% of the total number of Shares in issue as at the Date of this Report. As at 31 March 2023, 2,645,000 awarded Shares were vested to employee.

Details regarding the date of grant, the vesting period, the closing prices of Shares, the fair value of awarded Shares, the movements of awarded Shares granted, vested, forfeited or cancelled during the Reporting Period, and the number of awarded Shares unvested as at 31 March 2023 are as follows:

Category of Participants	Date of grant	Closing Price of the Shares immediately before the date of grant	Fair value of awarded Shares on the date of grant	Number of awarded Shares unvested as at April 2022 於二零二二年四月一日未歸屬已獎勵股份數目	Number of awarded Shares granted during the year 年內已授予獎勵股份數目	Number of awarded Shares vested during the year 年內已歸屬獎勵股份數目	Number of awarded Shares Forfeited/Cancelled during the year 年內已沒收/註銷已獎勵股份數目	Number of awarded Shares unvested as at 31 March 2023 於二零二三年三月三十一日未歸屬已獎勵股份數目	Vesting Period 歸屬期	Weighted average closing price of Shares immediately before the vesting date
										緊接授出日期前股份的收市價
Other employees 其他僱員	6 July 2020 二零二零年七月六日	0.22	0.22	850,000	-	625,000	45,000	180,000	2-3 years ⁽¹⁾ 2至3年 ⁽¹⁾	0.22
Other employees 其他僱員	5 July 2021 二零二一年七月五日	0.38	0.39	2,375,000	-	650,000	515,000	1,210,000	2-3 years ⁽²⁾ 2至3年 ⁽²⁾	0.39
Other employees 其他僱員	26 August 2022 二零二二年八月二十六日	0.19	0.20	-	2,460,000	-	100,000	2,360,000	2-3 years ⁽³⁾ 2至3年 ⁽³⁾	0.19
	Total 總計			3,225,000	2,460,000	1,275,000	680,000	3,750,000		

Notes

- (1) 1,750,000 shares was granted on 6 July 2020. For 1,050,000 awarded Shares granted, the relevant vesting period is 2 years as from the date of grant. For 700,000 awarded Shares granted, the relevant vesting period is 3 years as from the date of grant.
- (2) 2,375,000 shares was granted on 5 July 2021. For 1,525,000 awarded Shares granted, the relevant vesting period is 2 years as from the date of grant. For 850,000 awarded Shares granted, the relevant vesting period is 3 years as from the date of grant.
- (3) 2,460,000 shares was granted on 26 August 2022. For 1,410,000 awarded Shares granted, the relevant vesting period is 2 years as from the date of grant. For 1,000,000 awarded Shares granted, the relevant vesting period is 3 years as from the date of grant.

股份獎勵計劃(續)

(g) 釐定股份獎勵購買價的基準

相關購買的購買價不得高於下列較低者：(i)相關購買日期的收市價，及(ii)股份於聯交所交易前五個交易日的平均收市價。

(h) 計劃期限

股份獎勵計劃自採納日期起生效，有效期為15年，但董事會可決定提前終止。於本報告日期，股份獎勵計劃的剩餘期限約為十年零四個月。

於二零二二年八月二十六日，向高明科技工程僱員授予2,460,000股獎勵股份。已授予的獎勵股份佔本報告日期全部已發行股份約0.6%。於二零二三年三月三十一日，2,645,000股獎勵以股份已歸屬於僱員。

有關授出日期、歸屬期、股份收市價、獎勵股份公允值、於報告期間已授出、歸屬、沒收或註銷獎勵股份變動以及於二零二三年三月三十一日未歸屬獎勵股份數目載列如下：

附註

- (1) 於二零二零年七月六日授予1,750,000股股份。就已授予的1,050,000股獎勵股份而言，相關歸屬期為授出日期起計2年。就已授予的700,000股獎勵股份而言，相關歸屬期為授出日期起計3年。
- (2) 於二零二一年七月五日授予2,375,000股股份。就已授予的1,525,000股獎勵股份而言，相關歸屬期為授出日期起計2年。就已授予的850,000股獎勵股份而言，相關歸屬期為授出日期起計3年。
- (3) 於二零二二年八月二十六日授予2,460,000股股份。就已授予的1,410,000股獎勵股份而言，相關歸屬期為授出日期起計2年。就已授予的1,000,000股獎勵股份而言，相關歸屬期為授出日期起計3年。

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董事會報告

EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme and Share Award Scheme as set out in this Report, no equity-linked agreement that would or might result in the Company issuing Shares, or that requiring the Company to enter into an agreement that would or might result in the Company issuing Shares, was entered into by the Company during the year or subsisted at the end of the year.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the Reporting Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities, except that the trustee of the Share Award Scheme, pursuant to the terms of the rules and trust deed of the Share Award Scheme, purchased on the Stock Exchange a total of 185,000 Shares at a total consideration of approximately HK\$44,000.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands that would oblige the Company to offer new Shares on a pro rata basis to the existing Shareholders.

NON-COMPETITION UNDERTAKING

Pursuant to the deed of non-competition dated 20 September 2017 (the **"Deed of Non-competition"**) entered into by the Group and Mr. KM Luk, Madam Leung, Mr. KL Luk, Mr. YC Luk and KML Holdings (collectively, the **"Controlling Shareholders"**) and as covenators (collectively, the **"Covenators"**), each of the Covenators has irrevocably and unconditionally undertaken to and covenanted with the Company (for itself and as trustee for its subsidiaries) that, subject to the exceptions as described in the Prospectus, during the period that the Deed of Non-Competition remains effective, he/she/it shall not, and shall procure that his/her/its associates (other than any members of the Group) will not, during the term of the Deed of Non-Competition, directly or indirectly, either for his/her/its own account or in conjunction with or on behalf of or for any other person, firm or company, whether for profit, reward or otherwise, (i) carry on, participate in, be interested or engaged in, or acquire or hold any right or interest (in each case whether as a shareholder, partner, agent, consultant, employee or otherwise) directly or indirectly in any business which is or likely to be in competition with the business currently from time to time engaged by the Group (the **"Restricted Business"**) in Hong Kong, Taiwan and any other country or jurisdiction which any member of the Group provides such services and/or in which any member of the Group carries on its business currently and from time to time (the **"Territory"**); (ii) solicit, interfere with or endeavour to entice away from any member of the Group any person, firm, company or organisation who to his/her/its knowledge is now or has been a customer, supplier, subcontractor or employee of any member of the Group in the past twelve months before such proposed engagement or employment; or (iii) without prior written consent of the Company, make use of any information pertaining to the business, which have or may have come to his/her/its knowledge in his/her/its capacity as a Controlling Shareholder and/or Director for any purpose of his/her/its capacity as a Controlling Shareholder and/or Director for any purpose of his/her/its engaging, investing or participating in any Restricted Business in the Territory. For details of the above, please refer to the Prospectus.

股票掛鈎協議

除本報告所載購股權計劃及股份獎勵計劃外，本公司於年內或於年末不曾訂立或存有將會或可能導致本公司發行股份或規定本公司訂立將會或可能導致本公司發行股份的協議的股票掛鈎協議。

購買、出售或贖回上市證券

於報告期間，本公司或任何其附屬公司概無購買、出售或贖回任何本公司的上市證券，惟股份獎勵計劃的受託人根據股份獎勵計劃的規則及信託契據的條款以總代價約44,000港元於聯交所購買合共185,000股股份除外。

優先購買權

根據組織章程細則或開曼群島法律概無優先購買權條文，規定本公司須按比例向現有股東發售新股份。

不競爭承諾

根據本集團與陸鑑明先生、梁女士、陸季農先生、陸彥彰先生及KML Holdings(統稱**"控股股東"**)及作為契諾人(統稱**"契諾人"**)簽立日期為二零一七年九月二十日的不競爭契據(「**不競爭契據**」)，契諾人各自已不可撤回及無條件地向本公司(為其本身及作為其附屬公司的受託人)承諾及立約，除非符合招股章程所述的例外情況，於不競爭契據仍屬有效期間，彼將不會並將促使其聯繫人(本集團任何成員公司除外)不會於不競爭契據有效期間，為彼/其本身或聯同或代表任何其他人士、商號或公司，為溢利、收益或其他利益而直接或間接(i)在香港、台灣及本集團任何成員公司提供相關服務及/或本集團任何成員公司現時及不時進行業務所在的任何其他國家或司法權區(「**境內**」)發展、經營、持有權益或從事，或收購或持有權利或利益(於各情況下不論為股東、合夥人、代理、顧問、僱員或其他身份)與本集團現時及不時參與的業務活動構成競爭或可能構成競爭的任何業務(「**受限制業務**」)；(ii)招攬、干預或設法從本集團任何成員公司招引任何據其所知現時或於建議委聘或僱用前十二個月內為本集團任何成員公司的客戶、供應商、分包商或僱員的任何人士、商號、公司或組織；或(iii)在未經本公司事先書面同意的情況下，利用因作為我們的控股股東及/或董事而已經或可能獲悉有關業務的任何資料，以於境內從事、投資或參與任何受限制業務。有關上述詳情，請參閱招股章程。

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NON-COMPETITION UNDERTAKING (CONTINUED)

The Company has received confirmations from the Controlling Shareholders confirming their compliance with the Deed of Non-competition respectively during the Reporting Period for disclosure in this Report.

The independent non-executive Directors have reviewed the Deed of Non-competition during the Reporting Period and based on the information and confirmation provided by or obtained from the Controlling Shareholders and they were satisfied that the Controlling Shareholders have duly complied with the Deed of Non-competition during the Reporting Period.

DIRECTORS' INTEREST IN COMPETING BUSINESS

Save as disclosed in this Report, during the Reporting Period, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the Reporting Period, the Group entered into certain connected transactions with the connected person of the Company, namely K M L Limited.

CONNECTED TRANSACTION

Tenancy Agreement

KML Engineering, a wholly-owned subsidiary of the Company, as tenant entered into a tenancy agreement on 30 September 2021 (the "**Tenancy Agreement**") with K M L Limited as landlord in respect of Workshop 12 on G/F of Block B, Workshop 5 on 1/F with Flat Roof of Block B, Workshops 7, 9, 10 and 11 on 1/F of Block B, Workshop 7 on 3/F with Flat Roof of Block B and Car Parking Spaces numbered V20, V25, L33, L37 and L39, Shatin Industrial Centre, Nos. 5-7 Yuen Shun Circuit, Shatin, New Territories, Hong Kong (the "**Premises**") for a term of 18 months from 1 October 2021 to 31 March 2023 (both days inclusive).

K M L Limited is a company incorporated in Hong Kong and owned as to 78.2% by Golden Sail International Limited ("**Golden Sail**"), which is wholly-owned by a trustee for a family trust where the beneficiaries include Mr. KM Luk and Madam Leung. Therefore, K M L Limited is an associate of each of Mr. KM Luk and Madam Leung, and hence is a connected person of the Company.

The Group has been leasing the Premises from K M L Limited as its head office and workshops in Hong Kong for more than 20 years. The Company considers that it would be beneficial to lease the Premises as it will enable the Group to secure its stable operation at the Premises without incurring additional costs and expenses in identifying, renovating and relocating to alternative premises and ensure that there will be no disruption to the operations, business and growth of the Group. The Directors believe that the entering of this Tenancy Agreement is necessary for the continuous use of the premises by KML Engineering and the growth and operations of the Group.

不競爭承諾(續)

本公司已接獲控股股東的確認，彼等於報告期間已遵守不競爭契據，以披露於本報告。

獨立非執行董事於報告期間已審閱不競爭契據及根據控股股東提供或自其獲悉的資料及確認，彼等信納控股股東於報告期間已恰當遵守不競爭契據。

董事於競爭業務中的權益

除本年報所披露者外，於報告期間，概無董事或彼等各自的聯繫人從事與本集團業務直接或間接競爭或可能競爭的任何業務或於該等業務中擁有權益。

關連交易及連續關連交易

於報告期間，本集團與本公司關連人士(即圖遠有限公司)訂立若干關連交易。

關連交易

租賃協議

於二零二一年九月三十日，本公司的全資附屬公司高明科技工程(作為租戶)就香港新界沙田源順圍5-7號沙田工業中心B座地下12號工場、B座1樓5號工場及平台、B座1樓7號、9號、10號及11號工場、B座3樓7號工場及平台以及V20號、V25號、L33號、L37號及L39號泊車位(「**該等物業**」)與圖遠有限公司(作為業主)訂立一份租賃協議(「**租賃協議**」)，期限為自二零二一年十月一日至二零二三年三月三十一日(首尾兩天包括在內)止18個月。

圖遠有限公司為於香港註冊成立的公司及由Golden Sail International Limited(「**Golden Sail**」)擁有78.2%，而Golden Sail由一名受託人代家族信託(受益人包括陸鑑明先生及梁女士)全資擁有。因此，圖遠有限公司為陸鑑明先生及梁女士的聯繫人，故為本公司的關連人士。

本集團已自圖遠有限公司租賃該等物業作為其在香港的總部及工場已逾20年。本公司認為，租賃該等物業屬有益，因為其將使本集團能確保其在該等物業的穩定經營，而不會因物色、翻新及搬遷至其他物業方面產生額外成本及開支並確保本集團的經營、業務及增長將不會受到干擾。董事相信訂立該租賃協議對高明科技工程持續使用該等物業以及本集團的增長及營運而言屬必需。

Report of Directors

董事會報告

CONNECTED TRANSACTION (CONTINUED)

Tenancy Agreement (continued)

On 31 March 2023, KML Engineering has renewed the tenancy agreement for another 18 months from 1 April 2023 to 30 September 2024 (both days inclusive) (the “**New Tenancy Agreement**”). The principal terms of the New Tenancy Agreement are set out below:

- (a) The term of the New Tenancy Agreement is for a fixed term commencing on 1 April 2023 and expiring on 30 September 2024 unless terminated earlier upon certain events of default as provided in the New Tenancy Agreement; and
- (b) the monthly rent of HK\$477,920 per calendar month payable by KML Engineering (exclusive of management fees, government rates and rent and outgoings).

As the applicable percentage ratios in respect the New Tenancy Agreement exceed 5% but are less than 25% and the value of the right-of-use of the Premises is less than HK\$10,000,000, the transaction contemplated under the New Tenancy Agreement constitutes a connected transaction of the Company and is subject to the reporting and announcement requirements under Chapter 20 of the GEM Listing Rules but exempt from the circular (including independent financial advice) and Shareholders' approval requirements under the GEM Listing Rules.

Save as disclosed in this Report, during the Reporting Period, the Company had no connected transactions or continuing connected transactions which fell to be disclosed in accordance with the provisions under Chapter 20 of the GEM Listing Rules in relation to the disclosure of connected transactions and continuing connected transactions.

The related party transactions as disclosed in note 29 to the consolidated financial statements constituted as connected transactions or continuing connected transactions as defined in Chapter 20 of the GEM Listing Rules and in compliance with the disclosure requirements under Chapter 20 of the GEM Listing Rules.

LITIGATIONS

As at the Date of this Report, neither the Company nor any other member of the Group was engaged in any litigation or claims of material importance known to the Directors to be pending or threatened against any member of the Group.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, Directors and senior officers of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or officer shall be liable for any loss, damages or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. The Company has arranged appropriate Directors and officers liability insurance coverage for the Directors and officers of the Company for the Reporting Period.

關連交易(續)

租賃協議(續)

於二零二三年三月三十一日，高明科技工程已將租賃協議另行續期18個月，自二零二三年四月一日至二零二四年九月三十日(首尾兩天包括在內)(「**新租賃協議**」)。新租賃協議的主要條款載列如下：

- (a) 新租賃協議的期限為固定期限，自二零二三年四月一日開始及於二零二四年九月三十日屆滿，除非因新租賃協議規定的若干違約條款而提早終止；及
- (b) 月租為每曆月477,920港元，須由高明科技工程每曆月預先支付(不包括管理費、政府差餉及政府地租及其他開支)。

由於有關新租賃協議的適用百分比率超過5%但低於25%及該等物業使用權價值低於10,000,000港元，新租賃協議項下擬進行交易構成本公司關連交易，且須遵守GEM上市規則第20章項下的申報及公告規定，但獲豁免遵守GEM上市規則項下的通函(包括獨立財務意見)及股東批准的規定。

除本報告所披露者外，於報告期間，本公司並無根據GEM上市規則第20章項下有關披露關連交易及持續關連交易的條文須予披露的關連交易或持續關連交易。

誠如綜合財務報表附註29所披露，關聯方交易構成關連交易或持續關連交易(定義見GEM上市規則第20章)及遵守GEM上市規則第20章項下的披露規定。

訴訟

於本報告日期，本公司及本集團任何其他成員公司均未涉及任何針對本集團成員公司的未決或受威脅的重大訴訟或索償。

獲准許彌償條文

根據組織章程細則，本公司董事及高級職員就其執行職務或與此有關所蒙受或招致的一切損失或負債，均有權從本公司資產中獲得彌償保證，而各董事或高級職員概無須就其執行職務可能出現或招致的任何損失、損害或不幸情況負責。於報告期間，本公司已為本公司董事及高級職員安排合適的董事及高級職員責任保險。

Report of Directors

董事會報告

SUBSEQUENT EVENTS

On 18 April 2023, the Company granted 9,000,000 Options to certain Grantees, subject to acceptance by the Grantees, to subscribe for Shares with nominal value of HK\$0.01 each of the Company under the Share Option Scheme. Among the Options granted, 1,000,000 Options were granted to a Director, and 400,000 Options were granted to a director of a subsidiary of the Company, who is also an associate to a Director and Company Secretary. The remaining 7,600,000 Options were granted to employees of the Group. Please refer to the announcement dated 18 April 2023 for details.

Save as disclosed above, up to the Date of this Report, there were no other subsequent events after the Reporting Period.

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) had, together with the management, reviewed the accounting principles and policies adopted by the Group and the consolidated financial statements for the Reporting Period.

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 40 to 55 of this Report.

The compliance officer of the Company is Mr. YC Luk, whose biographical details are set out on page 17. The company secretary is Madam Woo who satisfies the qualification requirement under Rules 5.14 and 11.07 of the GEM Listing Rules as the Company Secretary. Madam Woo's biographical details are set out on page 21 of this Report.

SUFFICIENCY OF PUBLIC FLOAT

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

AUDITORS

Ernst & Young were appointed as the Auditors for the Reporting Period. The accompanying financial statements prepared in accordance with Hong Kong Financial Reporting Standards have been audited by Ernst & Young.

On behalf of the Board
KML Technology Group Limited
Luk Kam Ming
Chairman and Executive Director

Hong Kong, 19 June 2023

期後事項

於二零二三年四月十八日，本公司根據購股權計劃向承授人授出9,000,000份購股權，以認購本公司每股面值0.01港元之股份，惟尚待承授人接納，方可作實。在授出的購股權當中，1,000,000份購股權授予一名董事、400,000份購股權授予本公司附屬公司的一名董事，彼亦同時為一名董事的聯繫人及公司秘書。餘下的7,600,000份購股權乃授予本集團僱員。有關詳情，請參閱日期為二零二三年四月十八日的公告。

除上文所披露者外，直至本報告日期，概無其他報告期間結束後事項。

審核委員會

本公司審核委員會（「**審核委員會**」）已連同管理層審閱本集團採納的會計原則及政策及於報告期間的綜合財務報表。

企業管治

本公司致力維持高水平的企業管治常規。有關本公司採納的企業管治常規的資料載列於本年報第40至55頁的企業管治報告。

本公司的合規主任為陸彥彰先生，其履歷詳情載列於本年報第17頁。公司秘書為胡女士，其作為公司秘書符合GEM上市規則第5.14條及第11.07條項下的資格規定。胡女士的履歷詳情載列於本年報第21頁。

足夠公眾持股量

本公司根據公開所得資料及就董事所知，本公司於本報告日期一直維持GEM上市規則規定之足夠公眾持股量。

核數師

安永會計師事務所獲委任為於報告期間的核數師。根據香港財務報告準則編製的隨附財務報表已獲安永會計師事務所審核。

代表董事會
高萌科技集團有限公司
陸鑑明
主席兼執行董事

香港，二零二三年六月十九日

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICE

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the “CG Code”) as set out in Appendix 15 to the GEM Listing Rules as its own code of corporate governance. During the Reporting Period, the Company has complied with all applicable code provisions in Part 2 of the CG Code.

THE BOARD

Responsibilities

The Board is responsible for the overall leadership of the Group, oversees the Group’s strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group. To oversee particular aspects of the Company’s affairs, the Board has established four Board committees including the Audit Committee, the remuneration committee (the “Remuneration Committee”), the nomination committee (the “Nomination Committee”) and the Risk Management Committee (together, the “Board Committees”). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

All Directors had carried out duties in good faith and in compliance with applicable laws and regulations, and have acted in the interests of the Company and the Shareholders at all times.

The Company has arranged appropriate liability insurance in respect of legal action against the Directors. The insurance coverage will be reviewed on an annual basis.

Board Composition

The Board comprises four executive Directors and four independent non-executive Directors as follows:

Executive Directors:

Mr. LUK Kam Ming
Mr. CHAN Chak Lun Philip
Mr. LUK Kwai Lung
Mr. LUK Yin Cheung

Independent Non-executive Directors:

Mr. LAU On Kwok
Mr. LAW Wing Chi Stephen
Dr. TSE Chi Kong
Mr. YU Wing Lok Garry

The biographies of the Directors are set out under the section headed “Directors and Senior Management” of this Report.

企業管治常規

本集團致力維持高水平的企業管治，以保障股東權益以及提升企業價值及問責性。本公司已採納GEM上市規則附錄十五所載的企業管治守則（「企業管治守則」）作為其本身的企業管治守則。於報告期間，本公司已遵守企業管治守則第二部分所載的所有適用守則條文。

董事會

職責

董事會負責本集團的整體領導，監督本集團的戰略決策及監控業務與表現。董事會已授出有關本集團日常經營管理方面的權力及職責。為監督本公司事務的特定方面，董事會已成立四個董事委員會，包括審核委員會、薪酬委員會（「薪酬委員會」）、提名委員會（「提名委員會」）及風險管理委員會（統稱「董事委員會」）。董事會已向董事委員會授權其各自職權範圍所載的職責。

全體董事以誠信態度執行職責，並遵守適用法例及規例，且一直以符合本公司及股東的利益行事。

本公司已就針對董事的法律訴訟安排適當的責任保險，保險範圍將每年進行審閱。

董事會組成

董事會由下列四名執行董事及四名獨立非執行董事組成：

執行董事：

陸鑑明先生
陳澤麟先生
陸季農先生
陸彥彰先生

獨立非執行董事：

劉安國先生
羅永志先生
謝智剛博士
余永祿先生

各董事履歷載於本年報「董事及高級管理層」一節。

Corporate Governance Report

企業管治報告

THE BOARD (CONTINUED)

During the Reporting Period, the Board has met at all times the requirements under Rules 5.05(1) and 5.05(2) of the GEM Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has also complied with Rule 5.05A of the GEM Listing Rules relating to the appointment of independent non-executive Directors representing at least one-third of the Board.

The Company believes that the diversity of Board members will be immensely beneficial for the enhancement of the Company's performance. Therefore, the Company has adopted a Board diversity policy to ensure that the Company will, when determining the composition of the Board, consider Board diversity in terms of, among other things, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on merits, and candidates will be considered against objective criteria, having due regard for the benefits of diversity of the Board.

The Company has received the confirmation from each of the independent non-executive Directors about his independence pursuant to Rule 5.09 of the GEM Listing Rules, the Company considers all of them to be independent.

Save as disclosed in the Directors' biographies set out in the section headed "Directors and Senior Management" in this Report, none of the Directors have any personal relationship (including financial, business, family or other material or relevant relationship) with any other Directors and the chief executive of the Company.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee, the Nomination Committee and the Risk Management Committee.

As regards the CG Code provision requiring directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as the identity of the public companies or organisations and the time involved to the Company, the Directors have agreed to disclose their commitments and any subsequent change to the Company in a timely manner.

董事會(續)

於報告期間，董事會一直遵守GEM上市規則第5.05(1)及5.05(2)條有關委任至少三名獨立非執行董事，而其中至少有一名獨立非執行董事擁有適當的專業資格或會計或相關財務管理專長的規定。

本公司亦遵守GEM上市規則第5.05A條有關委任的獨立非執行董事佔董事會人數至少三分之一的規定。

本公司相信董事會成員多元化將對加強本公司表現益處良多。因此，本公司已採納董事會多元化政策，以確保在釐定董事會成員組合時會從年齡、文化及教育背景、專業經驗、技能及知識等多個方面考慮董事會多元化。董事會所有委任均以用人唯才為基礎，並在考慮候選人時以客觀條件顧及董事會多元化之裨益。

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條之規定就其獨立性而發出之確認，本公司認為彼等均為獨立人士。

除本年報「董事及高級管理層」一節所載董事履歷中披露者外，概無董事與任何其他董事及本公司主要行政人員有任何個人關係(包括財務、業務、家族或其他重大或相關關係)。

全體董事(包括獨立非執行董事)均為董事會帶來各種不同的寶貴營商經驗、知識及專門技能，促進董事會高效及有效運作。獨立非執行董事獲邀出任審核委員會、薪酬委員會、提名委員會及風險管理委員會成員。

鑒於企業管治守則條文要求董事向本公司披露於公眾公司或機構擔任職務的數量及性質及其他重大承擔，以及公眾公司或機構的身份及所投入時間，董事已同意適時向本公司披露彼等的承擔及任何後續變動。

Corporate Governance Report

企業管治報告

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Group's operations and businesses as well as his/her responsibilities under relevant statutes, laws, rules and regulations. The Company also provides regular updates on latest development and changes in the GEM Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Group's performance, position and prospects to enable the Board as a whole and each Director to discharge his duties.

Directors are encouraged to participate in continuous professional development seminars to develop and refresh their knowledge and skills. The company secretary of the Company has from time to time updated and provided the Directors with written training materials relating to the roles, functions and duties of a director of a listed issuer on GEM of the Stock Exchange.

The professional trainings of the Directors during the Reporting Period are as follows:

Directors 董事

Executive Directors

Mr. LUK Kam Ming
Mr. CHAN Chak Lun Philip
Mr. LUK Kwai Lung
Mr. LUK Yin Cheung

執行董事

陸鑑明先生
陳澤麟先生
陸季農先生
陸彥彰先生

Independent Non-Executive Directors

Mr. LAU On Kwok
Mr. LAW Wing Chi Stephen
Dr. TSE Chi Kong
Mr. YU Wing Lok Garry

獨立非執行董事

劉安國先生
羅永志先生
謝智剛博士
余永祿先生

Notes:

A: Attending seminars and/or meetings and/or forums and/or briefings

B: Reading materials relevant to corporate governance, director's duties and responsibilities, listing rules and other relevant ordinances

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and performed by different individuals.

The chairman of the Board and the chief executive officer of the Company are currently two separate positions held by Mr. KM Luk and Mr. CL Chan, respectively, with clear distinction in responsibilities. Mr. KM Luk is responsible for devising strategies for the continuous development of the Group, overseeing the Group's business operations and financial performance, as well as leading the Board in performing its functions while Mr. CL Chan is responsible for managing the overall business operations and executing business strategies of the Group.

入職及持續專業發展

所有新委任的董事均獲提供必要的入職培訓及資料，以確保彼對本集團的營運及業務以及彼於相關法規、法例、規則及規例下的責任有適當了解。本公司亦定期提供GEM上市規則及其他相關法律及監管規定之不時最新發展及變動的更新資料。董事亦定期獲提供有關本集團表現、狀況及前景的最新資料，以便董事會全體及各董事履行彼等的職責。

本公司鼓勵董事參與持續專業發展研討會，以發展及更新彼等的知識及技能。本公司的公司秘書不時向董事更新及提供有關聯交所GEM上市發行人董事角色、職能及職責的書面培訓資料。

董事於報告期間參與的專業培訓如下：

Type of trainings 培訓類別

Mr. LUK Kam Ming	A, B
Mr. CHAN Chak Lun Philip	A, B
Mr. LUK Kwai Lung	A, B
Mr. LUK Yin Cheung	A, B
Mr. LAU On Kwok	A, B
Mr. LAW Wing Chi Stephen	A, B
Dr. TSE Chi Kong	A, B
Mr. YU Wing Lok Garry	A, B

附註：

A：出席研討會及／或會議及／或論壇及／或簡報會

B：閱覽企業管治、董事職責及責任、上市規則及其他相關條例的相關材料

主席及行政總裁

根據企業管治守則守則條文第C.2.1條，主席及行政總裁的角色應予以區分及由不同人士擔任。

董事會主席及本公司行政總裁目前由陸鑑明先生及陳澤麟先生分別擔任，其職責範圍有明確區分。陸鑑明先生負責設計本集團持續發展策略、監督本集團業務營運及財務表現以及領導董事會履行其職能，而陳澤麟先生負責管理本集團整體業務營運及執行業務策略。

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企業管治報告

TERMS OF APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors has signed a service agreement with the Company for a term of three years and will continue thereafter until terminated in accordance with terms of the agreement.

Each of the independent non-executive Directors has signed the letter of appointment with the Company for a term of three years, which may be renewable subject to both parties' agreement.

None of the Directors has a service agreement / letter of appointment which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition and making recommendations to the Board on the appointment or re-election of Directors and succession planning for Directors.

COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct regarding Directors' securities transactions in the securities of the Company.

The Company has made specific enquiries to all Directors about their compliance with the required standard of dealings for the year ended 31 March 2023, without noticing any violation of the required standard.

DELEGATION BY THE BOARD

The Board reserves for its decision on all major matters of the Company, including approval and monitoring of all policy matters, overall strategies and budgets, risk management and internal control systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors are provided with sufficient resources to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

董事的委任年期及重選連任

各執行董事已與本公司簽訂一份為期三年的服務協議，其後將會繼續直至根據協議條款終止為止。

各獨立非執行董事已與本公司簽訂一份為期三年的委任函，可由雙方協定重續。

概無董事與本集團訂有任何本集團如無作出賠償(法定賠償除外)則不可於一年內終止的服務協議/委任函。

董事的委任、重選連任及罷免程序及步驟載於組織章程細則。提名委員會負責檢討董事會的組成及就董事的委任、重選連任及繼任計劃向董事會提供推薦建議。

遵守董事進行證券交易的必守標準

本公司已採納GEM上市規則第5.48至5.67條所載交易必守標準作為其本身就董事進行本公司證券交易的操守準則。

本公司已就全體董事於截至二零二三年三月三十一日止年度遵守交易必守標準的情況向彼等作出特定查詢，並無發現任何違反必守標準的情況。

董事會的授權

董事會對本公司所有重大事宜保留決策權，包括：批准及監督一切政策事宜、整體策略及預算、風險管理及內部監控系統、重大交易(特別是可能牽涉利益衝突者)、財務資料、委任董事及其他重大財務及營運事宜。董事於履行彼等職責時獲提供充足資源尋求獨立專業意見，費用由本公司承擔。彼等亦可向本公司高級管理層進行獨立諮詢。

本集團的日常管理、行政及營運交予高級管理層負責。授權職能及職責由董事會定期檢討。管理層訂立任何重大交易前須取得董事會批准。

Corporate Governance Report

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CORPORATE GOVERNANCE FUNCTION

The Board recognises that corporate governance should be the collective responsibility of the Directors which includes:

- (a) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management;
- (c) to develop, review and monitor the codes of conduct and compliance manuals applicable to employees and the Directors;
- (d) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board on such matters;
- (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report; and
- (f) to review and monitor the Company's compliance with the Company's whistleblowing policy.

BOARD MEETINGS

The Company adopts the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of not less than 14 days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

For other Board and Board Committee meetings, reasonable notice is generally given. The agenda and accompanying board papers are despatched to the Directors or Board Committees members at least three days before the meetings to ensure that they have sufficient time to review the papers and are adequately prepared for the meetings. When Directors or Board Committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the chairman of the Board or the relevant Board Committees prior to the meeting. Minutes of the meetings are kept by the company secretary with copies circulated to all Directors to the relevant Board Committees members for information and records.

Minutes of the Board meetings and Board Committees meetings are recorded in sufficient details about the matters considered by the Board and the Board Committees and the decisions reached, including any concerns raised by the Directors or the Board Committees members. Draft minutes of each Board meeting and Board Committee meeting are sent to the Directors or the Board Committees members for comments within a reasonable time after the date on which the meeting is held. Minutes of the Board meetings and the Board Committees are open for inspection by Directors.

企業管治職能

董事會確認，企業管治應屬董事的共同責任，包括：

- (a) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (b) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (c) 制定、檢討及監察適用於僱員及董事的操守準則及合規手冊；
- (e) 制定及檢討本公司的企業管治政策及常規，並就有關事宜向董事會提出建議；
- (e) 檢討本公司遵守企業管治守則的情況及企業管治報告的披露資料；及
- (f) 檢討及監察本公司遵守其舉報政策的情況。

董事會會議

本公司採納定期舉行董事會會議之慣例，每年至少舉行四次會議，大約每季度舉行一次。全體董事就所有定期董事會會議會獲發不少於14天的通知，令彼等有機會出席會議及於定期會議議程內載入有關事宜。

就其他董事會及董事委員會會議而言，一般會發出合理時間的通知。會議議程及隨附董事會文件在會議日期前至少三天寄發予董事或董事委員會成員，以確保彼等有充足時間審閱有關文件及充分準備出席會議。倘董事或董事委員會成員未能出席會議，則彼等會獲悉將予討論的事宜及於會議召開前有機會知會董事會或相關董事委員會主席有關彼等的意見。會議記錄由公司秘書保存，副本將於全體董事或相關董事委員會成員間傳閱，以供參閱及記錄。

董事會會議及董事委員會會議的會議記錄會詳盡記錄董事會及董事委員會所考慮的事宜及所達致的決定，包括董事或董事委員會成員提出的任何問題。各董事會會議及董事委員會會議的會議記錄草稿會於會議舉行日期後的合理時間內寄送至各董事或董事委員會成員，以供彼等提出意見。董事會及董事委員會的會議記錄可供董事查閱。

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BOARD MEETINGS (CONTINUED)

During the Reporting Period, seven board meetings and one general meeting were held and the attendance of each Director at these meetings is set out in the table below:

Directors		Board meeting(s) Attended/Held 已出席/已舉行 董事會會議	General meeting(s) Attended/Held 已出席/已舉行 股東大會
董事			
Executive Directors:	執行董事：		
Mr. LUK Kam Ming	陸鑑明先生	7/7	1/1
Mr. CHAN Chak Lun Philip	陳澤麟先生	7/7	1/1
Mr. LUK Kwai Lung	陸季農先生	7/7	1/1
Mr. LUK Yin Cheung	陸彥彰先生	7/7	1/1
Independent Non-executive Directors:	獨立非執行董事：		
Mr. LAU On Kwok	劉安國先生	7/7	1/1
Mr. LAW Wing Chi Stephen	羅永志先生	7/7	1/1
Dr. TSE Chi Kong	謝智剛博士	7/7	1/1
Mr. YU Wing Lok Garry (note)	余永祿先生(附註)	3/3	N/A 不適用

Note: Mr. Yu Wing Lok Garry was appointed as an independent non-executive Director on 1 November 2022 and there were three Board Meetings held after his appointment. He was appointed after the AGM of the Company held on 5 August 2022.

董事會會議(續)

於報告期間，共舉行七次董事會會議及一次股東大會。各董事於該等會議的出席情況載於下表：

附註：余永祿先生於二零二二年十一月一日獲委任為獨立非執行董事，彼獲委任後，曾舉行三次董事會會議。彼乃於二零二二年八月五日舉行的本公司股東週年大會後獲委任。

BOARD COMMITTEES

Audit Committee

The Audit Committee comprises three members, namely Mr. LAU On Kwok (chairman), Mr. LAW Wing Chi Stephen and Dr. TSE Chi Kong, all of them are independent non-executive Directors.

The principal duties of the Audit Committee include the following:

- to review the relationship with the Auditor by reference to the work performed by the Auditor, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of the Auditor;
- to review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or the Auditor before submission to the Board; and
- to review the adequacy and effectiveness of the Company's financial reporting system, risk management and internal control systems and associated procedures, including the adequacy of the resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions, as well as those relating to the Company's ESG performance and reporting.

The written terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

The Audit Committee had five meetings and two of the meetings with the Company's external auditor during the Reporting Period.

董事委員會

審核委員會

審核委員會目前由三名成員組成，即劉安國先生(主席)、羅永志先生及謝智剛博士，彼等均為獨立非執行董事。

審核委員會的主要職責包括以下方面：

- 透過參考核數師開展的工作、彼等的薪酬及委聘條款檢討與核數師的關係，及就委任、續聘及罷免核數師向董事會提出建議；
- 審閱財務報表及報告，並於遞交予董事會前考慮本公司負責會計及財務報告職能的職員、合規主任或核數師提出的任何重大或不尋常事項；及
- 檢討本公司財務報告系統、風險管理及內部監控系統及相關程序，包括本公司在會計、內部審核、財務報告職能方面以及與公司環境、社會及管治表現和匯報相關的資源、員工資歷及經驗、培訓課程及預算是否充足。

審核委員會的書面職權範圍於聯交所及本公司網站可供查閱。

審核委員會於報告期間已舉行五次會議，並與本公司的外部核數師舉行兩次會議。

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BOARD COMMITTEES (CONTINUED)

Audit Committee (continued)

During the Reporting Period, the Audit Committee discussed and reviewed on the following matters:

- (a) the audit plan for the Reporting Period;
- (b) the final results of the Group for the Reporting Period as well as the audit report prepared by the Auditor relating to accounting issues and major findings in course of audit;
- (c) the financial reporting system, compliance procedures, (including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function), and the re-appointment of the Auditor;
- (d) the quarterly results of the Group for three months ended 30 June 2022;
- (e) the interim results of the Group for six months ended 30 September 2022; and
- (f) the quarterly results of the Group for nine months ended 31 December 2022.

Nomination Committee

The Nomination Committee currently comprises four members, namely Mr. LUK Kam Ming (chairman), Mr. LAW Wing Chi Stephen, Dr. TSE Chi Kong and Mr. YU Wing Lok Garry, the majority of the committee is comprised by independent non-executive Directors.

The principal duties of the Nomination Committee include the following:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of independent non-executive Directors; and
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for Directors, in particular the chairman and the chief executive officer of the Company.

The Nomination Committee assesses the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision.

The written terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company.

董事委員會(續)

審核委員會(續)

於報告期間，審核委員會已討論及檢討以下各項：

- (a) 審核於報告期間的審計規劃；
- (b) 本集團於報告期間之末期業績，以及由核數師就有關會計事項及於審核過程中的重大發現所編製的審核報告；
- (c) 財務報告系統、合規程序(包括本公司在會計及財務報告職能方面的資源、員工資歷及經驗、培訓課程及有關預算是否充足)以及核數師的重新委任；
- (d) 本集團截至二零二二年六月三十日止三個月之季度業績。
- (e) 本集團截至二零二二年九月三十日止六個月之中期業績；及
- (f) 本集團截至二零二二年十二月三十一日止九個月之季度業績。

提名委員會

提名委員會現時由四名成員組成，即陸鑑明先生(主席)、羅永志先生、謝智剛博士及余永祿先生。該委員會大多數成員為獨立非執行董事。

提名委員會的主要職責包括以下方面：

- (a) 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗)，並就任何為配合本公司的企業策略而擬對董事會作出的變動作出推薦建議；
- (b) 物色具備合適資格之人士出任董事會成員，以及對獲提名出任董事之人士進行甄選或就此向董事會作出推薦建議；
- (c) 評估獨立非執行董事的獨立性；及
- (d) 就委任或重新委任董事以及董事(尤其是本公司主席及行政總裁)繼任計劃向董事會提出建議。

提名委員會按誠信、經驗、技能以及為履行責任及職責所付出之時間及努力等標準評估候選人或在任人。提名委員會之建議將於其後提交董事會以作決定。

提名委員會的書面職權範圍於聯交所及本公司網站可供查閱。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (CONTINUED)

Policy on Directors Nomination

The Company has adopted a nomination policy stating the process and criteria to select and recommend candidates for directorship during the Reporting Period. In identifying suitable candidate qualified to become Board members, the Nomination Committee shall consider the attributes complementary to the Board, business experience and Board Expertise and skills, availability, motivation, integrity and independence of candidates.

During the Reporting Period, the Nomination Committee had three meetings to discuss, review and make recommendations to the Board on the following matters:

- (a) the appointment of a new independent non-executive Director;
- (b) the amendments to the terms of reference of the Nomination Committee;
- (c) the structure, size and composition (including the skills, knowledge and experience) of the Board;
- (d) the independence of independent non-executive Directors; and
- (e) the re-appointments of the retiring Directors.

Board Diversity Policy

The Board has adopted a board diversity policy, a summary of which is set out below:

- (a) with a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development;
- (b) in designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- (c) all Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board;
- (d) selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board;
- (e) the Nomination Committee will report annually, in the Corporate Governance Report, on the Board's composition under diversified perspectives, and monitor the implementation of the board diversity policy; and
- (f) the Nomination Committee will review the board diversity policy annually, to ensure the effectiveness of the board diversity policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

董事委員會(續)

董事提名政策

本公司已採納一項提名政策，指明於報告期間選擇及推薦董事職務候選人的流程及標準。為識別合資格成為董事會成員的合適候選人，提名委員會將考慮與董事會的互補、候選人的業務經驗及董事會專業知識及技能、可用性、動機、誠信及獨立性。

於報告期間，提名委員會舉行三次會議，以討論、檢討以下事項並向董事會提供推薦建議：

- (a) 任命一位新的獨立非執行董事；
- (b) 提名委員會職權範圍的修訂；
- (c) 董事會架構、規模及組成(包括技能、知識及經驗)；
- (d) 獨立非執行董事的獨立性；及
- (e) 重新委任退任董事。

董事會多元化政策

董事會已採納董事會多元化政策，其概要載列如下：

- (a) 為達致可持續的均衡發展，公司視董事會層面日益多元化為支持其達到戰略目標及維持可持續發展的關鍵元素；
- (b) 公司在設計董事會成員組成時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期；
- (c) 董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益；
- (d) 甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事會提供的貢獻而作決定；
- (e) 提名委員會將每年在《企業管治報告》內匯報董事會在多元化層面的組成，並監察董事會多元化政策的執行；及
- (f) 提名委員會將每年審閱董事會多元化政策，以確保董事會多元化政策行之有效。提名委員會將會討論任何或需作出的修訂，再向董事會提出修訂建議，供董事會審批。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (CONTINUED)

Board Diversity Policy (continued)

During the Reporting Period, the Board, through the Nomination Committee, has reviewed the implementation and effectiveness of the board diversity policy and confirm that the Board has an appropriate mix of skills and experience to deliver the Company's strategy.

The Board is comprised of eight male Directors. The Nomination Committee has formulated a gender diversity plan for the Board, recommending the appointment of at least one female director in 2024. The Company will use its best endeavours to ensure the principle of board and gender diversity is integrated into the recruitment processes of suitable candidates for the Board and of the Company's employees to ensure there shall be a pipeline of potential successors to the Board and to its workforce while maintaining the existing board and gender diversity.

Of the approximately 190 employees (including senior management) of the Group as at 31 March 2023, approximately 35 are female. Accordingly, the Company considers that gender diversity is also achieved in its workforce generally.

In order to ensure that independent views and input of the Independent non-Executive Directors are made available to the Board, the Nomination Committee and the Board are committed to assess the Directors' independence annually with regards to all relevant factors related to the Independent non-Executive Directors including the following:

- (a) required character, integrity, expertise, experience and stability to fulfill their roles;
- (b) time commitment and attention to the Company's affairs;
- (c) firm commitment to their independent roles and to the Board;
- (d) declaration of conflict of interest in their roles as independent non-executive Directors;
- (e) no involvement in the daily management of the Company nor in any relationship or circumstances which would affect the exercise of their independent judgement; and
- (f) the Chairman meets with the Independent non-executive Directors regularly without the presence of the Executive Directors.

All Directors are entitled to seek advice the independent professional advisors at the Company's expenses.

董事委員會(續)

董事會多元化政策(續)

於報告期間，董事會透過提名委員會已檢討董事會多元化政策的事實及有效性，並確認董事會具備合適的技能組合及經驗以落實公司的策略。

董事會包括八名男性董事。提名委員會已制定董事會性別多元化計劃，建議於二零二四年至少委任一名女性董事。本公司將竭盡所能確保董事會及性別多元化原則納入董事會合適候選人及本公司僱員的招聘流程，以確保董事會及其勞動力有一批潛在繼任者，同時維持現有董事會及性別多元化。

於二零二三年三月三十一日，在本集團的約190名僱員(包括高級管理層)中，約35名為女性。因此，本公司認為其員工整體上亦已實現性別多元化。

為了確保獨立非執行董事可向董事會提供獨立觀點及建議，提名委員會與董事會每年基於與獨立非執行董事有關的所有相關因素評估其獨立性，其中包括：

- (a) 履行其職責所必備的個性、正直品格、專業知識、經驗及穩定性；
- (b) 對本公司事務投入的時間及精力；
- (c) 堅決履行其身為獨立董事的職責和投入董事會工作；
- (d) 就擔任獨立非執行董事申報利益衝突事項；
- (e) 不參與本公司的日常管理，亦不牽涉影響其作出獨立判斷的任何關係或情況；及
- (f) 主席在沒有執行董事出席的情況下定期與獨立非執行董事會面。

所有董事均有權向獨立專業顧問諮詢建議，費用由本公司承擔。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (CONTINUED)

Remuneration Committee

The Remuneration Committee currently comprises three members, namely Dr. TSE Chi Kong (chairman), Mr. LAU On Kwok and Mr. LUK Kam Ming, the majority of the committee is comprised by independent non-executive Directors.

The principal duties of the Remuneration Committee include the following:

- (a) to make recommendations to the Board on the Company's overall policy and structure for the remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to review and approve the management's remuneration proposals with reference to the corporate goals and objectives determined by the Board, and assess performance of executive Directors and the terms of their service agreements;
- (c) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. These include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (d) to make recommendations to the Board on the remuneration of non-executive Directors;
- (e) to ensure that no Director or any of his/her associates (as defined in the GEM Listing Rules) is involved in deciding his/her own remuneration; and
- (f) to ensure that share options/share awards offered by the Company or its principal subsidiary (if any) are in accordance with Chapter 23 of the GEM Listing Rules, as applicable.

The written terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

During the Reporting Period, the Remuneration Committee had three meetings to discuss, review and make recommendations to the Board on the following matters:

- (a) Company's policy and structure for the remuneration of the Directors and senior management of the Company;
- (b) the remuneration packages of individual executive Directors of the Company;
- (c) the appointment and remuneration of the new independent non-executive Director; and
- (d) the amendments to the terms of reference of the Remuneration Committee.

董事委員會(續)

薪酬委員會

薪酬委員會現時由三名成員組成，即謝智剛博士(主席)、劉安國先生及陸鑑明先生。該委員會大多數成員為獨立非執行董事。

薪酬委員會的主要職責包括以下方面：

- (a) 就董事及高級管理層的整體薪酬政策及架構，以及就設立正規且具透明度的程序以便制定薪酬政策，向董事會提出推薦建議；
- (b) 經參考董事會所訂企業目標及目的，檢討及批准管理層的薪酬提案，並評估執行董事的表現以及其服務協議條款；
- (c) 就個別執行董事及高級管理層的薪酬待遇，包括實物利益、退休金權利及賠償金額(包括喪失或終止職務或委任應付的任何賠償)向董事會提出推薦建議；
- (d) 就非執行董事的薪酬向董事會提出推薦建議；
- (e) 確保任何董事或其任何聯繫人(定義見GEM上市規則)不得參與訂定本身的薪酬；及
- (f) 確保本公司或其主要附屬公司授出的購股權或股份獎勵(如有)乃遵從GEM上市規則第二十三章的規定(如適用)。

薪酬委員會的書面職權範圍於聯交所及本公司網站可供查閱。

於報告期間，薪酬委員會舉三次會議，以討論、檢討以下事項並向董事會提供推薦建議：

- (a) 本公司有關本公司董事及高級管理層的薪酬政策及結構；
- (b) 本公司各執行董事的薪酬方案；
- (c) 新任獨立非執行董事的委任及薪酬；及
- (d) 薪酬委員會職權範圍的修訂。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (CONTINUED)

Remuneration of Directors and Senior Management

Particulars of the remuneration of the Directors and the five highest individuals during the Reporting Period are set out in note 8 to the consolidated financial statements. Pursuant to code provision E.1.5 of the CG Code, the remuneration of the members of the senior management (including Company Secretary and excluding the Directors) whose particulars are contained in the section headed "Directors and Senior Management" in this Report for the Reporting Period by band is set out below:

Remuneration band (in HK\$)

薪酬組別 (港元)

Number of individuals

人數

Not exceeding HK\$1,000,000	不超過1,000,000港元	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1

Risk Management Committee

The Risk Management Committee comprises six members, namely Mr. LAW Wing Chi Stephen (chairman), Mr. CHAN Chak Lun Philip, Mr. LAU On Kwok, Mr. LUK Kwai Lung, Mr. LUK Yin Cheung and Mr. YU Wing Lok Garry.

The principal duties of the Risk Management Committee include the following:

- to review the Group's risk management system, including risk, capital and liquidity management framework, the Group's risk tolerance capability, its risk policies and standards, and relevant risk limits, including the parameters used and the methodology adopted, and the processes used for identifying and assessing risks;
- to approve risk policies and standards, referring any new material policies/standards or material changes to existing policies/standards/limits to the Board for approval;
- to discuss the risk management system with the management and ensure that the management has performed its duties to establish an effective system. The contents to be discussed include the Company's resources for risk management, adequacy of qualifications and experiences of the employees, as well as adequacy of training courses and relevant budgets available to the employees;
- to review material risk exposures of the Group, including market, credit, insurance, operational, liquidity, and economic and regulatory capital risks against the Group's risk measurement methodologies and management actions to monitor and control such exposures;
- to review annually the changes, since the last annual review, in the nature and extent of significant risks (including ESG risks), and the Company's ability to respond to changes in its business and the external environment; and
- to review annually the effectiveness of the Company's processes for financial reporting and compliance of the Listing Rules.

董事委員會 (續)

董事及高級管理層的薪酬

於報告期間，董事及五名最高薪酬人士的薪酬詳情載列於綜合財務報表附註8。根據企業管治守則守則條文第E.1.5條，其詳細資料載於報告期間的本年報「董事及高級管理層」一節的高級管理層成員(包括公司秘書；董事除外)按薪酬組別劃分的薪酬載列如下：

風險管理委員會

風險管理委員會由六名成員組成，即羅永志先生(主席)、陳澤麟先生、劉安國先生、陸季農先生、陸彥彰先生及余永祿先生。

風險管理委員會的主要職責包括以下方面：

- 檢討本集團的風險管理系統，包括風險、資本及流動資金管理框架，本集團的風險承受能力，風險政策及標準和相關風險限制，包括所用參數、所採納的方法及用於識別及評估風險的程序；
- 批准風險政策及標準，向董事會提交任何重大新政策／標準或現有政策／標準／限制的重大變動，以供審批；
- 與管理層討論風險管理系統，確保管理層已履行職責以建立有效的系統。討論內容應包括公司在風險管理職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足；
- 根據本集團風險計量方法及管理層行動檢討本集團的重大風險狀況，包括市場、信貸、保險、營運、流動資金及經濟及監管資本風險，以監督及控制該等風險；
- 每年檢討自上次年度檢討起重大風險(包括環境、社會及管治風險)性質及程度的變動，及本公司應對其業務及外部環境變動的能力；及
- 每年本公司進行財務申報及遵守上市規則的程序效用。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (CONTINUED)

Risk Management Committee (continued)

The written terms of reference of the Risk Management Committee are available on the websites of the Stock Exchange and the Company.

The Risk Management Committee had two meetings during the Reporting Period to discuss and review the amendments of the terms of reference of risk management committee, risk management policy, internal control manual, internal audit plan, internal audit report, risk management and internal control systems.

ATTENDANCE OF DIRECTORS AT VARIOUS BOARD COMMITTEE MEETINGS

Directors 董事	Audit Committee Meeting 審核委員會會議	Number of meetings attended/held 出席／舉行會議次數			Risk Management Committee Meeting 風險管理委員會會議
		Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議		
Executive Directors 執行董事					
Mr. LUK Kam Ming 陸鑑明先生	-	3/3	3/3	-	-
Mr. CHAN Chak Lun Philip 陳澤麟先生	-	-	-	-	2/2
Mr. LUK Kwai Lung 陸季農先生	-	-	-	-	2/2
Mr. LUK Yin Cheung 陸彥彰先生	-	-	-	-	2/2
Independent Non-Executive Directors 獨立非執行董事					
Mr. LAU On Kwok 劉安國先生	5/5	-	3/3	-	2/2
Mr. LAW Wing Chi Stephen 羅永志先生	5/5	3/3	-	-	2/2
Dr. TSE Chi Kong 謝智剛博士	5/5	3/3	3/3	-	-
Mr. YU Wing Lok Garry (Note) 余永祿先生(附註)	-	1/1	-	-	1/1

Note: Mr. Yu Wing Lok Garry was appointed as a member of each of the Nomination Committee and the Risk Management Committee on 1 November 2022 and there were one Nomination Committee meeting and one Risk Management Committee meeting held after his appointment.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements for the Reporting Period which give a true and fair view of the affairs of the Group and of the Group's results and cash flows.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with monthly updates on Group's performance, positions and prospects.

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

The statement by the Auditor regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the independent auditor's report on pages 56 to 60 of this Report.

董事委員會(續)

風險管理委員會(續)

風險管理委員會的書面職權範圍於聯交所及本公司網站可供查閱。

於報告期間，風險管理委員會舉行兩次會議，討論及審閱風險管理委員會職權範圍的修訂、風險管理政策、內部監控手冊、內部審核計劃、內部審核報告、風險管理及內部監控制度。

董事出席各董事委員會會議的情況

Directors 董事	Audit Committee Meeting 審核委員會會議	Number of meetings attended/held 出席／舉行會議次數			Risk Management Committee Meeting 風險管理委員會會議
		Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議		
Executive Directors 執行董事					
Mr. LUK Kam Ming 陸鑑明先生	-	3/3	3/3	-	-
Mr. CHAN Chak Lun Philip 陳澤麟先生	-	-	-	-	2/2
Mr. LUK Kwai Lung 陸季農先生	-	-	-	-	2/2
Mr. LUK Yin Cheung 陸彥彰先生	-	-	-	-	2/2
Independent Non-Executive Directors 獨立非執行董事					
Mr. LAU On Kwok 劉安國先生	5/5	-	3/3	-	2/2
Mr. LAW Wing Chi Stephen 羅永志先生	5/5	3/3	-	-	2/2
Dr. TSE Chi Kong 謝智剛博士	5/5	3/3	3/3	-	-
Mr. YU Wing Lok Garry (Note) 余永祿先生(附註)	-	1/1	-	-	1/1

附註：余永祿先生於二零二二年十一月一日獲委任為提名委員會及風險管理委員會成員，彼獲委任後，曾舉行一次提名委員會會議及一次風險管理委員會會議。

董事就財務報表的財務申報責任

董事確認彼等編製於報告期間的財務報表的責任，該報表真實公平地反映本集團的事務以及本集團業績及現金流量。

管理層已向董事會提供必要的解釋及資料，以使董事會對獲提呈待審批的本公司財務報表作出知情評估。本公司向董事會全體成員提供有關本集團表現、狀況及前景的月度更新資料。

董事會並不知悉任何有關可能對本集團按持續基準繼續經營的能力構成重大質疑的事件或情況的任何重大不明朗因素。

核數師就其對本公司綜合財務報表的申報責任的聲明載於本報告第56至60頁獨立核數師報告內。

Corporate Governance Report

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is its responsibility to ensure that the Company establishes and maintains sound risk management and internal control systems within the Group and to review the effectiveness of the systems. Such systems are designed to manage and mitigate risks inherent in the Group's business faced by the Group to an acceptable level, but not eliminating the risk of failure to achieve business objectives, and can only provide reasonable assurance against material misstatement, loss or fraud.

The Board has entrusted the Risk Management Committee with the responsibility to oversee the risk management and internal control systems of the Group on an on-going basis and to review the effectiveness of the systems annually. The annual review covered all material controls, including financial, operational and compliance controls.

Under the Company's risk management and internal control structure, the management is responsible for the design, implementation and maintenance of risk management and internal control systems to ensure, amongst others, (i) appropriate policies and control procedures have been designed and established to safeguard the Group's assets against improper use or disposal; (ii) relevant laws, rules and regulations are adhered to and complied with; and (iii) that reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements.

No significant control failings or weaknesses were identified during the Reporting Period.

The main features of risk management and internal control structure of the Company is as follows:

- (a) heads of each operation unit or department manage major risks affecting the Group's businesses and operations through the processes of risk identification, risk assessment and implementation of risk mitigation measures in accordance with the internal guidelines approved by the Board and the Risk Management Committee;
- (b) the management ensures appropriate actions are taken on major risks affecting the Group's businesses and operations; and
- (c) internal auditors provide independent assurance to the Board, the Risk Management Committee and the management concerning the effectiveness of risk management and internal control systems.

During the Reporting Period, major works performed by the management in relation to risk management and internal control include the following:

- (a) reviewed the progress of the implementation of the mitigation plan for the major risks identified for the year ended 31 March 2022;
- (b) discussed and reviewed the risks at corporate level for Reporting Period; and incorporated the changes made on them into risk register for risk assessment;

風險管理及內部監控

董事會確認其須負責確保本公司設立及維持本集團內穩健的風險管理及內部監控系統，並檢討該等系統的成效。該等系統旨在管理本集團所面臨其業務中的固有風險，並將其緩解至可接受水平，而非消除未能達致業務目標的風險，且僅可就重大錯誤陳述、損失或欺詐提供合理保證。

董事會已將持續監察本集團風險管理及內部監控系統以及每年檢討該等系統成效的責任交託予風險管理委員會執行。年度檢討涵蓋所有重大監控，包括財務、營運及合規監控等。

根據本公司的風險管理及內部監控架構，管理層負責設計、執行及維持風險管理及內部監控系統，以確保(其中包括)(i)已設計及確立適當的政策及監控程序，以保障本集團資產不會遭不當使用或處置；(ii)依循及遵守相關法例、規則及規例；及(iii)根據相關會計準則及監管申報規定保持可靠的財務及會計記錄。

於報告期間概無發生任何重大監控失誤或弱項。

本公司風險管理及內部監控架構的主要特點如下：

- (a) 各營運組別或部門的主管根據董事會及風險管理委員會批准的內部指引，透過風險識別、風險評估及實施風險緩解措施的過程去管理本集團業務及營運的主要風險；
- (b) 管理層確保已就影響本集團業務及營運的重大風險採取合適的行動；及
- (c) 內部審核核數師就風險管理及內部監控系統的成效向董事會、風險管理委員會及管理層提供獨立保證。

於報告期間，管理層就風險管理及內部監控進行的主要工作包括以下各項：

- (a) 審閱有關截至二零二二年三月三十一日止年度識別的主要風險的緩衝計劃的實施進展；
- (b) 討論及審閱於報告期間的公司層面的風險；並將其所做的變更納入風險登記冊作風險評估；

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RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

- (c) conducted an annual review on effectiveness of the risk management and internal control systems of the Group, covering all material controls including financial, operational and compliance controls; and
- (d) reported the results of the risk assessment and internal audit to the Risk Management Committee and the Board.

Based on the findings of the internal audit and the comments of the Risk Management Committee, the Board considered that the risk management and internal control systems are effective and adequate.

INSIDE INFORMATION DISCLOSURE POLICY

The Company has established a policy on the handling and dissemination of inside information (“**Inside Information**”). The inside information policy concerns the handling and the dissemination of the Inside Information as follows:

- (a) subject to the availability of a safe harbor exception, Inside Information must be disclosed to public as soon as reasonably practicable;
- (b) executive Directors and senior management should identify events and/or developments which may constitute Inside Information and report to the Board to consider whether they may constitute Inside Information requiring disclosure;
- (c) until an announcement in relation to the Inside Information is made, the Company shall ensure the Inside Information is kept strictly confidential; and
- (d) If the Company believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, an announcement shall be made as soon as reasonably practicable.

Inside Information is announced on the websites of the Stock Exchange and the Company.

DIVIDEND POLICY

The Company has adopted a dividend policy facilitating the Shareholders and investors to make informed investment decisions relating to the Company during the Reporting Period. In considering whether to propose a dividend and in determining the dividend amount, the Board shall consider the following factors before declaring or recommending dividends:

- (a) the Company’s actual and expected financial performance;
- (b) retained earnings and distributable reserves of the Company and each of the members of the Group;
- (c) the Group’s working capital requirements, capital expenditure requirements and future expansion plans;
- (d) the Group’s liquidity position;
- (e) business conditions and strategies;

風險管理及內部監控(續)

- (c) 對本集團風險管理及內部監控制度有效性進行年度檢討，涵蓋所有重大監控，包括財務、經營及合規監控；及
- (d) 向風險管理委員會及董事會報告風險評估及內部審核的結果。

根據內部審核的發現及風險管理委員會的評論，董事會認為，風險管理及內部監控制度屬有效及充足。

內幕消息披露政策

本公司已制定有關處理及發佈內幕消息(「**內幕消息**」)的政策。與處理及發佈內幕消息有關的內幕消息政策載列如下：

- (a) 在出現安全港例外情況下，須於合理實際可行情況下盡快向公眾披露內幕消息；
- (b) 執行董事及高級管理層須識別可能構成內幕消息且須向董事會報告的事件及／或發展情況，以考慮彼等是否可能構成須作出披露的內部消息；
- (c) 於作出有關內幕消息的公告前，本公司須確保內幕消息絕對保密；及
- (d) 倘本公司相信，無法保持所需的保密性，或內幕消息可能已外泄，則須於合理實際可行情況下盡快作出公告。

內幕消息會於聯交所及本公司網站內公佈。

股息政策

本公司已經採納一項股息政策，促進股東及投資者於報告期間就本公司作出知情投資決定。於考慮是否擬派股息及釐定股息金額時，董事會應於宣派或建議派付股息前考慮如下因素：

- (a) 本公司實際及預期財務表現；
- (b) 本公司及本集團各成員公司的保留盈利及可供分派儲備；
- (c) 本集團營運資金需求、資本開支需求及未來擴張計劃；
- (d) 本集團流動資金狀況；
- (e) 業務狀況及策略；

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DIVIDEND POLICY (CONTINUED)

- (f) future operations and earnings;
- (g) reasonable return in investment to the Shareholders and investors; and
- (h) other factors that the Board may consider relevant.

Declaration and payment of dividend by the Company shall also subject to any restrictions under the Cayman Islands laws, any applicable laws, rules and regulations, any restrictions that may be imposed by the Group's lenders, if any and the Articles of Associations.

AUDITOR'S REMUNERATION

The remuneration for the audit and non-audit services provided by the Auditor to the Group during the Reporting Period was as follows:

Type of Services 服務類型

Audit services
Non-audit services (note)

審核服務
非審核服務(附註)

Amount (HK\$'000)
金額(千港元)

1,760
99

Note: During the Reporting Period, the Group has engaged the Auditor and their affiliate companies to provide non-audit services which include (i) tax service; (ii) agreed-upon procedure engagements; and (iii) other assurance engagement for retirement scheme.

COMPANY SECRETARY

Madam Woo, the company secretary of the Company, is responsible for advising the Board on corporate governance matters and ensuring that the Board policies and procedures, as well as the applicable laws, rules and regulations are followed.

During the Reporting Period, Madam Woo have undertaken not less than 15 hours of relevant professional training respectively in compliance with Rule 5.15 of the GEM Listing Rules.

SHAREHOLDERS ENGAGEMENT AND INVESTOR RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognises the importance of timely and non-selective disclosure of information, which will enable Shareholders and investors to make the informed investment decisions.

The general meetings of the Company provide opportunity for the Shareholders to communicate directly with the Directors. The chairman of the Company and the chairmen of the Board Committees will attend the AGMs to answer Shareholders' questions. The Auditor will also attend the AGMs to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

股息政策(續)

- (f) 未來經營及盈利；
- (g) 股東及投資者投資的合理回報；及
- (h) 董事會可能認為屬相關的其他因素。

本公司宣派及支付股息亦需遵守開曼群島法律、任何適用法律、規則及規例的任何限制，本集團貸方可能施加的任何限制(如有)及組織章程細則。

核數師薪酬

於報告期間，核數師向本集團提供的審核及非審核服務的薪酬如下：

附註：於報告期間，本集團已委聘核數師及其聯屬公司提供非核數服務，包括(i)稅項服務；(ii)商定程序委聘；及(iii)退休計劃的其他保證委聘。

公司秘書

本公司的公司秘書胡女士負責就企業管治事宜向董事會提供意見，並確保遵守董事會政策及程序以及適用法例、規則及規例。

於報告期間，胡女士已根據GEM上市規則第5.15條參與不少於15小時的相關專業培訓。

股東參與及投資者關係

本公司認為與股東有效溝通對加強投資者關係以及讓投資者更了解本集團的業務、表現及戰略甚為重要。本公司亦認同及時及不經篩選地披露資料的重要性，此有助股東及投資者作出知情投資決定。

本公司的股東大會向股東提供與董事直接溝通的機會。本公司主席及各董事委員會主席將出席股東週年大會，回答股東的提問。核數師亦將出席股東週年大會，回答有關審核工作、編製核數師報告及其內容、會計政策以及核數師的獨立性等問題。

Corporate Governance Report

企業管治報告

SHAREHOLDERS ENGAGEMENT AND INVESTOR RELATIONS (CONTINUED)

To promote effective communication, the Company adopts a Shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and the Shareholders and maintains a website of the Company at www.kml.com.hk, where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

During the Reporting Period, the Company has reviewed the implementation and effectiveness of the Shareholders' communication policy. The Company is of the view that the Shareholders' communication policy of the Company has facilitated sufficient shareholders' communication and considered the policy is effective and adequate.

SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, a separate resolution will be proposed for each issue at general meetings, including the election of individual Directors.

All resolutions put forward at general meetings will be voted by poll pursuant to the GEM Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each general meeting.

Convening of extraordinary general meeting and putting forward proposals

Shareholders may put forward proposals for consideration at a general meeting of the Company according to the Articles of Association. Any one or more members holding as at 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 company secretary of the Company, to require an extraordinary general meeting of the Company to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 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.

As regards proposing a person for election as a Director, the procedures are available on the website of the Company.

Enquiries to the Board

Shareholders who intend to put forward their enquiries to the Company could send it by following means for the attention of the Company Secretary:

By post: B12, G/F., Shatin Industrial Centre, Siu Lek Yuen Road,
Shatin, New Territories, Hong Kong.

By email: iro@kml.com.hk

CONSTITUTIONAL DOCUMENTS

There was no change in the Memorandum and Articles of Association during the Reporting Period.

股東參與及投資者關係(續)

為促進有效的溝通，本公司採納股東通訊政策，旨在建立本公司與其股東之間的雙向關係及溝通，並設有公司網站 (www.kml.com.hk)，以刊登有關本公司業務營運及發展的最新資料、財務資料、企業管治常規及其他資料，以供公眾人士獲取。

於報告期內，本公司已審閱股東通訊政策的實施情況及成效。本公司認為本公司股東通訊政策促進了股東有效溝通，並認為該政策有效及充分。

股東權益

為保障股東利益及權利，本公司將於股東大會上就各項事宜(包括個別董事的選舉)提呈獨立決議案。

於股東大會上提呈的所有決議案將根據GEM上市規則以投票方式表決，投票結果將於各股東大會舉行後及時於本公司及聯交所網站刊登。

召開股東特別大會及提呈建議

股東可根據組織章程細則向本公司股東大會提呈建議以供考慮。於遞交要求當日持有不少於本公司十分之一附有權利可於本公司股東大會上投票的繳足股本的任何一名或以上股東應一直有權透過向董事會或本公司的公司秘書遞交書面要求後，要求董事會召開本公司股東特別大會，以處理有關要求所列明的任何事項。有關大會須於遞交有關要求後兩個月內舉行。倘於遞交有關要求後21天內董事會未能著手召開有關大會，則要求人士本身可按相同方式自行召開有關大會，而有關要求人士因董事會未能召開大會而產生的所有合理費用應由本公司向有關要求人士進行償付。

關於建議一名人士參選董事的事宜，可於本公司網站查閱有關程序。

向董事會提出查詢

有意向本公司提出查詢的股東，可通過以下方式發送致公司秘書：

郵寄： 香港新界沙田小瀝源路
沙田工業中心地下B12室
電郵： iro@kml.com.hk

組織章程文件

於報告期間，組織章程大綱及細則未有任何變更。

Independent Auditor's Report

獨立核數師報告



Ernst & Young
27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

安永會計師事務所
香港鰂魚涌英皇道979號
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To the shareholders of KML Technology Group Limited
(Incorporated in the Cayman Islands with limited liability)

致高萌科技集團有限公司股東
(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of KML Technology Group Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 61 to 131, which comprise the consolidated statement of financial position as at 31 March 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

意見

本核數師(以下簡稱「我們」)已審核列載於第61至131頁的高萌科技集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此綜合財務報表包括於二零二三年三月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於二零二三年三月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及其綜合現金流量，並已遵照香港《公司條例》的披露規定妥為編製。

意見的基礎

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

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

我們已經履行本報告「核數師就審計綜合財務報表須承擔的責任」部份闡述的責任，包括與這些關鍵審計事項相關的責任。相應地，我們的審計工作包括執行為應對評估的綜合財務報表重大錯誤陳述風險而設計之審計程序。我們執行審計程序之結果，包括應對下述關鍵審計事項所執行的程序，為綜合財務報表發表審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

To the shareholders of KML Technology Group Limited (continued)
(Incorporated in the Cayman Islands with limited liability)

KEY AUDIT MATTERS (continued)

Key audit matter

Contract revenue from and contract costs of Transportation Mission Critical System Solutions, Mobile Ticketing and Digital Payment Solutions and Services and Mechanical and Electrical ("M&E") Technology Solutions and Engineering Services

For the year ended 31 March 2023, aggregate amounts of the Group's revenue and costs recognised in (i) Transportation Mission Critical System Solutions, (ii) Mobile Ticketing and Digital Payment Solutions and Services and (iii) M&E Technology Solutions and Engineering Services contracts were HK\$124,646,000 and HK\$125,264,000, respectively.

Revenue from these services is recognised over time and the input method is adopted to measure progress towards complete satisfaction of services. The input method recognises revenue based on the proportion of the actual costs incurred relative to the budget contract costs for satisfaction of these services.

The budget contract costs are prepared based on management's estimates, such as estimation of direct labour costs to be incurred and quotations provided by the major contractors, suppliers or vendors involved.

Significant estimation is involved and uncertainty exists in determining the budget contract costs recognised for contract works.

Related disclosures are included in notes 3, 4 and 5 to the consolidated financial statements.

How our audit addressed the key audit matter

Our procedures included:

- Obtaining from management an understanding of the budget contract costs and how the budget contract costs were evaluated;
- Obtaining the breakdown of budget contract costs and, on a sample basis, evaluating management's estimation of the budget contract costs;
- Recalculating the revenue recognised with reference to the contract costs incurred for the work performed to date relative to the total budget contract costs; and
- Checking the contract costs incurred to the amounts of costs recorded in the direct labour costs, subcontractor payment certificates and supplier invoices, on a sample basis.

致高萌科技集團有限公司股東(續)
(於開曼群島註冊成立的有限公司)

關鍵審計事項(續)

關鍵審計事項

來自交通關鍵系統解決方案、流動票務及數碼支付解決方案及服務及機電(「機電」)技術解決方案及工程服務的合約收益及合約成本

截至二零二三年三月三十一日止年度，貴集團就(i)交通關鍵系統解決方案，(ii)流動票務及數碼支付解決方案及服務及(iii)機電技術解決方案及工程服務合約確認的收益及成本分別約為124,646,000港元及125,264,000港元。

該等服務的收益於一段時間內確認，並採納輸入法計量完成服務的進度。輸入法根據所產生的實際成本相對於完成該等服務的預算合約成本的比例確認收益。

預算合約成本乃根據對管理層的估計，如將產生的直接勞工成本估計及所涉及的主要承建商、供應商或賣方提供報價而編製。

釐定合約工程確認的預算合約成本涉及重大估計及判斷且存在不確定性。

相關披露載於綜合財務報表附註3、附註4及附註5。

於審計中我們處理關鍵審計事項的方式

我們的程序包括：

- 獲得管理層對預算合約成本的了解以及其如何評估預算合約成本；
- 獲得預算合約成本的明細，並透過抽樣檢查評估管理層對預算合約成本的估計；
- 經參考迄今所開展與預算合約成本總額有關的工程所產生的合約成本，重新計算已確認收益；及
- 抽樣檢查於直接勞工成本、分包商付款證明及供應商發票中記錄的成本金額中產生的合約成本。

Independent Auditor's Report

獨立核數師報告

To the shareholders of KML Technology Group Limited (continued)
(Incorporated in the Cayman Islands with limited liability)

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

致高萌科技集團有限公司股東(續)
(於開曼群島註冊成立的有限公司)

刊載於年報的其他資料

貴公司董事須對其他資料負責。其他資料包括刊載於年報內的資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表作出的意見並不涵蓋其他資料，我們亦不對該等資料發表任何形式的鑒證結論。

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

董事就綜合財務報表須承擔的責任

貴公司董事須根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》披露規定，編製真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

於編製綜合財務報表時，貴公司董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營會計基礎，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助貴公司董事履行職責，以監督貴集團財務報告過程。

Independent Auditor's Report

獨立核數師報告

To the shareholders of KML Technology Group Limited (continued)
(Incorporated in the Cayman Islands with limited liability)

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. Our report is made 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

致高萌科技集團有限公司股東(續)
(於開曼群島註冊成立的有限公司)

核數師對審計綜合財務報表的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們的報告僅向閣下(作為整體)發出，除此以外，我們的報告不可用作其他用途。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足及適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性以及作出會計估計及相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

Independent Auditor's Report

獨立核數師報告

To the shareholders of KML Technology Group Limited (continued)
(Incorporated in the Cayman Islands with limited liability)

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

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is CHIU, Caroline Su Yuen.

Ernst & Young
Certified Public Accountants
Hong Kong
19 June 2023

致高萌科技集團有限公司股東(續)
(於開曼群島註冊成立的有限公司)

核數師對審計綜合財務報表的責任(續)

- 評價綜合財務報表的整體列報方式、結構及內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，採取行動消除威協或實施防範措施。

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

出具本獨立核數師報告的審計專案合夥人是趙素顯。

安永會計師事務所
執業會計師
香港
二零二三年六月十九日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	Notes 附註			
REVENUE	5	收益	153,409	162,559
Cost of sales		銷售成本	(143,523)	(118,040)
Gross profit		毛利	9,886	44,519
Other income	6	其他收入	7,326	6,526
Other gains and losses, net	6	其他收益及虧損淨額	(733)	701
Impairment losses on financial assets and contract assets, net of reversal	33	金融資產及合約資產減值虧損，扣除撥回	(5,221)	(109)
Administrative expenses		行政開支	(43,479)	(41,748)
Finance costs	7	融資成本	(178)	(236)
(LOSS)/PROFIT BEFORE TAX	9	除稅前(虧損)/溢利	(32,399)	9,653
Income tax credit/(expense)	10	所得稅抵免/(開支)	177	(1,768)
(LOSS)/PROFIT FOR THE YEAR AND TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY		年內(虧損)/溢利以及本公司擁有人應佔年內全面(虧損)/收益	(32,222)	7,885
(LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	12	本公司普通股權益持有人應佔每股(虧損)/盈利		
Basic		基本	HK(8.03) cents (8.03)港仙	HK1.97 cents 1.97港仙
Diluted		攤薄	HK(8.03) cents (8.03)港仙	HK1.96 cents 1.96港仙

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2023 於二零二三年三月三十一日

	Notes	2023	2022
	附註	二零二三年 HK\$'000 千港元	二零二二年 HK\$'000 千港元
NON-CURRENT ASSETS			
Property, plant and equipment	13	4,868	4,705
Right-of-use assets	14(a)	9,154	6,224
Deposits	17	948	1,011
Financial assets at fair value through profit or loss	15	6,214	5,913
Total non-current assets		21,184	17,853
CURRENT ASSETS			
Inventories		236	237
Trade receivables	16	29,000	50,974
Other receivables, deposits and prepayments			
Contract assets	17	7,749	6,225
Financial assets at fair value through profit or loss	18	43,952	47,930
Tax recoverable	15	1,588	1,323
Pledged bank deposits			
Time deposits with original maturity over three months	20	1,998	2,841
Bank balances and cash	20	14,004	13,837
Total current assets		185,473	215,393
CURRENT LIABILITIES			
Trade and retention payables			
Other payables and accruals	21	10,115	8,643
Lease liabilities	22	13,863	11,536
Contract liabilities	14(b)	5,837	6,190
Provision for contract works	19	7,612	17,053
Tax payable	23	16,169	-
		-	246
Total current liabilities		53,596	43,668
NET CURRENT ASSETS		131,877	171,725
TOTAL ASSETS LESS CURRENT LIABILITIES		153,061	189,578
NON-CURRENT LIABILITIES			
Lease liabilities			
Deferred tax liabilities	14(b)	3,322	130
	24	95	21
Total non-current liabilities		3,417	151
Net assets		149,644	189,427
EQUITY			
Share capital			
Reserves	26	4,050	4,025
		145,594	185,402
Total equity		149,644	189,427

Mr. Luk Kam Ming
陸鑑明先生
Director
董事

Mr. Chan Chak Lun Philip
陳澤麟先生
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔						
		Shares held under the share award scheme 股份獎勵 計劃項下 持有的股份			Share-based payment reserve 以股份為 基礎付款 儲備	Other reserves 其他儲備	Accumulated profits 累計溢利	Total equity 總權益
		Share capital 股本	Share premium 股份溢價	Share award scheme 股份獎勵 計劃項下 持有的股份 (note 38) (附註38)	Share-based payment reserve 以股份為 基礎付款 儲備 (notes 37, 38) (附註37、38)	Other reserves 其他儲備 (note 27) (附註27)	Accumulated profits 累計溢利	Total equity 總權益
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2021	二零二一年四月一日	4,025	40,507	(825)	920	14,791	132,393	191,811
Profit for the year and total comprehensive income for the year	年內溢利及年內全面收益總額	-	-	-	-	-	7,885	7,885
Equity-settled share option arrangements (note 37)	權益結算購股權安排(附註37)	-	-	-	57	-	-	57
Purchases of shares for the share award scheme (note 38)	購買股份獎勵計劃中的股份(附註38)	-	-	(9)	-	-	-	(9)
Equity-settled share award arrangements (note 38)	權益結算股份獎勵安排(附註38)	-	-	-	592	-	-	592
Forfeiture of share options (note 37)	沒收購股權(附註37)	-	-	-	(143)	-	143	-
Forfeiture of share awards (note 38)	沒收股份獎勵(附註38)	-	-	-	(96)	-	96	-
Vesting of shares under share award scheme (note 38)	股份獎勵計劃歸屬股份(附註38)	-	-	125	(125)	-	-	-
Dividend paid	已付股息	-	(10,909)	-	-	-	-	(10,909)
At 31 March 2022 and 1 April 2022	於二零二二年三月三十一日及二零二二年四月一日	4,025	29,598*	(709)*	1,205*	14,791*	140,517*	189,427
Loss for the year and total comprehensive loss for the year	年內虧損及年內全面虧損總額	-	-	-	-	-	(32,222)	(32,222)
Issuance of new shares for share award scheme (note 26)	發行股份獎勵計劃中的新股份(附註26)	25	-	(25)	-	-	-	-
Purchases of shares for the share award scheme (note 38)	購買股份獎勵計劃中的股份(附註38)	-	-	(44)	-	-	-	(44)
Equity-settled share award arrangements (note 38)	權益結算股份獎勵安排(附註38)	-	-	-	494	-	-	494
Forfeiture of share awards (note 38)	沒收股份獎勵(附註38)	-	-	-	(41)	-	41	-
Vesting of shares under share award scheme (note 38)	股份獎勵計劃歸屬股份(附註38)	-	-	391	(391)	-	-	-
Dividend paid	已付股息	-	(8,011)	-	-	-	-	(8,011)
At 31 March 2023	於二零二三年三月三十一日	4,050	21,587*	(387)*	1,267*	14,791*	108,336*	149,644

* These reserve accounts comprise the consolidated reserves of HK\$145,594,000 (2022: HK\$185,402,000) in the consolidated statement of financial position.

* 該等儲備賬目包括綜合財務狀況表內的綜合儲備145,594,000港元(二零二二年: 185,402,000港元)。

Consolidated Statement of Cash Flows

綜合現金流量表

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

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所產生的現金流量		
(Loss)/profit before tax	除稅前(虧損)/溢利	(32,399)	9,653
Adjustments for:	就下列者調整：		
Bank interest income	銀行利息收入	(1,843)	(267)
Dividends received from listed investments	自上市投資收取的股息	(63)	-
Interest income from financial assets at fair value through profit or loss	按公允值計入損益的金融資產的利息收入	(337)	(329)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	-	(155)
Gain on termination of a lease contract	終止一份租賃合約的收益	(7)	-
Written off of trade payables	撇銷貿易應付款項	-	(5,002)
Fair value (gain)/loss on financial assets at fair value through profit or loss	按公允值計入損益的金融資產的公允值(收益)/虧損	(31)	180
Covid-19-related rent concessions from a lessor	來自一名出租人的Covid-19相關租金寬減	(67)	(11)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,118	2,037
Depreciation of right-of-use assets	使用權資產折舊	6,177	6,049
Equity-settled share option expenses	權益結算購股權開支	-	57
Equity-settled share award expenses	權益結算的股份獎勵開支	494	592
Impairment losses on financial assets and contract assets, net of reversal	金融資產及合約資產減值虧損，扣除撥回	5,221	109
Finance costs	融資成本	178	236
		(20,559)	13,149
Decrease in inventories	存貨減少	1	42
Decrease/(increase) in trade receivables	貿易應收款項減少/(增加)	18,363	(10,520)
Increase in other receivables, deposits and prepayments	其他應收款項、按金及預付款項增加	(1,455)	(1,409)
Decrease in contract assets	合約資產減少	2,368	16,116
Increase in trade and retention payables	貿易應付款項及應付保留金增加	1,472	946
Increase/(decrease) in other payables and accruals	其他應付款項及應計費用增加/(減少)	2,567	(1,045)
Decrease in contract liabilities	合約負債減少	(9,441)	(15,264)
Increase in provision for contract works	合約工程撥備增加	16,169	-
Cash generated from operations	營運所產生的現金	9,485	2,015
Interest paid for lease payments	已付租賃付款利息	(167)	(236)
Income tax refunded/(paid)	已退/(已付)所得稅	917	(4,867)
Net cash flows from/(used in) operating activities	經營活動所產生/(所用)的現金流量淨額	10,235	(3,088)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

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

		Notes	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		附註		
CASH FLOWS FROM INVESTING ACTIVITIES 投資活動所產生的現金流量				
Interest received	已收利息		1,913	382
Purchase of property, plant and equipment	購買物業、廠房及設備		(2,281)	(931)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備的所得款項		-	234
Purchases of financial assets at fair value through profit or loss	購買按公允值計入損益的金融資產		(9,689)	(19,893)
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公允值計入損益的金融資產之所得款項		9,169	18,393
Withdrawal of time deposits with original maturity over three months	提取原到期日超過三個月的定期存款		60,329	40,140
Placement of time deposits with original maturity over three months	存入原到期日超過三個月的定期存款		(56,625)	(51,679)
Increase in pledged bank deposits	有抵押銀行存款增加		(167)	(11)
Net cash flows from/(used in) investing activities	投資活動所產生/(所用)的現金流量淨額		2,649	(13,365)
CASH FLOWS FROM FINANCING ACTIVITIES 融資活動所產生的現金流量				
New bank loan	新銀行貸款		1,000	-
Repayment of bank loan	償還銀行貸款		(1,000)	-
Purchases of shares for share award scheme	購買股份獎勵計劃中的股份	38	(44)	(9)
Principal portion of lease payments	租賃付款的本金部分	35(b)	(6,194)	(6,033)
Dividends paid	已付股息		(8,011)	(10,909)
Interest paid	已付利息		(11)	-
Net cash flows used in financing activities	融資活動所用的現金流量淨額		(14,260)	(16,951)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額		(1,376)	(33,404)
Cash and cash equivalents at beginning of year	年初現金及現金等價物		75,397	108,801
CASH AND CASH EQUIVALENTS AT END OF YEAR, represented by bank balances and cash	年末現金及現金等價物，按銀行結餘及現金列示		74,021	75,397

Notes to Consolidated Financial Statements

綜合財務報表附註

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

1. CORPORATE AND GROUP INFORMATION

KML Technology Group Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company in Hong Kong is located at B12, G/F, Shatin Industrial Centre, Siu Lek Yuen Road, Shatin, New Territories, Hong Kong.

The principal activity of the Company is investment holding and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the provision of mechanical and electrical (“M&E”) engineering solutions and services.

Information about subsidiaries

Particulars of the Company’s subsidiaries as at 31 March 2023 are as follows:

Name 名稱	Place of incorporation/ registration and business 註冊成立/登記及 營業地點	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Directly held: 直接持有：					
KML Group (BVI) Limited	British Virgin Islands (“BVI”)/Hong Kong	US\$1	100%	–	Investment holding
KML Group (BVI) Limited	英屬處女群島(「英屬處 女群島」)/香港	1美元	100%	–	投資控股
KML eCommerce (BVI) Limited	BVI	US\$1	100%	–	Investment holding
KML eCommerce (BVI) Limited	英屬處女群島	1美元	100%	–	投資控股
Indirectly held: 間接持有：					
KML Engineering Limited (“KML Engineering”)	Hong Kong	HK\$10,000,000	–	100%	Provision of professional M&E system engineering services for railway and road transport infrastructure projects and sales of parts and components
高明科技工程有限公司 (「高明科技工程」)	香港	10,000,000港元	–	100%	為鐵路及公路交通基建項目 提供專業機電系統工程服務及 銷售零件及部件
KML Technology Limited	Hong Kong	HK\$3,020,000	–	100%	Provision of professional M&E system engineering services for railway and road transport infrastructure projects
高萌科技有限公司	香港	3,020,000港元	–	100%	為鐵路及公路交通基建項目 提供專業機電系統工程服務
KML Capitals Limited	Hong Kong	HK\$10,000	–	100%	Investment on financial assets
高萌投資有限公司	香港	10,000港元	–	100%	金融工具投資
e2B Limited	Hong Kong	HK\$10,000	–	100%	Dormant
e2B Limited	香港	10,000港元	–	100%	暫無活動

1. 公司及集團資料

高萌科技集團有限公司(「本公司」)為一間於開曼群島註冊成立的有限公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司於香港的主要營業地址為香港新界沙田小瀝源路沙田工業中心地下B12室。

本公司的主要業務為投資控股及其附屬公司(統稱為「本集團」)主要從事提供機電(「機電」)工程解決方案及服務。

有關附屬公司的資料

本公司於二零二三年三月三十一日之附屬公司詳情如下：

Notes to Consolidated Financial Statements

綜合財務報表附註

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

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) (which include all 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 disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Hong Kong dollars (“**HK\$**”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 March 2023. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. 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.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

2.1 編製基準

本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」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例的披露規定編製。除按公允值計入損益的金融資產已按公允值計量外，本財務報表乃根據歷史成本慣例編製。本財務報表乃以港元(「港元」)呈報，除另有指明外，所有金額均約整至最接近的千元。

綜合基準

綜合財務報表包括本公司及其附屬公司截至二零二三年三月三十一日止年度之財務報表。附屬公司為本公司直接或間接控制的實體(包括結構實體)。本集團因參與投資對象而可以或有權獲得不定回報，且可透過對投資對象行使權力影響回報(即本集團運用既有權利現時可以左右投資對象有關業務)時，則屬擁有控制權。

於一般情況下均存在多數投票權形成控制權之推定。如本公司直接或間接擁有投資對象投票權或類似權利不過半數，本集團評估是否對投資對象有權力時，會考慮所有相關事實及情況，包括：

- (a) 投資對象其他投票權持有人的合約安排；
- (b) 其他合約安排產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司使用與本公司一致的會計政策編製同一報告期間的財務報表。附屬公司的業績自本集團取得控制權之日起綜合入賬，並持續綜合入賬至有關控制權終止當日為止。

損益及其他全面收益的各組成部分會歸屬於本公司母公司擁有人及非控股權益，儘管這會導致非控股權益結餘錄得虧絀。有關本集團成員公司間交易的所有集團內資產及負債、權益、收入、開支以及現金流量於綜合入賬時悉數對銷。

倘事實及情況顯示上述三項控制因素的一項或多項出現變化，本集團會重新評估本身是否控制投資對象。並無失去控制權的附屬公司擁有權權益變動以權益交易入賬。

Notes to Consolidated Financial Statements

綜合財務報表附註

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

2.1 BASIS OF PREPARATION (CONTINUED)

Basis of consolidation (continued)

If the Group loses control over a subsidiary, it derecognises (i) the assets and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or accumulated profits, as appropriate, on the same basis as would be required if the Group has directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements:

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i>
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended use</i>
Amendments to HKAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract</i>
<i>Annual Improvements to HKFRSs 2018-2020</i>	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

The nature and the impact of the revised HKFRSs that are applicable to the Group are described below:

- (a) Amendments to HKFRS 3 replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* (the “**Conceptual Framework**”) issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively to business combinations that occurred on or after 1 April 2022. As there were no business combinations during the year, the amendments did not have any impact on the financial position and performance of the Group.

2.1 編製基準(續)

綜合基準(續)

倘本集團失去附屬公司的控制權，則會終止確認：(i)該附屬公司的資產及負債、(ii)任何非控股權益的賬面值及(iii)計入權益的累計匯兌差額；並確認(i)已收取代價的公允值、(ii)任何保留投資的公允值及(iii)所產生於損益確認的任何盈餘或虧絀。本集團應佔過往於其他全面收益確認的組成部分按與本集團直接出售相關資產或負債所需相同基準重新分類至損益或累計溢利(如適用)。

2.2 會計政策的變動及披露

本集團已首次於本年度之財務報表中採納以下經修訂香港財務報告準則：

香港財務報告準則第3號 (修訂本)	<i>對概念框架之提述</i>
香港會計準則第16號 (修訂本)	<i>物業、機器及設備：擬定用途前之所得款項</i>
香港會計準則第37號 (修訂本)	<i>虧損性合約－履行合約之成本</i>
香港財務報告準則二零一八年至二零二零年的年度改進	香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號相應闡釋範例及香港會計準則第41號(修訂本)

適用於本集團之經修訂香港財務報告準則的性質及影響描述如下：

- (a) 香港財務報告準則第3號(修訂本)以二零一八年六月頒佈的*財務報告概念框架之提述*取代先前*財務報表編製及呈列框架之提述*(「**概念框架**」)，而毋須大幅更改其規定。該等修訂本亦對香港財務報告準則第3號業有關實體參考概念框架以釐定資產或負債之構成之確認原則加入一項例外情況。該例外情況規定，對於屬香港會計準則第37號或香港(國際財務報告詮釋委員會)－詮釋第21號範圍內的負債及或然負債而言，倘該等負債屬單獨產生而非於業務合併中產生，則應用香港財務報告準則第3號的實體應分別參考香港會計準則第37號或香港(國際財務報告詮釋委員會)－詮釋第21號而非概念框架。此外，該等修訂本澄清或然資產於收購日期不符合確認條件。本集團已對二零二二年四月一日或之後發生之業務合併前瞻地應用該等修訂本。由於年內並無業務合併，該等修訂本對本集團之財務狀況及表現並無任何影響。

Notes to Consolidated Financial Statements

綜合財務報表附註

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

- (b) Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items as determined by HKAS 2 *Inventories*, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 April 2021. Since there was no sale of items produced prior to the property, plant and equipment being available for use, the amendments did not have any impact on the financial position or performance of the Group.
- (c) Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 April 2022 and no onerous contracts were identified as at 1 April 2022. Therefore, the amendments did not have any impact on the financial position or performance of the Group.
- (d) *Annual Improvements to HKFRSs 2018-2020* sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendment that is applicable to the Group are as follows:

- HKFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively from 1 April 2022. As there was no modification or exchange of the Group's financial liabilities during the year, the amendment did not have any impact on the financial position or performance of the Group.

2.2 會計政策的變動及披露(續)

- (b) 香港會計準則第16號(修訂本)禁止實體從物業、廠房及設備項目之成本中扣除使資產達到管理層擬定之營運狀態所需位置與條件過程中產生之項目銷售之任何所得款項。相反，實體須於損益中確認銷售任何有關項目之所得款項及按香港會計準則第2號*存貨*所釐定該等項目之成本。本集團已對二零二一年四月一日或之後可供使用之物業、廠房及設備項目追溯應用該等修訂本。由於在可供使用之物業、廠房及設備的過程中並無出售所生產之項目，該等修訂本對本集團之財務狀況或表現並無任何影響。
- (c) 香港會計準則第37號(修訂本)澄清，就根據香港會計準則第37號評估合約是否屬虧損性而言，履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本包括履行該合約的增量成本(例如直接勞工及材料)及與履行合約直接相關的其他成本分配(例如分配履行合約所用物業、廠房及設備項目的折舊費用以及合約管理及監管成本)。一般及行政成本與合約並無直接關連，除非根據合約明確向對手方收取，否則不包括在內。本集團已對於二零二二年四月一日尚未履行其所有責任之合約前瞻地應用該等修訂本以及於二零二二年四月一日並無識別出虧損合約。因此，該等修訂本對本集團之財務狀況或表現並無任何影響。
- (d) 香港財務報告準則二零一八年至二零二零年週期之年度改進載列香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號隨附之說明性示例及香港會計準則第41號(修訂本)。適用於本集團之該等修訂本詳情如下：

- 香港財務報告準則第9號*金融工具*：澄清實體於評估一項新訂或經修訂金融負債之條款是否實質上不同於原金融負債之條款時所計入之費用。該等費用僅包括借款人與貸款人之間已付或已收之費用，其中包括借款人或貸款人代表另一方支付或收取之費用。本集團已自二零二二年四月一日起追溯應用該等修訂本。由於年內並無修改或兌換本集團之金融負債，該等修訂本對本集團之財務狀況或表現並無任何影響。

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綜合財務報表附註

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

2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements:

Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i> ²
HKFRS 17	<i>Insurance Contracts</i> ¹
Amendments to HKFRS 17	<i>Insurance Contracts</i> ^{1,5}
Amendment to HKFRS 17	<i>Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information</i> ⁶
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current (the “2020 Amendments”)</i> ^{2,4}
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants (the “2022 Amendments”)</i> ²
Amendments to HKAS 1 and HKFRS Practice Statements 2	<i>Disclosure of Accounting Policies</i> ¹
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i> ¹
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> ¹

¹ Effective for annual periods beginning on or after 1 January 2023

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

³ No mandatory effective date yet determined but available for adoption

⁴ As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised to align the corresponding wording with no change in conclusion

⁵ As a consequence of the amendments to HKFRS 17 issued in October 2020, the effective date of HKFRS 17 was deferred to 1 January 2023, and HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023

⁶ An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of HKFRS 17

2.3 已頒佈但尚未生效之香港財務報告準則

本集團尚未於本財務報表應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂本	投資者與其聯營公司或合營公司之間的資產出售或注資 ³
香港財務報告準則第16號(修訂本)	售後租回交易中的租賃負債 ²
香港財務報告準則第17號	保險合約 ¹
香港財務報告準則第17號(修訂本)	保險合約 ^{1,5}
香港財務報告準則第17號(修訂本)	首次應用香港財務報告準則第17號及香港財務報告準則第9號—可資比較資料 ⁶
香港會計準則第1號(修訂本)	分類為流動或非流動之負債(「二零二零年修訂本」) ^{2,4}
香港會計準則第1號(修訂本)	附帶契諾的非流動負債(「二零二二年修訂本」) ²
香港會計準則第1號及香港財務報告準則實務聲明第2號之修訂本	披露會計政策 ¹
香港會計準則第8號(修訂本)	會計估計的定義 ¹
香港會計準則第12號(修訂本)	與單一交易產生的資產及負債有關的遞延稅項 ¹

¹ 於二零二三年一月一日或之後開始的年度期間生效

² 於二零二四年一月一日或之後開始的年度期間生效

³ 現並無釐定強制生效日期，惟可予提早採納

⁴ 由於二零二二年修訂本，二零二零年修訂本的生效日期延遲至二零二四年一月一日或之後開始的年度期間。因此，由於二零二零年修訂本及二零二二年修訂本，香港詮釋第5號呈列財務報表—借款人對包含按求償還條款之有期貨款之分類作出修訂，使相應措詞保持一致而結論不變

⁵ 由於二零二零年十月刊發香港財務報告準則第17號(修訂本)，香港財務報告準則第17號的生效日期已延遲至二零二三年一月一日，且香港財務報告準則第4號已修訂以延長臨時豁免，允許保險人於二零二三年一月一日前開始的年度期間採用香港會計準則第39號而非香港財務報告準則第9號

⁶ 選擇應用與該修訂本所載分類重疊有關的過渡選擇權的實體應於首次應用香港財務報告準則第17號時採用

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2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs (CONTINUED)

Further information about those HKFRSs that are expected to be applicable to the Group is described below:

- (a) Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.
- (b) Amendments to HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of HKFRS 16 (i.e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.
- (c) Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current, in particular the determination over whether an entity has a right to defer settlement of the liabilities for at least 12 months after the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. In 2022, the HKICPA issued the 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the 2022 Amendments require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively. Earlier application is permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

預期將適用於本集團之該等香港財務報告準則之進一步資料於下文載述：

- (a) 香港財務報告準則第10號及香港會計準則第28號(二零一一年)(修訂本)解決香港財務報告準則第10號與香港會計準則第28號(二零一一年)之間有關處理投資者與其聯營公司或合營企業之間的資產出售或注資的規定的不一致情況。該等修訂本規定，倘投資者與其聯營公司或合營企業之間的資產出售或注資構成一項業務，則須悉數確認收益或虧損。倘交易涉及不構成一項業務的資產，則該交易產生的收益或虧損於投資者的損益內確認，惟以不相關投資者於該聯營公司或合營企業的權益為限。該等修訂本將予以前瞻性應用。香港會計師公會於二零一六年一月剔除香港財務報告準則第10號及香港會計準則第28號(二零一一年)(修訂本)的以往強制生效日期，而新的強制生效日期將於對聯營公司及合營企業的會計處理完成更廣泛的審閱後釐定。然而，該等修訂本目前可供採納。
- (b) 香港財務報告準則第16號(修訂本)訂明賣方一承租人於計量售後租回交易中產生的租賃負債時所採用的規定，以確保賣方一承租人不確認與其保留的使用權有關的任何損益。該等修訂本自二零二四年一月一日或之後開始的年度期間生效，並將追溯應用於香港財務報告準則第16號首次應用日期(即二零一九年一月一日)之後簽訂的售後租回交易。允許提早應用。該等修訂本預期不會對本集團的財務報表產生任何重大影響。
- (c) 香港會計準則第1號(修訂本)負債分類為流動或非流動澄清將負債分為流動或非流動之規定，特別是釐定實體是否有權在報告期後至少12個月內延遲清償負債。負債的分類不受實體行使其延遲清償負債權利可能性的影響。該修訂本亦澄清被視為清償負債的情況。於二零二二年，香港會計師公會頒佈二零二二年修訂本以進一步澄清，在貸款安排產生的負債契諾中，僅有實體須在報告日期或之前遵守的契諾才會影響將負債分類為流動或非流動。此外，二零二二年修訂本要求將貸款安排產生的負債分類為非流動的實體進行額外披露，前提是該實體有權在報告期後12個月內推遲結算該實體遵守未來契諾的負債。該等修訂本自二零二四年一月一日或之後開始的年度期間生效，並追溯應用。允許提前應用。提早應用二零二零年修訂本的實體須同時應用二零二二年修訂本，反之亦然。本集團目前正在評估該等修訂的影響以及現有貸款協議是否需要修訂。基於初步評估，該等修訂本預計不會對本集團財務報表產生任何重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs (CONTINUED)

- (d) Amendments to HKAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently revisiting the accounting policy disclosures to ensure consistency with the amendments.
- (e) Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.
- (f) Amendments to HKAS 12 narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted. The amendments are not expected to have significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

- (d) 香港會計準則第1號(修訂本)會計政策披露要求實體披露其重大會計政策資料，而非其主要會計政策。倘連同實體財務報表所載其他資料一併考慮，會計政策資料可以合理預期會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。香港財務報告準則實務報告第2號(修訂本)就重要性概念應用於會計政策披露之方式提供並非強制性的指引。香港會計準則第1號(修訂本)於二零二三年一月一日或之後開始的會計期間生效，並允許提早應用。由於香港財務報告準則實務報告第2號所提供的指引屬非強制性，故毋須列明該等修訂本的生效日期。本集團目前正在審查會計政策披露，以確保與該等修訂本一致。
- (e) 香港會計準則第8號(修訂本)澄清會計估計變動與會計政策變動之間的區別。會計估計界定為受到計量不確定性規限的財務報表所載貨幣金額。該等修訂本亦澄清實體如可運用計量技巧及輸入數據來制定會計估計。該等修訂本於二零二三年一月一日或之後開始的年度會計期間生效，並應用於該期間開始時或之後發生的會計政策變動及會計估計變動。允許提早應用。該等修訂本預期不會對本集團的財務報表造成任何重大影響。
- (f) 香港會計準則第12號(修訂本)收窄香港會計準則第12號初步確認豁免的範圍，使有關豁免不再適用於導致應課稅項與可扣減暫時差額相同的交易，例如租賃及除役責任。因此，實體須就該等交易所產生的暫時差額確認遞延稅項資產(前提是有充足應課稅溢利)及遞延稅項負債。該等修訂本於二零二三年一月一日或之後開始的年度報告期間生效，並須於所呈報的最早比較期間開始時應用於有關租賃及除役責任的交易，其中任何累計影響確認為於當日的保留溢利或其他權益部分(如適用)期初結餘的調整。此外，該等修訂本須往後應用於除租賃及除役責任以外的交易。允許提早應用。該等修訂本預期不會對本集團的財務報表造成任何重大影響。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Interests in joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group recognises in relation to its interest in a joint operation:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The assets, liabilities, revenues and expenses relating to the Group's interest in a joint operation are accounted for in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

Fair value measurement

The Group measures its financial assets at fair value through profit or loss at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

3. 重大會計政策概要

合營業務權益

合營業務指擁有共同控制權的各方享有與該安排相關的資產權利及負債責任的一種合營安排。共同控制指按照合約協定對一項安排所共有之控制權，共同控制僅在有關活動要求享有控制權之訂約方作出一致同意之決定時存在。

本集團於合營業務權益確認以下各項：

- 其資產，包括其應佔任何共同持有之資產；
- 其負債，包括其應佔任何共同承擔之負債；
- 其銷售應佔合營業務產量之收益；
- 其來自銷售合營業務產量之應佔收益；及
- 其開支，包括其應佔任何共同承擔之開支。

本集團於合營業務中之權益所涉的資產、負債、收益及開支乃根據適用於該特定資產、負債、收益及開支的香港財務報告準則入賬。

公允值計量

本集團於各報告期末以公允值計量其按公允值計入損益的金融資產。公允值乃在市場參與者於計量日期進行之有序交易中出售資產所收取或轉讓負債所支付之價格。公允值計量乃基於出售資產或轉讓負債之交易發生在該資產或負債之主要市場或(如無主要市場)就該資產或負債而言最有利之市場的假設。該主要市場或最有利市場必須為本集團可進入之市場。資產或負債之公允值採用市場參與者為資產或負債定價所採用的假設進行計量(假設市場參與者依照彼等的最佳經濟利益行事)。

非金融資產的公允值計量計及市場參與者通過使用其資產的最大及最佳用途或將有關資產出售予將使用其最大及最佳用途的另一市場參與者而產生經濟利益的能力。

本集團採用適用於有關情況並可獲得充足數據的估值技術來計量公允值，盡量使用相關可觀察輸入數據而盡量避免使用不可觀察輸入數據。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair value measurement (continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

3. 重大會計政策概要(續)

公允值計量(續)

所有於財務報表內按公允值計量或披露的資產及負債乃基於對公允值計量整體而言屬重大的最低層級輸入數據按以下公允值層級分類：

- 第一級 – 基於相同資產或負債在活躍市場上的報價(未經調整)
- 第二級 – 基於對公允值計量而言屬重大的最低層級輸入數據為可觀察(直接或間接)數據的估值技術
- 第三級 – 基於對公允值計量而言屬重大的最低層級輸入數據為不可觀察數據的估值技術

就按經常性基準於財務報表確認的資產及負債而言，本集團透過於各報告期末重新評估分類(基於對公允值計量整體而言屬重大的最低層級輸入數據)確定是否發生不同層級轉移。

非金融資產之減值

倘存在減值跡象，或當資產須作出年度減值測試(存貨、合約資產及金融資產除外)，會估計資產之可收回金額。資產之可收回金額乃按該資產或現金產生單位之使用價值與其公允值減出售成本之較高者計算，並就個別資產作出釐定，除非該資產並不產生很大程度上獨立於其他資產或資產組別之現金流入，則在此情況下，可收回金額乃就該資產所屬現金產生單位予以釐定。在測試現金產生單位的減值時，倘公司資產(例如：總部大樓)的賬面金額的一部份可在合理及一致的基礎上分配，則將分配至單個現金產生單位，否則，將分配至最小的現金產生單位組別。

減值虧損僅於資產賬面值超過其可收回金額時確認。於評估使用價值時，估計未來現金流量乃採用反映現時市場對該資產之貨幣時間價值及特定風險評估之稅前貼現率，貼現至其現值。減值虧損於其產生期間在損益中在與減值資產功能一致的相關開支類別內扣除。

Notes to Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of non-financial assets (continued)

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (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); and
 - (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.

3. 重大會計政策概要(續)

非金融資產之減值(續)

於各報告期末將評估有否跡象顯示以往確認之減值虧損可能不再存在或可能已減少。如存在有關跡象，則會估計可收回金額。以往確認之商譽以外之資產減值虧損，僅於用作釐定該資產可收回金額之估計出現變動時撥回，然而，不得撥回至高於假設過往年度並無確認資產減值虧損下而釐定之賬面值(扣除任何折舊／攤銷)之金額。有關減值虧損撥回於產生期間計入損益。

關聯方

倘屬下列情況，有關方將被視為本集團之關聯方：

- (a) 有關方為一名人士或該名人士家族之近親，而該名人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司之主要管理層成員；

或

- (b) 有關方為符合下列任何條件之實體：
 - (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 一間實體為另一實體(或另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合營公司；
 - (iii) 該實體及本集團均為同一第三方之合營公司；
 - (iv) 一間實體為第三方實體之合營公司，而另一實體為該第三方實體之聯營公司；
 - (v) 該實體為離職後福利計劃，而該計劃之受益人為本集團或與本集團有關聯之實體的僱員；
 - (vi) 該實體由(a)項所識別人士控制或共同控制；
 - (vii) 於(a)(i)項所識別人士對該實體有重大影響力或屬該實體(或該實體之母公司)主要管理層成員；及
 - (viii) 該實體，或其所屬集團之任何成員公司，向本集團或本集團之母公司提供主要管理人員服務。

Notes to Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any 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.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold improvement	Over the shorter of the lease terms and 20%
Furniture and fixtures	20%
Plant and machinery	20%
Computer equipment	20%
Motor vehicles	20%
Cruiser	20%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Research and development costs

All research costs are charged to profit or loss as incurred.

Expenditure incurred on projects to develop new projects is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Project development expenditure which does not meet these criteria is expensed when incurred.

3. 重大會計政策概要(續)

物業、廠房及設備以及折舊

物業、廠房及設備按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目成本包括其購買價及任何使資產達致可使用狀態及運抵使用地點作擬定用途之直接應計成本。

物業、廠房及設備項目投入運作後產生之開支(如維修及保養費用)一般於產生期間自損益扣除。在符合確認標準之情況下，主要檢修費用將予以資本化，作為一項置換列入資產之賬面值。倘物業、廠房及設備之重要部分須定期更換，本集團會將該等部分確認為擁有特定可使用年期之獨立資產，並計算相應折舊。

折舊按每個物業、廠房及設備項目之估計可使用年期以直線法基準計算，以撇銷其成本至其剩餘價值。就此而言，所用之主要年率如下：

租賃物業裝修	按租期及20%(以較短者為準)
傢私及固定裝置	20%
廠房及機器	20%
電腦設備	20%
汽車	20%
小型快艇	20%

倘物業、廠房及設備項目之各部分有不同可使用年期，則該項目之成本會按合理基準分配至不同部分，而各部分會獨立計算折舊。至少於各財政年度結算日會檢討及調整(如適用)剩餘價值、可使用年期及折舊方法。

物業、廠房及設備項目(包括任何已首次確認之重要部分)於出售或預期不會自其使用或出售產生未來經濟利益時終止確認。於該資產終止確認之年度在損益確認之出售或報廢所產生之任何收益或虧損，為出售所得款項淨額與有關資產賬面值間之差額。

研發成本

所有研究成本於產生時自損益扣除。

新項目開發項目產生之開支僅於本集團證明於技術上能夠完成無形資產供使用或出售、有意完成及有能力使用或出售該資產、該資產將帶來未來經濟利益之方法、具有完成項目所需之資源且能夠可靠地計量開發期間之開支時，方會撥充資本並以遞延方式入賬。未能符合該等標準之項目開發開支概於產生時支銷。

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綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases

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

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Office premises	1.5 to 3 years
Warehouse	2 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are separately disclosed in the consolidated statement of financial position.

3. 重大會計政策概要(續)

租賃

本集團於合約開始時評估合約是否為租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約為租賃或包含租賃。

本集團作為承租人

本集團對所有租賃(惟短期租賃及低價值資產租賃除外)採取單一確認及計量方法。本集團確認租賃負債以作出租賃付款，而使用權資產指使用相關資產的權利。

(a) 使用權資產

使用權資產於租賃開始日期(即有關資產可供使用的日期)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就租賃負債之任何重新計量作出調整。使用權資產之成本包括已確認租賃負債金額、已發生初始直接成本及於開始日期或之前支付之租賃付款減已收取之任何租賃優惠。使用權資產於租期及資產估計使用年期(以較短者為準)內以直線法折舊如下：

辦公室物業	1.5至3年
倉庫	2年

倘於租期結束時租賃資產的擁有權轉讓至本集團或成本反映購買權的行使，折舊則根據資產的估計可使用年期計算。

(b) 租賃負債

租賃負債於租賃開始日期按於租期內作出之租賃付款現值確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、取決於某一指數或比率之可變租賃付款及預期根據在剩餘價值擔保中將支付之金額。租賃付款亦包括本集團合理確定行使購買選擇權之行使價，倘租賃期反映了本集團行使終止選擇權，則須就終止租賃支付罰款。並非取決於某一指數或比率之可變租賃付款於發生觸發付款之事件或狀況期間確認為開支。

於計算租賃付款現值時，由於租賃中所隱含之利率不易釐定，本集團則於租賃開始日期使用其增量借貸利率。於開始日期後，租賃負債金額會增加，以反映利息增加及就所付租賃付款作出調減。此外，倘出現修改、租期變動、租賃付款變動(如指數或比率變動所產生之未來租賃付款變動)購買相關資產之選擇權評估變更，租賃負債的賬面值將予重新計量。

本集團的租賃負債於綜合財務狀況表內單獨披露。

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綜合財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (continued)

Group as a lessee (continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of containers (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to the containers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

3. 重大會計政策概要(續)

租賃(續)

本集團作為承租人(續)

(c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於集裝箱的短期租賃(即自開始日期起計租期為12個月或以下,並且不包含購買選擇權的租賃)。低價值資產租賃確認豁免亦應用於被視為低價值的集裝箱租賃。

短期租賃的租賃付款及低價值資產租賃於租期內按直線法確認為開支。

將相關資產絕大部份之風險及回報擁有權轉移至承租人的租賃入賬列為融資租賃。

投資及其他金融資產

初步確認及計量

金融資產於初步確認時分類,其後按攤銷成本及按公允值計入損益計量。

初步確認時的金融資產分類取決於金融資產的合約現金流量特徵以及本集團管理彼等的業務模式。除並不包含重大融資成分或本集團已採用不調整重大融資成分影響之切實可行權宜方法之貿易應收款項外,本集團初始按公允值加上(倘金融資產並非按公允值計入損益)交易成本計量金融資產。並不包含重大融資成分或本集團已採用切實可行權宜方法之貿易應收款項,乃根據下文「收益確認」所載政策按照香港財務報告準則第15號釐定之交易價格計量。

為使金融資產按攤銷成本或按公允值計入其他全面收益進行分類及計量,需產生純粹為支付本金及未償還本金利息(「純粹支付本金及利息」)的現金流量。現金流量並非純粹支付本金及利息的金融資產,不論其業務模式如何,均按公允值計入損益分類及計量。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收取合約現金流量、出售金融資產,或兩者兼有。而按攤銷成本分類及計量的金融資產於旨在持有金融資產以收取合約現金流量的業務模式中持有,而按公允值計入其他全面收益分類及計量的金融資產於旨在收取合約現金流量以及出售的業務模式中持有。並非於上述業務模式中持有的金融資產按公允值計入損益分類及計量。

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綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

3. 重大會計政策概要(續)

投資及其他金融資產(續)

初步確認及計量(續)

所有正常購買及銷售之金融資產，於交易日確認，即本集團承諾購買或出售資產當日。正常購買或銷售是指按照市場既有規定或慣例須在一段期限內交付資產之金融資產買賣。

後續計量

金融資產的後續計量取決於其以下的分類情況：

按攤銷成本列賬的金融資產(債務工具)

按攤銷成本列賬之金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於損益內確認。

按公允值計入損益的金融資產

按公允值計入損益的金融資產於財務狀況表按公允值列賬，而公允值變動淨額則於損益內確認。

該類別包括本集團並無不可撤回地選擇按公允值計入其他全面收益進行分類的衍生工具及股權投資。在支付權確立、與股息相關的經濟利益很可能流入本集團，且股息金額能夠可靠計量時，分類為按公允值計入損益的金融資產的股權投資的股息亦於損益確認為其他收入。

終止確認金融資產

金融資產(或，倘適用，一項金融資產的一部份或一組同類金融資產部份)在下列情況中終止確認(如自本集團綜合財務報表中移除)：

- 收取該項資產所得現金流量的權利經已屆滿；或
- 本集團已轉讓其收取該項資產所得現金流量的權利，或已承擔一項責任，在未有嚴重拖延之情況下，根據一項「轉付」安排向第三方全數支付已收取之現金流量；以及(a)本集團已轉讓該項資產之絕大部份風險及回報，或(b)本集團並無轉讓或保留該項資產絕大部份風險及回報，但已轉讓該項資產之控制權。

倘若本集團已轉讓其收取資產所得現金流量之權利，或已訂立轉付安排，其將評估其是否保留該項資產之擁有權的風險及回報以及保留之程度。當其並無轉讓亦無保留該項資產之絕大部份風險及回報，亦無轉讓該項資產的控制權，則該項資產將於本集團繼續按其持續參與程度確認該已轉讓資產。在此情況下，本集團同時確認相關負債。已轉讓資產及相關負債按反映本集團所保留權利及責任之基準計量。

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綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derecognition of financial assets (continued)

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than one year past due.

The Group considers a financial asset to be in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

3. 重大會計政策概要(續)

終止確認金融資產(續)

以擔保方式繼續參與已轉讓資產之程度，乃按資產原有賬面值與本集團可被要求償還的最高代價金額兩者的較低者計量。

金融資產減值

本集團確認對並非按公允值計入損益持有的所有債務工具預期信貸虧損(「預期信貸虧損」)的撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押品的現金流量或組成合約條款的其他信貸提升措施。

一般方法

預期信貸虧損分兩個階段進行確認。就自初步確認起未有顯著增加的信貸風險而言，會為未來12個月內可能發生違約事件而導致的信貸虧損(12個月預期信貸虧損)計提預期信貸虧損撥備。就自初步確認起已顯著增加的信貸風險而言，不論何時發生違約，須就於餘下風險年限內的預期信貸虧損計提虧損撥備(存續期預期信貸虧損)。

本集團於各報告日期評估金融工具的信貸風險是否自初步確認以來顯著增加。在進行該評估時，本集團將於報告日期就金融工具發生之違約風險與初步確認日期起金融工具發生之違約風險進行比較，並會認為無須付出過多成本或努力即可獲得的合理及有佐證的資料(包括過往及前瞻性資料)。本集團認為，當合約付款逾期一年以上時，信貸風險顯著增加。

倘合約付款已逾期90日，則本集團將相關金融資產視為違約。然而，在若干情況下，倘內部或外部資料反映，在計及任何本集團之信貸提升措施前，本集團不大可能悉數收到未償還合約款項，則本集團亦可將金融資產視為違約。倘無合理預期可收回合約現金流量，則對金融資產進行撇銷。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (continued)

General approach (continued)

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at amortised cost, which are recognised initially at fair value and net of directly attributable transaction costs.

The Group's financial liabilities include trade and retention payables, other payables and lease liabilities.

Subsequent measurement

After initial recognition, financial liabilities at amortised cost are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

3. 重大會計政策概要(續)

金融資產減值(續)

一般方法(續)

除採用下述簡化方法的貿易應收款項及合約資產以外，按攤銷成本計量的金融資產，均須按一般方法進行減值，並於下列各階段內分類，計量預期信貸虧損：

第一階段 – 自初步確認以來信貸風險並無顯著增加及虧損撥備以相當於12個月預期信貸虧損金額計量的金融工具

第二階段 – 自初步確認以來信貸風險顯著增加但並非信貸減值的金融資產及其虧損撥備以相當於存續期預期信貸虧損金額計量的金融工具

第三階段 – 於報告日期為信貸減值(但並非購買或原始信貸減值)且其虧損撥備以相當於存續期預期信貸虧損金額計量的金融資產。

簡化方法

就並無包含重大融資成分或本集團已應用可行權宜方法不調整重要融資成分影響的貿易應收款項及合約資產而言，本集團採用簡化的方法計算預期信貸虧損。根據該簡化方法，本集團並無追溯信貸風險變動，而是於各報告日期就存續期預期信貸虧損確認虧損撥備。

金融負債

初步確認及計量

於首次確認時，金融負債均分類為按攤銷成本計量之金融負債，按公允值及扣除直接應佔交易成本作首次確認。

本集團的金融負債包括貿易應付款項及應付保留金及其他應付款項及應計費用。

後續計量

於初步確認後，按攤銷成本計量的金融負債其後採用實際利率法按攤銷成本計量，惟除非貼現的影響不大，於該情況下則會按成本列賬。終止確認負債及按實際利率攤銷過程中產生的損益在損益內確認。

於計算攤銷成本時考慮任何收購折讓或溢價以及作為實際利率一部分的費用或成本。實際利率攤銷於損益內列為融資成本。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Treasury shares

Own equity instruments which are reacquired from the market and held by the Company or the Group (treasury shares) under the share award scheme of the Company are recognised directly in equity at cost. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, and are subject to an insignificant risk of changes in value and less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

3. 重大會計政策概要(續)

終止確認金融負債

倘金融負債下的義務被解除、取消或到期，則本集團會終止確認金融負債。

當現有金融負債被來自同一放款人的另一項條款迥異的金融負債替換，或現有負債的條款大部分被修訂時，該項替換或修訂會被視作終止確認原有負債及確認新負債，相關各賬面價值之差額於損益內確認。

抵銷金融工具

倘現時存在一項可強制執行法定權利，可抵銷已確認金額，且擬以淨額結算或同時變現資產及清算債務，則金融資產與金融負債可予抵銷，並以淨額在財務狀況表呈報。

庫存股份

本公司或本集團根據本公司股份獎勵計劃持有的從市場重新購入的自身股本工具(庫存股份)按成本直接於權益中確認。就購買、銷售、發行或註銷本集團自身的股本工具而言，毋須於損益內確認損益。

存貨

存貨按成本與可變現淨值兩者中的較低者列賬。成本按加權平均法釐定。可變現淨值乃基於估計售價減任何在出售時產生的估計成本作出。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時兌換為已知數額現金且價值波動風險輕微的短期高流通性投資，減須按要求償還的銀行透支，構成本集團現金管理的整體部分。

就綜合財務狀況表而言，現金及現金等價物包括用途不受限制的手頭現金及存放於銀行的現金(包括定期存款)以及與現金性質類似的資產。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included as finance costs in profit or loss.

The Group provides for warranties in relation to the provision of Transportation Mission Critical System Solutions, Mobile Ticketing and Digital Payment Solutions and Services, M&E Technology Solutions and Engineering Services and Sales of Products, Parts and Components for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group are recognised based on past experience of the level of repairs and returns, discounted to their present values as appropriate.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

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 for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

3. 重大會計政策概要(續)

撥備

若由於過往事項產生現有法定或推斷責任，而履行責任可能需要未來資源流出，且該責任的數額能可靠估計，則會確認撥備。

當貼現影響重大時，已確認的撥備數額為預期履行責任所需的未來支出於報告期末的現值。隨時間流逝而產生的貼現現值增加將計入損益的融資成本。

本集團就提供交通關鍵系統解決方案、流動票務及數碼支付解決方案及服務、機電技術解決方案及工程服務及銷售產品、零件及部件於保修期內發生缺陷之一般維修提供保證。本集團授予該等保證型保證撥備乃根據維修及退貨水平之過往經驗確認，並貼現至適當之現值。

所得稅

所得稅包括當期及遞延稅項。未確認損益的項目相關的所得稅不計入損益，應在其他全面收益確認或直接在權益中確認。

當期稅項資產及負債按根據於報告期末已經頒佈或實質上已頒佈的稅率(及稅法)及考慮本集團營運所在國家通行的詮釋及慣例預期獲退回或已付予稅務當局的數額計量。

遞延稅項使用負債法，於報告期末就資產與負債的稅基與其作財務申報用途的賬面值之間所有暫時差額作出撥備。

所有應納稅暫時性差額均確認為遞延稅項負債，除非：

- 遞延稅項負債是由初始確認非業務合併交易的商譽或資產及負債所產生，而在交易時既不影響會計溢利亦不影響應課稅溢利或虧損；及
- 應課稅暫時性差額與附屬公司、聯營公司及合營公司的投資相關，而本集團能夠控制暫時性差額撥回的時間，並且在可見未來應不會撥回暫時性差額。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

3. 重大會計政策概要(續)

所得稅(續)

所有可抵扣的暫時性差額、結轉未利用的稅項抵免及任何未利用的稅務損失確認為遞延稅項資產，但以很有可能足夠的應課稅溢利抵銷可抵扣的暫時性差額、以及結轉未利用的稅項抵免及未利用的稅務損失為限，除非：

- 與可抵扣暫時性差額相關的遞延稅項資產，由初始確認非業務合併交易的資產或負債所產生，而在交易時既不影響會計溢利亦不影響應課稅溢利或損失；及
- 可抵扣暫時性差額與附屬公司、聯營公司及合營公司的投資相關，則僅在暫時性差額將於可見未來撥回，且有足夠應課稅溢利可供抵銷的情況下，方會確認遞延稅項資產。

於各報告期末對遞延稅項資產的賬面值予以覆核。如果不再是很可能獲得足夠的應課稅溢利以動用部分或全部遞延稅項資產，應減少該項遞延稅項資產。於各報告期末應重新評估未確認的遞延稅項資產，倘若很可能有足夠應課稅溢利可供收回所有或部分遞延稅項資產，應確認遞延稅項資產。

遞延稅項資產及負債按變現資產或償還負債期間預計適用稅率計量，而預計的適用稅率乃按報告期末已頒佈或實質上已頒佈的稅率(及税法)釐定。

當且僅當本集團擁有可依法強制執行之權利對銷即期稅項資產及即期稅項負債，且遞延稅項資產及遞延稅項負債與同一稅務當局對同一應課稅實體或於各未來期間預期有大額遞延稅項負債或資產需要結算或清償時，擬按淨額基準結算即期稅項負債及資產或同時變現資產及結算負債之不同應課稅實體徵收之所得稅相關，則遞延稅項資產及遞延稅項負債可予對銷。

政府補助

倘有合理保證可取得政府補助，並符合所有附帶條件，則會按其公允價值確認政府補助。倘有關補助乃與一項開支項目有關，則按有系統的基準於支銷擬作補償的成本期間確認。

Notes to Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

- (a) *Transportation Mission Critical System Solutions, Mobile Ticketing and Digital Payment Solutions and Services and M&E Technology Solutions and Engineering Services*
Revenue from the provision of Transportation Mission Critical System Solutions, Mobile Ticketing and Digital Payment Solutions and Services and M&E Technology Solutions and Engineering Services is generated from the design, supply and installation of systems and implementation of these services.

Revenue is recognised over time, using an input method to measure progress towards complete satisfaction of the service, because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. The input method recognises revenue based on the proportion of the actual costs incurred relative to the estimated total costs for satisfaction of the construction services.

3. 重大會計政策概要(續)

收益確認

來自客戶合約的收益

來自客戶合約的收益於貨品或服務的控制權轉移至客戶時確認，其金額反映本集團預期就交換該等貨品或服務有權獲得的代價。

當合約的代價包括可變金額，代價金額估算為本集團向客戶轉移貨品或服務而有權換取的代價。可變代價於合約開始時估計並受到約束，直至其後消除可變代價的相關不確定性，使已確認累計收益金額的重大收益撥回不大可能發生。

當合約包含融資成分並向客戶提供超過一年為轉移貨品或服務進行融資的重大利益時，收益於合約開始時按應收金額現值計量，並使用貼現率貼現，有關貼現率將於本集團與客戶之間之獨立融資交易中反映。當合約包含融資成分並向本集團提供超過一年的重大財務利益時，根據合約確認的收益包括按照實際利率法對合約負債累計的利息開支。就客戶付款與轉移所承諾貨品或服務間之期間為一年或以內的合約，交易價使用香港財務報告準則第15號可行權宜方法，不會就重大融資成分的影響予以調整。

- (a) *交通關鍵系統解決方案、流動票務及數碼支付解決方案及服務及機電技術解決方案及工程服務*
提供交通關鍵系統解決方案、流動票務及數碼支付解決方案及服務及機電技術解決方案及工程服務之收益來自系統設計、供應及安裝及執行該等服務。

由於本集團之履約行為創造或改良了客戶在資產被創造或改良時已控制的資產，因此本集團隨時間轉移確認收益，並採用輸入法計量完全達成合約的進度。輸入法按已實際產生的成本佔完成建造服務所需估計總成本的比例而確認收益。

Notes to Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

- (a) *Transportation Mission Critical System Solutions, Mobile Ticketing and Digital Payment Solutions and Services and M&E Technology Solutions and Engineering Services (continued)*

Claims to customers are amounts that the Group seeks to collect from the customers as reimbursement of costs and margins for scope of works not included in the original construction contract. Claims are accounted for as variable considerations and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable considerations is subsequently resolved. The Group uses the expected value method to estimate the amounts of claims because this method best predicts the amount of variable consideration to which the Group will be entitled.

Under the terms of contracts, the Group's performance creates and/or enhances the assets which the customers control during the course of work by the Group. Revenue from the provision of contracting services is therefore recognised based on the stage of completion of contracts over time using the input method. The Group normally receives progress payment from customers on a monthly basis with reference to the contract terms. The Group requires certain customers to provide upfront deposits at rates ranging from 5% to 20% of total contract sum. When the Group receives a deposit before the project commences, this will give rise to contract liabilities at the start of a contract until the full amount of deposits is deducted proportionately from monthly progress payment.

A contract asset, net of contract liability related to the same contract, is recognised over the period in which these services are performed and represents the Group's right to consideration for the services performed and not billed because the rights are conditional on the Group's future performance accepted by the customers. The contract assets are transferred to trade receivables when the rights become unconditional. The Group typically transfers its contract assets to trade receivables when progress certificate/invoice is issued.

Retention receivables, prior to the expiration of the maintenance period which usually ranges from one to three years from the date of the practical completion of the project, are classified as contract assets. The relevant amount of contract assets is reclassified to trade receivables when the maintenance period expires, and/or the maintenance/ payment certificate is issued, and/or the final account is issued.

3. 重大會計政策概要(續)

收益確認(續)

來自客戶合約的收益(續)

- (a) *交通關鍵系統解決方案、流動票務及數碼支付解決方案及服務及機電技術解決方案及工程服務(續)*

向客戶索償為本集團尋求向客戶收取成本補償及原有承建合約並未載列的工程範疇的利潤之款項。索償入賬列作可變代價並受到限制，直至與可變代價相關的不明朗因素在往後解決時，已確認的累計收益金額很可能不會回撥大額收益。本集團使用預期價值法估計索償金額，因為該方法最能預測本集團將有權收取的可變代價金額。

根據合約的條款，本集團的表現創造及／或增強客戶在本集團作業過程中控制的資產。因此，提供合約服務的收益使用輸入法隨著時間根據完成合約的階段確認。本集團通常參考工程合約條款每月從客戶處收取進度付款。本集團要求若干客戶提供介乎按總合約金額5%至20%利率計算的事先按金。本集團在項目開始前收到按金，這將造成於合約開始時的合約負債，直至按金的全部金額按比例每月從進度付款中扣減。

合約資產，扣除與相同合約相關的合約負債，於實施機電工程解決方案及服務的期間確認，代表本集團有權就已實施但尚未開票的服務收取代價，因為該等權利乃取決於客戶接納本集團未來表現。當權利變為無條件時，合約資產轉撥至貿易應收款項。本集團通常在發出進度證書／發票時將其合約資產轉撥至貿易應收款項。

於保修期屆滿前，應收保留金分類為合約資產，通常介乎自項目實際完成日期起一至三年。合約資產的相關金額在保修期屆滿，及／或保修／付款證書已發出，及／或最終賬戶已發行時重新分類至貿易應收款項。

Notes to Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

(b) *Provision of Digital Fabrication and Maintenance Services*
Revenue from the provision of fabrication services is generated from design and fabrication services for the fabrication of made-to-order products for the customers. Revenue is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods to specific locations and customers obtaining control of the goods.

Revenue from the provision of maintenance services to the customers' facilities is recognised over time when services are rendered during the contract period. The services are billed based on the services performed.

(c) *Sales of Products, Parts and Components*
Revenue from the sales of products, parts and components is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods to specific locations and customers obtaining control of the materials.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Contract costs

Other than the costs which are capitalised as inventories and property, plant and equipment, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

3. 重大會計政策概要(續)

收益確認(續)

來自客戶合約的收益(續)

(b) *提供數碼裝配及保養服務*
提供裝配服務產生的收益來自為客戶裝配按訂單製造的產品。該收益於資產控制權轉移至客戶、貨品通常交付至指定位置及客戶獲得貨品控制權時的時間點確認。

向客戶的設施提供保養服務產生的收益於合約期間於提供服務時隨著時間確認。服務根據所提供服務開票。

(c) *銷售產品、零件及部件*
銷售產品、零件及部件的收益於資產控制權轉移至客戶、貨品通常交付至指定位置及客戶獲得材料控制權時的時間點確認。

其他收入

利息收入按應計基準使用實際利息法確認，當中採用將金融工具預期年期或更短期間(如適用)內的估計未來現金收入準確貼現至金融資產賬面淨額的利率。

合約資產

合約資產乃就換取已向客戶轉移的貨品或服務而收取代價之權利。倘本集團於客戶支付代價前或到期付款前將貨品或服務轉移予客戶，則就附帶條件賺取的代價確認合約資產。合約資產有待進行減值評估，其詳情載於金融資產減值之會計政策。

合約負債

合約負債於本集團將相關貨品或服務轉移前向客戶作出收款或到期付款時(以較早者為準)確認。合約負債於本集團履行合約(即向客戶轉移相關貨品或服務的控制權)時確認為收益。

合約成本

除撥充存貨以及物業、廠房及設備資本之成本外，倘符合以下全部條件，則因履行客戶合約而產生之成本亦撥充資產資本：

- 成本與合約或實體能具體識別的預計合約直接有關。
- 成本為實體產生或提升資源而該資源將於日後用於履行(或持續履行)履約責任。
- 成本預期可予收回。

撥充資本的合約成本按向客戶轉讓與資產相關的貨品或服務一致的系統化基準攤銷及於損益扣除。其他合約成本於產生時列為開支。

Notes to Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Share-based payments

Share option scheme

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 37 to the consolidated financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

3. 重大會計政策概要(續)

以股份為基礎付款

購股權計劃

本公司實施購股權計劃，旨在為對本集團業務成功作出貢獻之合資格參與者提供激勵與獎勵。本集團僱員(包括董事)以股份為基礎付款之方式收取報酬，而僱員提供服務以換取取股本工具(「權益結算之交易」)。

於二零零二年十一月七日之後之與僱員進行權益結算之交易之成本，乃參照授出日期之公允值而計量。公允值乃由外聘估值師採用二項式模型釐定，進一步詳情載於綜合財務報表附註37。

權益結算之交易的成本，連同在表現及/或服務條件得到履行的期間內相應增加的權益在僱員福利開支中確認。於歸屬日期前的各報告期末，權益結算之交易所確認的累計開支，反映了歸屬期屆滿的程度及本集團對於最終將歸屬的股本工具數量的最佳估計。期內於損益扣除或計入的金額，指該期初及期末所確認的累計開支的變動。

釐定獎勵的授出日期公允值時，不會計及服務及非市場表現條件，但會評估達成該等條件的可能性，作為本集團對最終將歸屬的股本工具數量的最佳估計的一部分。市場表現條件反映於授出日期公允值內。獎勵所附帶但並無相關服務要求的任何其他條件視為非歸屬條件。除非有另外的服務及/或表現條件，否則非歸屬條件反映於獎勵的公允值內，並將即時支銷獎勵。

基於未能達成非市場表現及/或服務條件而最終並無歸屬的獎勵不會確認開支。倘獎勵包括市場或非歸屬條件，交易視為歸屬，而不論市場或非歸屬條件是否達成，惟所有其他表現及/或服務條件須已達成。

Notes to Consolidated Financial Statements

綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Share-based payments (continued)

Share option scheme (continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Shares held under the share award scheme

Where shares of the Company are gifted or purchased from the open market for the share award scheme, the fair value at the date of gifting or consideration paid, including any directly attributable incremental costs, respectively, is presented as “Shares held under the share award scheme” and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group’s own equity instruments.

Other employee benefits

Retirement benefit schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group’s employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The Group also operates a Mandatory Provident Fund Exempted ORSO retirement benefit scheme (the “ORSO Scheme”) for those employees who are eligible to participate in the ORSO Scheme. The ORSO Scheme operates in a way similar to the MPF Scheme, except that when an employee leaves the scheme prior to his/her interest in the Group’s employer contributions vesting fully, the ongoing contributions payable by the Group are reduced by the relevant amount of the employer’s forfeited contributions.

3. 重大會計政策概要(續)

以股份為基礎付款(續)

購股權計劃(續)

倘若以權益結算獎勵的條款有所更改，則在達致獎勵原定條款的情況下，所確認的開支最少須達到猶如條款並無任何更改的水平。此外，倘若按更改日期計量，任何更改導致以股份基礎支付的總公允值有所增加，或對僱員帶來其他利益，則應該等更改確認開支。

倘若註銷以權益結算獎勵，應被視為已於註銷日期歸屬，任何尚未確認獎勵的開支，均應立刻確認，包括在本集團或其僱員控制下的非歸屬條件並未達成的任何獎勵。然而，若授予新獎勵代替已註銷的獎勵，並於授出日期指定為替代獎勵，則已註銷的獎勵及新報獎勵，誠如前段所述，均應被視為原獎勵的更改。

尚未行使購股權的攤薄影響於計算每股盈利時反映為額外股份攤薄。

根據股份獎勵計劃持有的股份

倘本公司股份為饋贈或就股份獎勵計劃從公開市場購買，於饋贈或支付代價日期的公允值包括任何直接應佔增加成本，呈列為「根據股份獎勵計劃持有的股份」及自權益扣除。概無收益或虧損於購買、出售、發行或註銷本公司自身股本工具時於損益內確認。

其他僱員福利

退休福利計劃

根據強制性公積金計劃條例，本集團為合資格參與強積金計劃之僱員設立定額供款之強制性公積金退休福利計劃（「強積金計劃」）。供款乃按該等僱員之基本薪金之某一百分比作出，並按強積金計劃之規則於應付供款時自損益扣除。強積金計劃之資產由本集團以外之獨立管理基金持有。向強積金計劃作出供款時，本集團的僱主供款將全數歸屬僱員擁有，惟本集團僱主的自願供款則除外，根據強積金計劃的規則，當僱員在供款全數歸屬彼等前離職，則僱主的自願供款將退還予本集團。

本集團另外為合資格參與之僱員設有強制性公積金豁免之職業退休計劃（「職業退休計劃」）。職業退休計劃之運作形式與強積金計劃相似，惟當僱員在符合資格獲得本集團全部僱主供款前退出該計劃，則僱主之沒收供款之有關數額乃用以扣減本集團持續應繳之供款。

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綜合財務報表附註

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Borrowing costs

Borrowing costs 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. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividend

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the consolidated financial statements.

Foreign currencies

These financial statements are presented in HK\$, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

3. 重大會計政策概要(續)

借貸成本

因收購、建造或生產合格資產(即需要大量時間方可達到擬定用途或出售的資產)而直接應計的借貸成本,一律資本化作為該等資產的部分成本。當資產大致可供擬定用途或出售,則有關借貸成本停止資本化。特定借貸於用作合格資產支出前的臨時投資所賺取的投資收入於已資本化的借貸成本中扣減。所有其他借貸成本於發生期間費用化。借貸成本包括實體就借入資金產生的利息及其他成本。

股息

當末期股息於股東週年大會上獲股東批准時,末期股息獲確認為負債。擬派末期股息於綜合財務報表附註內披露。

外幣

本財務報表均以港元呈列,而港元乃本公司的功能貨幣。本集團旗下各實體自行決定功能貨幣,而各實體財務報表中包含的項目以該功能貨幣計量。本集團實體記錄的外幣交易按交易日期適用的各自功能貨幣匯率初步入賬。以外幣計值的貨幣資產及負債以報告期末適用的功能貨幣匯率重新換算。所有產生自結算或換算貨幣項目的差額一律於損益確認。

以歷史成本按外幣計量的非貨幣項目按初步交易日的匯率換算。以外幣按公允值計量的非貨幣項目會使用計量公允值當日的匯率換算。換算按公允值計量的非貨幣項目而產生的收益或虧損,按確認該項目的公允值變動的收益或虧損一致的方法處理(即公允值收益或虧損於其他全面收益或損益內確認的項目,其換算差額亦分別於其他全面收益或損益內確認)。

於釐定相關資產於初步確認,終止確認與預付代價有關的非貨幣資產或非貨幣負債產生的開支或收入的匯率時,初步交易日為本集團初步確認因預付代價而產生非貨幣資產或非貨幣負債的日期。倘多次預先支付或收取款項,本集團會就每次支付或收取預付代價釐定交易日。

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綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

The major judgements, estimates and assumptions, that have the most significant effect on the amounts recognised in the financial statements and have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are set out below:

Contract revenue from and contract costs of Transportation Mission Critical System Solutions, Mobile Ticketing and Digital Payment Solutions and Services and M&E Technology Solutions and Engineering Services

The Group reviews and revises the estimates of contract revenue, contract costs, variation orders and contract claims prepared for each contract of Transportation Mission Critical System Solutions, Mobile Ticketing and Digital Payment Solutions and Services and M&E Technology Solutions and Engineering Services as the contract progresses. Budget engineering service costs are prepared by management on the basis of estimation of direct labour costs to be incurred and quotations from time to time provided by the major contractors, suppliers or vendors involved and the experience of management. In order to keep the budget accurate and up-to-date, management conducts periodic reviews of the budgets of contracts by comparing the budgeted amounts to the actual amounts incurred. Such significant estimate may have impact on the revenue recognised in each period with adjustments made on a prospective basis.

Recognised amounts of these services contracts revenue and related receivables reflect management's best estimate of each contract's outcome and stage of completion, which are determined on the basis of a number of estimates. This includes the assessment of the profitability of these ongoing services contracts.

For more complex contracts in particular, costs to complete and contract profitability are subject to significant estimation uncertainty. The actual outcomes in terms of total cost or revenue may be higher or lower than estimated at the end of the reporting period, which would affect the revenue and profit recognised in future years as an adjustment to the amounts recorded to date with adjustments made on a prospective basis.

4. 重大會計判斷及估計

本集團財務報表的編製需要由管理層作出影響收益、開支、資產及負債的呈報金額及其相關披露及或然負債披露的判斷、估計及假設。該等假設及估計的不明朗因素，可能導致須就日後受影響的資產或負債的賬面值作出重大調整。

對於財務報表內確認的金額具有最重大影響且具有導致下個財政年度的資產及負債賬面值出現大幅調整的重大風險的主要判斷、估計及假設載列如下：

來自交通關鍵系統解決方案、流動票務及數碼支付解決方案及服務及機電技術解決方案及工程服務的合約收益及合約成本

隨著合約工程進度，本集團檢討及修訂就每一份交通關鍵系統解決方案、流動票務及數碼支付解決方案及服務及機電技術解決方案及工程服務合約編製的合約收益、合約成本、更改工程指令及合約索償估計。工程服務成本預算由管理層以所涉及的主要承包商、供應商或賣方不時提供的估計產生的直接勞工成本及報價及管理層的經驗為基礎而編製。為確保預算準確及更新，管理層通過比較預算金額與所產生實際金額，定期對合約預算進行檢討。有關重大估計或會對各期間所確認的收益造成影響，按預期基準作出調整。

該等服務合約收益及相關應收款項的已確認金額反映管理層對各合約的結果及完成階段的最佳估計，乃基於若干估計釐定。這包括評估持續經營之機電工程解決方案及服務合約的盈利能力。

特別對較複雜的合約而言，完成成本及合約盈利能力受限於重大估計不明朗因素。總成本或總收益之實際結果可能高於或低於報告期末作出之估計，從而將影響未來年度作為迄今記錄金額的調整而確認之收益及溢利，按預期基準作出調整。

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綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Provision for ECLs on trade receivables and contract assets

For trade receivable and contract asset from a major customer, the credit quality of a customer has been assessed by reference to external credit ratings or to historical information about the counterparty default rates. Other than the trade receivable and contract asset from the major customer, the Group uses a provision matrix to calculate ECLs. The provision rates are based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. In addition, trade receivables and contract assets with significant balances that are credit impaired are assessed for ECLs individually.

The provision for ECLs is sensitive to changes in estimates. The information about the Group's trade receivables, contract assets and ECLs is disclosed in notes 16, 18 and 33 to the consolidated financial statements, respectively.

5. REVENUE AND SEGMENTAL INFORMATION

An analysis of the Group's revenue is as follows:

Revenue from contracts with customers	來自客戶合約的收益
Transportation Mission Critical System Solutions	交通關鍵系統解決方案
Mobile Ticketing and Digital Payment Solutions and Services	流動票務及數碼支付解決方案及服務
M&E Technology Solutions and Engineering Services	機電技術解決方案及工程服務
Digital Fabrication and Maintenance Services	數碼裝配及保養服務
Sales of Products, Parts and Components	銷售產品、零件及部件

(a) Disaggregated revenue information

By timing of revenue recognition:
Transferred at a point in time
Transferred over time
Total revenue from contracts with customers

4. 重大會計判斷及估計(續)

就貿易應收款項及合約資產計提的預期信貸虧損撥備

就貿易應收款項及來自一名主要客戶之合約資產而言，客戶的信貸質素乃參考外部信貸評級或有關對手方違約率的歷史資料而評估。除貿易應收款項及來自一名主要客戶之合約資產外，本集團使用撥備矩陣計算預期信貸虧損。撥備率乃基於其歷史信貸虧損經驗，並就債務人及經濟狀況的特定前瞻性因素作出調整。於各報告日期會重新評估信貸評級。此外，具有重大結餘信貸減值的貿易應收款項及合約資產就預期信貸虧損單獨進行評估。

預期信貸虧損撥備受到估計變動的影響。有關本集團貿易應收款項、合約資產及預期信貸虧損的資料分別披露於綜合財務報表附註16、附註18及附註33。

5. 收益及分部資料

本集團的收益分析如下：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	24,528	33,987
	19,782	26,333
	80,336	67,754
	23,289	32,213
	5,474	2,272
	153,409	162,559

(a) 分拆收益資料

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	5,474	2,963
	147,935	159,596
	153,409	162,559

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綜合財務報表附註

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

5. REVENUE AND SEGMENTAL INFORMATION (CONTINUED)

5. 收益及分部資料(續)

(b) Performance obligations

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at the end of the reporting period are as follows:

(b) 履約責任

於報告期末，分配至剩餘履約責任(未履約或部份未履約)的交易價格金額如下：

2023

二零二三年

	Transportation Mission Critical System Solutions	Mobile Ticketing and Digital Payment Solutions and Services	M&E Technology Solutions and Engineering Services	Digital Fabrication and Maintenance Services	Others
	交通關鍵系統解決方案	流動票務及數碼支付解決方案及服務	機電技術解決方案及工程服務	數碼裝配及保養服務	其他
	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
Within one year	12,836	61,648	171,151	20,544	149
More than one year	4,650	81,910	68,092	17,258	21
	17,486	143,558	239,243	37,802	170

2022

二零二二年

	Transportation Mission Critical System Solutions	Mobile Ticketing and Digital Payment Solutions and Services	M&E Technology Solutions and Engineering Services	Digital Fabrication and Maintenance Services	Others
	交通關鍵系統解決方案	流動票務及數碼支付解決方案及服務	機電技術解決方案及工程服務	數碼裝配及保養服務	其他
	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
Within one year	35,482	42,588	153,423	17,233	4,416
More than one year	8,116	111,721	151,622	25,231	-
	43,598	154,309	305,045	42,464	4,416

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綜合財務報表附註

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

5. REVENUE AND SEGMENTAL INFORMATION (CONTINUED)

Segment information

The Group's operating income was derived from the provision of M&E engineering solutions and services during both years. For the purposes of resource allocation and performance assessment, the chief operation decision maker (i.e. the executive directors of the Company) reviews the overall results and financial position of the Group as a whole. Accordingly, the Group has only one single operating segment and no separate analysis of this single segment is presented other than entity-wide disclosure.

Geographical information

The Group's revenue from external customers based on the place of operation of customers and non-current assets by jurisdictions based on the location of the assets are detailed below:

Hong Kong	香港
Taiwan	台灣
Others	其他

Note: Non-current assets comprise property, plant and equipment and right-of-use assets.

Information about a major customer

Revenue from a customer of the corresponding years contributing over 10% of the total revenue of the Group is as follows:

Customer A	客戶A
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Other than disclosed above, there was no revenue from customers individually contributing over 10% of the total revenue of the Group during the years ended 31 March 2023 and 2022.

5. 收益及分部資料(續)

分部資料

於兩個年度內，本集團的經營收入來自提供機電工程解決方案及服務。就資源分配及表現評估而言，主要經營決策者(即本公司執行董事)審閱本集團的整體業績及財務狀況。因此，本集團僅有一個單一經營分部及除實體範圍內的披露外，並無呈列該單一分部的單獨分析。

地區資料

本集團來自外部客戶(基於客戶營運所在地)的收益及按司法權區(基於資產所在位置)劃分的非流動資產詳述如下：

Revenue 收益		Non-current assets 非流動資產	
2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (note) (附註)	2022 二零二二年 HK\$'000 千港元 (note) (附註)
147,562	156,401	14,022	10,929
4,500	3,641	-	-
1,347	2,517	-	-
153,409	162,559	14,022	10,929

附註：非流動資產包括物業、廠房及設備以及使用權資產。

有關一名主要客戶的資料

於相應年度佔本集團總收益10%以上之一名客戶收益如下：

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
105,388	104,252

除上文所披露者外，於截至二零二三年及二零二二年三月三十一日止年度，概無來自單一客戶的收益佔本集團總收益10%以上。

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綜合財務報表附註

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

6. OTHER INCOME AND GAINS AND LOSSES, NET

Other income

Bank interest income	銀行利息收入
Dividend income	股息收入
Government subsidies (note)	政府補助(附註)
Written off of trade payables	撇銷貿易應付款項
Interest income from financial assets at fair value through profit or loss	按公允價值計入損益的金融資產的利息收入
Sundry income	雜項收入

Note: The government subsidies during the year ended 31 March 2023 represented subsidies of HK\$4,552,000 (2022: Nil) under the Employment Support Scheme in Hong Kong which the Group was required to undertake not to implement redundancy during the subsidy period and to use the subsidy to pay wages of the employees and all conditions relating to these grants have been fulfilled, subsidies of HK\$164,000 (2022: HK\$431,000) from the Group's participation in the Youth Employment and Training Programme, and other subsidies of HK\$180,000 (2022: HK\$395,000).

Other gains and losses, net

Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益
Gain on termination of a lease contract	終止一份租賃合約的收益
Fair value gains on financial assets at fair value through profit or loss	按公允價值計入損益的金融資產的公允價值收益
Foreign exchange differences, net	外匯差額淨額

7. FINANCE COSTS

An analysis of finance costs is as follows:

Interest on a bank loan (note)	銀行貸款之利息(附註)
Interest on lease liabilities	租賃負債之利息

Note: A short-term bank loan of HK\$1,000,000 was borrowed and repaid during the year (2022: Nil).

6. 其他收入及收益以及虧損淨額

其他收入

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
1,843	267
63	-
4,896	826
-	5,002
337	329
187	102
7,326	6,526

附註：截至二零二三年三月三十一日止年度政府補助指香港保就業計劃補助4,552,000港元(二零二二年：零)(本集團須承諾在補助期內不裁員，並將補助用於支付僱員薪金，該等補貼相關所有條件均獲達成)，本集團參與展翅青見計劃收取補助164,000港元(二零二二年：431,000港元)及其他補助180,000港元(二零二二年：395,000港元)。

其他收益及虧損淨額

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
-	155
7	-
31	-
(771)	546
(733)	701

7. 融資成本

融資成本之分析如下：

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
11	-
167	236
178	236

附註：年內已借入並償還短期銀行貸款1,000,000港元(二零二二年：零)。

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

8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) Directors' and chief executive's emoluments

Directors' remuneration for the year, disclosed pursuant to the GEM Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	Fees	Salaries and allowances	Performance bonus	Retirement benefit contributions	Equity-settled share-based payment expenses	Total
	袍金	薪金及津貼	表現花紅	退休福利計劃供款	權益結算購股權開支	總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Year ended 31 March 2023	截至二零二三年三月三十一日止年度					
Mr. Luk Kam Ming ("Mr. KM Luk")	-	1,068	-	-	-	1,068
Mr. Luk Kwai Lung	60	682	-	34	-	776
Mr. Luk Yin Cheung	60	666	-	33	-	759
Mr. Chan Chak Lun Philip	60	1,332	-	106	-	1,498
Mr. Lau On Kwok	180	-	-	-	-	180
Mr. Law Wing Chi Stephen	180	-	-	-	-	180
Dr. Tse Chi Kong	180	-	-	-	-	180
Mr. Yu Wing Lok Gary	75	-	-	-	-	75
	795	3,748	-	173	-	4,716
Year ended 31 March 2022	截至二零二二年三月三十一日止年度					
Mr. KM Luk	-	1,068	-	-	-	1,068
Mr. Luk Kwai Lung	60	652	39	33	-	784
Mr. Luk Yin Cheung	60	636	31	32	-	759
Mr. Chan Chak Lun Philip	60	1,332	64	107	38	1,601
Mr. Lau On Kwok	180	-	-	-	-	180
Mr. Law Wing Chi Stephen	180	-	-	-	-	180
Dr. Tse Chi Kong	180	-	-	-	-	180
	720	3,688	134	172	38	4,752

Note: Performance bonus is determined by reference to the duties and responsibilities of the relevant individuals within the Group and the Group's performance.

附註：表現花紅乃參考本集團內有關個人的職責及責任以及本集團的表現後釐定。

8. 董事及僱員薪酬

(a) 董事及主要行政人員薪酬

根據GEM上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部，年內董事薪酬披露如下。

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

8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (CONTINUED)

(a) Directors' and chief executive's emoluments (continued)

The emoluments of executive directors were for their services in connection with the management of the affairs of the Company and the Group.

The emoluments of the independent non-executive directors were for their services as directors of the Company.

During the years ended 31 March 2023 and 2022, no remuneration was paid by the Group to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors of the Company have waived any remuneration during the years ended 31 March 2023 and 2022.

(b) Employees' emoluments

The five highest paid individuals included two (2022: two) directors of the Company whose emoluments are included in the disclosures in (a) above for the years ended 31 March 2023 and 2022. The emoluments of the remaining three (2022: three) individuals for the years ended 31 March 2023 and 2022 were as follows:

Salaries and other benefits	薪金及其他福利
Performance bonus (note)	表現花紅(附註)
Retirement benefit scheme contributions	退休福利計劃供款

Note: Performance bonus is determined by reference to the duties and responsibilities of the relevant individuals within the Group and the Group's performance.

Their emoluments were within the following bands:

Nil to HK\$1,000,000	零至1,000,000港元
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元

During the years ended 31 March 2023 and 2022, no emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

8. 董事及僱員薪酬(續)

(a) 董事及主要行政人員薪酬(續)

執行董事薪酬乃就彼等管理本公司及本集團事務提供之服務而發出。

獨立非執行董事薪酬乃就彼等作為本公司董事提供之服務而發出。

於截至二零二三年及二零二二年三月三十一日止年度，本集團並無向本公司董事支付薪酬作為吸引彼等加入或於加入本集團時的獎勵或作為離職賠償。於截至二零二三年及二零二二年三月三十一日止年度，概無本公司董事放棄任何薪酬。

(b) 僱員薪酬

五名最高薪人士包括於截至二零二三年及二零二二年三月三十一日止年度酬金計入上文(a)披露中的本公司兩名(二零二二年：兩名)董事。於截至二零二三年及二零二二年三月三十一日止年度，其餘三名(二零二二年：三名)人士的薪酬如下：

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
2,910	2,737
207	207
146	137
3,263	3,081

附註：表現花紅乃參考本集團內有關個人的職責及責任以及本集團的表現後釐定。

彼等的薪酬在以下範圍之內：

2023 二零二三年 Number of individuals 人數	2022 二零二二年 Number of individuals 人數
1	2
2	1
3	3

於截至二零二三年及二零二二年三月三十一日止年度，本集團並無向五名最高薪人士支付薪酬，作為吸引彼等加入或加入本集團後的獎勵或作為離職補償。

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

9. (LOSS)/PROFIT BEFORE TAX

The Group's (loss)/profit before tax is arrived at after charging/(crediting):

9. 除稅前(虧損)/溢利

本集團除稅前(虧損)/溢利經扣除/(計入)以下各項後達致：

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cost of sales	銷售成本			
- Transportation Mission Critical System Solutions, Mobile Ticketing and Digital Payment Solutions and Services and M&E Technology Solutions and Engineering Services	- 交通關鍵系統解決方案、流動票務及數碼支付解決方案及服務及機電技術解決方案及工程服務		125,264	97,109
- Others	- 其他		18,259	20,931
Depreciation of property, plant and equipment	物業、廠房及設備折舊	13	2,118	2,037
Depreciation of right-of-use assets	使用權資產折舊	14	6,177	6,049
Auditor's remuneration	核數師薪酬		1,760	1,725
Directors' remuneration	董事酬金	8	4,716	4,752
Employee benefit expenses (excluding directors' and chief executive's remuneration (note 8)):	僱員福利開支(不包括董事及主要行政人員的薪酬(附註8))			
Salaries and other benefits*	薪金及其他福利*		68,848	69,619
Retirement benefit scheme contributions	退休福利計劃供款		2,758	2,684
Equity-settled share-based payment expenses	權益結算以股份為基礎付款的開支		494	611
Total employee benefit expenses	僱員福利開支總額		72,100	72,914
Lease payments not included in the measurement of lease liabilities	並不計入租賃負債計量之租賃付款		148	130
Fair value (gains)/losses on financial assets at fair value through profit or loss	按公允值計入損益的金融資產之公允值(收益)/虧損		(31)	180

* For the year ended 31 March 2023, HK\$48,548,000 (2022: HK\$51,393,000) of salaries and other benefits is included in "Cost of sales" in the consolidated statement of profit or loss and other comprehensive income.

* 截至二零二三年三月三十一日止年度，薪金及其他福利48,548,000港元(二零二二年：51,393,000港元)計入綜合損益及其他全面收益表中的「銷售成本」。

10. INCOME TAX EXPENSE

10. 所得稅開支

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current - Hong Kong	即期 - 香港			
Charge for the year	年內開支		-	1,934
Overprovision in prior years	過往年度超額撥備		(251)	(2)
Deferred (note 24)	遞延(附註24)		74	(164)
Total tax (credit)/expense for the year	本年度稅項(抵免)/開支總額		(177)	1,768

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

10. INCOME TAX EXPENSE (CONTINUED)

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the year.

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the year ended 31 March 2022, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 of assessable profits of this subsidiary are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%

The Group is not subject to any income tax in the Cayman Islands and the BVI pursuant to the rules and regulations in those jurisdictions.

The tax (credit)/charge for both years can be reconciled to the (loss)/profit before tax as follows:

(Loss)/profit before tax	除稅前(虧損)/溢利	(32,399)	9,653
Tax at the statutory tax rate of 16.5%	按法定所得稅率16.5%計算之稅項	(5,346)	1,593
Income tax at the concessionary rate	按優惠稅率課稅的所得稅	-	(165)
Adjustments in respect of current tax of previous periods	有關過往期間即期稅項的調整	(251)	(2)
Income not subject to tax	毋須納稅之收入	(1,005)	(152)
Expenses not deductible for tax	不可扣稅開支	554	473
Tax losses not recognised	未確認稅項虧損	5,871	21
Tax (credit)/charge for the year at the Group's effective tax rate	按本集團實際稅率計算的 本年度稅項(抵免)/開支	(177)	1,768

No deferred tax assets have been recognised in respect of tax losses of HK\$35,659,000 (2022: HK\$126,000) as they have arisen from subsidiaries with unpredictability of future profit and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

11. DIVIDEND

Dividend recognised as distribution during the year:	年內確認為分派的股息：		
2022 Final dividend of HK2.0 cents (2021: HK2.73 cents) per ordinary share	二零二二年末期股息每股普通股 2.0港仙(二零二一年：2.73港仙)	8,050	10,988
Less: Dividend for shares held under the share award scheme	減：根據股份獎勵計劃持有的股份股息	(39)	(79)
		8,011	10,909

The board of directors does not recommend the payment of a final dividend for the year ended 31 March 2023.

10. 所得稅開支(續)

由於本集團於年內並無在香港產生任何應課稅溢利，故並無就香港利得稅作出撥備。

截至二零二二年十二月三十一日止年度，香港利得稅已按於香港產生的估計應課稅溢利按16.5%的稅率計提撥備，惟本集團旗下一間附屬公司為符合兩級利得稅率制度的合資格實體除外。該附屬公司首2,000,000港元的應課稅溢利按8.25%的稅率徵稅，其餘應課稅溢利稅率為16.5%。

根據於開曼群島及英屬處女群島的規則及規例，本集團於該等司法權區無須繳納任何所得稅。

於兩個年度的稅項(抵免)/開支可與除稅前(虧損)/溢利對賬如下：

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
(32,399)	9,653
(5,346)	1,593
-	(165)
(251)	(2)
(1,005)	(152)
554	473
5,871	21
(177)	1,768

由於稅項虧損產生自未來溢利不可預測的附屬公司，因此，並無就稅項虧損35,659,000港元(二零二二年：126,000港元)確認遞延稅項資產，而應課稅溢利亦不大可能用於抵銷動用的稅項虧損。

11. 股息

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
8,050	10,988
(39)	(79)
8,011	10,909

董事會不建議派付截至二零二三年三月三十一日止年度末期股息。

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12. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculations of the basic (loss)/earnings per share are based on the loss for the year attributable to owners of the Company of HK\$32,222,000 (2022: profit of HK\$7,885,000), and the weighted average number of ordinary shares in issue less treasury shares held under share award scheme during the year of 401,375,000 (2022: 399,428,000).

In respect of the year ended 31 March 2023, no adjustment has been made to the basic loss per share amount presented in respect of a dilution as the impact of the awarded shares and share options outstanding had an anti-dilutive effect on the basic loss per share amount presented.

In respect of the year ended 31 March 2022, the calculation of the diluted earnings per share amount for the year is based on the profit for the year attributable to owners of the Company and the weighted average number of ordinary shares in issue less treasury shares held under share award scheme as used in the basic earning per share calculation, and the weighted average number of 2,877,000 ordinary shares assumed to have been issued at no consideration on the deemed exercise of dilutive potential ordinary shares into ordinary shares and the effect of awarded shares.

12. 本公司普通股權益持有人應佔每股(虧損)/盈利

每股基本(虧損)/盈利金額乃根據本公司擁有人應佔年內虧損32,222,000港元(二零二二年：溢利7,885,000港元)，以及年內已發行普通股加權平均數減根據股份獎勵計劃持有的庫存股份401,375,000股(二零二二年：399,428,000股)計算。

截至二零二三年三月三十一日止年度，由於未行使獎勵股份及購股權的影響對所呈列每股基本虧損金額具有反攤薄效應，因此未對就攤薄呈列的每股基本虧損金額作出調整。

截至二零二二年三月三十一日止年度，每股攤薄盈利乃基於本公司擁有人應佔年內溢利及已發行普通股加權平均數減計算每股基本盈利所用根據股份獎勵計劃持有的庫存股份，並假設視為行使潛在攤薄普通股以轉換為普通股時以零代價發行的2,877,000股普通股的加權平均數及獎勵股份的影響計算。

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
(Loss)/earnings		
(Loss)/profit for the year attributable to ordinary equity holders of the Company, used in the basic (loss)/earnings per share calculation	(32,222)	7,885
Shares		
Weighted average number of ordinary shares in issue less treasury shares held under the share award scheme during the year used in the basic (loss)/earnings per share calculation	401,375	399,428
Effect of dilution – weighted average number of ordinary shares		
Share options	–	1,754
Share awards	–	1,123
	401,375	402,305

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

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Leasehold improvements	Furniture and fixtures	Plant and machinery	Computer equipment	Motor vehicles	Cruiser	Total
		租賃物業裝修	傢俬及固定裝置	廠房及機器	電腦設備	汽車	小型快艇	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
Cost:	成本：							
As at 1 April 2021	於二零二一年四月一日	4,015	1,033	3,263	8,261	3,959	162	20,693
Additions	添置	232	-	74	625	-	-	931
Disposals	出售	-	(15)	(112)	-	(379)	(108)	(614)
As at 31 March 2022 and 1 April 2022	於二零二二年三月三十一日及 二零二二年四月一日	4,247	1,018	3,225	8,886	3,580	54	21,010
Additions	添置	281	15	206	954	401	424	2,281
Disposals	出售	-	-	(1)	-	-	-	(1)
As at 31 March 2023	於二零二三年三月三十一日	4,528	1,033	3,430	9,840	3,981	478	23,290
Accumulated depreciation:	累計折舊：							
As at 1 April 2021	於二零二一年四月一日	1,762	1,005	2,615	6,973	2,429	19	14,803
Provided during the year	年內撥備	749	12	308	457	484	27	2,037
Disposals	出售	-	(15)	(112)	-	(379)	(29)	(535)
As at 31 March 2022 and 1 April 2022	於二零二二年三月三十一日及 二零二二年四月一日	2,511	1,002	2,811	7,430	2,534	17	16,305
Provided during the year	年內撥備	662	29	279	619	518	11	2,118
Disposals	出售	-	-	(1)	-	-	-	(1)
As at 31 March 2023	於二零二三年三月三十一日	3,173	1,031	3,089	8,049	3,052	28	18,422
Net carrying value:	賬面淨值：							
As at 31 March 2023	於二零二三年三月三十一日	1,355	2	341	1,791	929	450	4,868
As at 31 March 2022	於二零二二年三月三十一日	1,736	16	414	1,456	1,046	37	4,705

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

14. LEASES

The Group has lease contracts as lessees for several properties. Leases of the properties generally have lease terms between 1 and 3 years.

(a) Right-of-use assets

The carrying amount of the Group's right-of-use assets and the movements during the year are as follows:

At 1 April 2021	於二零二一年四月一日
Additions	添置
Depreciation charge	折舊費用
At 31 March 2022 and 1 April 2022	於二零二二年三月三十一日及二零二二年四月一日
Additions	添置
Depreciation charge	折舊費用
Termination of a lease contract	終止租賃合約
At 31 March 2023	於二零二三年三月三十一日

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

Carrying amount at 1 April	於四月一日之賬面值
New leases	新租賃
Accretion of interest recognised during the year	年內確認之應計利息
Covid-19-related rent concessions from a lessor	來自一名出租人的Covid-19相關租金寬減
Termination of a lease contract	終止一份租賃合約的收益
Payments	付款
Carrying amount at 31 March	於三月三十一日之賬面值

Analysed into:

Repayable:

Within one year

Over one year

Less: non-current portion

Current portion

分析：

償還：

一年內

超過一年

減：非流動部分

流動部分

14. 租賃

本集團作為若干物業的承租人訂立租賃合約。物業租賃之租賃期限一般為1至3年。

(a) 使用權資產

本集團使用權資產的賬面值及年內變動如下：

Properties 物業	HK\$'000 千港元
	3,440
	8,833
	(6,049)
	6,224
	9,311
	(6,177)
	(204)
	9,154

(b) 租賃負債

租賃負債的賬面值及年內變動如下：

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
6,320	3,531
9,311	8,833
167	236
(67)	(11)
(211)	-
(6,361)	(6,269)
9,159	6,320
2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
5,837	6,190
3,322	130
9,159	6,320
(3,322)	(130)
5,837	6,190

The maturity analysis of lease liabilities is disclosed in note 33 to the consolidated financial statements.

租賃負債之到期情況分析於綜合財務報表附註33披露。

Notes to Consolidated Financial Statements

綜合財務報表附註

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

14. LEASES (CONTINUED)

(c) The amounts recognised in profit or loss for the reporting period in relation to leases are as follows:

Interest on lease liabilities	租賃負債之利息
Depreciation charge of right-of-use assets	使用權資產之折舊費用
Expense relating to short-term leases (included in administrative expenses)	與短期租賃有關之開支 (計入行政開支內)
Covid-19-related rent concessions from a lessor	來自一名出租人的Covid-19相關租金寬減
Gain on termination of a lease contract	終止一份租賃合約的收益
Total amount recognised in profit or loss	於損益確認的總金額

The total cash outflows for leases are disclosed in note 35(c) to the consolidated financial statements.

14. 租賃(續)

(c) 於報告期間就該等租賃而於損益確認之金額如下：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	167	236
	6,177	6,049
	148	130
	(67)	(11)
	(7)	-
	6,418	6,404

租賃的現金流出總額於綜合財務報表附註35(c)內披露。

15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Listed equity investments, at fair value, included in current assets	上市股本投資，計入流動資產(按公允值)
Unlisted investments, at fair value	非上市投資(按公允值)
Deposits paid for life insurance products, included in non-current assets	人壽保險產品已付按金，計入非流動資產
An equity-linked note, included in current assets	股票掛鉤票據，計入流動資產

The above listed equity investments were classified as financial assets at fair value through profit or loss as they were held for trading.

The above unlisted investments at 31 March 2023 were (i) the deposits paid for life insurance products and (ii) the equity-linked note issued by financial institutions in Hong Kong. They were classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

15. 按公允值計入損益的金融資產

Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	1,588	-
(a)	6,214	5,913
(b)	-	1,323
	7,802	7,236

上述上市股本投資分類為按公允值計入損益之金融資產，原因為其持作買賣。

於二零二三年三月三十一日，上述非上市投資為(i)就人壽保險產品已付按金及(ii)香港金融機構發行的股票掛鉤票據。該等產品被分類為按公允值計入損益的金融資產，原因為彼等的合約現金流量並非僅為支付本金及利息。

Notes to Consolidated Financial Statements

綜合財務報表附註

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

15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

Notes:

- (a) The life insurance products were entered by the Group's subsidiaries with financial institutions on certain senior management of the Group, including Mr. Chan Chak Lun Philip and Mr. Luk Yin Cheung, directors of the Company. Under the life insurance policies, the beneficiary and policy holders are subsidiaries of the Group. The Group's subsidiaries are required to pay a single premium or annual premium for the policies and may request a partial surrender or full surrender of the policies at any time and receive cash back based on the value of the policies at the date of surrender, which is determined by the account value net of any surrender charge (the "Cash Values"). The policy premium expense, insurance charges and surrender charges are recognised in profit or loss. The life insurance policies have guaranteed value or carry guaranteed interest of 4.25% per annum at first year, and a minimum guaranteed interest of 2.00% per annum at the second year and onwards.

The Cash Values which are considered a close estimate to the fair values of the life insurance policies, were HK\$6,214,000 as at 31 March 2023 (2022: HK\$5,913,000), determined by reference to the Cash Values as provided by the insurance companies. The fair value of the Group's insurance policies was measured using significant unobservable inputs (Level 3 of fair value hierarchy) as defined in HKFRS 13.

The aggregate carrying amounts of HK\$5,758,000 (2022: HK\$5,570,000) as at 31 March 2023 were pledged as security for a banking facility of the Group.

The entire balance of the life insurance products is denominated in United States dollars ("USD").

- (b) The unlisted equity-linked note was subject to knock-out and a maximum tenor of 12 months and was linked to a basket of Hong Kong stocks. The unlisted equity-linked note carries interest at the rate of 8% per annum and could only be redeemed by the issuers at the specific observation dates. The equity-linked note contains terms enabling the issuers either to deliver the underlying equity securities on maturity if the market prices of the worst performing underlying security were lower than its respective pre-determined reference stock prices or cash settlement of the principal and interest if the market prices of the underlying securities were higher than their respective pre-determined reference stock prices on each observation date.

Fair value of unlisted equity-linked note is determined using a valuation technique that is classified as Level 3 in the fair value hierarchy.

15. 按公允值計入損益的金融資產(續)

附註：

- (a) 本集團附屬公司與金融機構就本集團若干高級管理層(包括本公司董事陳澤麟先生及陸彥彰先生)訂立人壽保險保單。根據人壽保險保單，本集團附屬公司為受益人及保單持有人。本集團附屬公司需就該等保單一次性支付保險費或年度保費，且可隨時要求部分退保或全部退保及於退保當日按照保單價值收回現金，有關現金乃根據賬戶價值扣除任何退保費釐定(「現金價值」)。保單保費、保險費及退保費均於損益內確認。人壽保險單於首個年度按保證年利率4.25%計息，自第二年起，按最低保證年利率2.00%計息。

就人壽保險保單的現金價值被視為公允值的貼近估計值，於二零二三年三月三十一日為6,214,000港元(二零二二年：5,913,000港元)，乃參考保險公司提供的現金價值釐定。本集團的保險保單的公允值採用香港財務報告準則第13號界定的重大不可觀察輸入數據(公允值層級第三級)計量。

於二零二三年三月三十一日，賬面總值5,758,000港元(二零二二年：5,570,000港元)已抵押作為本集團銀行融資的抵押品。

人壽保險產品的全部結餘以美元(「美元」)列值。

- (b) 非上市股票掛鉤票據受限於拋售及最長期限為12個月及與一籃子香港股票掛鉤。非上市股票掛鉤票據按年利率8%計息及僅可於指定觀察日期由發行人贖回。股票掛鉤票據條款規定，倘表現最差的相關證券的市價低於其各自預先確定的參考股價，則發行人可於到期時交付相關股票證券；倘相關證券的市價高於彼等各自預先確定的參考股價，則發行人可於每個觀察日期現金結算本金及利息。

非上市股票掛鉤票據的公允值使用在公允值層級中分類為第三級的估值技術釐定。

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綜合財務報表附註

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

16. TRADE RECEIVABLES

The Group grants credit terms of 30 to 60 days to its customers from the date of invoices on progress billings of contract and maintenance works and sales of goods. An ageing analysis of the trade receivables is presented based on the invoice date at the end of the reporting period.

Within 30 days	30日內
31 to 60 days	31至60日
61 to 90 days	61至90日
Over 90 days	超過90日
Less: Accumulated loss allowance (note 33)	減：累計虧損撥備 (附註33)
Total	總計

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest-bearing.

16. 貿易應收款項

本集團自合約及維修工程進度款項發票日期及銷售貨品起向其客戶授出30日至60日的信貸期。於報告期間末基於發票日期呈列貿易應收款項賬齡分析。

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
11,316	20,195
14,240	14,691
2,715	11,485
4,897	5,160
33,168 (4,168)	51,531 (557)
29,000	50,974

本集團與其客戶之貿易條款主要以信貸形式進行，惟新客戶一般需預先付款除外。每位客戶均有最大信貸限額。本集團務求對未清還之應收款項維持嚴格監管並設有信貸控制部門以將信貸風險減至最低。高級管理層定期檢討逾期結餘。貿易應收款項不計息。

Notes to Consolidated Financial Statements

綜合財務報表附註

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

16. TRADE RECEIVABLES (CONTINUED)

As at 31 March 2023, included in the Group's trade receivable balances were balances from customers with an aggregate carrying amount of HK\$20,366,000 (2022: HK\$23,638,000) which were past due as at the reporting date. Out of the past due balances, HK\$4,339,000 (2022: HK\$3,046,000) has been past due more than 90 days and was not considered as in default. The Group rebutted the presumption of default under the expected credit loss model for trade receivables past due over 90 days assuming no significant change in credit quality after having an understanding of those customers' background as well as the good payment records and continuous business relationship with those customers. Further, such long outstanding balances were primarily due to overdue payment which was a common practice in Transportation Mission Critical System Solutions, Mobile Ticketing and Digital Payment Solutions and Services and M&E Technology Solutions and Engineering Services. The Group did not hold any collateral over these balances.

Details of impairment of trade receivables for the year ended 31 March 2023 are set out in note 33 to the consolidated financial statements. The ECLs for trade receivables as at 31 March 2023 and 31 March 2022 were HK\$4,168,000 and HK\$557,000, respectively.

As at 31 March 2023 and 2022, trade receivables were all denominated in HK\$, except for a balance of HK\$256,000 as at 31 March 2022 which was denominated in Renminbi ("RMB").

17. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

Non-current:	非即期：		
Deposits	按金		
Current:	即期：		
Advances to suppliers	墊款予供應商		
Prepayments	預付款項		
Interest receivables	應收利息		
Others	其他		
Total	總計		

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default. Their related ECL considerations are set out in note 33 to the consolidated financial statements.

16. 貿易應收款項(續)

於二零二三年三月三十一日，本集團貿易應收款項包括總賬面值為20,366,000港元(二零二二年：23,638,000港元)的應收客戶款項，該款項於報告日期已逾期。該等逾期結餘中，4,339,000港元(二零二二年：3,046,000港元)已逾期超過90天及並未被視為違約。本集團在了解該等客戶的背景以及與該等客戶的良好支付記錄及持續業務關係後，假設信貸質素並無重大變動，推遲逾期90天的貿易應收款項逾期信貸虧損模式下的違約退訂。此外，長期為償還結餘主要由於交通關鍵系統解決方案、流動票務及數碼支付解決方案及服務及機電技術解決方案及工程服務的常見慣例。本集團並無就該等結餘持有任何抵押品。

截至二零二三年三月三十一日止年度，貿易應收款項減值之詳情載於綜合財務報表附註33。於二零二三年三月三十一日及二零二二年三月三十一日的貿易應收款項預期信貸虧損分別為4,168,000港元及557,000港元。

於二零二三年及二零二二年三月三十一日，貿易應收款項均以港元列值，惟於二零二二年三月三十一日，結餘256,000港元以人民幣(「人民幣」)列值除外。

17. 其他應收款項、按金及預付款項

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	948	1,011
	5,967	5,324
	638	708
	320	38
	824	155
	7,749	6,225
	8,697	7,236

上述資產概無逾期亦無減值。計入上述結餘之金融資產與並無近期違約記錄之應收款項有關。相關預期信貸虧損載於綜合財務報表附註33。

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綜合財務報表附註

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

18. CONTRACT ASSETS

Transportation Mission Critical System Solutions	交通關鍵系統解決方案	
Mobile Ticketing and Digital Payment Solutions and Services	流動票務及數碼支付解決方案及服務	
M&E Technology Solutions and Engineering Services	機電技術解決方案及工程服務	
Digital Fabrication and Maintenance Services	數碼裝配及保養服務	
Impairment (note 33)	減值 (附註33)	
Total	總計	

A contract asset, net of contract liability related to the same contract, is recognised over the period in which the engineering services are performed, representing the Group's right to consideration for the services performed and not billed because the rights are conditional on the Group's future performance accepted by the customers. The contract assets are transferred to trade receivables when the rights become unconditional. The Group typically transfers its contract assets to trade receivables when progress certificate/invoice is issued. The Group generally provides their customers with maintenance period of one to three years from the date of the practical completion of the project. Upon the expiration of the maintenance period, the customers will provide a maintenance certificate and pay the retentions within the term specified in the contract. The decrease in contract assets in 2023 and 2022 was mainly due to the transfer of contract assets to trade receivables during the year.

The expected timing of recovery or settlement for contract assets as at 31 March is as follows:

Within one year	一年內
After one year	一年後
Total contract assets	合約資產總值

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates for the measurement of the expected credit losses for the contract assets are based on those for the trade receivables as the contract assets and the trade receivables are from the same customer bases. The provision rates of contract assets are based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. The Group applies the simplified approach to provide for the ECLs prescribed by HKFRS 9. Loss allowance of HK\$1,610,000 (2022: reversal of loss allowance of HK\$166,000) was recognised during the year. Details of impairment of contract assets for the years ended 31 March 2023 and 2022 are set out in note 33 to the consolidated financial statements.

18. 合約資產

31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元	31 March 2022 二零二二年 三月三十一日 HK\$'000 千港元	1 April 2021 二零二一年 四月一日 HK\$'000 千港元
11,162	16,762	26,666
5,260	5,602	7,082
27,515	25,547	27,611
68	65	2,521
44,005 (53)	47,976 (46)	63,880 -
43,952	47,930	63,880

合約資產，扣除與相同合約相關的合約負債，於實施工程服務的期間確認，代表本集團有權就已實施但尚未開票的服務收取代價，因為該等權利乃取決於客戶接納本集團未來表現。當條件變為無條件時，合約資產轉撥至貿易應收款項。本集團通常在發出進度證書／收據時將其合約資產轉撥至貿易應收款項。本集團通常向其客戶提供自項目實際完成日期起計一至三年的保修期。於保修期屆滿後，客戶將提供保修證書及於合約指定的期限內支付保留金。於二零二三年及二零二二年的合約資產減少主要由於年內自合約資產轉撥至貿易應收款項所致。

於三月三十一日，合約資產的預期收回或結算時間如下：

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
8,313	36,795
35,639	11,135
43,952	47,930

於各報告日進行減值分析以計量預期信貸虧損。計量合約資產預期信貸虧損的撥備率乃基於該等貿易應收款項，原因為合約資產及貿易應收款項來自同一客戶基礎。合約資產的撥備率乃基於其歷史信貸虧損經驗，並就債務人及經濟狀況的特定前瞻性因素作出調整。根據香港財務報告準則第9號的規定，本集團應用簡化方法以計提預期信貸虧損。年內已確認虧損撥備1,610,000港元(二零二二年：撥回虧損撥備166,000港元)。截至二零二三年及二零二二年三月三十一日止年度之合約資產的減值詳情載於綜合財務報表附註33。

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綜合財務報表附註

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

19. CONTRACT LIABILITIES

Transportation Mission Critical System Solutions	交通關鍵系統解決方案
Mobile Ticketing and Digital Payment Solutions and Services	流動票務及數碼支付解決方案及服務
M&E Technology Solutions and Engineering Services	機電技術解決方案及工程服務
Digital Fabrication and Maintenance Services	數碼裝配及保養服務
Total	總計

The Group requires certain customers under engineering service contracts to provide upfront deposits at rates ranging from 5% to 20% of the total contract sum. When the Group receives a deposit before the project commences, this will give rise to contract liabilities at the start of a contract until the full amount of the deposit is deducted proportionately from progress payment. The decrease in contract liabilities in 2023 and 2022 was mainly due to utilisation of short-term advances received from customers in relation to the provision of engineering services during the year.

20. TIME DEPOSITS WITH ORIGINAL MATURITY OVER THREE MONTHS/PLEDGED BANK DEPOSITS/BANK BALANCES AND CASH

As at 31 March 2023, bank balances and cash comprise cash held by the Group and bank deposits carrying interest at market rates which ranged from 0.1% to 4.93% per annum (2022: ranged from 0.01% to 2.42% per annum) with original maturity of three months or less.

As at 31 March 2023, pledged bank deposits represented deposits pledged to banks to secure banking facilities granted by banks to the Group, carrying fixed interest rates ranging from 0.6% to 3.75% per annum (2022: ranging from 0.03% to 0.40% per annum).

As at 31 March 2023, time deposits with original maturity over three months carried fixed interest rates ranging from 3.67% to 3.8% per annum (2022: ranging from 0.06% to 2.44% per annum).

19. 合約負債

31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元	31 March 2022 二零二二年 三月三十一日 HK\$'000 千港元	1 April 2021 二零二一年 四月一日 HK\$'000 千港元
1,384	2,143	5,562
2,018	7,227	13,136
3,969	7,481	13,077
241	202	542
7,612	17,053	32,317

本集團根據工程服務合約要求若干客戶提供事前按金，金額按介乎總合約金額的5%至20%的利率計算。本集團在項目開始前收到按金，這將在合約開始產生合約負債，直至按金的全部金額自進度付款按比例扣除。於二零二三年及二零二二年的合約負債減少主要由於年內就提供工程服務動用已收客戶短期墊款所致。

20. 原到期日超過三個月的定期存款／有抵押銀行存款／銀行結餘及現金

於二零二三年三月三十一日，銀行結餘及現金包括本集團所持現金及原到期日為三個月或以下銀行存款按介乎0.1%至4.93%（二零二二年：介乎每年0.01%至2.42%）的市場年利率計息。

於二零二三年三月三十一日，有抵押銀行存款指抵押予銀行以為銀行向本集團授出的銀行融資作抵押，按固定年利率介乎0.6%至3.75%（二零二二年：介乎每年0.03%至0.40%）計息。

於二零二三年三月三十一日，原到期日超過三個月的定期存款按固定年利率介乎3.67%至3.8%（二零二二年：介乎每年0.06%至2.44%）計息。

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綜合財務報表附註

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

20. TIME DEPOSITS WITH ORIGINAL MATURITY OVER THREE MONTHS/PLEGDED BANK DEPOSITS/BANK BALANCES AND CASH (CONTINUED)

At the end of the reporting period, the carrying amounts of the Group's time deposits with original maturity over three months, pledged bank deposits and bank balances and cash are denominated in the following currencies:

HK\$	港元
Euro ("EUR")	歐元 (「歐元」)
RMB	人民幣
USD	美元
Other currencies	其他貨幣

20. 原到期日超過三個月的定期存款／有抵押銀行存款／銀行結餘及現金(續)

於報告期間末，本集團以下列貨幣計值的原到期超過三個月的定期存款、有抵押銀行存款及銀行結餘及現金的賬面值：

As at 31 March	
於三月三十一日	
2023	2022
二零二三年	二零二二年
HK\$'000	HK\$'000
千港元	千港元
61,376	60,325
305	2,633
38	9,454
32,620	29,705
6,611	3,746
100,950	105,863

21. TRADE AND RETENTION PAYABLES

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

Trade payables:	貿易應付款項：
Within 30 days	30日內
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 365 days	91至365日
Over 365 days	超過365日
Retention payables	應付保留金
Total trade and retention payables	貿易應付款項及應付保留金總額

Notes:

- (a) As at 31 March 2023, trade payables of HK\$6,000 (2022: HK\$218,000) were denominated in RMB. As at 31 March 2022, trade payables of HK\$42,000 and HK\$1,000 were denominated in EUR and USD, respectively.
- (b) Retention payables to sub-contractors of contract work are interest-free and payable by the Group after the completion of the maintenance period of the relevant contracts or in accordance with the terms specified in the relevant contracts, ranging from 1 to 2 years from the completion dates of the respective contracts.

21. 貿易應付款項及應付保留金

購買及分包合約工程服務的信貸期介乎30至60日。以下為於報告期間末基於發票日期呈列的貿易應付款項賬齡分析：

Notes	2023	2022
	二零二三年	二零二二年
附註	HK\$'000	HK\$'000
	千港元	千港元
(a)	5,751	3,685
	132	210
	7	455
	459	99
	354	782
(b)	6,703	5,231
	3,412	3,412
	10,115	8,643

附註：

- (a) 於二零二三年三月三十一日，6,000港元(二零二二年：218,000港元)的貿易應付款項以人民幣計價。於二零二二年三月三十一日，分別為42,000港元及1,000港元的貿易應付款項以歐元及美元計價。
- (b) 應付分包商的合約工程保留金為免息，須由本集團於相關合約維修期完成後或根據相關合約規定的條款支付，自相關工程服務合約完成日期起計介乎1至2年。

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

22. OTHER PAYABLES AND ACCRUALS

Accrued staff costs	應計員工成本
Provision for employee related benefits	僱員相關福利撥備
Accrued expenses	應計開支
Provision for warranties (note)	保修期撥備(附註)
Total	總計

Note:

The movement of provision for warranties during the years are as follows:

At beginning of year	年初
Additional provision	額外撥備
Amounts utilised during the year	年內動用金額
Reversal of unutilised amounts	未動用金額撥回
At end of year	年末

The Group provides one-year warranty to its customers for contract services for general repairs of defects occurring during the warranty period. The amount of the provision for the warranties is estimated based on past experience of the level of repairs. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

23. PROVISION FOR CONTRACT WORKS

At beginning of year	年初
Additional provision	額外撥備
At end of year	年末

The Group recognises provision for contract works when the costs of meeting the performance obligations under the revenue contracts exceed the economic benefits expected to be received. The amount of provision is estimated based on contract costs to completion. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

22. 其他應付款項及應計費用

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	4,111	4,110
	3,412	3,269
	2,732	3,515
	3,608	642
	13,863	11,536

附註：

年內保修期撥備的變動如下：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	642	390
	3,611	645
	(326)	(72)
	(319)	(321)
	3,608	642

本集團為客戶提供一年保修期的合約服務，為保修期內出現的故障提供一般性維修。保修期撥備金額乃基於過往維修水平經驗估計。估計基準將予持續檢討，並在適當情況下做出修訂。

23. 合約工程撥備

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	-	-
	16,169	-
	16,169	-

當達致工程合約履約責任的成本超過根據工程合約預期將取得的經濟收益時，本集團確認合約工程撥備。撥備金額根據完成合約成本估算。本集團持續檢討估計基礎，並在適當情況下作出修訂。

Notes to Consolidated Financial Statements

綜合財務報表附註

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

24. DEFERRED TAX

The movements in deferred tax assets/(liabilities) during the year are as follows:

At 1 April 2021	於二零二一年四月一日
Credit to profit or loss (note 10)	計入損益(附註10)
At 31 March 2022 and 1 April 2022	於二零二二年 三月三十一日及 二零二二年四月一日
(Credit)/charge to profit or loss (note 10)	(計入)/扣除自損益(附註10)
At 31 March 2023	於二零二三年 三月三十一日

24. 遞延稅項

年內遞延稅項資產/(負債)的變動如下：

Impairment of trade receivables and contract assets 貿易應收款項及 合約資產減值 HK\$'000 千港元	Accelerated tax (accounting) depreciation 加速稅項 (會計)折舊 HK\$'000 千港元	Total 總計 HK\$'000 千港元
82	(267)	(185)
18	146	164
100	(121)	(21)
(85)	11	(74)
15	(110)	(95)

25. JOINT OPERATION

Particulars of the Group's joint operation are as follows:

Name 名稱	Form of business structure 業務架構形式	Place of registration and business 註冊及營業地點
KML – Huaming Joint Venture	Body unincorporate	Hong Kong
KML - Huaming Joint Venture	非法人團體	香港

Note: Under the joint venture agreement, the joint operators have contractually agreed the sharing of control over the relevant activities of this body unincorporate, hence this body unincorporate is jointly controlled by the Group and the other joint operator. Furthermore, the relevant joint venture agreement specifies that the Group and another party to the joint arrangement have rights to the assets and obligations to the liabilities relating to the joint arrangement, therefore this body unincorporate is classified as joint operation.

25. 合營業務

本集團合營業務的詳情載列如下：

Percentage of attributable interest of the Group 本集團應佔權益百分比	Principal activity 主要業務活動	
	2023 二零二三年 %	2022 二零二二年 %

35	35	Provision of engineering service 提供工程服務
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附註：根據合營企業協議，合營經營者已共同協定分佔該非法人團體相關活動的控制權，因此，該非法人團體由本集團及另一名合營經營者共同控制。此外，相關合營企業協議規定，本集團及合營安排的另一方對合營安排相關資產享有權利，對相關債務承擔義務。因此，該非法人實體被分類為合營業務。

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

26. SHARE CAPITAL

26. 股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股		
Authorised:	法定：		
At 31 March 2023 and 2022	於二零二三年及二零二二年三月三十一日	3,800,000	38,000
Issued and fully paid:	已發行及悉數繳足：		
At 31 March 2023	於二零二三年三月三十一日	404,960	4,050
At 31 March 2022	於二零二二年三月三十一日	402,500	4,025

A summary of movements in the Company's share capital is as follows:

本公司股本變動概要載列如下：

		Number of shares in issue 已發行股份數目 '000 千股	Share capital 股本 HK\$'000 千港元
At 1 April 2021, 31 March 2022 and 1 April 2022	於二零二一年四月一日、二零二二年三月三十一日及二零二二年四月一日	402,500	4,025
Issue of shares (note)	發行股份(附註)	2,460	25
At 31 March 2023	於二零二三年三月三十一日	404,960	4,050

Note: On 26 August 2022, the Company issued a total of 2,460,000 new shares pursuant to the general mandate granted by the shareholders of the Company for the purpose of awarding shares to employees under the Share Award Scheme as set out in note 38 to the consolidated financial statements.

附註：於二零二二年八月二十六日，本公司就綜合財務報表附註38所載股份獎勵計劃項下向僱員獎勵股份根據本公司股東授出的一般授權發行合共2,460,000股新股份。

Details of the Company's share option scheme and the Company's share award scheme are included in notes 37 and 38 to the consolidated financial statements, respectively.

本公司購股權計劃以及本公司的股份獎勵計劃的詳情分別載於綜合財務報表附註37及38。

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綜合財務報表附註

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

27. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

Share-based payment reserve

The Group's share-based payment reserve comprise (i) the fair value of share options vested which are yet to be exercised, as further explained in the accounting policy of share-based payments in note 3 to the consolidated financial statements. The amount will either be transferred to the share premium account when the related share options are exercised, or transferred to accumulated profits should the related share options lapse or be forfeited; and (ii) the amount to be expensed as share-based payment expenses determined by reference to the fair value of the shares under the share award scheme granted, taking into account all non-vesting conditions associated with the grants on grant date. The total expense is recognised on a straight-line basis over the relevant vesting periods (or on the grant date if the shares vest immediately), with a corresponding credit to the share-based payment reserve under equity. Upon vesting, the related costs of the vested shares under the share award scheme are credited to shares under the share award scheme, with a corresponding decrease in the share-based payment reserve.

Other reserves

The Group's other reserves mainly represent (i) the difference between the nominal values of the ordinary shares issued by the Company and the share capital of subsidiaries acquired through an exchange of shares pursuant to the reorganisation of the Group during the year ended 31 March 2018 and (ii) the deemed capital contribution from Mr. KM Luk, a controlling shareholder and an executive director of the Company, in respect of the transfer of 2,000,000 shares to the trust of the share award scheme at nil consideration, and details of the share award scheme are set out in note 38 to the consolidated financial statements.

27. 儲備

本集團本年度及過往年度之儲備及有關變動金額於綜合權益變動表內呈列。

以股份為基礎付款儲備

以股份為基礎付款儲備包括(i)已歸屬但尚未行使之購股權之公允值，進一步詳情於綜合財務報表附註3中以股份為基礎付款的會計政策內解釋。該金額將於有關購股權獲行使時轉撥至股份溢價賬，或於有關購股權失效或被沒收時轉撥至累計溢利；及(ii)作為以股份為基礎付款的開支金額乃經參考已授出股份獎勵計劃項下股份公允值，計及於授出日期授出相關所有非歸屬條件而釐定。總開支按直線基準於相關歸屬期(或倘股份立即歸屬則於授出日期)確認，相應計入股權下以股份為基礎付款儲備。於歸屬時，根據股份獎勵計劃歸屬股份相關成本計入股份獎勵計劃項下股份，以股份為基礎付款儲備相應減少。

其他儲備

本集團之其他儲備主要指(i)本公司截至二零一八年三月三十一日止年度之已發行普通股之面值與透過根據本集團重組交換股份所收購附屬公司股本之差額及(ii)就按零代價向股份獎勵計劃之信託轉讓2,000,000股股份而言，視作本公司控股股東及執行董事陸鑑明先生注資，及股份獎勵計劃之詳情載於綜合財務報表附註38。

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綜合財務報表附註

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

28. COMMITMENTS

The Group had no material capital commitments as at 31 March 2023 (2022: Nil).

29. RELATED PARTY TRANSACTIONS

The Group had the following transactions with related parties during the year ended 31 March 2023:

Purchase of materials from Logistic Industrial Supply Company Limited ("Logistic Industrial")	向洛士工業器材有限公司 (「洛士工業」) 採購物料
Rental payments K M L Limited	繳付租金 圖遠有限公司

Notes:

- (a) *Logistic Industrial is a company over which Mr. KM Luk and Ms. Leung Kwok Yee have significant influence. The purchase prices of goods were mutually agreed between the parties.*
- (b) *K M L Limited is controlled by Mr. KM Luk. Rental payments were on a mutually-agreed basis.*

Save as disclosed elsewhere in these financial statements, the Group had no material transactions and outstanding balances with related parties during the years ended 31 March 2023 and 2022.

Compensation of key management personnel

Key management personnel of the Group are the directors of the Company. Their remuneration during the years ended 31 March 2023 and 2022 is set out in note 8 to the consolidated financial statements.

28. 承擔

於二零二三年三月三十一日，本集團並無重大資本承擔(二零二二年：無)。

29. 關聯方交易

截至二零二三年三月三十一日止年度，本集團與其關聯方擁有下列交易：

Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
(a)	9	8
(b)	5,735	5,646

附註：

- (a) 洛士工業為陸鑑明先生及梁欄儀女士對其有重大影響力的公司。貨品之採購價由雙方相互協定。
- (b) 圖遠有限公司由陸鑑明先生控制。繳付租金按相互協定基準釐定。

除該等財務報表其他處所披露外，於截至二零二三年及二零二二年三月三十一日止年度，本集團與關聯方並無重大交易及未償還結餘。

關鍵管理人員薪酬

本集團關鍵管理人員為本公司董事。彼等於截至二零二三年及二零二二年三月三十一日止年度的薪酬於綜合財務報表附註8載列。

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30. RETIREMENT BENEFIT SCHEMES

The Group participates in defined contribution schemes which are registered under the ORSO Scheme and the MPF Scheme established under the Mandatory Provident Fund Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying with the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1 December 2000 are required to join the MPF Scheme.

For members of the MPF Scheme, except for the Group's voluntary contributions, the Group contributes 5% of relevant payroll costs to the MPF Scheme, subject to a cap of monthly relevant income of HK\$30,000, which matches contribution of the employee.

The ORSO Scheme is funded by monthly contributions from both employees and the Group at rates ranging from 5% to 8% of the employee's basic salary, depending on the length of service with the Group.

The amount recognised in profit or loss of HK\$2,931,000 (2022: HK\$2,856,000) during the year ended 31 March 2023 represents contributions paid and payable to these plans by the Group at rates specified in the rules of the plans.

31. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt and equity of the Group, comprising issued share capital and accumulated profits.

Management of the Group reviews the capital structure regularly taking into account the cost of capital and the risk associated with the capital. The Group will balance its overall capital structure through the issuance of new shares and the raise of borrowings.

32. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of financial assets and liabilities which are due to be received or settled within one year approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amounts at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

30. 退休福利計劃

本集團參與定額供款計劃，此乃根據職業退休計劃條例計劃及強制性公積金計劃(於二零零零年十二月根據強制性公積金條例成立)而註冊。該等計劃資產由受託人以基金形式管理，與本集團之資產分開持有。於強積金計劃成立前屬於職業退休計劃成員之僱員有權選擇繼續參與職業退休計劃，或轉移參加強積金計劃，惟於二零零零年十二月一日或之後加入本集團之所有新僱員則須參加強積金計劃。

就強積金計劃之成員而言，除本集團自願供款外，本集團須向強積金計劃之有關工資成本作5%供款，惟以每月相關收入上限30,000港元為限，該筆供款與僱員之供款額一致。

職業退休計劃條例計劃之資金來自僱員及本集團按介乎僱員底薪5%至8%作每月供款，取決於服務予本集團的時間長短。

於截至二零二三年三月三十一日止年度，於損益中確認2,931,000港元(二零二二年：2,856,000港元)指本集團根據計劃原則指定的比率已付及應付該等計劃的供款。

31. 資本風險管理

本集團管理其資本以確保本集團內實體將能夠持續經營，同時透過優化債務及權益結餘為擁有人帶來最大回報。

本集團的資本架構由本集團債務及權益組成，包括已發行股本及累計溢利。

本集團管理層經計及資本成本及與資本有關的風險，定期檢討資本架構。本集團將通過發行新股份及籌集借貸，平衡其整體資本架構。

32. 金融工具的公允值及公允值層級

管理層已評估將於一年內收取或結清之金融資產及負債之公允值，由於該等工具之期限均為短期，故管理層認為該等工具之公允值與其賬面值大致相若。

金融資產及負債的公允值乃計入該工具可由自願各方在現有交易(強制或清算銷售除外)中交換的金額。

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32. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of deposits and lease liabilities have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. In the opinion of the directors, since their carrying amounts are not significantly different from their respective fair values, no disclosure of the fair values of these financial instruments is made.

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's assets:

Assets measured at fair value:

As at 31 March 2023

Financial assets at fair value through profit or loss

As at 31 March 2022

Financial assets at fair value through profit or loss

按公允值計入損益的金融資產

按公允值計入損益的金融資產

32. 金融工具的公允值及公允值層級(續)

以下為用作估計公允值的方法及假設：

按金及租賃負債之非流動部分之公允值已按適用於具有類似條款、信貸風險及剩餘年期的工具的現行利率貼現預期未來現金流量計算。董事認為，因其賬面值與其各自之公允值並無重大差異，故概無披露該等金融工具之公允值。

公允值層級

下表闡述本集團資產之公允值計量層級：

按公允值計量之資產：

於二零二三年三月三十一日

Quoted prices in active markets	Fair value measurement using 使用下列數據之公允值計量		Total
	Significant observable inputs 重大可觀察輸入數據 (Level 2) (第二級)	Significant unobservable inputs 重大不可觀察輸入數據 (Level 3) (第三級)	
於活躍市場之報價 (Level 1) (第一級)	重大可觀察輸入數據 (Level 2) (第二級)	重大不可觀察輸入數據 (Level 3) (第三級)	總計
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
1,588	-	6,214	7,802

於二零二二年三月三十一日

Quoted prices in active markets	Fair value measurement using 使用下列數據之公允值計量		Total
	Significant observable inputs 重大可觀察輸入數據 (Level 2) (第二級)	Significant unobservable inputs 重大不可觀察輸入數據 (Level 3) (第三級)	
於活躍市場之報價 (Level 1) (第一級)	重大可觀察輸入數據 (Level 2) (第二級)	重大不可觀察輸入數據 (Level 3) (第三級)	總計
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
-	-	7,236	7,236

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

32. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy (continued)

During the year, there were no transfers of fair value measurement between Level 1 and Level 2 for both financial assets and financial liabilities (2022: Nil).

The Group did not have any financial liabilities measured at fair value as at 31 March 2023 and 31 March 2022.

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

		HK\$'000 千港元
Carrying amount at 1 April 2021	於二零二一年四月一日之賬面值	5,661
Addition	增加	19,893
Settlements	結算	(18,393)
Loss from fair value adjustment recognised in administrative expenses, net	於行政開支內確認之公允價值調整虧損淨額	(180)
Interest income recognised in other income	於其他收入內確認之利息收入	214
Exchange realignment	匯兌重新調整	41
Carrying amount at 31 March 2022 and 1 April 2022	於二零二二年三月三十一日及二零二二年四月一日之賬面值	7,236
Additions	增加	8,233
Settlements	結算	(8,233)
Transfer to Level 1 as listed equity investment upon maturity	到期轉入第一級的上市股本投資	(1,323)
Gain from fair value adjustment recognised in other income, net	於行政開支內確認之公允價值調整收益淨額	23
Interest income recognised in other income	於其他收入內確認之利息收入	267
Exchange realignment	匯兌重新調整	11
Carrying amount at 31 March 2023	於二零二三年三月三十一日之賬面值	6,214

During the year, except for the transfer of an equity-linked note from Level 3 to Level 1 upon maturity and converted as a listed equity investment, there were no other transfers of fair value measurements between Level 1 and Level 2 and no other transfers into or out of Level 3 for both financial assets and financial liabilities (2022: Nil).

33. FINANCIAL INSTRUMENTS

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Categories of financial instruments

	金融資產
Financial assets	
At amortised cost	按攤銷成本
At fair value through profit or loss	按公允價值計入損益
Financial liabilities	金融負債
At amortised cost	按攤銷成本

32. 金融工具的公允值及公允值層級(續)

公允值層級(續)

年內，金融資產及金融負債兩者之第一級及第二級之公允值計量概無轉撥(二零二二年：無)

於二零二三年三月三十一日及二零二二年三月三十一日，本集團概無按公允值計量之任何金融負債。

分類為公允值層級第三級內之公允值計量對賬：

年內，除股票掛鈎票據到期時由第三級轉為第一級並轉換為上市股本投資外，就金融資產及金融負債而言，公允值計量無其他第一級與第二級間的轉換，亦無其他第三級的轉入或轉出(二零二二年：無)。

33. 金融工具

於報告期間末各類別金融工具之賬面值如下：

金融工具類別

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Financial assets		
At amortised cost	132,048	158,041
At fair value through profit or loss	7,802	7,236
Financial liabilities		
At amortised cost	26,117	21,612

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33. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies

The Group's principal financial instruments include trade receivables, other receivables and deposits, pledged bank deposits, time deposits with original maturity over three months, bank balances and cash, trade and retention payables, other payables and accruals and lease liabilities. Details of the major financial instruments and the Group's relevant accounting policies are disclosed in note 3 to the consolidated financial statements.

The main risks arising from the Group's financial instruments are currency risk, interest rate risk, credit risk and liquidity risk. The directors review and agree policies for managing each of these risks and they are summarised below.

Currency risk

Financial assets at fair value through profit or loss, certain bank balances and cash, time deposits with original maturity over three months, trade receivables and trade payables of the Group are denominated in foreign currencies, i.e. USD, RMB, EUR, Australian Dollar ("AUD"), Pound sterling ("GBP"), Singapore dollars ("SGD") and New Taiwan dollars ("NTD"). The carrying amounts of the Group's bank balances and cash, time deposits with original maturity over three months, trade receivables and trade payables denominated in foreign currencies at the end of each reporting period are as follows:

USD	美元
RMB	人民幣
EUR	歐元
AUD	澳元
GBP	英鎊
SGD	新加坡元
NTD	新台幣

The Group currently does not have a foreign currency hedging policy. However, the directors of the Company monitor foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Since the exchange rate of HK\$ is pegged to USD, the Group does not expect any significant movements in the USD/HK\$ exchange rates. Thus, there is no sensitivity analysis on USD denominated financial assets.

33. 金融工具(續)

財務風險管理目標及政策

本集團的主要金融工具包括貿易應收款項、其他應收款項及按金、有抵押銀行存款、原到期日超過三個月的定期存款、銀行結餘及現金、貿易應付款項及應付保留金、其他應付款項及應計費用以及租賃負債。主要金融工具及本集團相關會計政策的詳情於綜合財務報表附註3披露。

本集團金融工具產生的主要風險為貨幣風險、利率風險、信貸風險及流動資金風險。董事檢討並同意管理該等風險之政策且有關政策概述於下文。

貨幣風險

本集團按公允值計入損益的金融資產、若干銀行結餘及現金、原到期日超過三個月的定期存款、貿易應收款項及貿易應付款項以外幣(即美元、人民幣、歐元、澳元(「澳元」)、英鎊(「英鎊」)、新加坡元(「新加坡元」)美元及新台幣(「新台幣」))列值。於各報告期末外幣列值的本集團銀行結餘及現金、原到期日超過三個月的定期存款、貿易應收款項以及貿易應付款項的賬面值如下：

Financial assets 金融資產		Financial liabilities 金融負債	
2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
38,834	35,618	-	1
38	9,710	6	218
305	2,633	-	42
6	1,530	-	-
3,318	1,333	-	-
825	790	-	-
47	87	-	4

本集團現時並無外幣對沖政策。然而，本公司董事監控外匯風險並將於需要時考慮對沖重大外幣風險。

由於港元與美元相掛鈎，本集團預計美元/港元匯率並無任何重大變動。因此，並無以美元列值的金融資產敏感度分析。

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33. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (continued)

Currency risk (continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change of 10% in foreign currencies, with all other variables held constant, of the Group's profit after tax due to changes in the financial assets and liabilities.

RMB	人民幣
EUR	歐元
AUD	澳元
GBP	英鎊
SGD	新加坡元
NTD	新台幣

Interest rate risk

The Group was exposed to cash flow interest rate risk in bank balances and cash and pledged bank deposits as at 31 March 2023 and 2022.

As at 31 March 2023 and 2022, the Group was also exposed to fair value interest rate risk in relation to fixed rate time deposits with original maturity over three months.

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

Sensitivity analysis

In the opinion of management of the Group, the expected change in interest rate will not have a significant impact on the interest income or expenses on payments for bank balances and pledged bank deposits, hence sensitivity analysis is not presented.

Credit risk and impairment assessment

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to the failure to discharge the obligations by counterparties arises from the carrying amount of the respective recognised financial assets as stated in the consolidated statements of financial position at the end of the reporting period. The Group's credit risk is primarily attributable to financial assets at fair value through profit or loss, trade receivables, contract assets, financial assets included in other receivables, deposits and prepayments, pledged bank deposits, time deposits with original maturity over three months and bank balances and cash.

33. 金融工具(續)

財務風險管理目標及政策(續)

貨幣風險(續)

下表載列於報告期末，在所有其他變量保持不變的情況下，本集團除稅後溢利因金融資產及負債變動導致外幣可能產生10%合理變動的敏感度分析。

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	3	793
	26	216
	1	128
	277	111
	69	66
	4	7

利率風險

於二零二三年及二零二二年三月三十一日，本集團因銀行結餘及現金及有抵押銀行存款面臨現金流量利率風險。

於二零二三年及二零二二年三月三十一日，本集團亦面臨有關利率固定的原到期日超過三個月的定期存款的公允值利率風險。

本集團並無使用任何利率掉期以減緩其有關利率的風險。然而，本集團管理層監控利率風險及於需要時將考慮對沖重大利率風險。

敏感度分析

本集團管理層認為，利率預計變動將不會對利息收入或支付銀行結餘及有抵押銀行存款的開支產生重大影響，因此並無呈列敏感度分析。

信貸風險及減值評估

本集團面臨的最大信貸風險為因未能解除交易對手方責任而對本集團造成財務虧損，來自於報告期間末綜合財務狀況表所述各自己確認金融資產的賬面值。本集團信貸風險主要產生自按公允值計入損益的金融資產、貿易應收款項、合約資產、計入其他應收款項、按金及預付款項之金融資產、有抵押銀行存款、原到期日超過三個月的定期存款及銀行結餘以及現金。

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綜合財務報表附註

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33. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Trade receivables and contract assets arising from contracts with customers

In order to minimise the credit risk, management of the Group has delegated a team responsible for the determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and define credit limits for customer. The level of credit granted must not exceed a predetermined level set by management. Limits and scoring attributed to customers are reviewed once a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under the ECL model on trade receivables and contract assets individually. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has concentration of credit risk on trade receivables and contract assets in terms of geographical location as these receivables and assets which accounted for 100% (2022: 99.4%) of the total trade receivables and 98.4% (2022: 96.7%) of the total contract assets as at 31 March 2023, were mainly in Hong Kong.

The Group has concentration of credit risks on trade receivables and contract assets with exposure limited to certain customers. Receivables from the five largest customers amounting to HK\$26,351,000 (2022: HK\$43,513,000) comprised approximately 87.2% (2022: 85.4%) of the Group's trade receivables and 92.4% (2022: 91.1%) of the Group's total contract assets as at 31 March 2023. As at 31 March 2023, 67.9% (2022: 73.0%) of the Group's trade receivables were due from the Group's largest customer.

Pledged bank deposits, time deposits with original maturity over three months and bank balances and cash

The Group has a concentration of credit risk on pledged bank deposits, time deposits with original maturity over three months and bank balances deposited with a few major banks. The credit risk on these balances is limited because the counterparties are banks with good reputation and with high credit ratings assigned by international credit-rating agencies.

Financial assets included in other receivables, deposits and prepayments

Management of the Group regularly reviews and assesses the credit quality of the counterparties. The Group uses 12-month ECLs to assess the loss allowance for financial assets included in other receivables, deposits and prepayments since these receivables are not past due and there has not been a significant increase in credit risk since initial recognition. Based on internal credit assessment, the directors of the Company consider that these financial assets are with low credit risk due to the short-term nature and the probability of default is negligible. Hence, no loss allowance was recognised during the year ended 31 March 2023 (2022: Nil).

Other than the concentration risk as disclosed above, the Group does not have any significant concentration of credit risk.

33. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

貿易應收款項及來自客戶合約的合約資產

為盡量減低信貸風險，本集團管理層已委派一小組，負責釐定信貸限額及信貸批核。接納任何新客戶前，本集團採用內部信貸評分系統評估潛在客戶的信貸質素及按客戶界定的信貸額度。所授出信貸水平不得超過管理層預先設定的水平。每年一次審閱對客戶的額度及評分。進行其他監察程序，以確保已採取跟進措施，收回逾期債項。此外，本集團亦對貿易應收款項及合約資產根據預期信貸虧損模式單獨進行減值評估。就此而言，本公司董事認為本集團之信貸風險已大幅減低。

本集團貿易應收款項及合約資產按地理位置劃分的信貸風險集中主要在香港，由於該等貿易應收款項及合約資產於二零二三年三月三十一日佔總貿易應收款項的100% (二零二二年：99.4%) 及總合約資產的98.4% (二零二二年：96.7%)。

本集團面臨僅限於若干客戶的貿易應收款項及合約資產集中信貸風險。於二零二三年三月三十一日，應收五大客戶款項為26,351,000港元(二零二二年：43,513,000港元)佔本集團貿易應收款項約87.2% (二零二二年：85.4%) 及本集團總合約資產92.4% (二零二二年：91.1%)。於二零二三年三月三十一日，本集團貿易應收款項中67.9% (二零二二年：73.0%) 為應收本集團最大客戶款項。

已抵押銀行存款、原到期日超過三個月的定期存款以及銀行結餘及現金

本集團有關於已抵押銀行存款、原到期日超過三個月的定期存款及與一些主要銀行的銀行結餘的集中信貸風險。該等結餘的信貸風險有限，因為交易對手方為聲譽良好及由國際信貸評級機構評定的高信貸等級之銀行。

計入其他應收款項、按金及預付款項之金融資產

本集團管理層定期審閱及評估交易對手方的信貸質素。本集團使用12個月預期信貸虧損評估計入其他應收款項、按金及預付款項之金融資產的虧損撥備，因為該等應收款項並無逾期及自初次確認起其信貸風險並無重大增加。根據內部信貸評估，本公司董事認為由於短期性質及違約可能性可忽略，該等資產為低信貸風險資產。因此，於截至二零二三年三月三十一日止年度並無確認虧損撥備(二零二二年：零)。

除上文所披露集中性風險外，本集團並無任何其他重大集中信貸風險。

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33. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March. The amounts presented are gross carrying amounts for financial assets and contract assets.

As at 31 March 2023

Trade receivables	貿易應收款項
Contract assets	合約資產
Financial assets included in other receivables, deposits and prepayments	計入其他應收款項、按金及預付款項之金融資產
Pledged bank deposits	已抵押銀行存款
Time deposits with original maturity over three months	原到期日超過三個月的定期存款
Bank balances and cash	銀行結餘及現金

33. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表載列基於本集團信貸政策之信貸質素及最高信貸風險，主要基於逾期資料(除非其他資料可在無須付出不必要成本或努力的情況下獲得)，及於三月三十一日之年結階段分類。所呈列金額為金融資產及合約資產之總賬面值。

於二零二三年三月三十一日

	12-month ECLs 十二個月 預期信貸虧損		Lifetime ECLs 存續期預期信貸虧損		Total 總計 HK\$'000 千港元
	Stage 1 第一階段 HK\$'000 千港元	Stage 2 第二階段 HK\$'000 千港元	Stage 3 第三階段 HK\$'000 千港元	Simplified approach 簡化方法 HK\$'000 千港元	
Trade receivables	-	-	-	33,168	33,168
Contract assets	-	-	-	44,005	44,005
Financial assets included in other receivables, deposits and prepayments	2,092	-	-	-	2,092
Pledged bank deposits	14,004	-	-	-	14,004
Time deposits with original maturity over three months	12,925	-	-	-	12,925
Bank balances and cash	74,027	-	-	-	74,027
	103,048	-	-	77,173	180,221

As at 31 March 2022

於二零二二年三月三十一日

Trade receivables	貿易應收款項
Contract assets	合約資產
Financial assets included in other receivables, deposits and prepayments	計入其他應收款項、按金及預付款項之金融資產
Pledged bank deposits	已抵押銀行存款
Time deposits with original maturity over three months	原到期日超過三個月的定期存款
Bank balances and cash	銀行結餘及現金

	12-month ECLs 十二個月 預期信貸虧損		Lifetime ECLs 存續期預期信貸虧損		Total 總計 HK\$'000 千港元
	Stage 1 第一階段 HK\$'000 千港元	Stage 2 第二階段 HK\$'000 千港元	Stage 3 第三階段 HK\$'000 千港元	Simplified approach 簡化方法 HK\$'000 千港元	
Trade receivables	-	-	-	51,531	51,531
Contract assets	-	-	-	47,976	47,976
Financial assets included in other receivables, deposits and prepayments	1,204	-	-	-	1,204
Pledged bank deposits	13,837	-	-	-	13,837
Time deposits with original maturity over three months	16,629	-	-	-	16,629
Bank balances and cash	75,397	-	-	-	75,397
	107,067	-	-	99,507	206,574

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33. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The closing loss allowances for trade receivables, contract assets and financial assets included in other receivables, deposits and prepayments as at the end of the reporting period are reconciled to the opening loss allowances as follows:

		Trade receivables	Contract assets	Financial assets included in other receivables, deposits and prepayments 計入其他應收款項、按金及預付款項的金融資產	Total
		貿易應收款項 HK\$'000 千港元	合約資產 HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
At 1 April 2021	於二零二一年四月一日	282	212	-	494
Impairment losses/(reversal of impairment losses), net	減值虧損/(減值虧損撥回)淨額	275	(166)	-	109
At 31 March 2022 and 1 April 2022	於二零二二年三月三十一日及二零二二年四月一日	557	46	-	603
Impairment losses, net	減值虧損淨額	3,611	1,610	-	5,221
Amount written off as uncollectible	撇銷為不可收回的金額	-	(1,603)	-	(1,603)
At 31 March 2023	於二零二三年三月三十一日	4,168	53	-	4,221

The estimated loss rates and risk level are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

During the year ended 31 March 2023, the Group made provision of HK\$3,611,000 (2022: HK\$275,000) and provision of HK\$1,610,000 (2022: reversal of provision HK\$166,000) for trade receivables and contract assets, respectively. During the year ended 31 March 2023, the increase in provision for impairment allowance was mainly due to the provision for losses recognised on a long outstanding balance. During the year ended 31 March 2022, increase in the provision for impairment allowance was mainly due to a net increase in the gross carrying amount of trade receivables.

33. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

於報告期末，貿易應收款項、合約資產及計入其他應收款項、按金及其預付款項的金融資產之期末虧損撥備與期初虧損撥備之對賬如下：

估計虧損率及風險等級乃根據歷史觀察違約率就債務人的預期年期估計，並會根據無需過多成本或努力即可獲得的前瞻性資料作出調整。管理層定期檢討有關分組，以確保特定債務人的相關資料保持更新。

截至二零二三年三月三十一日止年度，本集團就貿易應收款項及合約資產分別作出撥備3,611,000港元(二零二二年：275,000港元)及撥備1,610,000港元(二零二二年：撥回撥備166,000港元)。截至二零二三年三月三十一日止年度，減值撥備主要由於就長期未償還結餘確認的虧損撥備所致。截至二零二二年三月三十一日止年度，減值虧損撥備增加主要由於貿易應收款項賬面總值的淨增加所致。

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33. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management objectives and policies (continued)

Liquidity risk

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

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

As at 31 March 2023	於二零二三年三月三十一日
Trade and retention payables	貿易應付款項及應付保留金
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債
Lease liabilities	租賃負債
As at 31 March 2022	於二零二二年三月三十一日
Trade and retention payables	貿易應付款項及應付保留金
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債
Lease liabilities	租賃負債

34. PERFORMANCE GUARANTEES

As at 31 March 2023, performance guarantees of approximately HK\$15,842,000 (2022: HK\$16,219,000) were given by banks in favour of the Group's customer as security for the due performance and observance of the Group's obligations under the contracts entered into between the Group and its customer. If the Group failed to provide satisfactory performance to its customer to whom the performance guarantees had been given, such customer may demand the banks to pay the customer the sum or sum stipulated in such demand. The Group would become liable to compensate such banks accordingly. The performance guarantees would be released upon completion of the contract works. The performance guarantees were granted under banking facilities.

33. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險

於管理流動資金風險時，本集團監控及維持管理層視為適當的現金及現金等價物水平，以撥付本集團營運資金及減緩現金流量無法預計波動的影響。

下表詳述本集團非衍生金融負債的餘下合約到期情況。該表基於金融負債於本集團須償付的最早日期的未折現現金流量編製。

On demand or within 1 year 按要求或於1年內 HK\$'000 千港元	1 to 3 years 一至三年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
10,115	-	10,115
2,732	-	2,732
6,188	3,378	9,566
19,035	3,378	22,413
8,643	-	8,643
3,515	-	3,515
6,343	131	6,474
18,501	131	18,632

34. 履約擔保

於二零二三年三月三十一日，履約擔保約15,842,000港元(二零二二年：16,219,000港元)由銀行以本集團客戶為受益人作出，作為適當履約及遵守本集團於本集團與該客戶訂立的合約項下義務的擔保。倘本集團未有向獲給予履約擔保的其客戶提供令人滿意的履約，該客戶可能要求銀行向其支付該款項或於該要求中訂明的款項。本集團須據此負責向該等銀行作出補償。履約擔保將於合約工程竣工後獲解除。履約擔保根據銀行融資授出。

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35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$9,311,000 (2022: HK\$8,833,000) each in respect of lease arrangements for properties.

(b) Changes in liabilities arising from financing activities

At 1 April 2021	於二零二一年四月一日	3,531
Changes from financing cash flows	融資現金流量變動	(6,033)
Interest paid classified as operating cash flows	分類為經營現金流量的已付利息	(236)
New leases	新租賃	8,833
Interest expense	利息開支	236
Covid-19-related rent concessions from a lessor	來自一名出租人的Covid-19相關租金寬減	(11)
At 31 March 2022 and 1 April 2022	於二零二二年三月三十一日及二零二二年四月一日	6,320
Changes from financing cash flows	融資現金流量變動	(6,194)
Interest paid classified as operating cash flows	分類為經營現金流量的已付利息	(167)
New leases	新租賃	9,311
Interest expense	利息開支	167
Covid-19-related rent concessions from a lessor	來自一名出租人的Covid-19相關租金寬減	(67)
Termination of a lease contract	終止一份租賃合約的收益	(211)
At 31 March 2023	於二零二三年三月三十一日	9,159

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

Within operating activities	於經營活動範圍內
Within financing activities	於融資活動範圍內

35. 綜合現金流量表附註

(a) 主要非現金交易

於年內，本集團就物業之租賃安排作出非現金添置至使用權資產及租賃負債均為9,311,000港元(二零二二年：8,833,000港元)。

(b) 融資活動產生之負債變動

Lease liabilities
租賃負債
HK\$'000
千港元

(c) 租賃之現金流出總額

計入現金流量表之租賃現金流出總額如下：

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
315	366
6,194	6,033
6,509	6,399

36. CONTINGENT LIABILITIES

At 31 March 2023, the Group did not have any significant contingent liabilities (2022: Nil).

36. 或然負債

於二零二三年三月三十一日，本集團並無任何重大或然負債(二零二二年：無)。

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

37. SHARE OPTION SCHEME

Upon passing an ordinary resolution on 20 September 2017, the Company adopted a share option scheme (the “**Share Option Scheme**”) which will remain valid for a period of 10 years commencing on 16 October 2017. The major terms of the Share Option Scheme are set out below:

- (i) The purpose of the Share Option Scheme is to recognise and acknowledge the contributions that the directors and employees of the Group have made or may make to the Group.
- (ii) The participants included any director or employee of the Group which, in the opinion of the Company’s board of directors, has contribution or potential contribution to the development and growth of the Group.
- (iii) The maximum number of shares in respect of which options might be granted under the Share Option Scheme must not exceed 30% of the issued share capital of the Company from time to time. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company’s shareholders. Options granted to a substantial shareholder or an independent non-executive director in excess of 0.1% of the Company’s share capital or with a value in excess of HK\$5 million must be approved in advance by the Company’s shareholders.
- (iv) In relation to each grantee of the options granted under the Share Option Scheme, the right of the grantee to exercise the option shall be in accordance with the terms of the Share Option Scheme and the period to be notified by the board of directors of the Company to each grantee which shall not exceed 10 years from the date upon which the options are deemed to be granted and accepted.
- (v) The exercise price of an option will be determined by the board of directors of the Company and will not be less than the highest of:
 - the closing price of the share on the date of grant;
 - the average closing price of the share for the five business days immediately preceding the date of grant; and
 - the nominal value of the share.
- (vi) A consideration of HK\$10 per grant is payable on acceptance of the offer of grant of options.

37. 購股權計劃

於二零一七年九月二十日通過普通決議案後，本公司採納一項購股權計劃（「購股權計劃」），該計劃將自二零一七年十月十六日起10年內有效。購股權計劃的主要條款載列如下：

- (i) 購股權計劃旨在嘉許及表揚已經或可能對本集團作出的貢獻的本集團董事及僱員。
- (ii) 參與者包括本公司董事會認為對本集團發展及增長作出貢獻或潛在貢獻的本集團任何董事或僱員。
- (iii) 有關根據購股權計劃授出的購股權的股份之最高數目不得超過本公司不時已發行股本的30%。有關已授出及於任何12個月期間可能向任何個人授出的購股權已發行及將予發行的股份數目在未獲得本公司股東的事先批准情況下，不得超過本公司任何時間點已發行股份的1%。授予一名主要股東或獨立非執行董事的購股權超過本公司股本的0.1%或價值超過5百萬港元必須事先獲得本公司股東的批准。
- (iv) 就根據購股權計劃獲授購股權的各承授人而言，承授人行使購股權的權利應根據購股權計劃的條款及本公司董事會通知各承授人的期間不得超過購股權視作授出及接納之日起10年。
- (v) 購股權的行使價將由本公司董事會釐定及將不低於以下之最高者：
 - 股份於授出日期的收市價；
 - 股份於緊接授出日期前五個營業日的平均收市價；及
 - 股份的名義值。
- (vi) 在接納每項要約授出購股權時應付代價10港元。

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37. SHARE OPTION SCHEME (CONTINUED)

9,800,000 options were granted to a director and employees of the Group on 2 January 2020 for the provision of services to the Group. The vesting period of the first tranche of share options was from 2 January 2020 to 30 June 2020 (“**First Tranche**”). The vesting period of the second tranche of share options was from 2 January 2020 to 1 January 2021 (“**Second Tranche**”). The vesting period of the third tranche of share options was from 2 January 2020 to 30 June 2021 (“**Third Tranche**”). The details of the First Tranche, Second Tranche and Third Tranche are identical except for the difference in vesting periods as mentioned above. The fair value of the share options at the date of grant was calculated using the Binomial Option Pricing Model. The fair value of the share options granted on 2 January 2020 is HK\$1,057,000.

The inputs into the valuations of the share options were as follows:

Share price at grant date	於授出日期的股價
Exercise price	行使價
Risk-free rate (note a)	無風險利率(附註a)
Expected life (note b)	預期年期(附註b)
Expected dividend yield	預期股息率
Expected volatility (note c)	預期波幅(附註c)

Notes:

- (a) Risk-free rate is determined by reference to the prevailing rates on debt securities as reference from Thomson Reuters.
- (b) Expected life is the exercise period of the share options.
- (c) Expected volatility is estimated by calculating the historical daily share price volatility of the stock price of the Company.

37. 購股權計劃(續)

於二零二零年一月二日有9,800,000股購股權授予本集團董事及僱員，作為向本集團提供服務的回報。首批購股權的歸屬期為二零二零年一月二日至二零二零年六月三十日(「**首批**」)。第二批購股權的歸屬期為二零二零年一月二日至二零二一年一月一日(「**第二批**」)。第三批購股權的歸屬期為二零二零年一月二日至二零二一年六月三十日(「**第三批**」)。首批、第二批及第三批購股權的詳情相同，惟上文所述歸屬期存在差異。於授出日期購股權的公允值使用二項期權定價模式計算。於二零二零年一月二日授出的購股權的公允值為1,057,000港元。

購股權估值的輸入數據如下：

	Share options granted on 2 January 2020 於二零二零年 一月二日授出 的購股權
	HK\$0.250 0.250港元
	HK\$0.259 0.259港元
	2.056%
	5 years 5年
	0%
	54.96%

附註：

- (a) 無風險利率乃參考湯森路透社所示債務證券之現行利率釐定。
- (b) 預期年期指購股權的行使期。
- (c) 預期波幅乃計算本公司股價的歷史每日股價波幅而估計。

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37. SHARE OPTION SCHEME (CONTINUED)

The following share options were outstanding under the Share Option Scheme during the year:

		2023 二零二三年		2022 二零二二年	
		Weighted average exercise price 加權平均行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千股	Weighted average exercise price 加權平均行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千股
At 1 April	於四月一日	0.259	6,000	0.259	7,300
Forfeited during the year	年內沒收	-	-	0.259	(1,300)
At 31 March	於三月三十一日	0.259	6,000	0.259	6,000

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

	Number of options 購股權數目	Exercise prices HK\$ per share 行使價 每股港元	Exercise periods 行使期
31 March 2023 二零二三年三月三十一日	1,300,000	0.259	1 July 2020 to 1 January 2025 二零二零年七月一日至二零二五年一月一日
	2,400,000	0.259	2 January 2021 to 1 January 2025 二零二一年一月二日至二零二五年一月一日
	2,300,000	0.259	1 July 2021 to 1 January 2025 二零二一年七月一日至二零二五年一月一日
31 March 2022 二零二二年三月三十一日	1,300,000	0.259	1 July 2020 to 1 January 2025 二零二零年七月一日至二零二五年一月一日
	2,400,000	0.259	2 January 2021 to 1 January 2025 二零二一年一月二日至二零二五年一月一日
	2,300,000	0.259	1 July 2021 to 1 January 2025 二零二一年七月一日至二零二五年一月一日

There were no share option expense (2022: HK\$57,000) recognised during the year ended 31 March 2023.

No share options were exercised or forfeited during the year ended 31 March 2023.

A number of 1,300,000 share options were forfeited during the year ended 31 March 2022 due to the resignation of certain employees of the Group. The share options were forfeited during the year ended 31 March 2022, resulting in the transfer of the corresponding share-based payment reserve of HK\$143,000 to accumulated profits.

37. 購股權計劃(續)

於年內，購股權計劃項下之下列購股權尚未獲行使：

於報告期間末尚未行使之購股權之行使價及行使期如下：

截至二零二三年三月三十一日止年度並無確認購股權開支(二零二二年：57,000港元)。

於截至二零二三年三月三十一日止年度並無行使或沒收購股權。

由於本集團若干僱員辭職，於截至二零二二年三月三十一日止年度，1,300,000份購股權被沒收。於截至二零二二年三月三十一日止年度沒收購股權，導致相應的以股份為基礎付款儲備143,000港元轉撥至累計溢利。

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37. SHARE OPTION SCHEME (CONTINUED)

At at 31 March 2023 and 2022, the Company had 6,000,000 share options outstanding under the Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 6,000,000 additional ordinary shares of the Company and additional share capital of HK\$60,000 and share premium of HK\$1,494,000 (before issue expenses).

Subsequent to the end of the reporting period, on 18 April 2023, a total of 9,000,000 share options were granted to certain eligible participants of the Company in respect of their services to the Group in the forthcoming year. These share options will be vested on 18 April 2024 and 15 October 2024, have an exercise price of HK\$0.171 per share and an exercise period ranging from 18 April 2024 to 17 April 2028. The price of the Company's shares at the date of grant was HK\$0.166 per share.

At the date of approval of these financial statements, the Company had 15,000,000 share options outstanding under the Share Option Scheme, which represented approximately 3.7% of the Company's shares in issue as at that date; and the total number of shares available for issue pursuant to the Share Option Scheme was 12,000,000 shares, representing approximately 3.0% of the Company's shares in issue as at that date.

38. SHARE AWARD SCHEME

On 5 November 2018, the Company adopted a share award scheme (the "**Share Award Scheme**") for the purpose of recognising the contributions by certain eligible persons for the growth and development of the Group and to provide them with incentives in order to retain them for the continual operation and development of the Group.

Eligible persons of the Share Award Scheme include any employee of the Group; any executive or non-executive director (including any independent non-executive director) of the Company, any of its subsidiaries, customers, suppliers, any person or entity that provides research, development or other technological support, shareholders of any member of the Group or any invested entities, any person or entity which has contributed to the Group or its business; and any other person selected by the board of directors, and if applicable, including its executive committee at its sole discretion, provided that the eligible persons for participation in the Share Award Scheme (the "**Selected Participants**") remain at all times after the date of grant and on the relevant vesting date being eligible person of the Group.

37. 購股權計劃(續)

於二零二三年及二零二二年三月三十一日，本公司根據購股權計劃有6,000,000股尚未行使之購股權。根據本公司的現行資本架構，悉數行使尚未行使的購股權將導致額外發行6,000,000股本公司普通股，並額外產生股本60,000港元及股份溢價1,494,000港元(未計發行開支)。

於報告期間末後，於二零二三年四月十八日，合共9,000,000份購股權乃就本公司若干合資格參與者來年為本集團提供的服務向其授出。該等購股權將於二零二四年四月十八日及二零二四年十月十五日獲歸屬，行使價為每股0.171港元，且行使期為二零二四年四月十八日至二零二八年四月十七日。於授出日期，本公司股價為每股0.166港元。

於批准該等財務報表日期，根據購股權計劃，本公司擁有15,000,000份未行使購股權，佔於發行日期本公司股份約3.7%；根據購股權計劃可供發行的股份總數為12,000,000股股份，佔該日本公司已發行股份約3.0%。

38. 股份獎勵計劃

於二零一八年十一月五日，本公司採納一項股份獎勵計劃(「**股份獎勵計劃**」)，旨在肯定若干合資格人士對本集團增長及發展所作貢獻及就此給予獎勵，以留聘彼等為本集團持續經營及發展。

股份獎勵計劃的合資格人士包括本集團任何僱員；本公司任何執行或非執行董事(包括任何獨立非執行董事)、其任何附屬公司、客戶、供應商、提供研究、開發或其他技術支援之任何人士或實體、本集團任何成員公司或任何被投資實體之股東、對本集團或其業務有貢獻之任何人士或實體；及董事會全權酌情甄選之任何其他人士，包括其執行委員會(倘適用)，惟參與股份獎勵計劃的合資格人士(「**獲選參與者**」)於授出日期後至有關歸屬日期一直為本集團合資格人士。

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綜合財務報表附註

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

38. SHARE AWARD SCHEME (CONTINUED)

The maximum number of shares currently permitted to be granted under the Share Award Scheme is limited to 10% of the total number of issued shares as at the date on which the Share Award Scheme is adopted by the board of directors. The maximum number of shares which may be awarded to each eligible person in the Share Award Scheme in any 12-month period is limited to 1% of the total number of shares in issue of the Company in any 12-month period from time to time.

Selected Participants are selected and the number of shares to be awarded under the Share Award Scheme is determined by the board of directors. The shares to be awarded under the Share Award Scheme are purchased by a trustee (the "Trustee") from the open market out of cash contributed by the Group or by way of gift and be held on trust for the Selected Participant until such shares are vested with the Selected Participants in accordance with the provisions of the Share Award Scheme.

The Trustee shall not exercise the voting rights in respect of any shares held on trust for the Group or the Selected Participants.

During the year ended 31 March 2023, the Company repurchased 185,000 (2022: 40,000) of its own shares through the Trustee from open market. The total amount paid to acquire the shares was HK\$44,000 (2022: HK\$9,000) and has been deducted from equity. The aggregate amount paid to acquire the shares and the fair value of the share contribution of HK\$44,000 (2022: HK\$9,000) has been deducted from equity and the shares were classified as treasury shares of the Company as they were not yet awarded to any selected participants.

The movements in the Company's shares held under the Share Award Scheme during the year are as follows:

38. 股份獎勵計劃(續)

根據股份獎勵計劃獲准授出的最高股份數目以於董事會採納股份獎勵計劃當日已發行股份總數的10%為限。根據於任何12個月期間內的股份獎勵計劃可能不時授予各合資格人士的最高股份數目以本公司不時已發行股份總數的1%為限。

獲選參與者由董事會選定，而根據股份獎勵計劃將予授出的股份數目由董事會釐定。根據股份獎勵計劃將予授出的股份將由受託人(「受託人」)以本集團提供的現金於公開市場購入或以餽贈注入，並以信託形式代獲選參與者持有，直至該等股份根據股份獎勵計劃條文歸屬予相關獲選參與者為止。

受託人不得以本集團或獲選參與者信託名義持有的任何股份行使投票權。

於截至二零二三年三月三十一日止年度，本公司透過受託人自公開市場購回其本身股份185,000股(二零二二年：40,000股)。就收購股份所支付總金額為44,000港元(二零二二年：9,000港元)，已自權益中扣除。就收購股份支付之總金額及股份注入之公允值44,000港元(二零二二年：9,000港元)，由於尚未授予任何獲選參與者，已自權益扣除且該等股份已分類為本公司的庫存股份。

股份獎勵計劃項下持有之本公司股份於年內之變動如下：

		Shares held under the Share Award Scheme 根據股份獎勵 計劃持有之股份	
		Number of ordinary shares 普通股數目	Value of shares 股份價值 HK\$'000 千港元
At 1 April 2021	於二零二一年四月一日	3,460,000	825
Repurchases of shares	購回股份	40,000	9
Vested during the year	年內歸屬	(570,000)	(125)
At 31 March 2022 and 1 April 2022	於二零二二年三月三十一日 及二零二二年四月一日	2,930,000	709
Issuance of new shares under the general mandate (note 26)	根據一般授權發行新股份(附註26)	2,460,000	25
Repurchases of shares	購回股份	185,000	44
Vested during the year	年內歸屬	(1,275,000)	(391)
At 31 March 2023	於二零二三年三月三十一日	4,300,000	387

Notes to Consolidated Financial Statements

綜合財務報表附註

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

38. SHARE AWARD SCHEME (CONTINUED)

During the year ended 31 March 2023, 2,410,000 (2022: 2,375,000) awarded shares were granted under the Share Award Scheme with a fair value of HK\$383,000 (2022: HK\$926,000). Equity-settled share award arrangement expense of HK\$494,000 was recognised during the year ended 31 March 2023 (2022: HK\$592,000). The fair value of awarded shares granted is estimated based on the share price of the Company on dates of grant of HK\$0.20 (2022: HK\$0.39).

The fair value of share awards granted during the year was estimated as at the date of grant by reference to the closing price per share as stated in the daily quotation sheets issued by the Stock Exchange, taking into account all non-vesting conditions associated with the grants. The expected dividends during the vesting period were taken into account in the measurement of fair value.

During the year ended 31 March 2023, 1,275,000 shares were vested to eligible participants under the Share Award Scheme (2022: 570,000).

A number of 215,000 (2022: 680,000) awarded shares were forfeited during the year due to the resignation of certain employees of the Group. The awarded shares were forfeited during the year, resulting in the transfer of the corresponding share-based payment reserve of HK\$41,000 (2022: HK\$96,000) to accumulated profits.

39. EVENT AFTER THE REPORTING PERIOD

On 18 April 2023, 9,000,000 share options were granted to certain eligible participants of the Company, as further detailed in note 37 to the financial statements.

40. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform to the current year's presentation and disclosures.

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

NON-CURRENT ASSETS	非流動資產
Investments in subsidiaries	於附屬公司的投資
CURRENT ASSETS	流動資產
Amount due from subsidiaries	應收附屬公司款項
Prepayments	預付款項
Cash and bank balances	現金及銀行結餘
CURRENT LIABILITIES	流動負債
Accruals	應計費用
Amount due to a subsidiary	應付一間附屬公司款項
Net current assets	流動資產淨值
Net assets	資產淨值
EQUITY	權益
Share capital	股本
Reserves (note)	儲備(附註)
Total equity	總權益

38. 股份獎勵計劃(續)

於截至二零二三年三月三十一日止年度，根據股份獎勵計劃授出2,410,000(二零二二年：2,375,000)股獎勵股份，公允值為383,000港元(二零二二年：926,000港元)。於截至二零二三年三月三十一日止年度已確認權益結算股份獎勵安排開支494,000港元(二零二二年：592,000港元)。授出的獎勵股份的公允值乃根據於授出日期本公司股價0.20港元(二零二二年：0.39港元)而估計。

於年內授出的獎勵股份公允值乃經參考聯交所發出的每日報價單所載每股收市價於授出日期估計，並計及與授出有關的所有非歸屬條件。公允值計量乃經考慮於歸屬期內的估計股息。

根據股份獎勵計劃，1,275,000股股份(二零二二年：570,000股股份)已於截至二零二三年三月三十一日止年度歸屬予合資格參與者。

年內，因本集團若干僱員辭任而沒收215,000股(二零二二年：680,000股)獎勵股份，導致將相應的股份基礎付款儲備41,000港元(二零二二年：96,000港元)轉撥至累計溢利。

39. 報告期間結束後事項

於2023年4月18日，已向本公司若干合資格參與者授出9,000,000份購股權，進一步詳情載於財務報表附註37。

40. 比較金額

若干比較金額已作重分類，以與本年度之呈列及披露一致。

41. 本公司財務狀況表

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	107,569	107,569
	25,819	27,763
	439	736
	328	377
	26,586	28,876
	291	159
	10	10
	301	169
	26,285	28,707
	133,854	136,276
	4,050	4,025
	129,804	132,251
	133,854	136,276

Notes to Consolidated Financial Statements

綜合財務報表附註

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

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note:

A summary of the Company's reserves is as follows:

		Share premium	Other reserves	Share-based payment reserve	Accumulated losses	Total
		股份溢價 HK\$'000 千港元	其他儲備 HK\$'000 千港元	以股份為基礎 付款儲備 HK\$'000 千港元 (notes 37, 38) (附註37·38)	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 April 2021	於二零二一年四月一日	40,507	107,549	920	(14,866)	134,110
Profit for the year	年內溢利	-	-	-	8,526	8,526
Equity-settled share option arrangements (note 37)	權益結算購股權安排 (附註37)	-	-	57	-	57
Equity-settled share award arrangements (note 38)	權益結算股份獎勵安排 (附註38)	-	-	592	-	592
Forfeiture of share options (note 37)	沒收購股權 (附註37)	-	-	(143)	143	-
Forfeiture of share awards (note 38)	沒收股份獎勵 (附註38)	-	-	(96)	96	-
Vesting of shares under share award scheme (note 38)	股份獎勵計劃歸屬股份 (附註38)	-	-	(125)	-	(125)
Dividend paid	已付股息	(10,909)	-	-	-	(10,909)
At 31 March 2022 and 1 April 2022	於二零二二年三月三十一日及二零二二年四月一日	29,598	107,549	1,205	(6,101)	132,251
Profit for the year	年內溢利	-	-	-	5,461	5,461
Equity-settled share award arrangements (note 38)	權益結算股份獎勵安排 (附註38)	-	-	494	-	494
Forfeiture of share awards (note 38)	沒收股份獎勵 (附註38)	-	-	(41)	41	-
Vesting of shares under share award scheme (note 38)	股份獎勵計劃歸屬股份 (附註38)	-	-	(391)	-	(391)
Dividend paid	已付股息	(8,011)	-	-	-	(8,011)
At 31 March 2023	於二零二三年三月三十一日	21,587	107,549	1,267	(599)	129,804

42. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 19 June 2023.

41. 本公司財務狀況表(續)

附註：

本公司儲備概述如下：

		Share premium	Other reserves	Share-based payment reserve	Accumulated losses	Total
		股份溢價 HK\$'000 千港元	其他儲備 HK\$'000 千港元	以股份為基礎 付款儲備 HK\$'000 千港元 (notes 37, 38) (附註37·38)	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 April 2021	於二零二一年四月一日	40,507	107,549	920	(14,866)	134,110
Profit for the year	年內溢利	-	-	-	8,526	8,526
Equity-settled share option arrangements (note 37)	權益結算購股權安排 (附註37)	-	-	57	-	57
Equity-settled share award arrangements (note 38)	權益結算股份獎勵安排 (附註38)	-	-	592	-	592
Forfeiture of share options (note 37)	沒收購股權 (附註37)	-	-	(143)	143	-
Forfeiture of share awards (note 38)	沒收股份獎勵 (附註38)	-	-	(96)	96	-
Vesting of shares under share award scheme (note 38)	股份獎勵計劃歸屬股份 (附註38)	-	-	(125)	-	(125)
Dividend paid	已付股息	(10,909)	-	-	-	(10,909)
At 31 March 2022 and 1 April 2022	於二零二二年三月三十一日及二零二二年四月一日	29,598	107,549	1,205	(6,101)	132,251
Profit for the year	年內溢利	-	-	-	5,461	5,461
Equity-settled share award arrangements (note 38)	權益結算股份獎勵安排 (附註38)	-	-	494	-	494
Forfeiture of share awards (note 38)	沒收股份獎勵 (附註38)	-	-	(41)	41	-
Vesting of shares under share award scheme (note 38)	股份獎勵計劃歸屬股份 (附註38)	-	-	(391)	-	(391)
Dividend paid	已付股息	(8,011)	-	-	-	(8,011)
At 31 March 2023	於二零二三年三月三十一日	21,587	107,549	1,267	(599)	129,804

42. 批准綜合財務報表

綜合財務報表由董事會於二零二三年六月十九日批准並授權刊發。

Financial Summary

財務概要

For the year ended 31 March

截至三月三十一日止年度

	2023	2022	2021	2020	2019
	二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
	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
RESULTS					
Revenue	153,409	162,559	224,839	224,228	210,596
(Loss)/profit before tax	(32,399)	9,653	36,457	26,535	23,474
Income tax credit/(expense)	177	(1,768)	(4,460)	(4,923)	(4,219)
(Loss)/profit for the year and total comprehensive (loss)/income for the year attributable to owners of the Company	(32,222)	7,885	31,997	21,612	19,255

業績
收益

除稅前(虧損)/溢利
所得稅抵免/(開支)

本公司擁有人應佔
年內(虧損)/溢利及
年內全面(虧損)/收
益總額

As at 31 March

於三月三十一日

	2023	2022	2021	2020	2019
	二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
	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
ASSETS AND LIABILITIES					
Total assets	206,657	233,246	253,423	236,418	189,015
Total liabilities	(57,013)	(43,819)	(61,612)	(70,232)	(44,880)
Equity attributable to owners of the Company	149,644	189,427	191,811	166,186	144,135

資產及負債

總資產
總負債

本公司擁有人應佔權益



高萌·科技

KML Technology Group Limited

高萌科技集團有限公司