

Yuk Wing Group Holdings Limited 煜榮集團控股有限公司

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

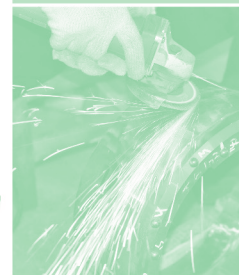
Stock Code 股份代號：1536



2019/20
ANNUAL REPORT 年報

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CORPORATE INFORMATION

公司資料

COMPANY DIRECTORS

Executive Directors

Mr. He Xiaoming (*Chairman and Chief Executive Officer*)
Mr. Huang Shixin (*appointed on 1 April 2019*)
Mr. Wong Ka Shing

Independent Non-executive Directors

Ms. Lam Hoi Yu Nicki
Mr. Lau Leong Yuen
Mr. Yiu To Wa
(*appointed on 27 May 2020*)
Mr. Liu Tin Lap (*resigned on 27 May 2020*)

AUDIT AND COMPLIANCE COMMITTEE (THE "AUDIT AND COMPLIANCE COMMITTEE")

Mr. Yiu To Wa (*Chairman*)
(*appointed on 27 May 2020*)
Ms. Lam Hoi Yu Nicki
Mr. Lau Leong Yuen
Mr. Liu Tin Lap (*resigned on 27 May 2020*)

REMUNERATION COMMITTEE (THE "REMUNERATION COMMITTEE")

Ms. Lam Hoi Yu Nicki (*Chairman*)
Mr. He Xiaoming
Mr. Lau Leong Yuen
Mr. Yiu To Wa
(*appointed on 27 May 2020*)
Mr. Liu Tin Lap (*resigned on 27 May 2020*)

NOMINATION COMMITTEE (THE "NOMINATION COMMITTEE")

Mr. Lau Leong Yuen (*Chairman*)
Mr. He Xiaoming
Ms. Lam Hoi Yu Nicki
Mr. Yiu To Wa
(*appointed on 27 May 2020*)
Mr. Liu Tin Lap (*resigned on 27 May 2020*)

COMPANY SECRETARY

Ms. Choi Yee Man

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants
35/F One Pacific Place
88 Queensway
Hong Kong

公司董事

執行董事

何笑明先生 (*主席兼行政總裁*)
黃世鑫先生 (*於二零一九年四月一日獲委任*)
黃嘉盛先生

獨立非執行董事

林凱如女士
劉量源先生
姚道華先生
(*於二零二零年五月二十七日獲委任*)
廖天立先生 (*於二零二零年五月二十七日辭任*)

審核及合規委員會 (「審核及合規委員會」)

姚道華先生 (*主席*)
(*於二零二零年五月二十七日獲委任*)
林凱如女士
劉量源先生
廖天立先生 (*於二零二零年五月二十七日辭任*)

薪酬委員會 (「薪酬委員會」)

林凱如女士 (*主席*)
何笑明先生
劉量源先生
姚道華先生
(*於二零二零年五月二十七日獲委任*)
廖天立先生 (*於二零二零年五月二十七日辭任*)

提名委員會 (「提名委員會」)

劉量源先生 (*主席*)
何笑明先生
林凱如女士
姚道華先生
(*於二零二零年五月二十七日獲委任*)
廖天立先生 (*於二零二零年五月二十七日辭任*)

公司秘書

蔡綺雯女士

核數師

德勤•關黃陳方會計師行
執業會計師
香港
金鐘道88號
太古廣場一期35樓

CORPORATE INFORMATION

公司資料

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
DBS Bank (Hong Kong) Limited

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit B, 13/F.,
Eton Building,
288 Des Voeux Road Central
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

01536

COMPANY WEBSITE

www.yukwing.com

主要往來銀行

中國銀行(香港)有限公司
星展銀行(香港)有限公司

註冊辦事處

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

香港主要營業地點

香港
德輔道中288號
易通商業大廈
13樓B室

開曼群島主要股份過戶登記處

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

股份代號

01536

公司網址

www.yukwing.com

CHAIRMAN'S STATEMENT

主席報告書

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Director(s)**”) of Yuk Wing Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”), I would like to present the 2019/20 annual report of the Group for the year ended 31 March 2020.

REVIEW

For the year ended 31 March 2020 (the “**Year**”), the Group’s revenue was approximately HK\$178.6 million (2019: HK\$163.4 million). Such increase was mainly attributable to the improvement in business environment in Hong Kong, which the level of construction works and projects available during the Year was comparatively higher when compared with the year ended 31 March 2019, resulting in a higher demand for our products than expected.

The Group’s net profit increased from approximately HK\$19.8 million for the year ended 31 March 2019 to approximately HK\$20.9 million for the Year. The increase in net profit was mainly due to the increase in revenue and gross profit and the decrease in administrative expenses.

PROSPECTS

Looking ahead, the Group remains cautious about the prospects of the market and will continue to focus on our core business of manufacturing and trading of down-the-hole (“**DTH**”) rockdrilling tools in Hong Kong and Macau, and our efforts to strengthen and extend our presence in the overseas markets. In order to maximise the long term returns to our Shareholders, the Group will devote more resources towards the development of our manufacturing and trading of DTH rockdrilling tools business.

APPRECIATION

Lastly, I would like to express our sincere gratitude to our shareholders, customers and business partners for their continuous support, and to our management and staff members for their diligence, dedication and contribution to the growth of the Group.

By order of the Board
Yuk Wing Group Holdings Limited
He Xiaoming
Chairman
Hong Kong, 24 June 2020

致各位股東：

本人謹代表煜榮集團控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）董事（「董事」）會（「董事會」）呈報本集團截至二零二零年三月三十一日止年度的二零一九/二零二零年度報告。

回顧

截至二零二零年三月三十一日止年度（「本年度」），本集團收益約為178.6百萬港元（二零一九年：163.4百萬港元）。該增加主要歸因於香港商業環境改善所致，本年度可供施工的建築工程及項目水平較截至二零一九年三月三十一日止年度相對較高，導致我們產品需求高於預期。

本集團的純利由截至二零一九年三月三十一日止年度的約19.8百萬港元增至本年度的約20.9百萬港元。純利的增加主要由於收益及毛利增加以及行政開支減少。

前景

展望未來，本集團對市場前景保持審慎態度，並將繼續專注發展我們於香港及澳門製造及買賣潛孔（「潛孔」）鑿岩工具的核心業務，致力鞏固及拓展在海外市場的份額。為求向股東帶來最大的長期回報，本集團將在發展製造及買賣潛孔鑿岩工具業務方面投放更多資源。

感謝

最後，本人謹此衷心感謝股東、客戶及業務夥伴一直以來的支持，同時亦就管理層及全體員工為本集團發展所作出的默默耕耘、竭誠奉獻及寶貴貢獻向彼等致以謝意。

承董事會命
煜榮集團控股有限公司
主席
何笑明
香港，二零二零年六月二十四日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

1. BUSINESS REVIEW

The Group is principally engaged in the manufacturing and trading of DTH rockdrilling tools, trading of piling and drilling machineries and trading of rockdrilling equipment.

Hong Kong remains to be the Group's major market, where the revenue generated from Hong Kong contributed to approximately HK\$169.9 million for the Year (2019: HK\$130.0 million), or 95.1% of the total revenue during the Year (2019: 79.6%).

The business in the Scandinavia region has been steadily progressing during the Year, where the revenue generated from Scandinavia during the Year contributed to approximately HK\$3.2 million (2019: HK\$1.2 million), or 1.8% of the total revenue during the Year (2019: 0.7%). Revenue from Germany has started contributing to the Group during the Year of approximately HK\$0.9 million.

The regions of Macau, Japan and Peru have experienced decreases in sales during the Year. Revenue generated from the Macau region has decreased from approximately HK\$22.4 million for the year ended 31 March 2019 to approximately HK\$2.9 million for the Year, a decrease of approximately HK\$19.5 million or 87.1%. Revenue generated from the Japan region has decreased from approximately HK\$3.9 million for the year ended 31 March 2019 to approximately HK\$0.4 million for the Year, a decrease of approximately HK\$3.5 million or 89.7%. Sales from the Peru region has decreased from approximately HK\$5.7 million for the year ended 31 March 2019 to approximately HK\$0.8 million for the Year, a decrease of approximately HK\$4.9 million or 86.0%.

Manufacturing and Trading of DTH Rockdrilling Tools

The Group is principally engaged in the manufacturing and trading of DTH rockdrilling tools. Our self-designed and manufactured DTH rockdrilling tools can be categorised into the following main categories, namely DTH hammers, casing systems (comprising driver bits and casing bits), and other miscellaneous products including button bits and bit openers, as well as our newly developed products, drill pipes, cluster drills and casing tubes. Revenue from the manufacturing and trading of DTH rockdrilling tools contributed to approximately 80.8% of the total revenue during the Year (2019: 66.3%).

1. 業務回顧

本集團主要從事製造及買賣潛孔鑿岩工具、買賣打樁機及鑽機和鑿岩設備。

香港仍為本集團的主要市場，其中於本年度在香港產生的收益約為169.9百萬港元（二零一九年：130.0百萬港元），或約佔本年度總收益的95.1%（二零一九年：79.6%）。

於本年度，斯堪的納維亞地區的業務一直穩步發展，其中於本年度在斯堪的納維亞產生的收益約3.2百萬港元（二零一九年：1.2百萬港元），或佔本年度總收益的1.8%（二零一九年：0.7%）。於本年度，德國已開始向本集團貢獻收益約0.9百萬港元。

於本年度，澳門、日本及秘魯地區的銷售下跌。澳門地區產生的收益由截至二零一九年三月三十一日止年度的約22.4百萬港元減少至本年度的約2.9百萬港元，減少約19.5百萬港元或降幅87.1%。來自日本地區的收益已從截至二零一九年三月三十一日止年度的約3.9百萬港元減少至本年度的約0.4百萬港元，減少約3.5百萬港元或89.7%。秘魯地區的銷售額由截至二零一九年三月三十一日止年度的約5.7百萬港元減少至本年度的約0.8百萬港元，減少約4.9百萬港元或降幅為86.0%。

製造及買賣潛孔鑿岩工具

本集團主要從事製造及買賣潛孔鑿岩工具。我們自主設計及製造的潛孔鑿岩工具主要分為以下類別：潛孔錘、套管系統（包括驅導鑽頭及套管鑽頭）及其他雜項產品（包括球齒鑽頭及擴孔器）以及新開發產品、鑽桿、叢式鑽具及套管。製造及買賣潛孔鑿岩工具的收益佔本年度總收益約80.8%（二零一九年：66.3%）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

1. BUSINESS REVIEW *(Continued)*

Trading of Piling and Drilling Machineries and Rockdrilling Equipment

The Group is also engaged in the trading of piling and drilling machineries and rockdrilling equipment to our customers as part of our technical rockdrilling solutions. Revenue from the trading of piling and drilling machineries, and rockdrilling equipment, contributed to approximately 9.9% of the total revenue during the Year (2019: 23.7%) and approximately 9.3% of the total revenue during the Year (2019: 10.1%), respectively.

2. FINANCIAL REVIEW

2.1 Consolidated Results of Operations

The Group's revenue increased by approximately HK\$15.2 million, or 9.3%, to approximately HK\$178.6 million for the Year, from approximately HK\$163.4 million for the year ended 31 March 2019. Our gross profit for the years ended 31 March 2019 and 2020 were approximately HK\$66.36 million and approximately HK\$66.40 million respectively. For the years ended 31 March 2019 and 2020, the revenue from the manufacturing and trading of DTH rockdrilling tools accounted for approximately 66.3% and approximately 80.8% of the total revenue, respectively. The revenue from trading of piling and drilling machineries, and trading of rockdrilling equipment accounted for the rest of our revenue. We sell our products to customers in Hong Kong, Macau, and through distributors in Finland and Japan to end users in Scandinavia and Japan respectively. We generated most of our revenue from sales in Hong Kong, which accounted for approximately 79.6% and approximately 95.1% of our total revenue for the years ended 31 March 2019 and 2020, respectively.

1. 業務回顧 *(續)*

買賣打樁機及鑽機和鑿岩設備

本集團亦從事根據鑿岩技術解決方案向客戶買賣打樁機及鑽機和鑿岩設備。買賣打樁機及鑽機和鑿岩設備的收益分別佔本年度總收益約9.9% (二零一九年：23.7%) 和約9.3% (二零一九年：10.1%)。

2. 財務回顧

2.1 綜合經營業績

本集團收益由截至二零一九年三月三十一日止年度約163.4百萬港元增加約15.2百萬港元或9.3%至本年度約178.6百萬港元。我們於截至二零一九年及二零二零年三月三十一日止年度的毛利分別約為66.36百萬港元及約66.40百萬港元。於截至二零一九年及二零二零年三月三十一日止年度，製造及買賣潛孔鑿岩工具的收益分別佔總收益的約66.3%及約80.8%。我們餘下收益為買賣打樁機及鑽機和買賣鑿岩設備的收益。我們向港澳客戶以及透過芬蘭及日本的分銷商分別向斯堪的納維亞及日本的終端用戶銷售產品。截至二零一九年及二零二零年三月三十一日止年度，我們大部分收益來自於香港的銷售，分別佔總收益約79.6%及約95.1%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

2. FINANCIAL REVIEW (Continued)

2.1 Consolidated Results of Operations (Continued)

The following discussion addresses the principal trends that have affected our results of operations during the Year. The following table sets out our consolidated results of operations for the years indicated:

		For the year ended 31 March 截至三月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益	178,559	163,441
Cost of sales	銷售成本	(112,155)	(97,084)
Gross profit	毛利	66,404	66,357
Other income	其他收入	2,660	2,108
Impairment losses under expected credit loss model, net	預期信貸虧損模式下的減值虧損淨額	(934)	(2,952)
Other gains and losses	其他收益及虧損	228	1,404
Selling and distribution expenses	銷售及分銷開支	(7,118)	(6,305)
Administrative expenses	行政開支	(32,736)	(33,773)
Finance costs	融資成本	(1,911)	(1,041)
Profit before tax	除稅前溢利	26,593	25,798
Income tax expense	所得稅開支	(5,711)	(6,033)
Profit for the year	年內溢利	20,882	19,765
Total comprehensive income for the year	年內全面總收益	18,025	17,017

(a) Revenue

The Group's revenue increased by approximately HK\$15.2 million, or 9.3%, to approximately HK\$178.6 million for the Year, from approximately HK\$163.4 million for the year ended 31 March 2019, primarily due to the improvement in business environment in Hong Kong, which the level of construction works and projects available during the Year was comparatively higher when compared with the year ended 31 March 2019, resulting in a higher demand for our products than expected.

2. 財務回顧(續)

2.1 綜合經營業績(續)

下文論述於本年度影響我們的經營業績的主要趨勢。下表載列我們於所示年度的綜合經營業績：

		For the year ended 31 March 截至三月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益	178,559	163,441
Cost of sales	銷售成本	(112,155)	(97,084)
Gross profit	毛利	66,404	66,357
Other income	其他收入	2,660	2,108
Impairment losses under expected credit loss model, net	預期信貸虧損模式下的減值虧損淨額	(934)	(2,952)
Other gains and losses	其他收益及虧損	228	1,404
Selling and distribution expenses	銷售及分銷開支	(7,118)	(6,305)
Administrative expenses	行政開支	(32,736)	(33,773)
Finance costs	融資成本	(1,911)	(1,041)
Profit before tax	除稅前溢利	26,593	25,798
Income tax expense	所得稅開支	(5,711)	(6,033)
Profit for the year	年內溢利	20,882	19,765
Total comprehensive income for the year	年內全面總收益	18,025	17,017

(a) 收益

本集團的收益由截至二零一九年三月三十一日止年度約163.4百萬港元增加約15.2百萬港元或9.3%至本年度約178.6百萬港元，主要是由於香港的商業環境有所改善，與截至二零一九年三月三十一日止年度相比，本年度可供施工的建築工程及項目水平相對較高，從而對我們產品的需求高於預期。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

2. FINANCIAL REVIEW (Continued)

2.1 Consolidated Results of Operations (Continued)

(b) Gross Profit and Gross Profit Margin

The Group's gross profit increased by approximately HK\$40,000, or 0.1%, to approximately HK\$66.40 million for the Year, from approximately HK\$66.36 million for the year ended 31 March 2019. Gross profit margin decreased to approximately 37.2% for the Year, from approximately 40.6% for the year ended 31 March 2019, mainly attributable to the lower gross profit margins from all segments as a result of the increase in competition in the Hong Kong market during the Year.

(c) Selling and Distribution Expenses

The Group's selling and distribution expenses increased by approximately HK\$0.8 million, or 12.7%, to approximately HK\$7.1 million for the Year, from approximately HK\$6.3 million for the year ended 31 March 2019, primarily due to the increase in freight, transportation and storage expenses, net off with the decrease in sales staff salaries and sales commission.

(d) Administrative Expenses

The Group's administrative expenses decreased by approximately HK\$1.1 million, or 3.3%, to approximately HK\$32.7 million for the Year, from approximately HK\$33.8 million for the year ended 31 March 2019, primarily due to the decrease in rent and rates, audit fee and donations during the Year.

(e) Finance Costs

The Group's finance costs increased by approximately HK\$0.9 million, or 90.0%, to approximately HK\$1.9 million for the Year, from approximately HK\$1.0 million for the year ended 31 March 2019, primarily due to the increase in interest on lease liabilities during the Year.

2. 財務回顧(續)

2.1 綜合經營業績(續)

(b) 毛利及毛利率

本集團的毛利由截至二零一九年三月三十一日止年度約66.36百萬港元增加約40,000港元或0.1%至本年度約66.40百萬港元。毛利率由截至二零一九年三月三十一日止年度約40.6%減少至本年度約37.2%，主要是由於本年度香港市場競爭加劇導致所有分部的毛利率降低所致。

(c) 銷售及分銷開支

本集團的銷售及分銷開支由截至二零一九年三月三十一日止年度約6.3百萬港元增加約0.8百萬港元或12.7%至本年度約7.1百萬港元，主要是由於運費、交通及儲存開支增加，扣除銷售人員薪金及銷售佣金減少所致。

(d) 行政開支

本集團的行政開支由截至二零一九年三月三十一日止年度約33.8百萬港元減少約1.1百萬港元或3.3%至本年度約32.7百萬港元，主要是由於本年度租金及差餉、審核費及捐贈減少所致。

(e) 融資成本

本集團的融資成本由截至二零一九年三月三十一日止年度約1.0百萬港元增加約0.9百萬港元或90.0%至本年度約1.9百萬港元，主要是由於本年度租賃負債利息增加所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

2. FINANCIAL REVIEW (Continued)

2.1 Consolidated Results of Operations (Continued)

(f) Net Profit

The Group recorded a net profit of approximately HK\$20.9 million for the Year as compared to the net profit of approximately HK\$19.8 million for the year ended 31 March 2019. The increase was mainly attributable to the increase in revenue and gross profit and the decrease in administrative expenses as explained above.

3. STRATEGY AND PROSPECTS

During the Year, the Group continued to develop its various business and geographical segments. The market environment in the Group's major market, Hong Kong, has improved during the Year. As more construction projects were available in the market, our customers have increased their purchases of our products, which in turn had a positive contribution to the Group's revenue during the Year.

However, the timeliness of approval of budgets for public works projects by the Finance Committee and the Public Works Subcommittee of the Legislative Council of Hong Kong has slowed down in recent months, with a number of meetings cancelled due to disruptions to the Legislative Council Building in 2019, and the Novel Coronavirus (COVID-19) pandemic in 2020 has led to further delays in meetings originally scheduled in February and March 2020. The progress of the approval of budgets has remained slow, where only 13 public works budgets have been approved up to date since the 2018–2019 Legislative Council of Hong Kong recess. It is anticipated that the progress of public works projects and the related budget approval will remain slow for the coming year.

The Group has been continuing its efforts to extend its presence in several key international markets, including Scandinavia, Peru, Germany, Brazil, Japan and India. Progress has been made in the exploring the European region, where the Group has commenced businesses with customers in Germany for construction projects during the Year.

Overall, the Group remains cautious towards the future of the construction market and the business of the Group in Hong Kong, and will continue its efforts to strengthen and extend its presence in the overseas markets through participation in overseas exhibition and promotions.

2. 財務回顧(續)

2.1 綜合經營業績(續)

(f) 純利

本集團於本年度錄得純利約20.9百萬港元，而截至二零一九年三月三十一日止年度則錄得純利約19.8百萬港元。該增加主要由於收益及毛利增加及上文所述的行政開支減少所致。

3. 策略及前景

本集團於本年度繼續發展其多項業務及地域分部。香港是本集團的主要市場，其市場環境於本年度已有所改善。由於市場上有更多可供施工的建築項目，我們的客戶已增加採購我們的產品，因而為本集團於本年度的收益帶來正面貢獻。

然而，近幾個月來，香港立法會財務委員會及公共工程小組委員會批准公共工程項目預算的及時性有所放慢，由於二零一九年立法會大樓遭到破壞而取消諸多會議及二零二零年新型冠狀病毒疫情(COVID-19)導致進一步延遲原定於二零二零年二月及三月召開的會議。預算批准的進度依然緩慢，自二零一八年至二零一九年香港立法會休會以來，僅有13個公共工程預算最近獲批准。預計下一年的公共工程項目及相關預算批准進度仍將緩慢。

本集團繼續致力拓展在斯堪的納維亞、秘魯、德國、巴西、日本及印度等若干主要國際市場的份額。於本年度，本集團已在開拓歐洲市場取得進展，並於本年度已開始與德國的客戶就建築項目進行業務。

總括而言，本集團對建築市場以及本集團的香港業務之前景持審慎態度，並將透過參加海外展會及推廣活動繼續致力鞏固及拓展海外市場的份額。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

4. LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2020, the Group's total cash and cash equivalents amounted to approximately HK\$101.4 million of which approximately 94.4%, 2.2%, 2.4% and 1.0% of the cash and cash equivalents were denominated in Hong Kong dollar, Renminbi, United States dollar and Euro, respectively (31 March 2019: approximately HK\$74.0 million of which approximately 94.1%, 2.6%, 3.2% and 0.1% of the cash and cash equivalents were denominated in Hong Kong dollar, Renminbi, United States dollar and Euro, respectively). The increase was mainly resulted from the increase in revenue and decrease in trade receivables due to settlement of balances by our customers during the Year.

As at 31 March 2020, the Group had no bank borrowings. As at 31 March 2019, the Group's bank borrowings of approximately HK\$5.3 million had variable interest rates and was repayable within one year, which are guaranteed by the Company. As at 31 March 2020, the Group's other borrowings of approximately HK\$20.0 million (31 March 2019: HK\$20.0 million) had fixed interest rate of 5.0% per annum and was repayable within one year, which was unsecured. As at 31 March 2020 and 31 March 2019, all of the bank and other borrowings were denominated in Hong Kong dollar.

The gearing ratio of the Group as at 31 March 2020 (defined as the Group's total interest-bearing liabilities divided by the Group's total equity) was approximately 19.3% (31 March 2019: 14.9%). The increase was mainly due to the recognition of lease liabilities upon initial application of HKFRS 16 during the Year.

5. CAPITAL STRUCTURE

As at 31 March 2020, the Company's issued share capital was HK\$38,000,000 and the number of its issued ordinary shares was 380,000,000 of HK\$0.1 each.

During the Year, there was no change to the authorised and issued share capital of the Company.

6. FUTURE PLANS FOR MATERIAL INVESTMENT AND CAPITAL ASSETS

As at 31 March 2020, the Group did not have plan for material investment and capital assets.

4. 流動資金及財務資源

於二零二零年三月三十一日，本集團的現金及現金等價物總額約為101.4百萬港元，其中現金及現金等價物約94.4%、2.2%、2.4%及1.0%乃分別按港元、人民幣、美元及歐元計值（二零一九年三月三十一日：約74.0百萬港元，其中現金及現金等價物約94.1%、2.6%、3.2%及0.1%乃分別按港元、人民幣、美元及歐元計值）。增加主要乃因年內收益增加及客戶結算餘額令貿易應收款項減少所致。

於二零二零年三月三十一日，本集團並無銀行借款。於二零一九年三月三十一日，本集團的銀行借貸約5.3百萬港元乃按浮息利率計算且一年內償還，並經本公司擔保。於二零二零年三月三十一日，本集團的其他借款約20.0百萬港元（二零一九年三月三十一日：20.0百萬港元）的固定年利率為5.0%，須於一年內償還，無抵押。於二零二零年三月三十一日及二零一九年三月三十一日，全部銀行及其他借貸乃以港元計值。

於二零二零年三月三十一日，本集團的資產與負債比率（定義為本集團的總計息負債除以本集團的總權益）約為19.3%（二零一九年三月三十一日：14.9%）。該增加主要是由於於本年度初步確認香港財務報告準則第16號的租賃負債確認所致。

5. 資本架構

於二零二零年三月三十一日，本公司已發行股本為38,000,000港元，而已發行普通股數目為380,000,000股，每股面值0.1港元。

於本年度，本公司法定及已發行股本概無任何變動。

6. 重大投資及資本資產的未來計劃

於二零二零年三月三十一日，本集團並無任何重大投資及資本資產的計劃。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

7. SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in this report, there has been no significant investment, material acquisition or disposal of subsidiaries and associated companies by the Group during the Year.

8. CONTINGENT LIABILITIES

The Group has not had any material contingent liability as at 31 March 2020 and 31 March 2019.

9. CAPITAL COMMITMENTS

As at 31 March 2020 and 31 March 2019, the Group had no capital commitments.

10. CHARGE ON GROUP ASSETS

There were no bank borrowings as at 31 March 2020. As at 31 March 2019, bank borrowings amounting to approximately HK\$5.3 million are guaranteed by the Company. As at 31 March 2020, deposits placed at an insurance company amounting to approximately HK\$4.6 million (31 March 2019: HK\$4.5 million) were pledged to secure general banking facilities granted to the Group.

11. CASH FLOW MANAGEMENT AND LIQUIDITY RISK

The Group's objective regarding cash flow management is to maintain a balance between continuity of funding and flexibility through a combination of internal resources, bank borrowings, and other debt or equity securities, as appropriate. The Group is comfortable with the present financial and liquidity position, and will continue to maintain a reasonable liquidity buffer to ensure sufficient funds are available to meet liquidity requirements at all times.

12. FOREIGN EXCHANGE RISK

Our Group's operations are mainly in Hong Kong and the People's Republic of China (the "PRC"), and most of the operating transactions, revenue, expenses, monetary assets and liabilities are denominated in Hong Kong dollars and Renminbi. As such, the Directors are of the view that the Group's risk in foreign exchange is insignificant and that we should have sufficient resources to meet foreign exchange requirements as and if it arises. The Group has not engaged in any derivative to hedge its exposure to foreign exchange risk.

7. 重大投資、重大收購及出售

除本報告披露者外，於本年度，本集團概無任何重大投資、重大收購或出售附屬公司及聯營公司的事項。

8. 或然負債

本集團於二零二零年三月三十一日及二零一九年三月三十一日並無任何重大或然負債。

9. 資本承擔

於二零二零年三月三十一日及二零一九年三月三十一日，本集團並無任何資本承擔。

10. 抵押集團資產

於二零二零年三月三十一日並無銀行借款。於二零一九年三月三十一日，本公司擔保的銀行借款達約5.3百萬港元。於二零二零年三月三十一日，於保險公司存款約為4.6百萬港元（二零一九年三月三十一日：4.5百萬港元）乃為本集團獲授一般銀行融資提供抵押。

11. 現金流量管理及流動資金風險

本集團現金流量管理之目標為透過結合內部資源、銀行借貸及其他債務或股本證券（如適用），在資金持續性與靈活性之間達致平衡。本集團滿意其現有財務及流動資金狀況，並將繼續維持合理充裕之流動資金作緩衝，以確保具備充足資金隨時滿足周轉需要。

12. 外匯風險

本集團主要於香港及中華人民共和國（「中國」）營運，而大部分營運交易、收益、開支、貨幣資產及負債均以港元及人民幣計值。因此，董事認為，本集團的外匯風險並不重大，且我們應具有足夠資源即時應付外匯需要（如有）。本集團並無使用任何衍生工具對沖其外匯風險。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

13. USE OF PROCEEDS FROM THE PUBLIC OFFER

The net proceeds from the public offer received by the Company, after deduction of the underwriting commissions and other related listing expenses payable by the Company in the public offer, were approximately HK\$88.3 million. In accordance with the proposed applications set out in the section headed “Future Plans and Use of Proceeds” of the prospectus dated 30 December 2016 (the “**Prospectus**”), the net proceeds received were applied by the Group from the Listing Date up to 31 March 2020 as follows:

13. 公開發售所得款項用途

經扣除本公司於公開發售中應付的包銷佣金及其他相關上市開支後，本公司從公開發售收到的所得款項淨額約為88.3百萬港元。根據日期為二零一六年十二月三十日的招股章程（「招股章程」）「未來計劃及所得款項用途」一節所載的建議用途，本集團自上市日期起至二零二零年三月三十一日將已收到的所得款項淨額用作下列用途：

Use of net proceeds	所得款項淨額用途	Estimated Net	Actual Net	Used	Unused	Expected
		Proceeds as per the Prospectus 根據招股章程的 估計所得 款項淨額 HK\$' million 百萬港元	Proceeds 實際所得 款項淨額 HK\$' million 百萬港元	amounts as at 31 March 2020 於二零二零年 三月三十一日 的已動用金額 HK\$' million 百萬港元	amounts as at 31 March 2020 於二零二零年 三月三十一日 的未動用金額 HK\$' million 百萬港元	
Investing in new manufacturing facility	投資新生產設施	48.0	50.4	29.0	21.4	By 31 March 2021 截至二零二一年 三月三十一日
Research and development	研發	3.9	4.4	1.8	2.6	By 31 March 2021 截至二零二一年 三月三十一日
Participation in overseas exhibition and promotions	參加海外展會及 推廣活動	9.6	9.7	5.1	4.6	By 31 March 2021 截至二零二一年 三月三十一日
Purchase of brand new drilling machineries	購買全新鑽孔器械	8.2	8.8	8.8	—	Fully utilised as at 31 March 2019 於二零一九年三月三十一日 已悉數動用
Increasing manpower in Hong Kong	增加位於香港的人手	3.8	4.4	1.6	2.8	By 31 March 2021 截至二零二一年 三月三十一日
Renting of new office for Hong Kong headquarters	租賃香港總部新辦公室	3.2	3.5	0.8	2.7	By 31 March 2021 截至二零二一年 三月三十一日
Working capital and other general corporate purposes	營運資金及其他 一般企業用途	6.9	7.1	7.1	—	Fully utilised as at 31 March 2020 於二零二零年三月三十一日 已悉數動用
Total	總計	83.6	88.3	54.2	34.1	

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

13. USE OF PROCEEDS FROM THE PUBLIC OFFER

(Continued)

The unutilised amounts of the net proceeds will be applied in the manner consistent with that mentioned in the Prospectus.

As at the date of this report, the Directors do not anticipate any change to the plan of the use of proceeds as disclosed above. The unused net proceeds have been deposited with banks in Hong Kong.

For further information regarding the use of the Company's proceeds from the public offer, please refer to the section headed "Future Plans and Use of Proceeds" in the Prospectus.

14. EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2020, the Group had approximately 104 employees (2019: approximately 129 employees) in Hong Kong and the PRC. The Group's remuneration policy is reviewed periodically and determined by reference to market terms, company performance, and individual qualifications and performance. Other staff benefits include bonuses awarded on discretionary basis, mandatory provident fund scheme for Hong Kong employees, and state-sponsored retirement plans for PRC employees. The Group also offers a variety of training schemes to its employees.

13. 公開發售所得款項用途 (續)

未動用的所得款項淨額將根據招股章程所述方式應用。

於本報告日期，董事預計上文所披露的所得款項用途計劃將不會出現任何變動。未動用所得款項淨額已存放於香港的銀行。

有關本公司公開發售所得款項用途的進一步資料，請參閱招股章程「未來計劃及所得款項用途」一節。

14. 僱員及薪酬政策

於二零二零年三月三十一日，本集團於香港及中國擁有約104名僱員(二零一九年：約129名僱員)。本集團定期檢討薪酬政策並參考市場條款、公司表現及個人資歷及表現後釐定。其他員工福利包括按酌情基準發放的花紅、為香港僱員而設的強制性公積金計劃及為中國僱員而設的國家資助退休計劃。本集團亦向其僱員提供各種不同的培訓計劃。

1. COMPLIANCE OF THE CODE

The Company focuses on maintaining a high standard of corporate governance for purposes of enhancing the value for its shareholders and protecting their interests. The Company has established the corporate governance structure in accordance with the Listing Rules and the Corporate Governance Code (the “Code”) provided in Appendix 14 to the Listing Rules and has set up a series of corporate governance measures. The Company has adopted and complied with such provisions of the Code (the “Code Provision(s)”) as stated in the Code during the Year except for the Code Provisions of A.2.1 and A.4.1.

In accordance with Code Provision A.2.1, the roles of the chairman and chief executive officer should be separated and should not be held by the same person. Mr. He Xiaoming has been the chairman and the chief executive officer of the Company since 13 April 2018. However, given the development of the Group, the Board believes that Mr. He Xiaoming concurrently acting as the chairman and chief executive officer helped implement the Group’s business strategies and enhanced the operating efficiency. In addition, the Board comprises three Independent Non-executive Directors, enabling the Company’s shareholders to be represented sufficiently and fairly under the monitoring of the Board.

Code provision A.4.1 stipulates non-executive directors should be appointed for a specific term and subject to re-election. The Independent Non-executive Directors were not appointed for specific terms but were subject to retirement by rotation at least once every three years and re-election at the Company’s annual general meeting in accordance with the Company’s Articles of Association. The Board believes that such practice is sufficient to meet the underlying objectives and no less exacting than those prescribed under Code Provision A.4.1.

The Board will examine and review, from time to time, the Company’s corporate governance practices and operations in order to meet the relevant provisions under the Listing Rules and to protect the shareholders’ interests.

2. SECURITIES TRANSACTIONS CONDUCTED BY DIRECTORS AND THE RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules as its model code for securities transactions by the Directors. Following a specific enquiry to all Directors by the Company, all Directors have confirmed that they have complied with the Model Code standard set out in the Model Code throughout the Year.

1. 遵守守則

本公司專注於維持高水平的企業管治，旨在為股東提升價值及保障彼等的權益。本公司已根據上市規則及載於上市規則附錄14所載的企業管治守則（「守則」）建立企業管治結構及設立一系列企業管治措施。於本年度，本公司已採納及遵守守則中訂明的有關守則條文（「守則條文」），惟守則條文第A.2.1及A.4.1條除外。

根據守則條文第A.2.1條，主席及行政總裁的職務應分開，且不應由同一個人擔任。自二零一八年四月十三日以來，何笑明先生獲委任擔任本公司主席兼行政總裁。然而，鑑於本集團的發展情況，董事會相信，何笑明先生同時擔任主席及行政總裁將有助於本集團落實業務策略及提升營運效率。此外，董事會成員包括三名獨立非執行董事，於董事會監察下讓本公司股東利益能獲得充分維護並得到公平對待。

守則條文第A.4.1條規定，非執行董事的委任應有指定任期，並須接受重新選舉。委任獨立非執行董事時並無設定特定年限，須根據本公司組織章程細則至少每三年遵守輪值告退並於本公司股東週年大會膺選連任。董事會認為，此作法足以符合有關目的且不過於守則條文第A.4.1條項下規定者。

董事會將不時研究及檢討本公司的企業管治常規與運作模式，以符合上市規則的有關條文及保障股東權益。

2. 董事及相關僱員進行的證券交易

本公司已採納上市規則附錄10所載的上市發行人董事進行證券交易的標準守則（「標準守則」），以此作為董事進行證券交易的標準守則。經本公司向全體董事作出特定查詢後，全體董事已確認，彼等於本年度一直遵守標準守則所載的標準守則準則。

CORPORATE GOVERNANCE REPORT

企業管治報告

3. BOARD OF DIRECTORS

3.1 Board of Directors

(a) *Composition of Board of Directors*

As at the date of this report, the Board comprises (i) Executive Directors, Mr. He Xiaoming (Chairman), Mr. Huang Shixin and Mr. Wong Ka Shing; and (ii) Independent Non-executive Directors, Ms. Lam Hoi Yu Nicki, Mr. Lau Leong Yuen and Mr. Yiu To Wa.

The Company has at least three Independent Non-executive Directors (representing at least one-third of the Board), in compliance with the provisions of the Listing Rules and among whom, at least one Independent Non-executive Director must possess professional qualifications or accounting knowledge or professional knowledge related to finance management. After taking into consideration of the factors regarding the evaluation of the independence of the Independent Non-executive Directors pursuant to Rule 3.13 of the Listing Rules, and the written confirmations of all Independent Non-executive Directors, the Board believes that all Independent Non-executive Directors shall be independent individuals.

The Directors may, at the Company's expense, seek independent professional advice in appropriate circumstances. The Company will provide separate independent professional advice to the Directors upon request to assist the Directors to discharge their duties to the Company.

Before each Board meeting, the senior management will provide relevant information pertaining to matters to be brought before the Board for decision as well as reports relating to the operational and financial performance of the Group. Where any Director requires more information than is supplied by the senior management, each Director has the right to separately and independently access the Company's senior management to make further enquiries.

3. 董事會

3.1 董事會

(a) *董事會的成員組合*

於本報告日期，董事會由(i)執行董事何笑明先生(主席)、黃世鑫先生及黃嘉盛先生；及(ii)獨立非執行董事林凱如女士、劉量源先生及姚道華先生組成。

本公司擁有最少三名獨立非執行董事(佔董事會人數最少三分之一)以符合上市規則條文，其中最少一名獨立非執行董事必須具有專業資格或會計知識或有關財務管理的專業知識。根據上市規則第3.13條，經考慮有關獨立非執行董事的獨立性評估因素及所有獨立非執行董事的書面確認後，董事會相信所有獨立非執行董事為獨立人士。

董事可於適當情況下尋求獨立專業意見，費用由本公司承擔。本公司將按要求向董事提供各項獨立專業意見，以協助董事履行本公司職責。

於每次董事會會議前，高級管理層將提供與提呈董事會決定的事宜有關的資料及有關本集團營運及財務表現的報告。倘任何董事要求的資料較高級管理層所提供者為多，則各董事均有權自行獨立接觸本公司高級管理層以進一步查詢。

3. BOARD OF DIRECTORS *(Continued)*

3.1 Board of Directors *(Continued)*

(b) Job Duties and Authority of the Board of Directors

The Board shall be accountable to the general meeting and have the duty to report to the general meeting. The Board is responsible for convening the general meeting, implementing the resolutions of the general meeting, determining the operational plan and investment proposals of the Company, setting up the annual financial budget proposal, final accounts, profit distribution proposal, proposal for increase or decrease of capital and others, deciding on the establishment of the Company's management authority, determining the appointment or dismissal of chief executive officer, chief financial officer and other senior management officers, formulating the basic management system of the Company and determining the establishment of the special committees of the Board.

(c) Job Duties and Authority of the Senior Management

The senior management is responsible for the specific implementation of the resolutions of the Board and of the daily business management of the Company, which includes formulating (i) the Company's operating plan and investment proposal, (ii) the plan of establishing the internal management authority, (iii) the basic management system of the Company and (iv) the Company's specific regulations.

3. 董事會 *(續)*

3.1 董事會 *(續)*

(b) 董事會工作職責及權限

董事會須向股東大會負責及有職責向股東大會報告。董事會負責召開股東大會，執行股東大會的決議案，決定本公司營運計劃及投資方案，制定年度財政預算方案、年終賬目、溢利分派方案、資本增加或減少方案及其他資料，並決定本公司管理部門成立、決定行政總裁、財務總監及其他高級管理層人員的委任或免職事宜，制定本公司基本管理制度及決定董事會專門委員會的成立事宜。

(c) 高級管理層工作職責及權限

高級管理層負責具體執行董事會決議案及本公司的日常業務管理，包括制定(i)本公司的營運計劃及投資方案，(ii)內部管理部門成立計劃，(iii)本公司基本管理制度及(iv)本公司的具體規定。

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3. BOARD OF DIRECTORS *(Continued)*

3.2 Meetings of the Board of Directors

Pursuant to the Code Provision A.1.1 of the Code, the Board should meet regularly and Board meetings should be held at least four times a year at approximately quarterly intervals. Agenda of Board meetings are presented to the Directors for comments and approval. The Board is provided with adequate, timely and reliable information about the Group's business and developments before each Board meeting at which the Directors actively participate and hold informed discussions. A notice of regular board meeting shall be given to all directors at least 14 days before the meeting is convened pursuant to the requirements of the Code, and such notice shall state the date, time and venue of the meeting to be convened and the format to be adopted of such meeting. Other interim Board meetings have reasonable notices be delivered to all Directors.

In accordance with the provisions of the Listing Rules, in the event that the Company decides to announce to distribute, propose or pay dividends, or it shall pass at the meeting of the Board such resolutions in respect of profits or losses for any year, half-year or other periods, the Company must give a notice to the Stock Exchange at least seven working days before the convening of such meeting and must issue an announcement thereof.

The quorum for a Board meeting shall be the presence of two Directors. The Directors may participate in any meeting of the Board by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person. The secretary of the Company's Board is responsible for preparing and safekeeping the minutes of the Board meetings and ensuring that the Directors can enquire about such minutes.

3. 董事會 *(續)*

3.2 董事會會議

根據守則的守則條文第A.1.1條，董事會須定期舉行會議及董事會會議須每年最少舉行四次，即約每季一次。董事會會議議程須呈交董事提供意見及批准。有關本集團業務及發展的足夠、及時及可靠資料需於每次董事會會議前提供予董事會，令董事可積極參與及在知情情況下討論。根據守則的規定，董事會定期會議通告會於會議召開當日起計最少14天前向全體董事提供，該通告會載列會議召開日期、時間及地點及該會議將採用的形式。董事會其他臨時會議通告在合理情況下向所有董事發出。

根據上市規則條文，如本公司決定宣佈派發、建議或支付股息，或將於董事會會議上通過任何年度、半年度或其他期間有關盈利或虧損的決議案，本公司必須在召開該會議前最少七個工作天通知聯交所，且必須就此刊發公告。

出席董事會會議的法定最低人數為兩位董事。董事可透過電話會議或其他通訊設備參與任何董事會會議，據此所有參與會議的人士可以同步即時互相溝通，就計算法定人數而言，有關參與人數也計算在會議出席率，猶如親身出席會議。本公司董事會秘書負責準備及保管董事會會議記錄以及確保董事可查詢有關會議紀錄。

CORPORATE GOVERNANCE REPORT

企業管治報告

3. BOARD OF DIRECTORS (Continued)

3.2 Meetings of the Board of Directors (Continued)

During the Year, the Board convened a total of 7 meetings. The attendance record of the meetings by the Directors was as follows:

Name	Position	Number of meetings of Board of Directors attended/should attend 已出席/應出席 董事會會議數目	Attendance rate 出席率
姓名	職位		
Mr. He Xiaoming 何笑明先生	Executive Director, Chairman of the Board and Chief Executive Officer 執行董事、董事會主席兼行政總裁	7/7	100%
Mr. Huang Shixin (<i>appointed on 1 April 2019</i>) 黃世鑫先生(於二零一九年四月一日獲委任)	Executive Director 執行董事	5/6	83.3%
Mr. Wong Ka Shing 黃嘉盛先生	Executive Director 執行董事	6/7	85.7%
Ms. Lam Hoi Yu Nicki 林凱如女士	Independent Non-executive Director 獨立非執行董事	7/7	100%
Mr. Lau Leong Yuen 劉量源先生	Independent Non-executive Director 獨立非執行董事	7/7	100%
Mr. Liu Tin Lap (<i>resigned on 27 May 2020</i>) 廖天立先生(於二零二零年五月二十七日辭任)	Independent Non-executive Director 獨立非執行董事	7/7	100%

3. 董事會(續)

3.2 董事會會議(續)

於本年度，董事會合共召開七次會議。董事出席會議之記錄載列如下：

CORPORATE GOVERNANCE REPORT

企業管治報告

3. BOARD OF DIRECTORS *(Continued)*

3.3 Appointment of Directors

In accordance with the provisions of the Articles of Association, the Directors have been appointed at the general meeting for a term of three years, after which they may be re-elected. The Company has formulated the procedures of such appointment. The Nomination Committee shall be responsible for nominating new Directors and then submitting such nomination to the Board for review and consideration. All newly nominated Directors must be elected and approved at the general meeting.

3.4 Training and continuing development of Directors

Each newly appointed Director is provided with comprehensive induction to ensure that he/she has a proper understanding of the operations and businesses of the Group as well as the director's duties, responsibilities, and obligations under the Listing Rules and relevant regulatory requirements.

During the Year, the Directors were provided with regular updates on the Group's business and operation and the information which covered topics, including but not limited to, the Code, disclosure and compliance of inside information, updates and changes in relation to legislative and regulatory requirements in which the Group conducts its business, and reading materials which are relevant to their duties and responsibilities for their study and reference. During the Year, all Directors have participated in continuous professional development to develop and refresh their knowledge and skills pursuant to the Code Provision A.6.5 of the Code.

3.5 Company Secretary and her training

Ms. Choi Yee Man has been the Company Secretary of the Company since 20 April 2018. The profile of the Company Secretary is stated in the section of "Biographies of Directors and Senior Management" of this annual report. Whilst the Company Secretary reports to the chairman of the Board on the Group's company secretarial and corporate governance matters, all members of the Board have access to the advice and services of the Company Secretary. During the Year, Ms. Choi Yee Man undertook no less than 15 hours of professional training to update her skills and knowledge.

3. 董事會 (續)

3.3 董事委任

根據組織章程細則條文，董事於股東大會上已獲委任，任期三年，其後可能獲重選。本公司已制定有關委任程序。提名委員會負責提名新董事，其後向董事會提呈提名名單以供審閱及考慮。所有新提名董事必須於股東大會上被推選及批准。

3.4 董事的培訓及持續發展

本公司向每名新任董事提供全面迎新資料，以確保其對本集團之營運及業務以及董事職務、職責和於上市規則及相關監管規定下之責任有適當理解。

於本年度，董事獲定期提供有關本集團業務及營運之最新資料，並獲提供涵蓋主題包括但不限於有關守則、披露及遵守內幕消息、與本集團營運業務之立法及監管規定更新及變動，以及有關其職務及職責之閱讀資料以供彼等研究及參考。於本年度，所有董事均已參與持續職業發展，以根據守則的守則條文第A.6.5條發展及更新彼等的知識及技能。

3.5 公司秘書及培訓

自二零一八年四月二十日起，蔡綺雯女士獲委任為本公司之公司秘書。公司秘書簡介載於本年報「董事及高級管理層履歷」部分。公司秘書向董事會主席匯報有關本集團公司秘書及企業管治事務，同時董事會全體成員均可獲取公司秘書之意見及服務。於本年度，蔡綺雯女士已進行不少於15小時的專業培訓以更新其技能及知識。

4. BOARD OF DIRECTORS COMMITTEES

Our Board delegates certain responsibilities to various committees. In accordance with relevant laws, regulations, the Articles of Association and the certain rules and regulations, we have formed three board committees, namely the Audit and Compliance Committee, the Remuneration Committee and the Nomination Committee.

4.1 Audit and Compliance Committee

The Company has established the Audit and Compliance Committee in accordance with Rule 3.21 of the Listing Rules and the Code, and has expressly stated the scope of job duties of such committee in writing. The Audit and Compliance Committee consists of three members, namely Mr. Yiu To Wa (appointed on 27 May 2020), Mr. Lau Leong Yuen and Ms. Lam Hoi Yu Nicki. Mr. Liu Tin Lap ceased to be the chairman of the Audit and Compliance Committee since his resignation as Independent Non-executive Director on 27 May 2020. All members of the Audit and Compliance Committee are Independent Non-executive Directors. Mr. Yiu To Wa is the chairman of the Audit and Compliance Committee.

The principal responsibilities of the Audit and Compliance Committee are to review and supervise the Company's financial reporting process, financial and internal control systems, to supervise the Company's internal audit system, to oversee the audit process and to recommend the engagement or replacement of external auditors. The Audit and Compliance Committee is also responsible for the communications between the internal and the external auditors and performing other duties and responsibilities as assigned by the Board.

4. 董事會委員會

董事會各個委員會獲委派履行若干職責。根據有關法律、規例、組織章程細則及若干規則及規例，我們成立三個董事會委員會，分別為審核及合規委員會、薪酬委員會及提名委員會。

4.1 審核及合規委員會

本公司已根據上市規則第3.21條及守則成立審核及合規委員會，並書面訂明其職權範圍。審核及合規委員會包括三位成員，分別為姚道華先生(二零二零年五月二十七日獲委任)、劉量源先生及林凱如女士。廖天立先生自二零二零年五月二十七日辭任獨立非執行董事起不再擔任審核及合規委員會主席。所有審核及合規委員會成員均為獨立非執行董事。姚道華先生為審核及合規委員會主席。

審核及合規委員會之主要職責為審閱及監督本公司的財務報告流程、財務及內部監控制度，以監督本公司的內部審核制度、監察審核過程及建議聘任或更換外聘核數師。審核及合規委員會亦負責內部及外聘核數師間的溝通，並履行董事會委派的其他職責。

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4. BOARD OF DIRECTORS COMMITTEES (Continued)

4.1 Audit and Compliance Committee (Continued)

During the Year, 2 meetings were held by the Audit and Compliance Committee. The attendance record of each member of the Audit and Compliance Committee is set out below:

Name of committee members	委員會成員姓名	Number of meetings attended/ should attend 已出席/ 應出席會議數目	Attendance rate 出席率
Mr. Liu Tin Lap (Chairman) (resigned on 27 May 2020)	廖天立先生(主席) (於二零二零年 五月二十七日辭任)	2/2	100%
Ms. Lam Hoi Yu Nicki	林凱如女士	2/2	100%
Mr. Lau Leong Yuen	劉量源先生	2/2	100%

During the Year, the Audit and Compliance Committee has reviewed the effectiveness of the internal control policies, the risk management and internal control systems of the Company. During the Year and up to the date of this report, the Audit and Compliance Committee considered that the internal controls and risk management functions of the Company were reasonable, effective and sufficient.

During the Year, the Audit and Compliance Committee has performed its duties strictly in accordance with the relevant regulatory requirements, corporate governance rules and the rules of procedure of the Audit and Compliance Committee of the listing place of the Company.

4. 董事會委員會 (續)

4.1 審核及合規委員會 (續)

於本年度，審核及合規委員會已舉行兩次會議。審核及合規委員會每名成員之出席記錄載列如下：

於本年度，審核及合規委員會已審閱本公司內部監控政策、風險管理及內部監控制度的成效。於本年度及直至本報告日期止，審核及合規委員會認為本公司內部監控及風險管理職能屬合理、有效且足夠。

於本年度，審核及合規委員會已嚴格根據有關監管要求、企業管治規則及本公司上市地審核及合規委員會議事規則履行其職責。

4. BOARD OF DIRECTORS COMMITTEES *(Continued)*

4.2 Remuneration Committee

The Company has established the Remuneration Committee in accordance with Rule 3.25 of the Listing Rules and the Code, and has expressly stated the scope of job duties of such committee in writing. The Remuneration Committee consists of four members, namely Ms. Lam Hoi Yu Nicki, Mr. He Xiaoming, Mr. Lau Leong Yuen and Mr. Yiu To Wa (appointed on 27 May 2020). Mr. Liu Tin Lap ceased to be the member of the Remuneration Committee since his resignation as Independent Non-executive Director on 27 May 2020. Except for Mr. He Xiaoming who is an Executive Director, all other members are Independent Non-executive Directors. Ms. Lam Hoi Yu Nicki is the chairman of the Remuneration Committee.

The principal responsibilities of the Remuneration Committee are to establish and review the policy and structure of the remuneration for the Directors and senior management, to establish the performance evaluation standard, procedures and system, to annually evaluate the performance of the Directors and senior management, to make corresponding recommendations to the Board, and to perform other duties and responsibilities as assigned by the Board.

The emoluments of the Executive Directors are determined based on the skills, knowledge, individual performance as well as contributions, the scope of responsibility and accountability of such Directors, taking into consideration the Company's performance and prevailing market conditions. The remuneration policy of the Independent Non-executive Directors is to ensure that they are adequately compensated for their efforts and time dedicated to the Company's affairs including their participation in respective Board committees. The emoluments of Independent Non-executive Directors are determined with reference to their skills, experience, knowledge, duties and market trends.

4. 董事會委員會 *(續)*

4.2 薪酬委員會

本公司已根據上市規則第3.25條及守則成立薪酬委員會，並書面訂明其職權範圍。薪酬委員會包括四位成員，分別為林凱如女士、何笑明先生、劉量源先生及姚道華先生（於二零二零五月二十七日獲委任）。廖天立先生於二零二零年五月二十七日辭任獨立非執行董事起不再擔任薪酬委員會成員。除何笑明先生為執行董事外，所有其他成員均為獨立非執行董事。林凱如女士為薪酬委員會主席。

薪酬委員會的主要職責為成立及審閱董事及高級管理層的薪酬政策及結構，成立表現評估標準、程序及制度，每年評估董事及高級管理層的表現，向董事會提供有關推薦建議，以及履行董事會委派的其他職責。

執行董事之薪酬乃按照董事之技能、知識、個人表現及貢獻以及其於本公司之職責及問責範圍，經考慮本公司之表現及現行市場環境後而釐定。獨立非執行董事之薪酬政策乃為確保獨立非執行董事就本公司事務（包括參與各個董事委員會）所貢獻之努力及時間而獲得足夠報酬。獨立非執行董事之薪酬乃按其技術、經驗、知識、責任及市場趨勢而釐定。

CORPORATE GOVERNANCE REPORT

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4. BOARD OF DIRECTORS COMMITTEES (Continued)

4.2 Remuneration Committee (Continued)

During the Year, 1 meeting was held by the Remuneration Committee. The attendance record of each member of the Remuneration Committee is set out below:

Name of committee members	委員會成員姓名	Number of meetings attended/ should attend 已出席/ 應出席會議數目	Attendance rate 出席率
Ms. Lam Hoi Yu Nicki (Chairman)	林凱如女士(主席)	1/1	100%
Mr. He Xiaoming	何笑明先生	1/1	100%
Mr. Lau Leong Yuen	劉量源先生	1/1	100%
Mr. Liu Tin Lap (resigned on 27 May 2020)	廖天立先生 (於二零二零年 五月二十七日辭任)	1/1	100%

During the Year, the Remuneration Committee has performed its duties strictly in accordance with the relevant regulatory requirements, corporate governance rules and the rules of procedure of the Remuneration Committee of the listing place of the Company.

4. 董事會委員會 (續)

4.2 薪酬委員會 (續)

於本年度，薪酬委員會已舉行一次會議。薪酬委員會每名成員之出席記錄載列如下：

於本年度，薪酬委員會已嚴格根據有關監管要求、企業管治規則及本公司上市地薪酬委員會議事規則履行其職責。

CORPORATE GOVERNANCE REPORT

企業管治報告

4. BOARD OF DIRECTORS COMMITTEES (Continued)

4.3 Nomination Committee

The Company has established the Nomination Committee in accordance with the Code, and has expressly stated the scope of job duties of such committee in writing. The Nomination Committee consists of four members, namely Mr. Lau Leong Yuen, Mr. He Xiaoming, Ms. Lam Hoi Yu Nicki and Mr. Yiu To Wa (appointed on 27 May 2020). Mr. Liu Tin Lap ceased to be the member of the Nomination Committee since his resignation as the Independent Non-executive Director on 27 May 2020. Except for Mr. He Xiaoming who is an Executive Director, all other members are Independent Non-executive Directors. Mr. Lau Leong Yuen is the chairman of the Nomination Committee.

The principal responsibilities of the Nomination Committee are to make recommendations to the Board on the scale, structure and composition of the Board and on the nomination of Directors, to review the director and senior management candidates, to review the independence of the Independent Non-executive Directors, and to perform other duties and responsibilities as assigned by the Board.

During the Year, 2 meetings were held by the Nomination Committee. The attendance record of each member of the Nomination Committee is set out below:

Name of committee members	委員會成員姓名	Number of meetings attended/ should attend 已出席/ 應出席會議數目	Attendance rate 出席率
Mr. Lau Leong Yuen (Chairman)	劉量源先生(主席)	2/2	100%
Mr. He Xiaoming	何笑明先生	2/2	100%
Ms. Lam Hoi Yu Nicki	林凱如女士	2/2	100%
Mr. Liu Tin Lap (resigned on 27 May 2020)	廖天立先生 (於二零二零年 五月二十七日辭任)	2/2	100%

During the Year, the Nomination Committee has performed its duties strictly in accordance with the relevant regulatory requirements, corporate governance rules and the rules of procedure of the Nomination Committee of the listing place of the Company.

4. 董事會委員會(續)

4.3 提名委員會

本公司已根據守則成立提名委員會，並書面訂明其職權範圍。提名委員會包括四名成員，分別為劉量源先生、何笑明先生、林凱如女士及姚道華先生(於二零二零五月二十七日獲委任)。廖天立先生自二零二零年五月二十七日辭任獨立非執行董事起不再為提名委員會成員。除何笑明先生為執行董事外，所有其他成員均為獨立非執行董事。劉量源先生為提名委員會主席。

提名委員會的主要職責為向董事會建議董事會的規模、結構及成員組合以及提名董事，審閱董事及高級管理層候選人，審閱獨立非執行董事的獨立性及履行董事會委派的其他職責。

於本年度，提名委員會已舉行兩次會議。提名委員會每名成員之出席記錄載列如下：

於本年度，提名委員會已嚴格根據有關監管要求、企業管治規則及本公司上市地提名委員會議事規則履行其職責。

5. BOARD DIVERSIFICATION POLICY

The Company adopted a board diversity policy (the “**Board Diversity Policy**”) since the Listing Date. 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. 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. 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.

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.

The Nomination Committee will monitor the Board Diversity Policy and review its Board Diversity Policy, as appropriate, to ensure its effectiveness. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

During the Year, the Nomination Committee reviewed the composition of the Board and concluded that the Company had met the diversification requirements with regard to age, cultural and educational background, professional experience, skills and knowledge. When making the appointment and re-appointment of Directors in the future, the Nomination Committee will nominate new Directors pursuant to the requirements of the Board Diversity Policy to achieve the objective of diversity in Board members.

6. NOMINATION POLICY

According to the nomination policy adopted by the Company (the “**Nomination Policy**”), the Nomination Committee shall nominate suitable candidates to the Board for it to consider and make recommendations to the Shareholders for election as Directors at general meetings or appointment as Directors to fill casual vacancies with reference to various factors to assess the suitability of a proposed candidate. The Nomination Committee shall ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.

5. 董事會多元化政策

自上市日期起，本公司已採納董事會成員多元化政策（「**董事會成員多元化政策**」）。為實現可持續平衡發展，本公司認為董事會更多元化是支持其達致策略目標及其可持續發展的重要元素。於設計董事會的成員組合時，董事會多元化事宜經由多方面考慮，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、知識及服務時間長短。所有董事均按彼等個人才能獲委任，我們亦以客觀條件考慮候選人，並適當考慮董事會多元化的好處。

挑選候選人時將基於一系列的多元化觀點，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、知識及服務時間長短。最終決定以經挑選候選人將為董事會帶來的優勢及貢獻為基準。

提名委員會將監察董事會成員多元化政策，並審閱董事會成員多元化政策（如適用），以確保其效能。提名委員會將討論任何可能需要的修改情況，並向董事會建議任何有關修改情況以供考慮及批准。

於本年度，提名委員會已檢討董事會的成員組合，結論為本公司符合有關年齡、文化及教育背景、專業經驗、技能及知識的多元化要求。未來委任及重新委任董事時，提名委員會將根據董事會成員多元化政策規定提名新董事，以達致董事會成員多元化的目的。

6. 提名政策

根據本公司採納之提名政策（「**提名政策**」），提名委員會經參考多項因素評估候選人是否合適後，須向董事會提名合適人選，以供其考慮並於股東大會向股東建議選任董事或委任董事以填補臨時空缺。提名委員會須確保董事會在技能、經驗及適合本公司業務要求之多元化方面保持平衡。

7. RISK MANAGEMENT AND INTERNAL CONTROLS

The Board and the senior management are accountable for the overall responsibility in respect of monitoring the implementation of internal control and risk management procedures and other measures in the Group. The Company's risk management and internal control system aims at managing but not eliminating the risk of not being able to achieve the business objectives. Moreover, only reasonable but not absolute warranties can be given for statements which are not materially untrue or will not result in material losses.

The Board has conducted an annual review of the effectiveness of the Company's risk management and internal control systems. The Board believed that the Company's risk management and internal control system is effective and sufficient, and is satisfied that the Group has fully complied with the Code in respect of internal controls during the Year.

We have appointed external professional advisors (including the auditor, legal or other advisors) for provision of professional advice in respect of how we observe applicable laws and regulations.

The Board has reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs.

During the Year, the Group appointed BT Corporate Governance Limited (originally known as Baker Tilly Hong Kong Risk Assurance Limited and subsequently known as Corporate Governance Professionals Limited) ("**BTCGL**") to:

- assist in identifying and assessing the risks of the Group through a series of workshops and interviews; and
- independently perform internal control review and assess effectiveness of the Group's risk management and internal control systems.

The results of the independent review and assessment were reported to the Audit and Compliance Committee and the Board. Moreover, improvements in internal control and risk management measures as recommended by BTCGL to enhance the risk management and internal control systems, and risk mitigating measures of the Group were adopted by the Board. Based on the findings and recommendations of BTCGL, as well as the comments from the Audit and Compliance Committee, the Board considered the internal control and risk management systems effective and adequate.

7. 風險管理及內部監控

董事會與高級管理層就監督及落實本集團的內部監控與風險管理程序以及其他措施承擔整體責任。本公司的風險管理及內部監控制度旨在管理而非消除未能達成業務目標的風險。此外，只能就不會有重大的失實陳述或將不會導致重大損失的陳述作出合理而非絕對的保證。

董事會已就本公司的風險管理及內部監控制度的成效進行年度審閱。董事會認為本公司的風險管理及內部監控制度有效且足夠，並信納本集團已於本年度全面遵守有關內部監控之守則。

我們已委任外部專業顧問(包括核數師、法律或其他顧問)，就我們如何遵守適用法律及法規提供專業意見。

董事會已檢討內部審計職能之需要，且認為基於本集團業務之規模、性質及複雜程度，為符合其需要，委任外部獨立專業人士執行內部審計職能對本集團而言更具成本效益。

於本年度，本集團委任哲慧企管專才有限公司(原稱天職香港內控及風險管理有限公司及其後稱企業管治專才有限公司)(「**企管專才**」)，以：

- 透過一系列工作坊及面談，協助識別及評估本集團之風險；及
- 獨立進行內部審計之審閱及評估本集團之風險管理及內部監控制度的成效。

獨立審閱及評估之結果已報告予審核及合規委員會及董事會。此外，董事會已採納企管專才對內部監控及風險管理措施之改善建議，以加強風險管理及內部監控制度，並已採納減輕本集團風險之措施。基於企管專才之發現及建議和審核及合規委員會之意見，董事會認為內部監控及風險管理制度有效且足夠。

7. RISK MANAGEMENT AND INTERNAL CONTROLS 7. 風險管理及內部監控 (續)

*(Continued)***Enterprise Risk Management Framework**

The Group has established its enterprise risk management framework. While the Board has the overall responsibility to ensure that sound and effective internal controls are maintained, management is responsible for designing and implementing internal control systems to manage all kinds of risks faced by the Group.

Through the risk identification and assessment processes, risks are identified, assessed, prioritised and allocated treatments. The Group's risk management framework follows the COSO Enterprise Risk Management – Integrated Framework, which allows the Board and management to manage the risks of the Group effectively. The Board receives regular reports through the Audit and Compliance Committee that oversees risk management and internal audit functions.

Principal Risks and Uncertainties

The following principal risks of the Group were identified and classified into compliance risks, financial risks, operational risks and strategic risks during the Year.

Risk Areas

風險領域

Principal Risks

主要風險

Compliance Risks
合規風險No significant risk identified
並無識別重大風險Financial Risks
財務風險No significant risk identified
並無識別重大風險Operational Risks
營運風險Concentration risk in relation to sales and purchases
與買賣有關的集中風險Strategic Risks
策略風險Reduction of market demand
市場需求縮減**Compliance Risk**

This is the risk of exposure to legal penalties and/or financial loss due to the fact that the Group fails to comply with the relevant laws and regulations as well as internal policies. This also includes reputation risk.

企業風險管理框架

本集團已建立其企業風險管理框架。董事會就確保維持良好及有效的內部監控承擔整體責任，而管理層則負責設計及實行內部監控制度，以管理本集團面對之各種風險。

透過風險識別及評估程序，風險獲識別、評估、確定優先次序及進行分配處理。本集團之風險管理框架遵循COSO企業風險管理 – 綜合框架，讓董事會及管理層有效管理本集團之風險。董事會定期透過審核及合規委員會接獲報告，而審核及合規委員會負責監督風險管理及內部審計職能。

主要風險及不明朗因素

於本年度，本集團已識別以下主要風險，並將該等風險分類為合規風險、財務風險、營運風險及策略風險。

合規風險

這是面對法律處罰及/或財務虧損的風險，該風險乃因本集團未能遵守相關法律及法規以及內部政策而面對的風險，其亦包括聲譽風險。

7. RISK MANAGEMENT AND INTERNAL CONTROLS

(Continued)

Financial Risk

The financial risk, which covers credit risk, liquidity risk, exchange rate risk and interest rate risk, etc, is associated with the financial impacts of the transactions.

Operational Risk

The operational risk results from inadequate or failed internal processes, people and system. This includes fraud risk, vendor outage and/or processing errors, etc.

Strategic Risk

The current and prospective adverse impact on earnings and/or capital arises from adverse business development decisions, improper strategic decision-making process, and/or lack of responsiveness to industry changes, etc.

Risk Control Mechanism

The Group adopts a “three lines of defence model” corporate governance structure with operational management and controls performed by operations management, coupled with risk management monitoring carried out by the finance team and independent internal audit function outsourced to and conducted by BTCGL. The Group has adopted risk management policy and procedures (the “**Risk Management Policy**”) and maintains a risk register to keep track of all identified major risks of the Group. The risk register provides the Board, the Audit and Compliance Committee, and management with a profile of its major risks and records management’s action taken to mitigate the relevant risks. Each risk is evaluated at least annually based on its likelihood of occurrence and potential impact upon the Group. The risk register is updated by management as the risk owners with addition of new risks and/or removal of existing risks, if applicable, at least annually, after the annual risk evaluation has been performed. This review process can ensure that the Group proactively manages the risks faced by it in the sense that all risk owners have access to the risk register and are aware of and alert to those risks in their area of responsibility so that they can take follow-up action in an efficient and timely manner.

The Group’s risk management activities are performed by management on an ongoing basis. The effectiveness of the Group’s risk management framework is evaluated at least annually, and periodic management meeting is held to update the progress of risk monitoring efforts. Management is committed to ensure that risk management forms part of the daily business operation processes in order to align risk management with corporate goals in an effective manner.

7. 風險管理及內部監控 (續)

財務風險

財務風險，其涵蓋信貸風險、流動性風險、匯兌風險及利率風險等，與交易的財務影響有關。

營運風險

營運風險由內部程序、人員及制度不足或缺失導致，包括欺詐風險、供應商營運中斷及／或處理錯誤等。

策略性風險

因不利的業務發展決策、不適當的策略決定程序及／或對行業變動反應遲緩等而對盈利及／或資金構成的現有及潛在不利影響。

風險監控機制

本集團採納「三道防線模式」企業管治架構，由營運管理層進行營運管理及監控，並由財務團隊進行風險管理監控，而獨立內部審計職能則外判予企管專才並由其負責進行。本集團採納風險管理政策及程序（「**風險管理政策**」），並存置風險登記冊以記錄本集團所有已識別主要風險。風險登記冊為董事會、審核及合規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。每種風險乃根據其發生的可能性及對本集團的潛在影響至少每年進行評估。風險登記冊由管理層作為風險擁有人於進行年度風險評估後通過加入新風險及／或移除現有風險（如適用）至少每年更新一次。此檢討程序可確保本集團積極管理其所面臨的風險，以致所有風險擁有人可查閱風險登記冊並知悉及察覺於彼等負責的範圍內的該等風險，以使彼等可有效及適時採取跟進行動。

本集團之風險管理活動由管理層按持續基準進行。本集團風險管理框架的成效會至少每年予以評估，且我們會定期舉行管理層會議以更新風險監控工作進度。管理層致力確保風險管理構成日常業務營運程序的一部分，以有效地使風險管理符合企業目標。

7. RISK MANAGEMENT AND INTERNAL CONTROLS

(Continued)

Risk Control Mechanism (Continued)

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

Handling and Dissemination of Inside Information

The Company places a great emphasis on inside information management. For purposes of strengthening the confidentiality of inside information, maintaining the fairness of information disclosure and protecting the legal interests and rights of the vast number of investors, the Company's information disclosure system and mechanism is established in accordance with the Listing Rules and domestic or foreign laws, regulations and other regulatory requirements. Since the Listing Date, the Company has strictly developed information disclosure pursuant to the regulatory requirements and expressly stipulated that the Board shall manage in uniform manner and be responsible for the Company's information disclosure. Moreover, detailed provisions in respect of the managerial responsibility of the Directors, senior management and officers in charge of branches or subsidiaries shall be made.

8. THE DIRECTORS' LIABILITY TO THE FINANCIAL STATEMENTS

The Company has not encountered with any significant and uncertain events and circumstances that might produce significant doubts on the Company's capability of its continuous operation of business. The Board has confirmed that it is responsible for the preparation of the Group's consolidated financial statements as at 31 March 2020.

9. REMUNERATION OF AUDITOR

For the Year, the Company has appointed Deloitte Touche Tohmatsu, Certified Public Accountants, an international accounting firm, to provide the Company with auditing service and the remuneration amounted to approximately HK\$1.9 million. The responsibilities of Deloitte Touche Tohmatsu as to the consolidated financial statements are set out on pages 56 to 58 of this annual report.

Non-audit services provided to the Group during the Year of approximately HK\$0.4 million for review of interim results and approximately HK\$0.1 million for other non-audit services.

7. 風險管理及內部監控 (續)

風險監控機制 (續)

本公司會繼續每年委聘外部獨立專業人士對本集團內部監控及風險管理制度進行審閱，並於適當時進一步加強本集團的內部監控及風險管理制度。

處理及發佈內幕消息

本公司高度重視內幕消息管理工作。為加強內幕消息保密工作，維持資料公平披露，保護廣大投資者的合法利益及權利，本公司根據上市規則以及境內外法律、法規及其他監管要求建立資料披露制度及機制。自上市日期起，本公司已根據監管要求嚴格展開資料披露工作，且明確規定本公司的資料披露工作須由董事會統一管理並負責。此外，我們會詳細規定對董事、高級管理層及分支機構或附屬公司負責人的管理責任。

8. 董事對財務報表承擔的責任

本公司並無面臨可能對本公司持續經營業務能力產生重大疑慮的重大不確定事件及情況。董事會確認其承擔編製本集團於二零二零年三月三十一日的綜合財務報表的責任。

9. 核數師酬金

於本年度，本公司委任國際會計師行德勤•關黃陳方會計師行為本公司提供審計服務，酬金約為1.9百萬港元。德勤•關黃陳方會計師行的職責載於本年報第56至58頁的綜合財務報表。

於本年度，為本集團提供的非審計服務當中約0.4百萬港元與審閱中期業績有關以及約0.1百萬港元與其他非審計服務有關。

10. SHAREHOLDERS' RIGHTS

10.1 Shareholders have the right to initiate and convene the general meeting

In accordance with the provisions of the Articles of Association of the Company, the Shareholders shall be entitled to the following right: Any one or more Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

There is no provision in the Articles of Association setting out procedures for the Shareholders to put forward a resolution at general meetings. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

As regards proposing a person for election as a Director by the Shareholders, please refer to the procedures available on the website of the Company.

10.2 Procedures for putting forward proposals at general meetings

Shareholders are welcome to suggest proposals relating to the operations, strategy and/or management of the Group at a general meeting. Proposals shall be sent to the Board or the company secretary of the Company by written requisition to the company secretary at the Company's principal place of business in Hong Kong at Unit B, 13/F., Eton Building, 288 Des Voeux Road Central, Hong Kong.

10. 股東權利

10.1 股東有權提請並召開股東大會

根據本公司組織章程細則的條文，股東應享有以下權利：任何一名或多名股東於提交要求當日持有本公司繳足股本（附有於本公司股東大會上表決的權利）不少於十分之一，於任何時間均有權向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，處理有關要求中指明的任何事項。該大會須於有關要求提交後兩(2)個月內舉行。倘董事會未能於提交要求後二十一(21)日內召開有關大會，而提出要求的人士可按相同方式自行召開大會，而提出要求的人士因董事會未能召開大會而產生的一切合理開支將由本公司向彼等償付。

組織章程細則並無載有就股東於股東大會上提呈決議案程序涉及的條文。有意動議決議案的股東可依循上一段所載程序要求本公司召開股東大會。

關於股東提名人選參選董事事宜，請參閱本公司網頁登載的程序。

10.2 於股東大會上提呈建議的程序

我們歡迎股東於股東大會上提出有關本集團業務、策略及／或管理方面的建議。有關建議須以書面要求方式向董事會或公司秘書提出，並以本公司之公司秘書為收件人郵寄至本公司香港主要營業地點，地址為香港德輔道中288號易通商業大廈13樓B室。

CORPORATE GOVERNANCE REPORT

企業管治報告

10. SHAREHOLDERS' RIGHTS *(Continued)*

10.3 Shareholders are entitled to the inquiry right

Shareholders are entitled to make enquiries of which the Board should pay attention, directly to the Company at its principal place of business in Hong Kong at Unit B, 13/F., Eton Building, 288 Des Voeux Road Central, Hong Kong. The Company will deal with all enquiries in a timely and appropriate manner.

11. COMMUNICATIONS WITH SHAREHOLDERS

The Company believes that effective communications with the Shareholders is essential to enhancement of the relationship with investors and enhancement of investors' understanding of the Company's business and strategies. The Company highly values Shareholders' opinions and suggestions, and actively organises and conducts various activities related to the relationship with investors in order to keep the communications with Shareholders, and to timely satisfy the reasonable demands of all Shareholders.

To enhance effective communication, the Company maintains its website at www.yukwing.com where latest information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

12. GENERAL MEETINGS WITH SHAREHOLDERS

The Company's annual general meeting provides a useful platform for direct communication between the Board and Shareholders. Separate resolutions are proposed on each substantially separate issue at the general meetings.

10. 股東權利 *(續)*

10.3 股東享有查詢權利

股東可將董事會須關注的查詢直接致函至本公司香港主要營業地點，地址為香港德輔道中288號易通商業大廈13樓B室。本公司將會及時以適當方式處理所有查詢。

11. 與股東溝通

本公司認為，有效與股東溝通對提升投資者關係及投資者瞭解本公司的業務及策略非常重要。本公司重視股東的意見及建議，積極組織及舉辦各類投資者關係活動與股東保持溝通，及時滿足各股東的合理需求。

為提升有效溝通，本公司設有網站 www.yukwing.com，當中載列有關本公司的業務營運及發展、財務資料、企業管治常規及其他資料的最新資料，可供公眾人士閱覽。

12. 股東大會

本公司之股東週年大會為董事會與股東之間的直接溝通提供了有用的平台。於股東大會上會就各項大致上獨立之事項提呈獨立決議案。

CORPORATE GOVERNANCE REPORT

企業管治報告

12. GENERAL MEETINGS WITH SHAREHOLDERS

(Continued)

During the year ended 31 March 2020, the Company held 1 general meeting, which was the annual general meeting held on 21 August 2019. The attendance record of the general meeting by the Directors was as follows:

12. 股東大會 (續)

截至二零二零年三月三十一日止年度，本公司舉行了一次股東大會，即二零一九年八月二十一日舉行的股東週年大會。董事於股東大會上的出席記錄如下：

Name	Position	Number of general meetings attended/ should attend 已出席／應出席的股東大會的次數	Attendance 出席率
姓名	職位		
Mr. He Xiaoming	Executive Director, Chairman of the Board and Chief Executive Officer	1/1	100%
何笑明先生	執行董事、董事會主席兼行政總裁		
Mr. Huang Shixin <i>(appointed on 1 April 2019)</i>	Executive Director	1/1	100%
黃世鑫先生(於二零一九年四月一日獲委任)	執行董事		
Mr. Wong Ka Shing	Executive Director	1/1	100%
黃嘉盛先生	執行董事		
Ms. Lam Hoi Yu Nicki	Independent Non-executive Director	1/1	100%
林凱如女士	獨立非執行董事		
Mr. Lau Leong Yuen	Independent Non-executive Director	1/1	100%
劉量源先生	獨立非執行董事		
Mr. Liu Tin Lap <i>(resigned on 27 May 2020)</i>	Independent Non-executive Director	1/1	100%
廖天立先生(於二零二零年五月二十七日辭任)	獨立非執行董事		

CORPORATE GOVERNANCE REPORT

企業管治報告

13. RELATIONSHIP WITH INVESTORS

The Company believes that good relationship with investors may help build more stable and consolidated shareholder base. As a result, since the Listing Date, the Company has been and will be dedicated to maintaining a higher degree of transparency, observing the Listing Rules and timely providing investors with comprehensive and accurate information, and sustainably performing the obligation of disclosing the information of a listed company. The Company will strengthen its communications with investors and let investors understand corporate strategies and business operation by organising road shows, participating in investors summit, voluntary information disclosure and others.

The Company will continue to maintain open-up and effective investors communication policies for purposes of timely providing investors with the latest information on the Company's business when the Company is in compliance with the relevant regulatory provisions.

14. ARTICLES OF ASSOCIATION

The Company has amended the Articles of Association in accordance with the requirements of the Listing Rules. The amended Articles of Association have been effective since the Listing Date. The Articles of Association have been published on the website of the Stock Exchange and the website of the Company. There have been no amendment made thereto the Articles of Association since the Listing Date and up to the date of this report.

13. 與投資者關係

本公司認為，良好投資者關係有助於建立更穩固的股東基礎，因此，自上市日期起，本公司一直並將致力維持較高透明度，遵守上市規則並將及時向投資者提供全面、準確的資料，持續履行上市公司資料披露的責任。本公司將透過舉辦路演、參加投資者峰會、自願披露資料等方式加強與投資者之間的溝通，讓投資者瞭解我們的企業策略及業務營運狀況。

本公司將繼續維持開放、有效的投資者溝通政策，在本公司符合相關監管規定的情況下，及時向投資者提供有關本公司業務的最新資料。

14. 組織章程細則

本公司已根據上市規則規定修訂組織章程細則。經修訂的組織章程細則自上市日期起生效。組織章程細則已於聯交所網站及本公司網站上刊載。自上市日期直至本報告日期，概無修訂組織章程細則。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

1. EXECUTIVE DIRECTORS

Mr. He Xiaoming (“Mr. He”), aged 46, has been our chairman, Executive Director and chief executive officer since 13 April 2018. He is a member of our Remuneration Committee and our Nomination Committee.

Mr. He is an entrepreneur in various industries, including real estate, manufacturing and distribution, etc. He also possesses extensive business management, corporate planning and property investment experience. Mr. He was the vice chairman and an executive director of Teamway International Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1239), from 5 March 2015 to 2 April 2019.

Mr. Huang Shixin (“Mr. Huang”), aged 45, was appointed as our Executive Director on 1 April 2019. Mr. Huang holds a Bachelor of Economics degree in Finance from Renmin University of China, and a Master of Science in Management from the Stevens Institute of Technology. He has extensive experience in business management, accounting, auditing and financial management. Mr. Huang is currently the president of Beijing Farlandciti Investment Co., LTD * (北京楓藍信達投資有限公司), which is principally engaged in development and management of real estates and hotels.

Mr. Wong Ka Shing (“Mr. Wong”), aged 41, has been our Executive Director since 9 January 2019. He also holds directorship in a subsidiary of the Company. Mr. Wong holds a Bachelor of Arts (Hon) degree in Accounting and Finance from The Leeds Metropolitan University. Mr. Wong is a member of The Association of Chartered Certified Accountants and a member of The Hong Kong Institute of Certified Public Accountants. He has extensive experience in accounting, auditing and financial management. Mr. Wong is the company secretary and chief financial officer of China Financial Leasing Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2312) and an independent non-executive director of Jete Power Holdings Limited, a company listed on the GEM of the Stock Exchange, since April 2015 (stock code: 8133).

* English translation of the Chinese name of the PRC entity is for identification purpose only.

1. 執行董事

何笑明先生(「何先生」)，46歲，自二零一八年四月十三日起一直為我們的主席、執行董事及行政總裁。彼為薪酬委員會及提名委員會的成員。

何先生為多個行業的企業家，包括房地產、製造及分銷。何先生亦擁有豐富的業務管理、企業策劃及物業投資經驗。何先生於二零一五年三月五日至二零一九年四月二日曾為Teamway International Group Holdings Limited (一間聯交所主板上市公司，股份代號：1239)之副主席兼執行董事。

黃世鑫先生(「黃先生」)，45歲，於二零一九年四月一日獲委任為執行董事。黃先生持有中國人民大學金融經濟學學士學位及Stevens Institute of Technology管理學碩士學位。彼於商業管理、會計、審計及財務管理方面擁有豐富經驗。黃先生現時為北京楓藍信達投資有限公司的董事長。該公司主要從事開發及管理房地產及酒店。

黃嘉盛先生(「黃先生」)，41歲，自二零一九年一月九日起一直為執行董事。彼亦擔任本公司一間附屬公司之董事職位。黃先生持有The Leeds Metropolitan University會計及財務學榮譽文學學士學位。黃先生為英國特許公認會計師公會會員及香港會計師公會會員。黃先生於會計、審計及財務管理方面擁有豐富經驗。黃先生為中國金融租賃集團有限公司(一間聯交所主板上市公司，股份代號：2312)的公司秘書和首席財務官及自二零一五年四月起為鑄能控股有限公司(一間聯交所GEM上市公司，股份代號：8133)的獨立非執行董事。

* 中國實體中文名稱的英文譯本僅供識別。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

2. INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Lam Hoi Yu Nicki (“Ms. Lam”), aged 33, has been our Independent Non-executive Director since 20 April 2018. She is the chairman of our Remuneration Committee and a member of our Audit and Compliance Committee and the Nomination Committee.

Ms. Lam obtained a bachelor’s degree of science in Actuarial Science from London School of Economics and Political Science, University of London. She has experiences in business management, financial and corporate secretarial services. Ms. Lam was an executive director of Cornerstone Financial Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8112), from 28 June 2016 to 12 January 2018.

Mr. Lau Leong Yuen (“Mr. Lau”), aged 35, has been our Independent Non-executive Director since 20 April 2018. He is the chairman of our Nomination Committee and a member of our Audit and Compliance Committee and the Remuneration Committee.

Mr. Lau obtained a bachelor’s degree of engineering in electronic and communication from The City University of Hong Kong in 2008 and a master degree of science in E-Commerce from the Hong Kong Polytechnic University in 2011. He is currently a senior information technology analyst in a leading air cargo terminal operator in Hong Kong. Mr. Lau has over 10 years of experience in software engineering and information technology system development. Mr. Lau currently serves as an independent non-executive director of China Environmental Energy Investment Limited, a company listed on the Main Board of the Stock Exchange (stock code: 986).

Mr. Yiu To Wa (“Mr. Yiu”), aged 37, was appointed as our Independent Non-executive Director on 27 May 2020. He is the chairman of the Audit and Compliance Committee, and a member of the Remuneration Committee and the Nomination Committee.

Mr. Yiu obtained his bachelor’s degree of business administration in professional accountancy program from The Chinese University of Hong Kong in 2005 and has been a certified public accountant of Hong Kong Institute of Certified Public Accountants since 2008. He has over 10 years of experience in financial accounting and auditing of listed companies in Hong Kong. Mr. Yiu is currently an independent non-executive director of China Environmental Energy Investment Limited, a company listed on the Main Board of the Stock Exchange (stock code: 986).

2. 獨立非執行董事

林凱如女士(「林女士」)，33歲，自二零一八年四月二十日起一直為獨立非執行董事。彼為薪酬委員會主席，亦是審核及合規委員會和提名委員會成員。

林女士獲倫敦大學倫敦政治經濟學院之精算學理學士學位。彼於工商管理、財務及企業秘書服務方面擁有經驗。於二零一六年六月二十八日至二零一八年一月十二日，林女士為基石金融控股有限公司的執行董事，該公司在聯交所GEM上市(股份代號：8112)。

劉量源先生(「劉先生」)，35歲，自二零一八年四月二十日起一直為獨立非執行董事。彼為提名委員會主席，亦是審核及合規委員會和薪酬委員會成員。

劉先生於二零零八年獲得香港城市大學之電子與通信工程學士學位及於二零一一年獲得香港理工大學之電子商務理學碩士學位。彼現為一家香港領先空運貨站營辦商之高級資訊科技分析員。劉先生於軟件工程及資訊科技系統開發方面擁有逾10年經驗。劉先生現時擔任中國環保能源投資有限公司(一間於聯交所主板上市之公司，股份代號：986)之獨立非執行董事。

姚道華先生(「姚先生」)，37歲，於二零二零年五月二十七日獲委任為本公司的獨立非執行董事。彼為審核委員會及合規委員會主席以及薪酬委員會及提名委員會成員。

姚先生於二零零五年獲得香港中文大學之專業會計課程工商管理學學士學位及自二零零八年起為香港會計師公會之執業會計師。彼於香港上市公司之財務會計及審計方面擁有逾十年經驗。姚先生目前為中國環保能源投資有限公司的獨立非執行董事，該公司於聯交所主板上市(股份代號：986)。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

3. SENIOR MANAGEMENT

Mr. Chan Leung Choi, aged 54, joined our Group in 1997 and is responsible for overseeing the daily operational management and the financial and business performance of our Group, as well as for the overall strategy planning and management of the Company's business. Mr. Chan Leung Choi has over 30 years of experience in the engineering and DTH rockdrilling tool industry, and is involved in the operational matters, our manufacturing processes, contributing to engineering and technical matters as well as being a key person of our sales and marketing efforts locally and overseas. Mr. Chan Leung Choi holds directorships in certain subsidiaries of the Group, and is the general manager of Norry Tech Engineering Equipment Limited, a subsidiary of our Group. Mr. Chan Leung Choi was our chairman and Executive Director from 17 March 2016, and chief executive officer from 18 July 2016, and resigned from those positions on 13 April 2018.

Prior to joining our Group, Mr. Chan Leung Choi joined The Hongkong Electric Co., Ltd. in 1989 as graduate trainee in the training department and worked as an assistant environmental engineer in the environment section of power plant services department. From 1992 to 1993, Mr. Chan Leung Choi was an employee of a trading company engaged in sales of building materials. He then co-founded a construction equipment trading company based in Hong Kong, and was a shareholder and director of this company from 1994 to 1997.

Mr. Chan Leung Choi graduated from The Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in Hong Kong with a bachelor's degree of engineering in mechanical engineering, and obtained his master's degree in business administration from The University of Warwick in the United Kingdom. He was an associate member of the Institution of Mechanical Engineers in the United Kingdom and a member of the Institute of Acoustics in the United Kingdom.

Mr. Chan Leung Choi is the husband of Ms. Liang Ning, the brother of Mr. Chan Kin Choi, Mr. Chan Tat Choi and Ms. Chan Yuen Ming, our senior management.

3. 高級管理層

陳樑材先生，54歲，於一九九七年加盟本集團，負責監管本集團的日常營運管理及財務和業務表現，亦負責本公司業務的整體策略規劃及管理。陳樑材先生有逾30年工程及潛孔鑿岩工具行業經驗，並負責本集團的營運事務、製造工序、工程及技術事務，並於本地及海外銷售與市場推廣方面擔當關鍵角色。陳樑材先生於本集團的若干附屬公司擔任董事，亦為本集團附屬公司佛山市順德區萊利達工程設備有限公司的總經理。陳樑材先生於二零一六年三月十七日起擔任我們的主席及執行董事及自二零一六年七月十八日獲擔任行政總裁，並於二零一八年四月十三日辭任該等職務。

加盟本集團前，陳樑材先生於一九八九年曾在香港電燈有限公司的見習部門擔任見習生，在發電廠服務部的環境分部擔任助理環境工程師。陳樑材先生於一九九二年至一九九三年任職於從事建築材料銷售的貿易公司，在香港共同成立一間建築設備貿易公司，自一九九四年至一九九七年為該公司的股東及董事。

陳樑材先生畢業於香港理工學院（現稱香港理工大學），獲得機械工程學工學士學位，並獲得英國華威大學的工商管理碩士學位。彼為英國機械工程師學會會員，並成為英國聲學學會會員。

陳樑材先生為梁寧女士的丈夫以及陳健材先生、陳達材先生及高級管理人員陳宛明女士的胞兄。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

3. SENIOR MANAGEMENT (Continued)

Mr. Chan Kin Choi, aged 47, joined our Group in 1997 and is the product director of Top Mark, and the vice general manager and a supervisor of Norry Tech Engineering Equipment Limited, a subsidiary of the Group. Mr. Chan Kin Choi has over 20 years of experience in the DTH rockdrilling tool industry. He is responsible for the overall management of business operations, and is also in charge of our engineering and technical processes. He also participates actively in our sales and marketing efforts. Mr. Chan Kin Choi holds directorships in certain subsidiaries of the Group. He was our Executive Director from 17 March 2016 to 13 April 2018.

Prior to joining our Group, Mr. Chan Kin Choi worked for a construction equipment trading company based in Hong Kong. Mr. Chan Kin Choi was awarded a higher diploma in electronic engineering by The Hong Kong Polytechnic University in Hong Kong.

Mr. Chan Kin Choi is the brother of Mr. Chan Leung Choi and Mr. Chan Tat Choi, the brother of Ms. Chan Yuen Ming, and the brother-in-law of Ms. Liang Ning, our senior management.

Mr. Chan Tat Choi, aged 44, joined our Group in 1999 in the sales and marketing department, and is currently responsible for the management of our sales and marketing operations both locally and overseas. He has nearly 20 years of experience in the engineering and DTH rockdrilling tool industry. He was our Executive Director from 17 March 2016 to 8 November 2018.

Mr. Chan Tat Choi graduated from The Hong Kong Polytechnic University in Hong Kong with a bachelor's degree of science in applied mathematics.

Mr. Chan Tat Choi is the brother of Mr. Chan Leung Choi, Mr. Chan Kin Choi and Ms. Chan Yuen Ming, and the brother-in-law of Ms. Liang Ning, our senior management.

Ms. Liang Ning, aged 40, joined our Group in 2007 as a director of Norry Tech Engineering Equipment Limited, a subsidiary of the Company, and is responsible for management of the operations of our factory located in the Shunde District, Guangdong Province, the PRC (“**Shunde Factory**”), including overseeing the day-to-day operations of our manufacturing operations, maintenance of our machines at our Shunde Factory, as well as being responsible for the overall administrative, legal and compliance work of our Shunde Factory and human resources management of our production team at our Shunde Factory. Ms. Liang has over 10 years of experience in the DTH rockdrilling tool industry. Ms. Liang is the executive director and a legal representative of Norry Tech. She was our Executive Director from 17 March 2016 to 13 April 2018.

3. 高級管理層 (續)

陳健材先生，47歲，於一九九七年加盟本集團，為本集團附屬公司震東機械的產品總監及佛山市順德區萊利達工程設備有限公司的副總經理兼監事。陳健材先生有逾20年潛孔鑿岩工具行業經驗。彼負責業務營運整體管理與工程及技術流程。彼亦積極參加銷售及市場推廣活動。陳健材先生於本集團若干附屬公司擔任董事。彼自二零一六年三月十七日至二零一八年四月十三日出任我們的執行董事。

加盟本集團前，陳健材先生任職於以香港為基地的建築設備貿易公司。陳健材先生在香港畢業於香港理工大學，獲得電子工程學高級文憑。

陳健材先生為陳樑材先生和陳達材先生及陳宛明女士的兄弟以及高級管理人員梁寧女士的小叔。

陳達材先生，44歲，於一九九九年加入本集團於銷售及營銷部就職，現時負責管理本地及海外業務銷售及市場推廣。彼有近20年工程及潛孔鑿岩工具行業經驗。彼自二零一六年三月十七日至二零一八年十一月八日出任我們的執行董事。

陳達材先生在香港畢業於香港理工大學，獲得應用數學理學士學位。

陳達材先生為陳樑材先生、陳健材先生及陳宛明女士的胞弟以及高級管理人員梁寧女士的小叔。

梁寧女士，40歲，於二零零七年加入本集團擔任本公司附屬公司佛山市順德區萊利達工程設備有限公司的董事，負責位於中國廣東省順德區的工廠（「**順德工廠**」）的營運管理，包括監督製造業務的日常營運、維護順德工廠機器、全面負責順德工廠的行政、法務及合規事宜以及順德工廠生產團隊的人力資源管理。梁女士有逾10年潛孔鑿岩工具行業經驗。梁女士為萊利達的執行董事兼法律代表。彼自二零一六年三月十七日至二零一八年四月十三日出任我們的執行董事。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

3. SENIOR MANAGEMENT (Continued)

Ms. Liang completed her education specialising in law from The Open University of China in the PRC in 2014.

Ms. Liang is the wife of Mr. Chan Leung Choi, and the sister-in-law of Mr. Chan Kin Choi, Mr. Chan Tat Choi, and Ms. Chan Yuen Ming, our senior management.

Ms. Chan Yuen Ming, aged 49, is our factory control manager. She joined our Group in 2010 and is responsible for the administration and coordination of the manufacturing process of our Group. She is in charge of managing orders from customers, monitoring our work orders and coordinating the production schedules at our Shunde Factory, procurement of raw materials required by our manufacturing processes, inventory management, and managing the shipping and export of the products from our Shunde Factory in the PRC to Hong Kong and overseas including the delivery of the final manufactured products to our customers and attending to all administrative and compliance issues including handling of warranty claims.

Ms. Chan Yuen Ming has nearly 9 years of experience in the DTH rockdrilling tool industry and more than 16 years' experience in sales and merchandising. Ms. Chan Yuen Ming worked in various companies in the sales and merchandising industry prior to joining our Group.

Ms. Chan Yuen Ming graduated from The Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in Hong Kong with a bachelor's degree of science in textiles.

Ms. Chan Yuen Ming is the sister of Mr. Chan Tai Choi, Mr. Chan Leung Choi and Mr. Chan Kin Choi, and the sister-in-law of Ms. Liang Ning, our senior management.

Mr. Chow Jonathan Edward Chun-chung ("Mr. Chow"), aged 36, is our chief financial officer. He joined our Group in April 2016. Mr. Chow is responsible for overseeing our Group's financial and accounting operations and internal controls, and provides financial and business advices to the Board and senior management of our Group.

Mr. Chow has extensive experience in the areas of accounting, finance, management and auditing. Mr. Chow started his career with PricewaterhouseCoopers, an international accounting firm, in Hong Kong. Before joining our Group, Mr. Chow was the chief financial officer of a company engaged in the businesses of distribution and retailing of branded consumer goods.

3. 高級管理層 (續)

梁女士於二零一四年在中國國家開放大學完成法學專科教育。

梁女士為陳樑材先生之妻子，亦是陳健材先生和陳達材先生及高級管理人員陳宛明女士之大嫂。

陳宛明女士，49歲，為我們的工廠管控制經理。彼於二零一零年加入本集團，負責管理及協調本集團製造流程。彼負責管理客戶訂單、監查順德工廠的工作秩序及生產調度、採購製造流程所需原料、存貨管理、管理中國順德工廠產品輸送及出口至香港及海外的事宜(包括交付成品予客戶)及處理所有行政及合規事宜(包括處理保修索賠)。

陳宛明女士已累積近9年潛孔鑿岩工具行業經驗及逾16年銷售及推銷經驗。陳宛明女士於加入本集團前曾在銷售及推銷行業的多間公司工作。

陳宛明女士在香港畢業於香港理工學院(現稱香港理工大學)並獲得紡織學理學士學位。

陳宛明女士為陳達材先生、陳樑材先生及陳健材先生的胞姊及高級管理人員梁寧女士的小姑。

周鎮忠先生(「周先生」)，36歲，為財務總監。彼於二零一六年四月加入本集團。彼負責監管本集團的財務及會計營運和內控，並向本集團董事會及高級管理層提供財務及業務建議。

周先生擁有廣泛的會計、財務、管理及審計經驗。周先生於香港在羅兵咸永道會計師事務所(一家國際會計師事務所)開展事業。加入本集團前，周先生曾任一間從事品牌消費商品分銷及零售業務的公司之財務總監。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

3. SENIOR MANAGEMENT *(Continued)*

Mr. Chow graduated from the School of Oriental and African Studies, University of London in the United Kingdom with a bachelor's degree of science in economics. Mr. Chow is a fellow member of the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the Institute of Chartered Accountants in England and Wales. He is currently a committee member of the Professional Accountants in Business Committee of the HKICPA, and was a committee member of the Young Members Committee of the HKICPA.

Mr. Chow also holds positions of company secretary in certain subsidiaries of the Company.

4. COMPANY SECRETARY

Ms. Choi Yee Man has been the company secretary of the Company since 20 April 2018. Ms. Choi holds a bachelor's degree in Business Administration from The City University of Hong Kong. Ms. Choi started her career in an international accounting firm and is a fellow member of the HKICPA. Ms. Choi possesses extensive experience in the area of accounting, finance, auditing and corporate secretarial matters. Ms. Choi was also an independent non-executive director of PacRay International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1010), from April 2018 to June 2020. She was the company secretary of Teamway International Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1239), from June 2015 to May 2019.

3. 高級管理層 *(續)*

周先生畢業於英國倫敦大學亞非學院並獲得經濟學理學士學位。周先生為香港會計師公會（「**香港會計師公會**」）以及英格蘭及威爾斯特許會計師公會資深會員。彼現為香港會計師公會商界會計師委員會成員，並為香港會計師公會青年會員事務委員會委員。

周先生出任本公司若干附屬公司之公司秘書職位。

4. 公司秘書

蔡綺雯女士自二零一八年四月二十日起一直擔任本公司的公司秘書。蔡女士持有香港城市大學頒授之工商管理學士學位。蔡女士的職業生涯始於一間國際會計師事務所，彼為香港會計師公會資深會員。蔡女士於會計、財務、審計及企業秘書事項領域擁有豐富經驗。蔡女士亦自二零一八年四月至二零二零年六月為太睿國際控股有限公司（一間聯交所主板上市公司，股份代號：1010）的獨立非執行董事。彼於二零一五年六月至二零一九年五月曾為Teamway International Group Holdings Limited（一間聯交所主板上市公司，股份代號：1239）的公司秘書。

DIRECTORS' REPORT

董事報告

The Directors hereby presents the annual report and the audited consolidated financial statements for the year ended 31 March 2020.

1. PRINCIPAL ACTIVITIES

The Company is an investment holding company and details of the principal activities of its subsidiaries are set out in Note 34 to the consolidated financial statements. There was no significant change in the Group's principal activities during the Year.

2. BUSINESS REVIEW

Details of business review and future development of the Group's business are set out respectively in the sections headed "Business review" and "Strategy and Prospects" under "Management Discussion and Analysis" of this annual report, and details of principal risks and uncertainties are set out in the section under "Risk Management and Internal Controls" of the "Corporate Governance Report".

The Group understands the success of the Group's business depends on the support from its key stakeholders, including employees, customers, suppliers, banks, regulators and shareholders. During the Year, there were no material and significant dispute between the Group and its key stakeholders. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

3. SEGMENT INFORMATION

An analysis of the Group's performance for the Year by operating segment is set out in Note 5 to the consolidated financial statements.

4. RESULTS AND APPROPRIATIONS

The results of the Company and its subsidiaries for the year ended 31 March 2020 are set out in the consolidated statement of profit or loss and other comprehensive income on page 59 of this report.

The Board does not recommend the distribution of a final dividend for the year ended 31 March 2020.

董事謹此提呈截至二零二零年三月三十一日止年度的年報及經審核綜合財務報表。

1. 主要業務

本公司為投資控股公司，其附屬公司之主要業務詳情載於綜合財務報表附註34。本集團之主要業務於本年度概無重大變動。

2. 業務回顧

本集團業務的業務回顧及未來發展的詳情分別載於本年報「管理層討論及分析」的「業務回顧」及「策略及前景」兩節，而主要風險及不明朗因素的詳情則載於「企業管治報告」的「風險管理及內部監控」一節。

本集團深明，本集團業務的成功取決於其主要持份者的支持（包括僱員、客戶、供應商、銀行、監管機構及股東）的支持。於本年度，本集團與其主要持份者之間並無主要及重大爭議。本集團將繼續確保與其主要持份者進行有效溝通及保持良好關係。

3. 分部資料

本集團於本年度按經營分部劃分之表現分析載於綜合財務報表附註5。

4. 業績及分配

本公司及其附屬公司截至二零二零年三月三十一日止年度的業績載於本報告第59頁綜合損益及其他全面收益表。

董事會不建議就截至二零二零年三月三十一日止年度派發末期股息。

DIRECTORS' REPORT

董事報告

5. SHARE CAPITAL

Movements of the share capital of the Company during the Year are set out in Note 25 to the consolidated financial statements.

6. DIVIDEND POLICY

According to the dividend policy adopted by the Company, the Board shall consider, among others, (i) the interest of the shareholders; (ii) statutory and regulatory restrictions; (iii) the actual and expected financial results of the Group; (iv) factors having impacts on the business or financial performance and position of the Group; (v) the Company's business strategy; (vi) the current and expected operations, liquidity position and capital requirements of the Group; and (vii) the possible effects on the Group's credit-worthiness, the financial covenants to which the Group is subject and any restrictions on the payment of dividends that may be imposed by the Group's lenders. Further, the Company's declaration of dividends is also subject to the compliance with the Company's Memorandum and Articles of Association, the Listing Rules, and applicable laws and regulations.

7. ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to the long term sustainability of the environment and communities in which it operates. As a responsible corporation, the Group has complied with all relevant laws and regulations regarding environmental protection, health and safety, workplace conditions and employment and has endeavored to incorporate sustainability practices into the policies and procedures. By adopting green operational practices, the Group strives to reduce the environmental impacts caused by the operations.

In accordance with Rule 13.91 of the Listing Rules, the Company will publish an Environmental, Social and Governance ("ESG") Report on the websites of the Company and the Stock Exchange with the provisions set out in the ESG Reporting Guide in Appendix 27 to the Listing Rules.

5. 股本

本公司股本於本年度之變動載於綜合財務報表附註25。

6. 股息政策

根據本公司採納之股息政策，董事會須考慮(其中包括)(i)股東的利益;(ii)法定及監管限制;(iii)本集團之實際及預期財務業績;(iv)影響本集團業務或財務表現及狀況之因素;(v)本公司之業務策略;(vi)本集團現時及預期營運、流動資金狀況及資本需求;及(vii)本集團信譽的可能影響、本集團受規限的財務契諾以及本集團貸款人可能就派付股息施加的任何限制。此外，本公司宣派股息亦須遵守本公司之組織章程大綱及細則、上市規則及適用法律及法規。

7. 環境政策及表現

本集團致力於其經營業務所在環境及社區的長期可持續發展。作為負責任的企業，本集團已遵守有關環境保護、健康及安全、工作場所環境及僱傭的所有相關法律及法規，並致力可持續發展的實踐與政策及程序相結合。通過採納綠色運營常規，本集團致力減少運營對環境的影響。

根據上市規則第13.91條，本公司將根據上市規則附錄27的環境、社會及管治報告指引所載條文於本公司及聯交所網站刊載環境、社會及管治(「環境、社會及管治」)報告。

8. COMPLIANCE WITH LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance with the applicable rules and regulations. To the best knowledge of the Directors, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group during the Year. There was no material breach of or non-compliance with the applicable laws and regulations by the Group for the Year.

9. PURCHASE, SALE AND REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Year.

10. PRE-EMPTIVE RIGHT

There are no provisions for pre-emptive rights under the Articles of Association or applicable laws of the Cayman Islands where the Company is incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

11. RESERVES

The details in relation to the changes in the reserves of the Group during the Year are set out in the consolidated statement of changes in equity on page 61 of this annual report. The Company's reserves available for distribution to shareholders as at 31 March 2020 are approximately HK\$76,363,000.

12. FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group is set out on page 139 of this annual report.

13. PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the Year in the property, plant and equipment of the Group are set out in Note 14 to the consolidated financial statements.

8. 遵守法律及法規

本集團承認遵守監管規定的重要性以及不遵守適用法律及法規的風險。據董事所深知，於本年度，本集團在各重大方面一直遵守對本集團業務及營運有重大影響的相關法律及法規。於本年度，本集團概無發生嚴重違反或不遵守適用法律及法規的情況。

9. 購買、出售及贖回本公司已上市證券

於本年度，本公司或其任何附屬公司概無購買、出售或贖回任何本公司已上市證券。

10. 優先購買權

本公司組織章程細則或本公司註冊成立所在的開曼群島適用法例概無有關優先購買權的條文，規定本公司須按比例向現有股東發售新股份。

11. 儲備

本集團儲備於本年度的變動詳情載於本年報第61頁綜合權益變動表。本公司於二零二零年三月三十一日可供分派股東儲備約76,363,000港元。

12. 財務概要

本集團業績以及資產及負債之概要載於本年報第139頁。

13. 物業、廠房及設備

本集團物業、廠房及設備於本年度之變動詳情載於綜合財務報表附註14。

DIRECTORS' REPORT

董事報告

14. DIRECTORS

The Directors during the Year and up to the date of this annual report were:

Executive Directors

Mr. He Xiaoming (*Chairman*)
Mr. Huang Shixin (*appointed on 1 April 2019*)

Mr. Wong Ka Shing

Independent Non-executive Directors

Ms. Lam Hoi Yu Nicki
Mr. Lau Leong Yuen
Mr. Yiu To Wa (*appointed on 27 May 2020*)

Mr. Liu Tin Lap (*resigned on 27 May 2020*)

The Company has received the confirmation of the independence issued by the Independent Non-executive Directors in accordance with Rule 3.13 of the Listing Rules and is of the opinion that all Independent Non-executive Directors are independent of the Company.

In accordance with Article 84(1) of the Articles of Association, Mr. He Xiaoming as the Executive Director and Ms. Lam Hoi Yu Nicki as the Independent Non-executive Director shall retire from office at the forthcoming annual general meeting and each of them, being eligible, will offer themselves for re-election respectively.

In accordance with the Article 83(3) the Articles of Association, Mr. Yiu To Wa as the Independent Non-executive Director shall retire from office at the forthcoming annual general meeting and he, being eligible, will offer himself for re-election.

14. 董事

於本年度及直至本年報日期止之董事為：

執行董事

何笑明先生 (*主席*)
黃世鑫先生
(於二零一九年四月一日獲委任)
黃嘉盛先生

獨立非執行董事

林凱如女士
劉量源先生
姚道華先生
(於二零二零年五月二十七日獲委任)
廖天立先生
(於二零二零年五月二十七日辭任)

本公司已接獲獨立非執行董事根據上市規則第3.13條發出的獨立性確認書，並認為所有獨立非執行董事均獨立於本公司。

根據組織章程細則第84(1)條，執行董事何笑明先生及獨立非執行董事林凱如女士將於應屆股東週年大會上退任，彼各自符合資格且分別願意重選連任。

根據組織章程細則第83(3)條，獨立非執行董事姚道華先生將於應屆股東週年大會上退任，而彼等各自符合資格且分別願意重選連任。

15. BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Details of the biographies of the Directors and the senior management of the Group are set out on pages 34 to 39 of this annual report.

16. SERVICE CONTRACTS OF DIRECTORS

No Director eligible for re-election at the forthcoming annual general meeting has a service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

17. REMUNERATION OF DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

The details of the remuneration of the Company's Directors and the five highest paid individuals of the Group are set out in Note 11 to the consolidated financial statements.

18. INTERESTS OF DIRECTORS (AND THEIR CONNECTED ENTITIES) IN MATERIAL TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

To the best knowledge of the Directors, none of the Directors (and their connected entities) is or was materially interested, directly or indirectly, in any transaction, arrangement or contract of significance entered into by the Company or its controlling shareholders or any of their respective subsidiaries at any time during the Reporting Period or subsisted at the end of the Year.

19. INTERESTS OF DIRECTORS IN COMPETING BUSINESS

During the Year, none of the Directors nor their associates (as defined in the Listing Rules) had any competing interests in such business that is in direct or indirect competition with any of the Group's business.

15. 董事及高級管理層履歷

董事及本集團高級管理層之履歷詳情載於本年報第34至39頁。

16. 董事服務合約

概無符合資格於應屆股東週年大會上重選連任之董事與本集團訂立本集團於一年內不可在不予賠償(法定賠償除外)的情況下終止之服務合約。

17. 董事及五名最高薪酬人士的薪酬

本公司董事及本集團五名最高薪酬人士的薪酬詳情載於綜合財務報表附註11。

18. 董事(及其關連實體)於重大交易、安排或合約中的權益

據董事所深知，概無董事(及其關連實體)現時或曾經於任何本公司或其控股股東或彼等各自的任何附屬公司在報告期內任何時間訂立或在本年度末存續的任何重大交易、安排或合約中直接或間接擁有重大權益。

19. 董事於競爭業務的權益

於本年度，概無董事或其聯繫人(定義見上市規則)在與本集團業務直接或間接構成競爭的該等業務中擁有競爭權益。

DIRECTORS' REPORT

董事報告

20. THE INTEREST AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2020, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV the SFO), which are required (i) to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code to be notified to the Company and the Stock Exchange, were as follows:

Name of Director	Name of associated corporation	Capacity/ Nature of Interest	Number of Shares (share) ⁽¹⁾	Approximate percentage of the total issued share capital of the Company (%) 佔本公司 已發行股本 總額的概約 百分比(%)
董事姓名	相聯法團名稱	身份／權益性質	股份數目(股) ⁽¹⁾	
Mr. He Xiaoming ⁽²⁾ 何笑明先生 ⁽²⁾	Colour Shine 彩輝	Interest in a controlled corporation 受控法團權益	188,192,000 (L) 188,192,000 (S) ⁽³⁾	49.52% 49.52%
Mr. Huang Shixin 黃世鑫先生	N/A 不適用	Beneficial owner 實益擁有人	11,806,000 (L)	3.11%

Table Notes:

- (1) The Letter "L" denotes a person's long position (as defined under part XV of the SFO) in such Shares. The Letter "S" denotes a person's short position (as defined under part XV of the SFO) in such Shares.
- (2) 188,192,000 Shares are held by Colour Shine whose entire issued share capital is held by Mr. He Xiaoming. Mr. He Xiaoming is also the sole director of Colour Shine as at 31 March 2020.
- (3) Colour Shine has charged 188,192,000 Shares to Kingston Securities Limited as security as at 31 March 2020 pursuant to the share charge entered into between Kingston Securities Limited as chargee and Colour Shine as charger dated 1 February 2018.

20. 董事及主要行政人員於股份、相關股份及債券的權益及淡倉

於二零二零年三月三十一日，本公司各董事及主要行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有(i)須根據證券及期貨條例第XV部第7及8分部條文知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例有關條文被當作或視作擁有的權益及淡倉); (ii)根據證券及期貨條例第XV部第352條須記入該條所指的登記冊的權益及淡倉; 或(iii)根據標準守則須知會本公司及聯交所的權益及淡倉如下:

Name of Director	Name of associated corporation	Capacity/ Nature of Interest	Number of Shares (share) ⁽¹⁾	Approximate percentage of the total issued share capital of the Company (%) 佔本公司 已發行股本 總額的概約 百分比(%)
董事姓名	相聯法團名稱	身份／權益性質	股份數目(股) ⁽¹⁾	
Mr. He Xiaoming ⁽²⁾ 何笑明先生 ⁽²⁾	Colour Shine 彩輝	Interest in a controlled corporation 受控法團權益	188,192,000 (L) 188,192,000 (S) ⁽³⁾	49.52% 49.52%
Mr. Huang Shixin 黃世鑫先生	N/A 不適用	Beneficial owner 實益擁有人	11,806,000 (L)	3.11%

Table Notes:

- (1) 「L」表示該人士在有關股份中所持的好倉(定義見證券及期貨條例第XV部)。「S」表示該人士在有關股份中所持的淡倉(定義見證券及期貨條例第XV部)。
- (2) 188,192,000股股份由彩輝持有，而彩輝之全部已發行股本由何笑明先生持有。於二零二零年三月三十一日，何笑明先生亦為彩輝的唯一董事。
- (3) 於二零二零年三月三十一日，根據日期為二零一八年二月一日，由金利豐證券有限公司(作為承押人)及彩輝(作為抵押人)訂立的股份押記，彩輝已將188,192,000股股份抵押予金利豐證券有限公司。

20. THE INTEREST AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES *(Continued)*

Save as disclosed above, as at 31 March 2020, none of the Directors was a director or employee of a company which had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 Part XV of the SFO and none of the Directors, the chief executive of the Company nor their associates had any other interests or short positions in the shares of the Company, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Director or the chief executive of the Company is taken or deemed to have under such provisions of the SFO); or (b) were required to be entered into the register maintained by the Company, pursuant to Section 352 of the SFO; or (c) were required to be notified to the Company or the Stock Exchange, pursuant to the Model Code.

20. 董事及主要行政人員於股份、相關股份及債券的權益及淡倉 (續)

除上文所披露者外，於二零二零年三月三十一日，概無董事為於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉的本公司董事或僱員，亦概無董事、本公司主要行政人員及其聯繫人於本公司股份、本公司或任何相聯法團（定義見證券及期貨條例第XV部）的相關股份及債券中擁有(a)須根據證券及期貨條例第XV部第7及8分部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被當作或視作該董事或本公司主要行政人員擁有的權益或淡倉）；或(b)須記入本公司根據證券及期貨條例第352條所存置登記冊的權益或淡倉；或(c)根據標準守則須知會本公司或聯交所的權益或淡倉。

DIRECTORS' REPORT

董事報告

21. SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OF THE COMPANY

As at 31 March 2020, the register of substantial shareholders maintained by the Company pursuant to Section 336 of Part XV of the SFO shows the following shareholders had notified the Company of relevant interests and short positions, being 5% or more of the issued share capital of the Company:

(i) Substantial Shareholders of the Company

Name of Shareholder	Nature of interest	Number of Shares (share) ⁽¹⁾	Approximate percentage of the total issued share capital of the Company (%) 佔本公司已發行股本總額的概約百分比(%)
股東姓名	權益性質	股份數目(股) ⁽¹⁾	
Colour Shine	Beneficial owner	188,192,000 (L)	49.52%
彩輝	實益擁有人	188,192,000 (S) ⁽³⁾	49.52%
Mr. He Xiaoming ⁽²⁾	Interest of a controlled corporation	188,192,000 (L)	49.52%
何笑明先生 ⁽²⁾	受控法團權益	188,192,000 (S) ⁽³⁾	49.52%
Mr. Chan Leung Choi	Beneficial owner	19,188,000 (L)	5.05%
陳樑材先生	實益擁有人		

Table Notes:

- (1) The Letter "L" denotes a person's long position (as defined under part XV of the SFO) in such Shares. The Letter "S" denotes a person's short position (as defined under part XV of the SFO) in such Shares.
- (2) 188,192,000 Shares are held by Colour Shine whose entire issued share capital is held by Mr. He Xiaoming. Mr. He Xiaoming is also the sole director of Colour Shine as at 31 March 2020.
- (3) Colour Shine has charged 188,192,000 Shares to Kingston Securities Limited as security as at 31 March 2020 pursuant to the share charge entered into between Kingston Securities Limited as chargee and Colour Shine as charger dated 1 February 2018.

21. 主要股東於本公司股份及相關股份的權益及／或淡倉

於二零二零年三月三十一日，本公司根據證券及期貨條例第XV部第336條存置的登記冊顯示以下股東已就佔本公司已發行股本5%或以上的相關權益及淡倉知會本公司：

(i) 本公司主要股東

Number of Shares (share) ⁽¹⁾	Approximate percentage of the total issued share capital of the Company (%) 佔本公司已發行股本總額的概約百分比(%)
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表格附註：

- (1) 「L」表示該人士在有關股份中所持的好倉(定義見證券及期貨條例第XV部)。「S」表示該人士在有關股份中所持的淡倉(定義見證券及期貨條例第XV部)。
- (2) 188,192,000股股份由彩輝持有，而彩輝之全部已發行股本由何笑明先生持有。於二零二零年三月三十一日，何笑明先生亦為彩輝的唯一董事。
- (3) 於二零二零年三月三十一日，根據日期為二零一八年二月一日，由金利豐證券有限公司(作為承押人)及彩輝(作為抵押人)訂立的股份押記，彩輝已將188,192,000股股份抵押予金利豐證券有限公司。

DIRECTORS' REPORT

董事報告

21. SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OF THE COMPANY

(Continued)

(ii) Substantial Shareholders of Other Members of the Group

Name of subsidiary of the Company	Name of Shareholder	Approximate percentage of the total issued share capital in our subsidiary (%) 佔附屬公司已發行股本總額的概約百分比(%)
本公司附屬公司名稱	股東姓名	
Tristate International 聯亞國際	Mr. Chan Lap Wai Gary (Note) 陳立緯先生(附註)	49%
Norry Tech 萊利達	Mr. Chan Lap Wai Gary 陳立緯先生	49%

Note: Dawn Success Ltd, a company wholly-owned by Ms. Vane Siu Ling Linda, wife of Mr. Chan Lap Wai Gary, holds the 49% holdings in Tristate International on trust for Mr. Chan Lap Wai Gary.

附註： Dawn Success Ltd，一間由陳立緯先生妻子范小玲女士全資擁有的公司，以信託方式代表陳立緯先生持有聯亞國際49%股權。

Save as disclosed above, our Directors are not aware of any person who has an interest or a short position in the Shares or underlying Shares which is required to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or to be recorded in the register placed in the Company pursuant to Section 336 of the SFO, or is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any of our subsidiaries.

除上文所披露者外，據董事所知，概無任何人士於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分部條文須向本公司及聯交所披露的權益或淡倉，或記入本公司根據證券及期貨條例第336條存置的登記冊的權益或淡倉，或直接或間接擁有可在任何情況下於本公司或本公司任何附屬公司股東大會上表決之任何類別股本面值5%或以上權益。

22. MANAGEMENT CONTRACTS

During the Year, the Group did not enter into any contracts in respect of the management and administration of all or any significant portion of the business (except for such service contracts entered into with the Group's Directors and all employees) and there existed no such contracts in respect of the management and administration of all or any significant portion of the business (except for such service contracts entered into with the Group's Directors and all employees).

22. 管理合約

於本年度，本集團並無就全部或任何重大部分業務的管理及行政工作訂立或存在任何合約，惟與本集團董事及全體僱員訂立的服務合約除外，亦並不存在與全部或任何重大部分業務的管理及行政工作有關的任何合約，惟與本集團董事及全體僱員訂立的服務合約除外。

DIRECTORS' REPORT

董事報告

23. CONNECTED TRANSACTIONS

We have entered into some transactions with connected persons of the Company. In accordance with Chapter 14A of the Listing Rules, such transactions have constituted the connected transactions or continuing connected transactions of the Company.

23.1 Continuing Connected Transaction – Lease Agreement

On 1 December 2015, Top Champion Industries Limited entered into a lease agreement with Top Mark Mechanical Equipment Limited (“**Top Mark**”) (the “**Lease Agreement**”), pursuant to which Top Champion Industries Limited as lessor agreed to lease to Top Mark as lessee the premises situated at Unit 9, 15/F, Honour Industrial Centre, 6 Sun Yip Street, Chai Wan, Hong Kong (the “**Chai Wan Premises**”) for use as our industrial warehouse in Hong Kong for a term of 2 years. The Lease Agreement was renewed for a term commencing from 1 December 2017 to 30 November 2019 and renewed for a term commencing from 1 December 2019 to 30 November 2020, at an agreed monthly rental of HK\$21,900 and HK\$27,000 respectively (excluding government rates, utilities, management fees and other outgoings).

Top Champion Industries Limited is a company incorporated in Hong Kong with limited liability on 16 July 1999. It is owned as to 95% by Mr. Chan Leung Choi and therefore is an associate of a connected person of our Company by virtue of Rule 14A.12(1)(c) of the Listing Rules.

Our rental expenses (excluding government rates, utilities, management fees and other outgoings) in relation to the leasing of the Chai Wan Premises for the Year is approximately HK\$283,000.

The rental amount payable by Top Mark under the Lease Agreement was determined with reference to the prevailing market rent at that time for similar premises. Our Directors (including our Independent Non-executive Directors) consider that it is in the interests of our Company and Shareholders as a whole to enter into the Lease Agreement.

23. 關連交易

我們已與本公司關連人士訂立若干交易。根據上市規則第14A條，該等交易已構成本公司的關連交易或持續關連交易。

23.1 持續關連交易 – 租賃協議

於二零一五年十二月一日，泰昌實業有限公司與震東機械設備有限公司（「震東機械」）訂立租賃協議（「租賃協議」），據此，泰昌實業有限公司（作為出租人）同意向震東機械（作為承租人）出租位於香港柴灣新業街6號安力工業中心15樓9室的營業場所（「柴灣營業場所」）作為我們於香港的工業倉庫，租期為兩年。租賃協議分別按協定月租為21,900港元及27,000港元（不包括政府地租、水電開支、管理費及其他開支）重續，租期自二零一七年十二月一日直至二零一九年十一月三十日及自二零一九年十二月一日直至二零二零年十一月三十日。

泰昌實業有限公司為於一九九九年七月十六日在香港註冊成立的有限公司，由陳樑材先生擁有95%的權益，根據上市規則第14A.12(1)(c)條為本公司關連人士的聯繫人。

於本年度，我們與出租柴灣營業場所有關的租金開支（不包括政府地租、水電開支、管理費及其他開支）約為283,000港元。

震東機械根據租賃協議應付的租金乃經參考類似場所當時市場租金後釐定。董事（包括獨立非執行董事）認為訂立租賃協議乃符合本公司及股東的整體利益。

23. CONNECTED TRANSACTIONS *(Continued)*

23.1 Continuing Connected Transaction – Lease Agreement *(Continued)*

Since each of the applicable percentage ratios (other than the profit ratio) for the Lease Agreement is less than 5% on an annual basis, the total consideration is less than HK\$3,000,000, and the transaction is on normal commercial terms, the transaction is fully exempt from the reporting, annual review, announcement, circular, and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

24. RETIREMENT AND EMPLOYEE BENEFIT PLANS

Details of the retirement and employee benefits plans of the Group are set out in Note 32 to the consolidated financial statements.

25. COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Being a company listed on the Stock Exchange, the Company is always dedicated to maintaining the corporate governance practices at a high level. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 14 to 33 of this annual report.

26. PUBLIC FLOAT

Based on publicly available information and to the knowledge of the Directors, there is sufficient public float of at least 25% of the Company's issued shares throughout the year and as at the date of this annual report, in compliance with the requirements of the Listing Rules.

27. MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the revenue attributable to our top five customers was approximately HK\$89.7 million (2019: HK\$71.8 million), accounting for approximately 50.2% (2019: 43.9%) of the total revenue of the Group.

During the Year, our purchases from our top five suppliers were approximately HK\$54.7 million (2019: HK\$50.7 million), accounting for approximately 73.3% (2019: 55.2%) of our total purchases.

23. 關連交易 *(續)*

23.1 持續關連交易 – 租賃協議 *(續)*

由於租賃協議各項適用百分比率(溢利比率除外)按年度基準計低於5%，總代價少於3,000,000港元，且交易乃按正常商業條款訂立，故根據上市規則第14A章，交易獲全面豁免遵守申報、年度審閱、公告、通函及獨立股東批准規定。

本公司確認已根據上市規則第14A章遵守有關披露規定。

24. 退休及僱員福利計劃

本集團的退休及僱員福利計劃詳情載於綜合財務報表附註32。

25. 遵守企業管治守則

作為聯交所上市公司，本公司始終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，載於本年報第14至33頁的企業管治報告內。

26. 公眾持股量

根據公開可得資料及據董事所知，本公司於整個年度內及本年報日期擁有佔本公司已發行股份至少25%的充足公眾持股量，符合上市規則的規定。

27. 主要客戶及供應商

於本年度，五大客戶應佔收益約為89.7百萬港元(二零一九年：71.8百萬港元)，佔本集團總收益約50.2%(二零一九年：43.9%)。

於本年度，對五大供應商的採購額約為54.7百萬港元(二零一九年：50.7百萬港元)，佔我們的總採購約73.3%(二零一九年：55.2%)。

DIRECTORS' REPORT

董事報告

27. MAJOR CUSTOMERS AND SUPPLIERS (Continued)

The Group's top five customers and suppliers during the reporting period were independent third parties, and none of our Directors, their associates or any shareholder (who, to the knowledge of our Directors, owned more than 5% of our Company's share capital as at the date of this report) had any interest in any of our top five customers or suppliers during the Year.

28. EVENTS AFTER REPORTING PERIOD

Save as disclosed in this report, subsequent to the end of the Reporting Period and up to the date of this report, the Group has the following significant events:

- (i) Mr. Yiu To Wa was appointed as the Independent Non-executive Director on 27 May 2020; and
- (ii) Mr. Liu Tin Lap resigned as the Independent Non-executive Director on 27 May 2020.

29. PERMITTED INDEMNITY PROVISIONS

A permitted indemnity provision for the benefit of the Directors of the Company is currently in force and was in force throughout the Year. The Company has taken out and maintained Directors and officers liability insurance which provides appropriate cover for, among others, the Directors of the Company.

30. DONATIONS

The Group made charitable or other donations of approximately HK\$789,000 during the Year.

31. AUDITOR

The consolidated financial statements for the years ended 31 March 2017 to 2020 have been audited by Deloitte Touche Tohmatsu, who will retire and, being eligible, offer themselves for re-appointment, at the forthcoming annual general meeting.

On behalf of the Board

He Xiaoming

Chairman and Executive Director

Hong Kong, 24 June 2020

In the event of any inconsistency, the English text of this annual report shall prevail over the Chinese text.

27. 主要客戶及供應商 (續)

於本年度，本集團的五大客戶及供應商均為獨立第三方，且概無董事、其聯繫人或任何據董事所知於本報告日期持有本公司股本5%以上之股東於報告期內持有我們五大客戶或供應商的任何權益。

28. 報告期後事項

誠如本報告所披露，於報告期結束後及直至本報告日期止，本集團有以下重大事項：

- (i) 姚道華先生於二零二零年五月二十七日獲委任為獨立非執行董事；及
- (ii) 廖天立先生於二零二零年五月二十七日辭任獨立非執行董事。

29. 獲准許的彌償條文

以本公司董事為受益人的准許彌償保證條款現時生效且於全年有效。本公司已購買及維持董事及高級職員責任保險，為(其中包括)本公司董事提供適當保障。

30. 捐款

本集團於本年度已作出慈善或其他捐款約789,000港元。

31. 核數師

截至二零一七年至二零二零年三月三十一日止年度之綜合財務報表已由德勤•關黃陳方會計師行審核，而德勤•關黃陳方會計師行將於應屆股東週年大會上退任，並符合資格獲重新委任。

代表董事會

何笑明

主席兼執行董事

香港，二零二零年六月二十四日

本年報中英文版本如有歧義，概以英文版本為準。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Deloitte.

德勤

To the Shareholders of Yuk Wing Group Holdings Limited
(incorporated in the Cayman Islands with limited liability)

致煜榮集團控股有限公司各股東
(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Yuk Wing Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 59 to 138, which comprise the consolidated statement of financial position as at 31 March 2020, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**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.

意見

本行已審核第59至138頁所載煜榮集團控股有限公司(「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)的綜合財務報表，當中包括於二零二零年三月三十一日的綜合財務狀況表，以及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)。

本行認為，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**」)真實而公平反映 貴集團於二零二零年三月三十一日的綜合財務狀況及 貴集團截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥為編製。

意見基準

本行已根據香港會計師公會頒佈的香港核數準則(「**香港核數準則**」)進行審核。本行於該等準則項下的責任已於本報告中核數師就審核綜合財務報表須承擔的責任一節中進一步詳述。本行根據香港會計師公會頒佈之專業會計師道德守則(「**守則**」)獨立於 貴集團，本行亦已根據守則履行其他道德責任。本行相信，本行所獲得的審核憑證充足及適當地為本行的意見提供基準。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

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

Key audit matters

關鍵審核事項

Estimated write down of inventories

估計存貨撇減

We identified estimated write down of inventories as a key audit matter due to the management's use of estimation, with reference to their industry knowledge and experience, in assessing whether the carrying amounts of inventories are recoverable.

本行已將估計存貨撇減識別為關鍵審核事項，原因為管理層依據其行業知識及經驗進行估算，評估存貨賬面值是否為可予收回。

Allowance for inventories was based on the management's assessment in estimating the net realisable values of the inventories, after considering the current market conditions, material price fluctuation and subsequent usage or sales. During the year ended 31 March 2020, the Group recognised allowance for inventories of HK\$1,253,000 which have been subsequently written off. As at 31 March 2020, the Group's inventories with carrying amounts of HK\$50,448,000 without any further allowance for inventories recognised.

存貨乃根據管理層經考慮當前市況、重大價格波動及其後用途或銷售後就估計存貨可變現淨值作出的評估而計提撥備。於截至二零二零年三月三十一日止年度，貴集團確認存貨撥備1,253,000港元，其後已撇銷。於二零二零年三月三十一日，貴集團存貨賬面值為50,448,000港元，並無進一步確認任何存貨撥備。

Details relating to the Group's inventories are set out in notes 4 and 17 to the consolidated financial statements. 有關貴集團存貨的詳情載於綜合財務報表附註4及17。

關鍵審核事項

關鍵審核事項為根據本行的專業判斷而言，認為對本期綜合財務報表的審計最為重要的事項。該等事項於本行審計整體綜合財務報表及提出意見時已處理，而本行不會對該等事項另行發表意見。

How our audit addressed the key audit matters

本行之審計工作如何處理關鍵審核事項

Our procedures in relation to estimated write down of inventories included:

本行就估計存貨撇減而採納的程序包括：

- Obtaining an understanding of the management's assessment in estimating the net realisable values of the inventories;
- 了解管理層就估計存貨可變現淨值作出的評估；
- Understanding the key controls of the Group relating to the valuation of inventories;
- 了解貴集團對存貨估值進行的主要監控措施；
- Discussing with the management and evaluating the basis of net realisable values of inventories determined by the management, based on the management's consideration for the current market conditions, material price fluctuation and subsequent usage or sales;
- 與管理層討論並評估管理層依據彼等考慮之當前市況、重大價格波動及其後用途或銷售釐定的存貨可變現淨值基準；
- Testing the net realisable values of inventories, on a sample basis, by tracing to the latest sales invoices; and
- 透過追查最新銷售發票，按抽樣基準對存貨可變現淨值進行測試；及
- Evaluating the reasonableness of the historical management's assessment in assessing the recoverability of the carrying amounts of the inventories.
- 評估管理層過往對存貨賬面值可收回程度的評估之合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matters 關鍵審核事項

How our audit addressed the key audit matters 本行之審計工作如何處理關鍵審核事項

Impairment assessment of trade receivables 貿易應收款項減值評估

We identified impairment assessment of trade receivables as a key audit matter due to the significance of trade receivables to the Group's consolidated financial position and the involvement of subjective judgment and management estimates in evaluating the expected credit losses ("ECL") of the Group's trade receivables at the end of the reporting period.

本行將貿易應收款項的減值評估識別為關鍵審核事項，乃因貿易應收款項對貴集團的綜合財務狀況有重大影響，且於報告期末評估貴集團的貿易應收款項的預期信貸虧損（「預期信貸虧損」）時涉及主觀判斷及管理層估計。

As disclosed in note 18 to the consolidated financial statement, as at 31 March 2020, the Group's net trade receivables amounting to HK\$47,088,000. As disclosed in notes 4 and 30 to the consolidated financial statements, the management estimates the amount of lifetime ECL of trade receivables individually after considering internal credit ratings of trade debtors, ageing, repayment history and/or past due status of respective trade receivables. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for supportable forward-looking information that is reasonable and supportable available without due costs or effort.

如綜合財務報表附註18所披露，於二零二零年三月三十一日，貴集團的貿易應收款項淨額為47,088,000港元。如綜合財務報表附註4及30所披露，管理層於考慮貿易債務人的內部信貸評級、賬齡、還款記錄及／或相關貿易應收款項逾期狀態後，個別估計貿易應收款項的全期預期信貸虧損的金額。估計虧損率乃根據過往於債務人預計年內觀察所得的違約率釐定，並就毋須花費不必要成本或努力即可獲得的合理可靠前瞻性資料作出調整。

As disclosed in note 30 to the consolidated financial statements, the Group recognised net additional amount of HK\$934,000 of impairment of trade receivables for the year and the Group's lifetime ECL on trade receivables as at 31 March 2020 amounted to HK\$2,404,000.

如綜合財務報表附註30所披露，貴集團於年內就貿易應收款項確認934,000港元的額外減值淨額。貴集團的貿易應收款項於二零二零年三月三十一日的全期預期信貸虧損達2,404,000港元。

Our procedures in relation to impairment assessment of trade receivables included:

本行有關貿易應收款項的減值評估的程序包括：

- Understanding key controls on how the management estimates the loss allowance for trade receivables;
- 了解管理層就估計貿易應收款項虧損撥備的主要監控；
- Testing the accuracy of information used by the management in determining credit loss allowance including trade receivables ageing analysis as at 31 March 2020, on a sample basis, by comparing individual items in the analysis with the relevant sales invoices and other supporting documents;
- 通過比較貿易應收款項賬齡分析內的個別項目與銷售發票及其他證明文件，對管理層於釐定於二零二零年三月三十一日的信貸虧損撥備（包括該分析）所用資料的準確性進行抽樣測試；
- Discussing with the management and evaluating the basis in determining credit loss allowance on trade receivables as at 31 March 2020, including the reasonableness of the management's basis of estimated loss rates applied (with reference to historical observed default rates and forward-looking information); and
- 與管理層討論並評估釐定貿易應收款項於二零二零年三月三十一日的信貸虧損撥備的基準，包括管理層所應用估計虧損率基準（已參考歷史觀察違約率及前瞻性資料）的合理性；及
- Evaluating the disclosures regarding the impairment assessment of trade receivables in note 30 to the consolidated financial statements.
- 評估綜合財務報表附註30內有關貿易應收款項的減值評估的披露。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

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

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

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

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

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

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

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

其他資料

貴公司董事須對其他資料負責。其他資料包括年報中所載資料，惟不包括綜合財務報表及本行就此發出的核數師報告。

本行對綜合財務報表提供的意見並未涵蓋其他資料，且本行不會就此發表任何形式的核證結論。

就審核綜合財務報表而言，本行的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或本行在審核過程中獲悉的資料存在重大抵觸情況，或似乎存在重大錯誤陳述。倘若本行基於已進行的工作認為其他資料出現重大錯誤陳述，本行須報告該事實。本行就此並無任何事項須報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實公平反映意見的綜合財務報表，並負責董事認為確保編製綜合財務報表時不存在由於欺詐或錯誤而導致重大錯誤陳述所需的內部監控。

在編製綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營會計基準，惟董事有意將貴集團清盤或停止經營，或並無其他實際的替代方案則除外。

治理層須負責監督貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs 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 HKSAAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審核綜合財務報表須承擔的責任

本行的目標乃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，並出具包括本行意見的核數師報告，並按照本行議定的委聘條款僅向閣下全體報告，除此之外本報告不作其他用途。本行概不就本報告內容對任何其他人士負責或承擔責任。儘管合理保證屬高層次核證，但不能保證按照香港核數準則進行的審核總能發現存在的重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，倘錯誤陳述個別或整體而言於合理預期情況下在使用者根據該等綜合財務報表作出的經濟決定時可影響有關決定，則視為重大錯誤陳述。

作為根據香港核數準則進行審核工作的其中一環，本行運用專業判斷，於整個審核過程中保持專業懷疑態度。本行亦：

- 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，設計及執行審核程序以應對該等風險，以及獲取充足及適當的審核憑證，作為本行意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕內部監控，因此未能發現因欺詐而導致重大錯誤陳述的風險高於未能發現因錯誤而導致重大錯誤陳述的風險。
- 了解與審核工作相關的內部監控，以設計在有關情況下屬適當的審核程序，但目的並非對貴集團內部監控的效能發表意見。
- 評估董事所採用會計政策是否適當以及作出會計估計及相關披露是否合理。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 總結董事採用持續經營為基礎的會計法是否適當，並根據所獲取的審核憑證，總結是否存在對貴集團持續經營能力產生重大疑慮的事件或情況的重大不明朗因素。倘本行總結認為存在重大不明朗因素，則有必要在核數師報告中提請股東注意綜合財務報表中的相關披露，假若有關披露不足，則修訂本行的意見。本行的結論乃基於直至核數師報告日止所取得的審核憑證。然而，未來事件或情況可能導致貴集團不能再持續經營業務。
- 評估綜合財務報表(包括披露事項)的整體呈報方式、結構及內容以及綜合財務報表是否公平反映相關交易及事項。
- 就貴集團內各實體或業務活動的財務資料獲取充足適當的審核憑證，以便對綜合財務報表發表意見。本行須負責指導、監督及執行貴集團的審核工作。本行為審核意見承擔全部責任。

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

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

本行與治理層溝通(其中包括)審核的計劃範圍及時間以及重大審核發現，當中包括本行於審核期間識別出有關內部監控的任何重大不足之處。

本行亦向治理層提交聲明，表明本行已符合有關獨立性的相關專業道德要求，並就可能合理被認為會影響本行獨立性的所有關係及其他事項以及在適用的情況下相關的防範措施與彼等溝通。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

The engagement partner on the audit resulting in the independent auditor's report is Del Rosario, Faith Corazon.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

24 June 2020

本行從與治理層溝通的事項中，確定該等對本期間綜合財務報表的審核最為重要的事項，該等事項因而構成關鍵審核事項。本行在核數師報告中闡述該等事項，惟法律或規例不允許公開披露該等事項，或在極端罕見的情況下，本行認為因為於報告中註明該事項可合理預期的不利後果為讓公眾人士知悉該等事項相當於偏袒公眾人士利益而決定不應於報告中披露則除外。

出具獨立核數師報告的審核項目合夥人為羅雅媛。

德勤•關黃陳方會計師行
執業會計師
香港

二零二零年六月二十四日

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 2020 截至二零二零年三月三十一日止年度

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益	5	178,559	163,441
Cost of sales	銷售成本		(112,155)	(97,084)
Gross profit	毛利		66,404	66,357
Other income	其他收入	6	2,660	2,108
Impairment losses under expected credit loss model, net	預期信貸虧損模式項下減值虧損淨額	7	(934)	(2,952)
Other gains and losses	其他收益及虧損	7	228	1,404
Selling and distribution expenses	銷售及分銷開支		(7,118)	(6,305)
Administrative expenses	行政開支		(32,736)	(33,773)
Finance costs	融資成本	8	(1,911)	(1,041)
Profit before tax	除稅前溢利	9	26,593	25,798
Income tax expense	所得稅開支	10	(5,711)	(6,033)
Profit for the year	年內溢利		20,882	19,765
Other comprehensive expense for the year	年內其他全面開支			
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益的項目：</i>			
Exchange differences arising on translation of foreign operations	換算海外業務所產生的匯兌差額		(2,857)	(2,748)
Total comprehensive income for the year	年內全面總收益		18,025	17,017
Profit for the year attributable to:	以下人士應佔年內溢利：			
Owners of the Company	本公司擁有人		13,677	13,859
Non-controlling interests	非控股權益		7,205	5,906
			20,882	19,765
Total comprehensive income for the year attributable to:	以下人士應佔年內全面總收益：			
Owners of the Company	本公司擁有人		12,036	12,140
Non-controlling interests	非控制權益		5,989	4,877
			18,025	17,017
Earnings per share, basic (HK cents)	每股基本盈利(港仙)	13	3.60	3.65

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 March 2020 於二零二零年三月三十一日

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	8,971	11,228
Right-of-use assets	使用權資產	15	15,801	-
Deposits placed at an insurance company	存於保險公司之存款	16	4,604	4,514
Deferred tax assets	遞延稅項資產	24	568	720
			29,944	16,462
Current assets	流動資產			
Inventories	存貨	17	50,448	54,990
Trade and other receivables	貿易及其他應收款項	18	56,389	73,844
Bank balances and cash	銀行結餘及現金	19	101,421	74,047
			208,258	202,881
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	20	9,548	16,295
Contract liabilities	合約負債	21	1,251	163
Lease liabilities	租賃負債	23	1,625	-
Tax payable	應繳稅項		3,336	7,900
Bank and other borrowings	銀行及其他借貸	22	20,000	25,292
			35,760	49,650
Net current assets	流動資產淨值		172,498	153,231
Total assets less current liabilities	總資產減流動負債		202,442	169,693
Non-current liability	非流動負債			
Lease liabilities	租賃負債	23	14,724	-
			187,718	169,693
Capital and reserves	資本及儲備			
Share capital	股本	25	38,000	38,000
Reserves	儲備		111,975	99,939
Equity attributable to owners of the Company	本公司擁有人應佔權益		149,975	137,939
Non-controlling interests	非控制權益		37,743	31,754
			187,718	169,693

The consolidated financial statements on pages 59 to 138 were approved and authorised for issue by the Board of Directors on 24 June 2020 and are signed on its behalf by:

第59至138頁的綜合財務報表已由董事會於二零二零年六月二十四日批准及授權刊發，並由下列董事代表簽署：

He Xiaoming
何笑明
DIRECTOR
董事

Huang Shixin
黃世鑫
DIRECTOR
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

Attributable to owners of the Company
本公司擁有人應佔

		Attributable to owners of the Company							Sub-total	Non-controlling interests	Total
		Share capital	Share premium	Merger reserve	Statutory reserve	Exchange reserve	Other reserve	Retained profits			
		股本	股份溢價	併購儲備	法定儲備	匯兌儲備	其他儲備	保留溢利	小計	非控制權益	總計
		HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元
				(note i)	(note ii)		(note iii)				
				(附註i)	(附註ii)		(附註iii)				
At 1 April 2018	於二零一八年四月一日	38,000	124,553	(67,096)	712	1,067	19	28,544	125,799	26,877	152,676
Profit for the year	年內溢利	-	-	-	-	-	-	13,859	13,859	5,906	19,765
Exchange differences arising on translation of foreign operations	換算海外業務所產生的匯兌差額	-	-	-	-	(1,719)	-	-	(1,719)	(1,029)	(2,748)
Total comprehensive (expense) income for the year	年內全面總(開支)收益	-	-	-	-	(1,719)	-	13,859	12,140	4,877	17,017
Transfer	轉撥	-	-	-	503	-	-	(503)	-	-	-
At 31 March 2019	於二零一九年三月三十一日	38,000	124,553	(67,096)	1,215	(652)	19	41,900	137,939	31,754	169,693
Profit for the year	年內溢利	-	-	-	-	-	-	13,677	13,677	7,205	20,882
Exchange differences arising on translation of foreign operations	換算海外業務所產生的匯兌差額	-	-	-	-	(1,641)	-	-	(1,641)	(1,216)	(2,857)
Total comprehensive (expense) income for the year	年內全面總(開支)收益	-	-	-	-	(1,641)	-	13,677	12,036	5,989	18,025
Transfer	轉撥	-	-	-	590	-	-	(590)	-	-	-
At 31 March 2020	於二零二零年三月三十一日	38,000	124,553	(67,096)	1,805	(2,293)	19	54,987	149,975	37,743	187,718

Note i: Amount represents difference between the nominal value of the share capital issued by Hang Wing Holdings Limited ("Hang Wing"), a wholly-owned subsidiary of the Company, for the acquisition of the entire equity interests and the amount of share capital in Top Mark Mechanical Equipment Limited ("Top Mark"), Tristate International Industrial Limited ("Tristate International"), Top Glory Construction Equipment Limited and Maxa RockDrills Limited.

附註i: 該款項指本公司之全資附屬公司經榮控股有限公司(「經榮」)為收購震東機械設備有限公司(「震東機械」)、聯亞國際實業有限公司(「聯亞國際」)、震東建築設備有限公司及Maxa RockDrills Limited全部股權而發行的股本面值與震東機械設備有限公司、聯亞國際實業有限公司、震東建築設備有限公司及Maxa RockDrills Limited的股本面值之差額。

Note ii: Amount represents statutory reserve of 佛山市順德區萊利達工程設備有限公司 (Norry Tech Engineering Equipment Limited) ("Norry Tech"), a subsidiary of the Company. According to the relevant laws in the People's Republic of China (the "PRC"), Norry Tech is required to transfer at least 10% of their net profit after taxation, as determined under the PRC accounting regulations, to a non-distributable reserve fund until the reserve balance reaches 50% of its registered capital. The transfer to this reserve must be made before the distribution of a dividend to owners. Such reserve fund can be used to offset the previous years' losses, if any, and is non-distributable other than upon liquidation.

附註ii: 該款項指本公司附屬公司佛山市順德區萊利達工程設備有限公司(「萊利達」)的法定儲備。根據中華人民共和國(「中國」)相關法律,萊利達須將根據中國會計法規計算的除稅後純利最少10%轉撥至不可分派儲備基金,直至該儲備結餘達致註冊資本的50%,且須在向擁有人分派股息前轉撥。有關儲備基金可用於抵銷過往年度虧損(如有),除清盤外,不可分派。

Note iii: Amount arising from acquisition of additional interests in subsidiaries in 2017.

附註iii: 收購附屬公司於二零一七年額外權益產生的金額。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Operating activities	經營活動		
Profit before tax	除稅前溢利	26,593	25,798
Adjustments for:	就以下各項調整：		
Impairment losses under expected credit loss model, net	預期信貸虧損模式項下的減值虧損淨額	934	2,952
Written-off on inventories	撇銷存貨	1,253	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,118	3,883
Depreciation of right-of-use assets	使用權資產折舊	2,107	-
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備(收益)虧損	(18)	406
Interest expense	利息開支	1,911	1,041
Interest income	利息收入	(133)	(118)
Operating cash flows before movements in working capital	營運資金變動前經營現金流量	35,765	33,962
Decrease (increase) in inventories	存貨減少(增加)	3,289	(17,328)
Decrease (increase) in trade and other receivables	貿易及其他應收款項減少(增加)	16,521	(29,324)
Decrease in trade and other payables	貿易及其他應付款項減少	(6,747)	(743)
Increase (decrease) in contract liabilities	合約負債增加(減少)	1,088	(2,550)
Cash generated from (used in) operations	經營所得(所用)的現金	49,916	(15,983)
PRC Enterprise Income Tax paid	已付中國企業所得稅	(2,070)	(1,190)
Hong Kong Profits Tax (paid) refund	香港利得稅(已付)退稅	(7,998)	1,590
Net cash from (used in) operating activities	經營活動所得(所用)現金淨額	39,848	(15,583)
Investing activities	投資活動		
Purchase of property, plant and equipment	購買物業、廠房及設備	(1,603)	(5,269)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	306	80
Interest received	已收利息	43	30
Net cash used in investing activities	投資活動所用現金淨額	(1,254)	(5,159)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Financing activities	融資活動		
New bank and other borrowings raised	新增銀行及其他借貸	9,811	25,292
Repayment of bank borrowings	償還銀行借貸	(15,103)	(1,697)
Interest paid	已付利息	(1,209)	(201)
Repayment of lease liabilities	償還租賃負債	(1,559)	-
Interest on lease liabilities	租賃負債利息	(702)	-
Net cash (used in) from financing activities	融資活動(所用)所得現金淨額	(8,762)	23,394
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	29,832	2,652
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	74,047	71,975
Effect of foreign exchange rate changes	匯率變動的影響	(2,458)	(580)
Cash and cash equivalents at end of the year, represented by bank balances and cash	年末現金及現金等價物，指銀行結餘及現金	101,421	74,047

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1. GENERAL

Yuk Wing Group Holdings Limited (the “**Company**”) was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The registered office address of the Company is located at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is located at Unit B, 13/F., Eton Building, 288 Des Voeux Road Central, Hong Kong. The directors consider that the Company’s immediate and ultimate holding company is Colour Shine Investments Limited, a private limited company incorporated in the British Virgin Islands (the “**BVI**”).

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in the manufacturing and trading of rockdrilling tools and equipment and trading of piling and drilling equipment and machineries.

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

1. 一般資料

煜榮集團控股有限公司(「**本公司**」)根據開曼群島一九六一年第3號法例第22章公司法(以經綜合及修訂者為準)於開曼群島註冊成立為獲豁免有限公司。本公司股份於香港聯合交易所有限公司(「**聯交所**」)上市。

本公司的註冊辦事處地址位於Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司的主要營業地點位於香港德輔道中288號易通商業大廈13樓B室。董事認為本公司的直接及最終控股公司為彩輝投資有限公司(一間於英屬處女群島(「**英屬處女群島**」)註冊成立的私人有限公司)。

本公司為一間投資控股公司。本公司及其附屬公司(統稱「**本集團**」)主要從事製造及買賣鑿岩工具及設備以及買賣打樁機及鑽孔設備及器械。

綜合財務報表以本公司功能貨幣港元(「**港元**」)呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

New and Amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to HKFRSs and an interpretation issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

HKFRS 16	Leases
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015–2017 Cycle

Except as described below, the application of the new and amendments to HKFRSs and the interpretation in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

HKFRS 16 “Leases”

The Group has applied HKFRS 16 “Leases” (“HKFRS 16”) for the first time in the current year. HKFRS 16 superseded HKAS 17 “Leases” (“HKAS 17”), and the related interpretations.

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂本

於本年度強制生效的新訂香港財務報告準則及其修訂本

本集團已於本年度首次應用下列由香港會計師公會(「香港會計師公會」)頒佈的新訂香港財務報告準則及其修訂本以及詮釋：

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理的不確定性
香港財務報告準則第9號(修訂本)	具有負補償的預付款項特性
香港會計準則第19號(修訂本)	計劃修正、縮減或清償
香港會計準則第28號(修訂本)	於聯營公司及合營企業的長期權益
香港財務報告準則(修訂本)	香港財務報告準則二零一五年至二零一七年週期之年度改進

除下文所述者外，本年度應用該等新訂香港財務報告準則及修訂本以及詮釋對本集團本年度及過往年度之財務狀況及財務表現及／或該等綜合財務報表內所載披露內容並無重大影響。

香港財務報告準則第16號「租賃」

本集團於本年度首次應用香港財務報告準則第16號「租賃」(「香港財務報告準則第16號」)。香港財務報告準則第16號替代香港會計準則第17號「租賃」(「香港會計準則第17號」)及相關詮釋。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued) HKFRS 16 “Leases” (Continued)

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC) – Int 4 “Determining whether an Arrangement contains a Lease” and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 April 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 April 2019.

As at 1 April 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by applying HKFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- (i) elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;
- (ii) excluded initial direct costs from measuring the right-of-use assets at the date of initial application; and
- (iii) used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group’s leases with extension and termination options.

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂本(續) 香港財務報告準則第16號「租賃」(續)

租賃的定義

本集團已採用可行權宜方法，將香港財務報告準則第16號應用於以往應用香港會計準則第17號及香港(國際財務報告詮釋委員會) – 詮釋第4號「釐定安排是否包含租賃」時獲識別為租賃之合約，且並無將該準則應用於以往獲識別為包含租賃之合約。因此，本集團並未重新評估於初始應用日期前已存在的合約。

就於二零一九年四月一日或之後訂立或修訂的合約而言，本集團在評估合約是否包含租賃時，根據香港財務報告準則第16號所載規定採用租賃之釋義。

作為承租人

本集團已追溯應用香港財務報告準則第16號，而累計影響於初始應用日期二零一九年四月一日確認。

於二零一九年四月一日，本集團通過應用香港財務報告準則第16.C8(b)(ii)條過渡以相等於相關租賃負債之金額確認額外租賃負債及使用權資產。初始應用日期的任何差額於期初保留溢利確認及並無重列比較資料。

在過渡時根據香港財務報告準則第16號採用經修訂追溯方法時，本集團按逐項租賃基準就先前根據香港會計準則第17號分類為經營租賃且與各租賃合約相關的租賃應用以下可行權宜方法：

- (i) 選擇不就租期於初始應用日期起計十二個月內結束的租賃確認使用權資產及租賃負債；
- (ii) 於初始應用日期計量使用權資產時撇除初始直接成本；及
- (iii) 根據於初始應用日期的事實及情況使用事後分析釐定本集團帶有續租及終止選擇權的租賃的租期。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued) HKFRS 16 “Leases” (Continued)

As a lessee (Continued)

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied is 4.125%.

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂本(續) 香港財務報告準則第16號「租賃」(續)

作為承租人(續)

於確認先前分類為經營租賃的租賃負債時，本集團已應用於初始應用日期相關集團實體的增量借款利率。適用的加權平均增量借款利率為4.125%。

At 1 April 2019

於二零一九年

四月一日

HK\$'000

千港元

Operating lease commitments disclosed as at 31 March 2019	於二零一九年三月三十一日披露的經營租賃承擔	22,434
Lease liabilities discounted at relevant incremental borrowing rate	按有關增量借款利率貼現的租賃負債	18,995
Less: Recognition exemption – short-term leases	減：確認豁免－短期租賃	(1,087)
Lease liabilities relating to operating leases recognised upon application of HKFRS 16 as at 1 April 2019	與二零一九年四月一日應用的香港財務報告準則第16號後確認的經營租賃相關租賃負債	17,908
Analysed as	分析為	
Current	流動	1,559
Non-current	非流動	16,349
		17,908
The carrying amount of right-of-use assets as at 1 April 2019 comprises the following:	於二零一九年四月一日使用權資產的賬面值包括以下各項：	
		HK\$'000
		千港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	與應用香港財務報告準則第16號後確認的經營租賃有關的使用權資產	17,908
By class:	按類別：	
Factory premises	工廠物業	17,908

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued) HKFRS 16 “Leases” (Continued)

As a lessee (Continued)

The directors of the Company considered that the impact of refundable rental deposits paid under HKFRS 9 “Financial Instruments” (“HKFRS 9”) at 1 April 2019 was insignificant to the Group.

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 April 2019. Line items that were not affected by the changes have not been included.

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂本(續) 香港財務報告準則第16號「租賃」(續)

作為承租人(續)

本公司董事認為，於二零一九年四月一日根據香港財務報告準則第9號「金融工具」(「香港財務報告準則第9號」)支付的可退換租賃按金的影響對本集團而言並不重大。

對於二零一九年四月一日在綜合財務狀況表中確認的金額進行以下調整。未受變動影響的項目並無載於下表。

		Carrying amounts previously reported at 31 March 2019	Adjustments	Carrying amounts under HKFRS 16 at 1 April 2019
		先前於二零一九年 三月三十一日 呈報之賬面值 HK\$'000 千港元	調整 HK\$'000 千港元	於二零一九年 四月一日根據 香港財務報告 準則第16號 之賬面值 HK\$'000 千港元
Non-current asset	非流動資產			
Right-of-use assets	使用權資產	-	17,908	17,908
Current liability	流動負債			
Lease liabilities	租賃負債	-	(1,559)	(1,559)
Non-current liability	非流動負債			
Lease liabilities	租賃負債	-	(16,349)	(16,349)

Note: For the purpose of reporting cash flows from operating activities under indirect method for the year ended 31 March 2020, movements in working capital have been computed based on opening consolidated statement of financial position as at 1 April 2019 as disclosed above.

附註：為以間接方法呈報截至二零二零年三月三十一日止年度經營活動所得現金流量，如上文所披露，營運資產的變動乃根據二零一九年四月一日的期初綜合財務狀況表計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts ¹
Amendments to HKFRS 16	Covid-19-Related Rent Concessions ⁵
Amendments to HKFRS 3	Definition of a Business ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1 and HKAS 8	Definition of Material ⁴
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ⁴

¹ Effective for annual periods beginning on or after 1 January 2021

² Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

³ Effective for annual periods beginning on or after a date to be determined

⁴ Effective for annual periods beginning on or after 1 January 2020

⁵ Effective for annual periods beginning on or after 1 June 2020

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, “the Amendments to References to the Conceptual Framework in HKFRS Standards”, will be effective for annual periods beginning on or after 1 January 2020.

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of above new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂本(續)

已頒佈但尚未生效之新訂香港財務報告準則及修訂本

本集團並無提早應用下列已頒佈但尚未生效之新訂香港財務報告準則及修訂本：

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16號(修訂本)	新型冠狀病毒相關租金優惠 ⁵
香港財務報告準則第3號(修訂本)	業務定義 ²
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產銷售或出資 ³
香港會計準則第1號及香港會計準則第8號(修訂本)	重大定義 ⁴
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)	利率基準改革 ⁴

¹ 於二零二一年一月一日或之後開始之年度期間生效

² 於收購日期為二零二零年一月一日或之後開始的首個年度期間期初或之後的業務合併及資產收購生效

³ 於待定期或之後開始的年度期間生效

⁴ 於二零二零年一月一日或之後開始之年度期間生效

⁵ 於二零二零年六月一日或之後開始之年度期間生效

除上述新訂香港財務報告準則及修訂本外，經修訂財務報告概念框架已於二零一八年刊發。其相關修訂，「提述香港財務報告準則概念框架的修訂」將於二零二零年一月一日或之後開始的年度期間生效。

除下文所述新訂香港財務報告準則及修訂本外，本公司董事預期，應用上述新訂香港財務報告準則及修訂本將不會於可預見未來對綜合財務報表產生重大影響。

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

New and amendments to HKFRSs in issue but not yet effective (Continued)

Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in HKFRS Standards

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;
- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

Consequential amendments have been made so that references in certain HKFRSs have been updated to the New Framework, whilst some HKFRSs are still referred to the previous versions of the framework. These amendments are effective for the Group’s annual period beginning on or after 1 April 2020. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂本(續)

已頒佈但尚未生效之新訂香港財務報告準則及修訂本(續)

二零一八年財務報告之概念框架(「新框架」)及香港財務報告準則概念框架之提述之修訂本

新框架：

- 重新引入管理及審慎此等術語；
- 引入以權利為重點的新資產定義及可能較其取代的定義更為廣泛的新負債定義，但並無改變區分負債與權益工具之方式；
- 討論過往成本及現值的計量方法，並就如何為特定資產或負債選擇計量基準提供額外指引；
- 指出財務表現的主要計量指標為損益，且於特殊情況下會使用其他全面收益，並僅用於資產或負債現值變動所產生的收入或開支；及
- 討論不確定性、終止確認、會計單位、報告實體及合併財務報表。

已作出後續修訂，使若干香港財務報告準則的參考獲更新為新框架，而若干香港財務報告準則仍然會參考該框架的先前版本。該等修訂於本集團在二零二零年四月一日或之後開始之年度期間生效。除仍然參考該框架先前版本之特定準則外，本集團將於其生效日期依據新框架釐定會計政策，特別是並無按會計準則處理之交易、事件或情況。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 and HKAS 8 “Definition of Material”

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. In particular, the amendments:

- include the concept of “obscuring” material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from “could influence” to “could reasonably be expected to influence”; and
- include the use of the phrase “primary users” rather than simply referring to “users” which was considered too broad when deciding what information to disclose in the financial statements.

The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 April 2020. The application of the amendments is not expected to have significant impact on the financial positions and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period, as explained in the accounting policies set out below.

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

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂本(續)

已頒佈但尚未生效之新訂香港財務報告準則及修訂本(續)

香港會計準則第1號及香港會計準則第8號(修訂本)「重大定義」

該等修訂本透過載入作出重大判斷時的額外指引及解釋，對重大的定義進行修訂。尤其是有關修訂本：

- 包含「掩蓋」重要資料的概念，其與遺漏或誤報資料有類似效果；
- 就影響使用者重要性的範圍以「可合理預期影響」取代「可影響」；及
- 包含使用詞組「主要使用者」，而非僅指「使用者」，於決定於財務報表披露何等資料時，該用語被視為過於廣義。

該等修訂與各香港財務報告準則的定義一致，並將在本集團於二零二零年四月一日開始的年度期間強制生效。預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響，惟可能影響於綜合財務報表中的呈列及披露。

3. 重大會計政策

綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表載有聯交所證券上市規則(「上市規則」)及香港公司條例規定的適用披露。

綜合財務報表已在各報告期末以歷史成本為基準編製，如下文所載的會計政策所述。

歷史成本一般以就換取商品及服務所給予的代價的公平值為基準。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based Payment”, leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 April 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of Assets”.

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

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

3. 重大會計政策 (續)

公平值為於計量日期在市場參與者之間按有序交易出售資產將收取的價格或轉讓負債時將支付的價格，而不論該價格是否可直接觀察所得或採用其他估值技術估計得出。於估計資產或負債的公平值時，本集團計及市場參與者於計量日期就資產或負債進行定價時將會考慮的資產或負債特徵。該等綜合財務報表中用作計量及／或披露用途的公平值按此基準釐定，惟該等香港財務報告準則第2號「以股份為基礎的支付」範疇內的以股份為基礎的支付交易、根據香港財務報告準則第16號（自二零一九年四月一日起）或香港會計準則第17號（於採納香港財務報告準則第16號前）計入租賃交易及與公平值類似但並非公平值的計量（例如，香港會計準則第2號「存貨」中的可變現淨值或香港會計準則第36號「資產減值」中的使用價值）除外。

此外，就財務申報而言，公平值計量按公平值計量的參數的可觀察程度及對公平值計量參數整體的重要性劃分為第一、二或三級，詳情如下：

- 第一級參數為實體於計量日期可獲得的相同資產或負債於活躍市場的報價（未經調整）；
- 第二級參數為可直接或間接觀察的資產或負債參數（計入第一級的報價除外）；及
- 第三級參數為資產或負債的不可觀察參數。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation

The principal accounting policies are set out below:

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

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

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

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

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

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

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

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

3. 重大會計政策 (續)

綜合基準

主要會計政策載列如下：

綜合財務報表包括本公司及由本公司控制的實體以及其附屬公司的財務報表。本公司在下列情況下取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務而承擔可變回報的風險或享有可變回報的權利；及
- 能夠使用其權力影響其回報。

倘事實及情況顯示上文所列控制權的三項元素的一項或多項有變，則本集團重新評估其是否控制投資對象。

附屬公司於本集團取得該附屬公司的控制權時開始綜合入賬，於本集團喪失該附屬公司的控制權時終止綜合入賬。具體而言，於年內收購或出售的附屬公司收支自本集團取得控制權當日起直至本集團不再控制附屬公司當日止計入綜合損益及其他全面收益表。

損益及其他全面收入各項目歸於本公司擁有人及非控制權益所有。即使非控制權益的結餘會成為負數，附屬公司的全面總收入亦歸於本公司擁有人及非控制權益所有。

附屬公司的財務報表於必要時會作出調整，以使其會計政策與本集團的會計政策一致。

所有集團內公司間的資產與負債、股本、收入、開支以及本集團成員公司間交易現金流量於合併時悉數對銷。

於附屬公司中的非控股權益應與本集團之權益單獨列示，乃指其持有者有權攤佔相關附屬公司清算時之淨資產的比例份額的當前所有權權益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers

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

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

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

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

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

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

Rendering of services

Service income of piling and drilling machineries and equipment is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation, as the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs. The Group bills a fixed amount for each month of service provided. The Group elected to apply the practical expedient by recognising revenue in the amount to which the Group has right to invoice. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed. The service income is not derived from the Group’s ordinary course of business and is presented as other income.

3. 重大會計政策 (續)

源自客戶合約的收益

本集團於完成履約責任時(或就此)確認收入，即與特定履約責任相關的商品及服務的「控制權」轉讓予客戶時。

履約責任指個別的商品及服務(或一組商品或服務)或一系列大致相同的個別商品或服務。

倘符合以下其中一項標準，則控制權隨時間轉移，而收入則參照完全履行相關履約責任的進展情況而隨時間確認：

- 於本集團履約時，客戶同時取得並消耗本集團履約所提供的利益；
- 於本集團履約時，本集團的履約產生或加強一項客戶控制的資產；或
- 本集團的履約並未產生讓本集團有替代用途的資產，且本集團對迄今已完成履約的付款具有可強制執行的權利。

否則，收入於客戶獲得個別商品或服務控制權的時間點確認。

合約負債指本集團因已向客戶收取代價(或收取已到期代價)，而須向客戶轉讓商品或服務的責任。

提供服務

打樁機及鑽機以及設備的服務收入乃參照完成履行相關履約責任之進展情況隨時間確認，原因在於客戶隨著本集團的履約同時收取及消耗本集團履約所提供之利益。本集團就每月提供的服務開出固定金額賬單。本集團選擇採用可行權宜方法，於本集團有權開具發票之金額中確認收入。如香港財務報告準則第15號所准許，分配至該等未履行合約之交易價格未予以披露。服務收入並非源自本集團日常業務並呈列為其他收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

Principal versus agent

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

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

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

Leases

Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 2)

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.

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2)

Short-term leases

The Group applies the short-term lease recognition exemption to leases of staff quarters and office premises that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

3. 重大會計政策 (續)

源自客戶合約的收益 (續)

當事人與代理人

當另一方牽涉向客戶提供商品或服務，本集團釐定其承諾的性質是否為提供指定商品或服務本身的履約責任（即本集團為當事人）或安排由另一方提供該等商品或服務（即本集團為代理人）。

倘本集團在向客戶轉讓商品或服務之前控制指定商品或服務，則本集團為當事人。

倘本集團的履約責任為安排另一方提供指定的商品或服務，則本集團為代理人。在此情況下，在將商品或服務轉讓予客戶之前，本集團不控制另一方提供的指定商品或服務。當本集團為代理人時，應就為換取另一方安排提供的指定商品或服務預期有權獲得的任何收費或佣金的金額確認收入。

租賃

租賃的定義 (根據附註2所述之過渡安排而應用香港財務報告準則第16號後)

倘合約為換取代價而給予在一段時間內控制可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 (根據附註2所述之過渡安排而應用香港財務報告準則第16號後)

短期租賃

對於租期自開始日期起計為12個月或以內且不包含購買選擇權的員工宿舍及辦公室物業，本集團應用短期租賃確認豁免。短期租賃的租賃付款按直線法基準的方法於租期內確認為開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

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

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

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

Refundable rental deposits

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

Lease liabilities

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

3. 重大會計政策 (續)

租賃 (續)

本集團作為承租人(根據附註2所述之過渡安排而應用香港財務報告準則第16號後)(續)

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 在開始日期或之前支付的任何租賃款項，減去收到的任何租賃獎勵措施；
- 本集團產生的任何初始直接費用；及
- 本集團在拆卸和拆除相關資產，恢復其所在地點或將相關資產恢復到租賃條款和條件所規定狀態將予產生的估計成本。

使用權資產於其估計可使用年期及租期(以較短者為準)內按直線法計提折舊。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

可退還租賃按金

已付可退還租賃按金乃根據香港財務報告準則第9號入賬並按公平值初步計量。於初步確認時對公平值之調整被視為額外租賃付款並計入使用權資產成本。

租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃隱含的利率難以釐定，則本集團使用租賃開始日期的增量借貸利率計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (Continued)

Lease liabilities (Continued)

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, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

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

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

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

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. 重大會計政策 (續)

租賃 (續)

本集團作為承租人(根據附註2所述之過渡安排而應用香港財務報告準則第16號後)(續)

租賃負債 (續)

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；
- 視乎指數或利率而定的可變租賃付款，初步計量時使用開始日期的指數或利率；
- 根據剩餘價值擔保預期本集團應付的金額；
- 購買選擇權的行使價(倘本集團合理確定將行使該選擇權)；及
- 倘租期反映本集團會行使選擇權終止租賃，則計入終止租賃的罰款。

於開始日期後，租賃負債就利息增長及租賃付款作出調整。

本集團於以下情況重新計量租賃負債並就有關使用權資產作相應調整：

- 租期有變或有關行使購買權的評估有變，於此情況下，有關租賃負債透過使用於重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因進行市場租金調查後市場租金有變而出現變動，於此情況下，有關租賃負債透過使用初始貼現率貼現經修訂租賃付款而重新計量。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (Continued)

Lease modifications

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

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

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

The Group as a lessee (prior to 1 April 2019)

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

In the event that lease incentives are received to enter into operating lease, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

3. 重大會計政策 (續)

租賃 (續)

本集團作為承租人(根據附註2所述之過渡安排而應用香港財務報告準則第16號後)(續)

租賃修改

倘出現以下情況，本集團將租賃修改作為單獨租賃入賬：

- 修改透過加入使用一項或多項相關資產的權利擴大租賃範圍；及
- 調增租賃的代價，增加的金額相當於範圍擴大對應的單獨價格的金額及為反映特定合約情況而對該單獨價格進行的任何適當調整。

就未作為單獨租賃入賬的租賃修改而言，本集團根據經修改租賃的租期，透過使用於修改生效日期的經修訂貼現率貼現經修訂租賃付款而重新計量租賃負債。

本集團作為承租人(於二零一九年四月一日前)

經營租賃付款於有關租期按直線法確認為開支，除非另有系統基準更能代表租賃資產所產生經濟利益耗用之時間模式。

倘於訂立經營租賃時收取租賃優惠，則有關優惠確認為負債。優惠總利益以直線法確認為租金開支減少。

物業、廠房及設備

物業、廠房及設備是為生產或提供商品或服務或用於管理目的而持有的有形資產。物業、廠房及設備於綜合財務狀況表按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Depreciation is recognised so as to write off the cost of assets over their estimated useful lives, using the straight-line method. The estimated useful lives and depreciation method are reviewed at the end of the reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

Impairment on property, plant and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, corporate assets are allocated to individual cash-generating units when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be established. The Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, the recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

3. 重大會計政策 (續)

物業、廠房及設備 (續)

折舊採用直線法按資產的估計可使用年期撇銷其成本確認。估計可使用年期及折舊方法於各報告期末檢討，估計的任何變動影響按預先計提基準入賬。

物業、廠房及設備項目於出售時或預期繼續使用資產不會獲得未來經濟利益時終止確認。物業、廠房及設備項目出售或報廢時產生的任何收益或虧損按銷售所得款項與資產賬面值的差額釐定，並於損益確認。

物業、廠房及設備以及使用權資產的減值

於報告期末，本集團審閱其物業、廠房及設備以及使用權資產的賬面值，衡量是否有跡象顯示此等資產已出現減值虧損。倘出現任何該等跡象，則會估計相關資產的可收回金額，以釐定減值虧損(如有)之程度。

本集團會個別估計物業、廠房及設備以及使用權資產的可收回金額。若不可能逐項估計可收回金額，本集團會估計該資產所屬現金產生單位的可收回金額。

此外，於可確定合理和一貫分配基準的情況下，公司資產會被分配到單項的現金產生單位，否則或會被分配到可合理和一貫分配基準而確定的最小的現金產生單位組別。本集團評估是否有跡象表明公司資產可能發生減值。倘存在該種跡象，就該項公司資產的現金產生單位或現金產生單位組別確定可收回金額，將可收回金額與相關現金產生單位或現金產生單位組別的賬面值比較。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment on property, plant and equipment and right-of-use assets (Continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. 重大會計政策 (續)

物業、廠房及設備以及使用權資產的減值 (續)

可收回金額為公平值減出售成本及使用價值之較高者。於評估使用價值時，估計日後現金流量乃採用稅前貼現率貼現至其現值，該貼現率反映貨幣時間價值之現行市場評估及尚未就日後現金流量之估計作出調整之資產（或現金產生單位）之特有風險。

倘估計資產（或現金產生單位）之可收回金額將少於其賬面值，則資產（或現金產生單位）之賬面值將調減至其可收回金額。就未能按合理一致基準分配至現金產生單位的公司資產或一部分公司資產而言，本集團會將一組現金產生單位的賬面值（包括分配至該現金產生單位組別的公司資產或一部分公司資產的賬面值）與該組現金產生單位的可收回金額作比較。於分配減值虧損時，首先分配減值虧損以減少任何商譽的賬面值（如適用），其後根據該單位或現金產生單位組別各資產的賬面值按比例分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本（如可計量）、其使用價值（如可釐定）及零之中的最高值。已另行分配至資產之減值虧損數額按比例分配至該單位或現金產生單位組別的其他資產。減值虧損即時於損益確認。

倘減值虧損其後撥回，該項資產（或現金產生單位或現金產生單位組別）之賬面值將增加至其經修訂之估計可收回金額，惟增加後之賬面值不得超過倘若該資產（或現金產生單位或現金產生單位組別）於過往年度並無確認減值虧損所釐定之賬面值。減值虧損之撥回即時於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Deposits placed at an insurance company

Deposits placed at an insurance company is stated in the consolidated statement of financial position at cost adjusted for interest income and service charges, less impairment losses, if any.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 "Revenue from Contracts with Customers". Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

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

Interest income is recognised on an effective interest basis for financial assets and are presented as other income.

3. 重大會計政策 (續)

存貨

存貨按成本或可變現淨值的較低者列賬。存貨成本根據先進先出法釐定。可變現淨值指存貨的估計售價減全部估計完工成本及所需銷售成本。

存於保險公司之存款

存於保險公司之存款於綜合財務狀況表按就利息收入及服務費調整的成本減去減值虧損(如有)列賬。

金融工具

當集團實體成為工具合約條文之訂約方，則確認金融資產及金融負債。所有日常購買或出售之金融資產均按交易日基準確認及終止確認。日常購買或出售指按於市場規則或慣例確立之時限內交付資產之金融資產購買或出售。

該等金融資產及金融負債初步按公平值計量(除與客戶簽訂合約產生的貿易應收款項初步根據香港財務報告準則第15號「來自客戶合約收益」計量外)。收購或發行金融資產及金融負債(透過損益按公平值(「透過損益按公平值」)入賬之金融資產除外)直接應佔之交易成本於初步確認時加入金融資產或金融負債之公平值或從中扣除(如適用)。收購透過損益按公平值入賬之金融資產或金融負債直接應佔之交易成本即時於損益確認。

實際利率法為計算金融資產或金融負債的攤銷成本及按相關期間分配利息收入及利息開支的方法。實際利率為於金融資產或金融負債的預期年期或(如適用)較短期間內將估計未來現金收入及付款(包括構成實際利率不可或缺一部分的所有已付或已收費用及貼息、交易成本以及其他溢價或折讓)準確貼現至於初步確認時的賬面淨值之利率。

利息收入按金融資產的實際利率基準確認，並以其他收入列示。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

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

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

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets including trade receivables, other receivables and bank balances which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

3. 重大會計政策 (續)

金融工具 (續)

金融資產

金融資產的分類及後續計量

符合下列條件的金融資產其後按攤銷成本計量：

- 金融資產以收取合約現金流量為目的之業務模式持有；及
- 合約條款會於指定日期產生現金流量，其性質純粹為支付本金及未償還本金的利息。

(i) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產使用實際利息法確認利息收入。就購買或發起的信貸減值金融資產以外的金融工具而言，利息收入透過對金融資產的賬面總值應用實際利率計算，惟其後出現信貸減值的金融資產除外（見下文）。就其後出現信貸減值的金融資產而言，利息收入自下一個報告期起透過對金融資產的攤銷成本應用實際利率確認。倘信貸減值金融工具的信貸風險得以改善，使金融資產不再出現信貸減值，則於釐定資產不再出現信貸減值之後的報告期初起，利息收入透過對金融資產的賬面總值應用實際利率確認。

金融資產及其他根據香港財務報告準則第9號進行減值評估項目的減值

本集團對根據香港財務報告準則第9號就發生減值之金融資產（包括貿易應收款項、其他應收款項及銀行結餘）進行預期信貸虧損（「預期信貸虧損」）模式項下的減值評估。預期信貸虧損的金額於各報告日期更新，以反映自初始確認後信貸風險的變化。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“**12m ECL**”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

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

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

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

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及其他根據香港財務報告準則第9號進行減值評估項目的減值 (續) 全期預期信貸虧損指於相關工具的預期使用期內所有可能的違約事件產生之預期信貸虧損。相反，12個月預期信貸虧損 (“**12個月預期信貸虧損**”) 指預期於報告日期後12個月內可能發生的違約事件導致之全期預期信貸虧損部分。評估乃根據本集團的歷史信貸虧損經驗進行，並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況的預測作出調整。

本集團經常就貿易應收款項確認全期預期信貸虧損。該等資產的預期信貸虧損單獨評估。

就所有其他工具而言，本集團計量的虧損撥備等於12個月預期信貸虧損，除非自初始確認後信貸風險顯著增加，本集團確認全期預期信貸虧損。是否應確認全期預期信貸虧損的評估乃基於自初始確認以來發生違約之可能性或風險的顯著增加。

(i) 信貸風險顯著增加

於評估自初始確認後信貸風險是否顯著增加時，本集團將於報告日期金融工具發生之違約風險與初始確認日期金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且可支持的定量和定性資料，包括歷史經驗及就毋須花費不必要成本或努力即可獲得的合理可靠之前瞻性資料。

特別是，在評估信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部(如有)或內部信用評級的實際或預期顯著惡化；
- 外部市場信貸風險指標的顯著惡化，如信貸利差大幅增加，債務人的信用違約掉期價格；

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

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

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

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

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

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及其他根據香港財務報告準則第9號進行減值評估項目的減值 (續)

(i) 信貸風險顯著增加 (續)

- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；
- 導致債務人償還債務能力大幅下降的債務人監管、經濟或技術環境的實際或預期的重大不利變化。

不論上述評估之結果如何，本集團認為，當合約付款逾期超過30天，則自初始確認以來信貸風險已顯著增加，除非本集團有合理且可支持之資料證明事實並非如此。

儘管如此，倘一項債務工具於報告日期確定為信貸風險較低，則本集團假設該債務工具的信貸風險自初始確認以來並無大幅增加。倘一項債務工具(i)違約風險較低；(ii)借款人近期具充分償付合約現金流量負債的能力及(iii)長遠而言經濟及業務狀況的不利變動可能但未必會降低借款人償付合約現金流量負債的能力，則該項債務工具可確定為信貸風險較低。倘債務工具的內部或外部信貸評級為「投資級別」(根據國際通用釋義)，則本集團認為該債務工具屬於低信貸風險。

本集團定期監察用以識別信貸風險曾否顯著增加的標準的成效，並酌情對其作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險顯著增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(ii) Definition of default

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

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

(iii) Credit-impaired financial assets

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

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

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及其他根據香港財務報告準則第9號進行減值評估項目的減值 (續)

(ii) 違約的定義

就內部信貸風險管理而言，本集團認為，倘內部生成或自外部來源獲得之資料顯示債務人不太可能向其債權人（包括本集團）悉數付款（不考慮本集團持有的任何抵押品），則發生違約事件。

無論上述分析結果如何，倘金融資產逾期超過90日，本集團將視作已發生違約，除非目標集團擁有合理及有理據支持之資料證明較寬鬆的違約標準更為適用，則當別論。

(iii) 信貸減值金融資產

金融資產在一項或多項對該金融資產的估計未來現金流量構成不利影響的事件發生時出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人出現重大財務困難；
- (b) 違約，如違約或逾期事件；
- (c) 借款人的貸款人出於與借款人財務困難相關的經濟或合約原因而向借款人授予貸款人不會另行考慮的優惠；
- (d) 借款人將有可能面臨破產或進行其他財務重組；或
- (e) 由於財務困難致使金融資產之活躍市場消失。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(iv) Write-off policy

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

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, where the corresponding adjustment is recognised through a loss allowance account.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及其他根據香港財務報告準則第9號進行減值評估項目的減值 (續)

(iv) 撇銷政策

當有資料顯示對手方陷入嚴重財務困難且並無實際收回的可能時 (例如對手方已清盤或進入破產程序時)，本集團則撇銷金融資產 (包括貿易應收款項)。於在適當情況下考慮法律意見後，已撇銷的金融資產仍可根據本集團的收回程序進行強制執行活動。撇銷構成取消確認事項。任何其後收回於損益中確認。

(v) 預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約虧損 (即違約時虧損大小) 及違約時風險敞口之函數。違約概率及違約虧損之評估乃基於歷史數據按前瞻性資料作調整。預期信貸虧損之估計反映無偏頗及概率加權之數額，其乃根據加權之相應違約風險而確定。

一般而言，預期信貸虧損乃根據合約應付本集團之所有合約現金流量與本集團預期收取之現金流量之間之估計差額，按首次確認時釐定之實際利率貼現。

利息收入根據金融資產的賬面值總額計算，惟金融資產存在信貸減值除外，在此情況下，利息收入乃按金融資產的攤銷成本計算。

除了透過虧損撥備賬確認相應調整的貿易應收款項，本集團就所有金融工具通過調整其賬面值於損益內確認減值損益。

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綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

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

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Financial liabilities at amortised cost

Financial liabilities including trade and other payables and bank and other borrowings are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Borrowing costs

All borrowing costs, other than those directly attributable to the acquisition, construction or production of qualifying assets, if any, are recognised in profit or loss in the period in which they are incurred.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

終止確認金融資產

只有當資產現金流量的合約權利屆滿時，或向其他實體轉讓該金融資產及轉移該資產所有權的絕大部分風險及回報時，本集團方會終止確認金融資產。

於終止確認以攤銷成本計量之金融資產時，該資產的賬面值與已收及應收代價之和之間的差額於損益確認。

金融負債及股本

分類為債務或股本

債務及股本工具乃根據合約安排的性質與金融負債及股本工具的定義分類為金融負債或股本。

股本工具

股本工具乃證明實體於扣減其所有負債後的資產中擁有剩餘權益的任何合約。本公司發行的股本工具按已收所得款項扣減直接發行成本確認。

按攤銷成本計量的金融負債

金融負債(包括貿易及其他應付款項以及銀行及其他借款)其後使用實際利率法按攤銷成本計量。

終止確認金融負債

本集團當且僅當其責任獲履行、取消或屆滿時終止確認金融負債。終止確認的金融負債之賬面值與已付及應付代價的差額於損益確認。

借貸成本

所有借貸成本在產生期間於損益確認，惟因收購、興建或生產合資格資產(倘有)而直接產生的借貸成本除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Retirement benefit costs

Payments to Mandatory Provident Fund Scheme and state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term and other long-term employee benefits

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

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

Liabilities recognised in respect of other long-term employee benefits are measured at the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

Foreign currencies

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

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

3. 重大會計政策 (續)

退休福利成本

向強制性公積金計劃及國家管理退休福利計劃作出的付款於僱員提供服務而享有供款時確認為開支。

短期及其他長期僱員福利

短期僱員福利於僱員提供服務時按預期支付福利的未貼現金額確認。所有短期僱員福利均確認為開支，除非有另一項香港財務報告準則規定或允許將福利計入資產成本則作別論。

僱員累計福利(如工資及薪金、年假及病假)於扣除已付金額後確認為負債。

就其他長期僱員福利確認的負債，按本集團預計在截至報告日期就員工提供的服務作出的估計未來現金流出計量。由於服務成本、利息和重新計量產生的負債賬面價值變動於損益確認，除非另有香港財務報告準則要求或允許將其納入資產成本。

外幣

編製各個別集團實體的財務報表時，以該實體功能貨幣以外的貨幣(外幣)進行的交易按交易日的普遍匯率確認。於各報告期末，以外幣計值的貨幣項目按該日的普遍匯率重新換算。按歷史成本以外幣計量的非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目的匯兌差額於產生期間在損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

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

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

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expenses that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

3. 重大會計政策 (續)

外幣 (續)

就綜合財務報表呈列而言，本集團業務當中資產及負債乃按於各報告期末之適用匯率換算為本集團呈列貨幣（即港元）。收入及開支項目按該期間之平均匯率換算，惟於該期間之匯率大幅波動時，則使用各項交易日期之適用匯率換算。產生之匯兌差異（如有）於其他全面收益確認，並於權益下以非控制權益應佔匯兌儲備（如適用）累計。

於出售海外業務（即出售本集團於海外業務的全部權益或出售涉及喪失包含海外業務的附屬公司的控制權）時，就本公司擁有人應佔該業務而於權益累計的所有匯兌差額重新分類至損益。

此外，倘附屬公司的部分出售並未導致本集團喪失附屬公司的控制權，則按比例將累計匯兌差額重新歸屬至非控股權益，且不會於損益內確認。

稅項

所得稅開支指即期應付稅項與遞延稅項的總和。

即期應付稅項按年度應課稅溢利計算。鑒於其他年度的應課稅或可扣稅收支項目及毋須課稅或不可扣稅項目，故應課稅溢利有別於除稅前溢利。本集團的即期稅項負債按各報告期末前已實施或已實質實施的稅率計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

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

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

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

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

3. 重大會計政策 (續)

稅項 (續)

遞延稅項按綜合財務報表中資產及負債的賬面值與計算應課稅溢利所用相應稅基之間的暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產則一般就所有可扣稅暫時差額確認，直至應課稅溢利可用作抵銷該等可扣稅暫時差額。倘初步確認交易的資產及負債所產生的暫時差額並不影響應課稅溢利或會計溢利，則不確認遞延稅項資產及負債。

除非本集團可控制有關暫時差額的撥回及暫時差額在可預見未來可能不會撥回，否則遞延稅項負債會就於附屬公司投資的相關應課稅暫時差額確認。與該等投資相關的可抵扣暫時差額所產生的遞延稅項資產僅於可能有足夠應課稅溢利用於動用暫時差額利益及預期會於可預見未來撥回時確認。

遞延稅項資產的賬面值於各報告期末審閱，並扣減至不再可能有足夠應課稅溢利可供收回所有或部分資產時為止。

遞延稅項資產及負債以預期於負債償還或資產變現期間所適用的稅率計量，根據於各報告期末前已頒佈或實質上已頒佈的稅率（及税法）計算。

遞延稅項負債及資產的計量反映本集團預期在各報告期末收回或清償資產及負債賬面值的方式所導致的稅務後果。

就計量本集團確認使用權資產及相關租賃負債的租賃交易之遞延稅項而言，本集團首先釐定稅務扣減乃歸於使用權資產或租賃負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 “Income Taxes” requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxation entity by the same taxation authority.

Current and deferred tax is recognised in profit or loss.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group’s accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Key sources of estimation uncertainty

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

3. 重大會計政策 (續)

稅項 (續)

就稅務扣減歸於租賃負債之租賃交易而言，本集團對租賃交易整體應用香港會計準則第12號「所得稅」規定。有關使用權資產與租賃負債之間的暫時性差額乃按淨額基準評估。租賃負債本金部分之使用權資產折舊超出租賃付款的部分產生可扣減暫時性差額淨額。

遞延稅項資產及負債於可依法將即期稅項資產與即期稅項負債抵銷時，及於該等遞延稅項資產及負債乃與同一稅務機關向同一稅務實體徵收的所得稅相關時方予以抵銷。

即期及遞延稅項在損益確認。

4. 估計不明朗因素的主要來源

應用本集團的會計政策(附註3所述)時，本公司董事須對未能從其他來源確定的資產及負債的賬面值作出判斷、估計及假設。有關估計及相關假設以過往經驗及其他視為相關的因素為依據。實際結果可能有別於此等估計。

該等估計及相關假設須持續檢討。倘會計估計的修訂僅影響作出修訂的期間，則有關修訂會在該期間確認，而倘修訂對現時及未來期間均有影響，則須在作出修訂的期間及未來期間確認。

估計不明朗因素的主要來源

以下為有關日後的主要假設及於各報告期末估計不明朗因素的其他主要來源，可能導致下一個財政年度資產的賬面值出現重大調整。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY*(Continued)***Key sources of estimation uncertainty** *(Continued)**Estimated write down of inventories*

The management assesses whether the carrying amounts of the inventories are recoverable and estimates the allowance for inventories based on their industry knowledge and experience at the end of the reporting period. The management estimates the amount of allowance for inventories based on the lower of cost and their estimated net realisable value. In determining the net realisable values of the Group's inventories, the management considers the current market conditions, material price fluctuation and subsequent usage or sales. When the actual net realisable values are lower than expectation, such difference will impact the carrying amounts of inventories. During the year ended 31 March 2020, the Group recognised allowance for inventories of HK\$1,253,000 which have been subsequently written off. As at 31 March 2020, the carrying amounts of inventories are HK\$50,448,000 (2019: HK\$54,990,000). No further allowance for inventories is recognised for the years ended 31 March 2020 and 2019.

Impairment assessment of trade receivables

The Group calculates ECL for the trade receivables individually after considering internal credit ratings of trade debtors, ageing, repayment history and/or past due status of respective trade receivables. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for supportable forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in notes 30 and 18 respectively.

As at 31 March 2020, the carrying amount of trade receivables are HK\$47,088,000 (2019: HK\$64,424,000), net of impairment loss of HK\$2,404,000 (2019: HK\$2,603,000).

4. 估計不明朗因素的主要來源 *(續)***估計不明朗因素的主要來源** *(續)**估計存貨撇減*

管理層根據彼等的行業知識及經驗，於各報告期末評估存貨的賬面值是否為可收回並估計存貨撥備的金額。管理層根據成本與存貨的估計可變現淨值之較低者估計存貨撥備的金額。於釐定本集團存貨之可變現淨值時，管理層考慮當前市況、重大價格波動及其後用途或銷售。當實際可變現淨值低於預期時，有關差額將影響存貨的賬面值。於截至二零二零年三月三十一日止年度，本集團確認存貨撥備1,253,000港元，其後已撇銷。於二零二零年三月三十一日，存貨賬面值為50,448,000港元(二零一九年：54,990,000港元)。概無就截至二零二零年及二零一九年三月三十一日止年度的存貨確認進一步撥備。

貿易應收款項之減值評估

本集團經考慮貿易債務人的內部信貸評級、賬齡、還款記錄及／或各貿易應收款項的逾期狀況後，單獨計算貿易應收款項的預期信貸虧損。估計虧損率乃基於債務人於預期年期的過往觀察所得的違約率估計，並就毋須花費不必要成本或努力即可獲得的合理可靠前瞻性資料作出調整。於各報告日期會重新評估過往已觀察的違約率及考慮前瞻性資料的變動。

預期信貸虧損之撥備對估計變動尤為敏感。有關預期信貸虧損及本集團的貿易應收款項的資料分別於附註30及18披露。

於二零二零年三月三十一日，貿易應收款項的賬面值為47,088,000港元(二零一九年：64,424,000港元)，已扣除減值虧損2,404,000港元(二零一九年：2,603,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5. REVENUE AND SEGMENT INFORMATION

The Group is principally engaged in (i) manufacturing and trading of DTH rockdrilling tools; (ii) trading of piling and drilling machineries; and (iii) trading of rockdrilling equipment.

Disaggregation of revenue

An analysis of the Group's revenue is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Recognised at a point in time:	於某一時間點確認：		
Manufacturing and trading of DTH rockdrilling tools	製造及買賣潛孔鑿岩工具	144,273	108,273
Trading of piling and drilling machineries	買賣打樁機及鑽機	17,657	38,700
Trading of rockdrilling equipment	買賣鑿岩設備	16,629	16,468
		178,559	163,441

For disaggregation of revenue by geographical location, please refer to geographical information below.

Performance obligations for contracts with customers

All of the Group's revenue is recognised when the control of goods is transferred, being when the goods are delivered to the customer's specific location. A receivable is recognised by the Group when the goods are delivered to the customer's premises as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. The normal credit term is 30 to 90 days upon delivery. The customers have neither rights of return nor rights to defer or avoid payment for the goods once they are accepted by the customers upon receipt of goods. The contracts signed with the customers are short-term and fixed price contracts.

5. 收益及分部資料

本集團主要從事(i)製造及買賣潛孔鑿岩工具；(ii)買賣打樁機及鑽機；及(iii)買賣鑿岩設備業務。

收益明細

本集團收益的分析如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Recognised at a point in time:		
Manufacturing and trading of DTH rockdrilling tools	144,273	108,273
Trading of piling and drilling machineries	17,657	38,700
Trading of rockdrilling equipment	16,629	16,468
	178,559	163,441

就按地理位置劃分的收益明細，請參閱下文地區資料。

就與客戶之間合約的履約責任

本集團所有收益均於貨品的控制權已轉移(即當貨品交付至客戶指定地點)時確認。當貨品交付至客戶處所時即確認應收款項，原因為此代表收取代價之權利成為無條件的一個時間點，於款項到期前只須待時間過去。一般信貸期為交貨後30至90天。當客戶收到貨品並接受後，客戶並無權利退回貨品，或延遲或逃避支付貨款。與客戶簽署的合約為短期及固定價格合約。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5. REVENUE AND SEGMENT INFORMATION (Continued)

Transaction price allocated to the remaining performance obligation for contracts with customers

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March 2020 and the expected timing of recognising revenue are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within one year	一年內	17,210	23,466

Information reported to the executive directors of the Company, being the chief operating decision maker (the “CODM”), for the purposes of resource allocation and assessment of segment performance focuses on the types of products sold. The Group’s operating segments are classified as (i) manufacturing and trading of DTH rockdrilling tools; (ii) trading of piling and drilling machineries and (iii) trading of rockdrilling equipment.

The details of the Group’s reportable segments are as follows:

- (i) Manufacturing and trading of DTH rockdrilling tools
- (ii) Trading of piling and drilling machineries
- (iii) Trading of rockdrilling equipment

These operating segments also represent the Group’s reportable segments. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

5. 收益及分部資料 (續) 分配至就與客戶之間合約餘下履約責任之交易價

於二零二零年三月三十一日分配至餘下履約責任(未達成或部分未達成)之交易價及確認收益的預期時間如下:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within one year	一年內	17,210	23,466

就資源分配及分部表現評估而向本公司執行董事(即主要經營決策者(「主要經營決策者」))提交的報告資料側重已出售產品類型。本集團的經營分部分類為：(i)製造及買賣潛孔鑿岩工具；(ii)買賣打樁機及鑽機；及(iii)買賣鑿岩設備。

本集團可呈報分部的詳情如下：

- (i) 製造及買賣潛孔鑿岩工具
- (ii) 買賣打樁機及鑽機
- (iii) 買賣鑿岩設備

該等經營分部亦即本集團的可呈報分部。在設定本集團的可呈報分部時並無彙合主要經營決策者所識別的經營分部。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5. REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segments:

For the year ended 31 March 2020

5. 收益及分部資料 (續)

分部收益及業績

以下載列本集團按經營及可呈報分部劃分的收益及業績分析：

截至二零二零年三月三十一日止年度

		Manufacturing and trading of DTH rockdrilling tools 製造及買賣潛孔鑿岩工具 HK\$'000 千港元	Trading of piling and drilling machineries 買賣打樁機及鑽機 HK\$'000 千港元	Trading of rockdrilling equipment 買賣鑿岩設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment and external sales	分部及外界銷售	144,273	17,657	16,629	178,559
RESULTS	業績				
Segment result	分部業績	60,661	2,200	3,543	66,404
Unallocated expenses	未分配開支				(39,854)
Other income	其他收入				2,660
Impairment losses under ECL model, net	預期信貸虧損模式項下的減值虧損淨額				(934)
Other gains and losses	其他收益及虧損				228
Finance costs	融資成本				(1,911)
Profit before tax	除稅前溢利				26,593

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5. REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 March 2019

		Manufacturing and trading of DTH rockdrilling tools 製造及買賣 潛孔鑿岩工具 HK\$'000 千港元	Trading of piling and drilling machineries 買賣打樁機 及鑽機 HK\$'000 千港元	Trading of rockdrilling equipment 買賣 鑿岩設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment and external sales	分部及外界銷售	108,273	38,700	16,468	163,441
RESULTS	業績				
Segment result	分部業績	54,533	7,380	4,444	66,357
Unallocated expenses	未分配開支				(40,078)
Other income	其他收入				2,108
Impairment losses under ECL model, net	預期信貸虧損模式 項下的減值虧損 淨額				(2,952)
Other gains and losses	其他收益及虧損				1,404
Finance costs	融資成本				(1,041)
Profit before tax	除稅前溢利				25,798

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment result represents the profit earned by each segment without allocation of unallocated expenses (including selling and distribution expenses and administrative expenses), other income, impairment losses under ECL model, net, other gains and losses and finance costs. This is the measure reported to the CODM of the Group for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

No analysis of segment assets or segment liabilities is presented as they are not regularly provided to the CODM of the Group.

5. 收益及分部資料 (續)

分部收益及業績 (續)

截至二零一九年三月三十一日止年度

經營分部的會計政策與附註3所述本集團的會計政策相同。分部業績指分配未分配開支(包括銷售及分銷開支及行政開支)、其他收入、預期信貸虧損模式項下的減值虧損淨額、其他收益及虧損和融資成本前各分部所賺溢利。該計量方式會呈報本集團主要經營決策者以作資源分配及表現評估。

分部資產及負債

由於並無定期向本集團主要經營決策者提供分部資產或分部負債分析，因此並無呈列該分析。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5. REVENUE AND SEGMENT INFORMATION (Continued)

Other information

For the year ended 31 March 2020

5. 收益及分部資料 (續)

其他資料

截至二零二零年三月三十一日止年度

		Manufacturing and trading of DTH rockdrilling tools 製造及買賣潛孔鑿岩工具 HK\$'000 千港元	Trading of piling and drilling machineries 買賣打樁機及鑽機 HK\$'000 千港元	Trading of rockdrilling equipment 買賣鑿岩設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Amounts regularly provided to the CODM but not included in the measurement of segment result:	定期向主要經營決策者提供但不用於計量分部業績的款項：				
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,129	138	130	1,397
Depreciation of right-of-use assets	使用權資產折舊	1,702	209	196	2,107
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	-	(18)	-	(18)
Written off on inventories	存貨撇減	1,253	-	-	1,253

For the year ended 31 March 2019

截至二零一九年三月三十一日止年度

		Manufacturing and trading of DTH rockdrilling tools 製造及買賣潛孔鑿岩工具 HK\$'000 千港元	Trading of piling and drilling machineries 買賣打樁機及鑽機 HK\$'000 千港元	Trading of rockdrilling equipment 買賣鑿岩設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Amounts regularly provided to the CODM but not included in the measurement of segment result:	定期向主要經營決策者提供但不用於計量分部業績的款項：				
Depreciation	折舊	1,827	132	14	1,973
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	-	406	-	406

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5. REVENUE AND SEGMENT INFORMATION (Continued) Geographical information

The following table sets out information about (i) the Group's revenue from external customers by the location of customers and (ii) the Group's non-current assets by location of assets.

		Revenue from external customers 來自外界客戶收益		Non-current assets 非流動資產	
		For the year ended 31 March 截至三月三十一日止年度		As at 31 March 於三月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Hong Kong	香港	169,914	129,974	2,806	3,592
Macau	澳門	2,936	22,434	-	-
The PRC	中國	-	-	21,966	7,636
Others	其他	5,709	11,033	-	-
		178,559	163,441	24,772	11,228

Information about major customers

Revenue from major customers which accounted for 10% or more of the Group's revenue for each of the year are set out below:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Customer A from all segments	來自所有分部的客戶A	N/A ¹ 不適用 ¹	20,668
Customer B from manufacturing and trading of DTH rockdrilling tools and trading of rockdrilling equipment	來自製造及買賣潛孔鑿岩工具及買賣鑿岩設備的客戶B	46,833	19,089

¹ The corresponding revenue did not contribute over 10% of the total revenue of the Group.

5. 收益及分部資料 (續) 地區資料

下表載列(i)本集團按客戶所在地劃分的來自外界客戶收益及(ii)本集團按資產所在地劃分的非流動資產的資料。

主要客戶資料

於各年度來自佔本集團收益10%或以上之主要客戶的收益載列如下：

¹ 相關收益並未佔本集團總收益的10%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

6. OTHER INCOME

6. 其他收入

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Service income of piling and drilling machineries and equipment	打樁機及鑽機及設備服務收入	1,732	1,264
Repair fee income	修理費用收入	-	313
Scrap sales	廢料銷售	431	295
Bank interest income	銀行利息收入	43	30
Interest income on deposits placed at an insurance company	存放於保險公司之存款的利息收入	90	88
Sundry income	雜項收入	364	118
		2,660	2,108

7. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET AND OTHER GAINS AND LOSSES

7. 預期信貸虧損模式項下的減值虧損淨額以及其他收益及虧損

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Impairment loss under ECL model, net include the following: Impairment losses on trade receivables, net	預期信貸虧損模式項下的減值虧損淨額包括以下項目： 貿易應收款項減值虧損淨額	(934)	(2,952)
Details of impairment assessment are set out in note 30.	減值評估的詳情載於附註30。		
Other gains and losses include the followings:	其他收益及虧損包括以下各項：		
Net foreign exchange gain	外匯收益淨額	1,463	1,810
Gain (loss) on disposal of property, plant and equipment	出售物業、廠房及設備收益(虧損)	18	(406)
Written off on inventories	撇銷存貨	(1,253)	-
		228	1,404

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

8. FINANCE COSTS

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest on bank and other borrowings	1,209	1,041
Interest on lease liabilities	702	-
	1,911	1,041

8. 融資成本

9. PROFIT BEFORE TAX

Profit before tax has been arrived at after charging:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Directors' remuneration (note 11)	360	1,058
Other staff costs	22,428	16,114
Contributions to retirement benefit schemes, other than those of directors	1,296	1,358
Total staff costs	24,084	18,530
Capitalised in cost of inventories manufactured	(5,566)	(5,982)
	18,518	12,548
Depreciation of property, plant and equipment	3,118	3,883
Capitalised in cost of inventories manufactured	(1,721)	(1,910)
	1,397	1,973
Depreciation of right-of-use assets	2,107	-
Capitalised in cost of inventories manufactured	(1,475)	-
	632	-
Auditor's remuneration	1,850	2,450
Cost of inventories recognised as an expense	112,155	97,084
Operating lease rental in respect of minimum lease payments of rented premises	-	3,925

9. 除稅前溢利

除稅前溢利已扣除以下項目：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

10. INCOME TAX EXPENSE

10. 所得稅開支

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current tax:	即期稅項：		
Hong Kong	香港	3,848	4,896
PRC Enterprise Income Tax	中國企業所得稅	2,047	1,925
		5,895	6,821
Overprovision in prior years:	過往年度超額撥備：		
Hong Kong	香港	(208)	-
PRC Enterprise Income Tax	中國企業所得稅	(128)	-
		(336)	-
Current tax charge	即期稅項支出	5,559	6,821
Deferred tax charge (credit) (note 24)	遞延稅項支出(抵免)(附註24)	152	(788)
		5,711	6,033

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Under the Law of the PRC on Enterprise Income Tax (the “**EIT Law**”) and Implementation Regulation of the EIT Law, the PRC Enterprise Income Tax is calculated at 25% of the assessable profits for the subsidiary established in the PRC for both years.

於二零一八年三月二十一日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「**條例草案**」)，引入利得稅兩級制。該條例草案於二零一八年三月二十八日簽署成為法律，並於次日刊憲。根據利得稅兩級制，合資格集團實體首2百萬港元溢利將按8.25%的稅率繳稅，而超過2百萬港元的溢利將按16.5%的稅率繳稅。不符合資格採用利得稅兩級制的集團實體的溢利將繼續按劃一的稅率16.5%繳稅。

本公司董事認為，實施利得稅兩級制所涉的金額對綜合財務報表而言微不足道。兩個年度內的香港利得稅按估計應課稅溢利的16.5%計算。

根據中國企業所得稅法(「**企業所得稅法**」)及企業所得稅法實施條例，兩個年度內，於中國成立的附屬公司須按應課稅溢利的25%計算中國企業所得稅。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

10. INCOME TAX EXPENSE (Continued)

The income tax expense for the year ended 31 March 2020 can be reconciled to the profit before tax as follows:

10. 所得稅開支(續)

截至二零二零年三月三十一日止年度所得稅開支與除稅前溢利對賬如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit before tax	除稅前溢利	26,593	25,798
Tax at the domestic income tax rate of 16.5%	按本地所得稅率16.5%計算之稅項	4,388	4,257
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	1,313	1,413
Tax effect of income not taxable for tax purposes	毋須課稅收入之稅務影響	(74)	(6)
Utilisation of tax losses previously not recognised	動用以往未確認的稅項虧損	-	(59)
Overprovision in prior years	過往年度超額撥備	(336)	-
Tax effect of different tax rate of subsidiary operating in other jurisdiction	於其他司法權區經營之附屬公司採用不同稅率的稅務影響	665	654
Tax concession (note)	稅務減免(附註)	(80)	(60)
Tax effect of two-tiered profits tax rates regime	兩級利得稅率制度的稅務影響	(165)	(165)
Others	其他	-	(1)
Income tax expense	所得稅開支	5,711	6,033

Note: During the year ended 31 March 2020, each relevant subsidiary incorporated in Hong Kong entitled tax concession of HK\$20,000 (2019: HK\$20,000).

附註：截至二零二零年三月三十一日止年度，於香港註冊成立的各相關附屬公司享有稅務減免20,000港元(二零一九年：20,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11. EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVE AND EMPLOYEES

Directors and Chief Executive

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance is as follows:

For the year ended 31 March 2020

11. 董事、行政總裁及僱員酬金

董事及行政總裁

本年度董事及行政總裁酬金，根據適用上市規則及香港公司條例披露如下：

截至二零二零年三月三十一日止年度

		Fee	Salaries and other benefits	Performance related incentive payments (note)	Contributions to retirement benefit schemes	Total
		袍金	薪金及其他福利	績效獎金 (附註)	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Executive directors	執行董事					
Mr. He Xiaoming (note 3)	何笑明先生 (附註3)	-	-	-	-	-
Mr. Wong Ka Shing (note 5)	黃嘉盛先生 (附註5)	-	-	-	-	-
Mr. Huang Shixin (note 6)	黃世鑫先生 (附註6)	-	-	-	-	-
		-	-	-	-	-
Independent non-executive directors	獨立非執行董事					
Ms. Lam Hoi Yu Nicki (note 3)	林凱如女士 (附註3)	120	-	-	-	120
Mr. Lau Leong Yuen (note 3)	劉量源先生 (附註3)	120	-	-	-	120
Mr. Liu Tin Lap (note 3)	廖天立先生 (附註3)	120	-	-	-	120
		360	-	-	-	360
		360	-	-	-	360

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11. EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVE AND EMPLOYEES (Continued)

Directors and Chief Executive (Continued)

For the year ended 31 March 2019

11. 董事、行政總裁及僱員酬金(續)

董事及行政總裁(續)

截至二零一九年三月三十一日止年度

	Fee	Salaries and other benefits	Performance related incentive payments (note)	Contributions to retirement benefit schemes	Total
	袍金	薪金及其他福利	績效獎金	退休福利計劃供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Executive directors					
Mr. He Xiaoming (note 3)	-	-	-	-	-
Mr. Wong Ka Shing (note 5)	-	-	-	-	-
Mr. Chan Leung Choi (note 1)	-	42	-	1	43
Mr. Chan Kin Choi (note 1)	-	41	-	1	42
Mr. Chan Tat Choi (note 4)	-	581	-	11	592
Ms. Liang Ning (note 1)	-	20	-	1	21
	-	684	-	14	698
Independent non-executive directors					
Ms. Lam Hoi Yu Nicki (note 3)	114	-	-	-	114
Mr. Lau Leong Yuen (note 3)	114	-	-	-	114
Mr. Liu Tin Lap (note 3)	114	-	-	-	114
Mr. Lewis Chan (note 2)	6	-	-	-	6
Mr. Lam Chun Fung (note 2)	6	-	-	-	6
Mr. Sung Lok Man Richard (note 2)	6	-	-	-	6
	360	-	-	-	360
	360	684	-	14	1,058

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

上文所示執行董事的酬金乃與彼等管理本公司及本集團事務所提供的服務有關。上文所示非執行董事的酬金與彼等擔任本公司董事所提供的服務有關。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11. EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVE AND EMPLOYEES (Continued)

Directors and Chief Executive (Continued)

Note 1: Mr. Chan Leung Choi, Mr. Chan Kin Choi and Ms. Liang Ning had resigned as executive directors and Mr. Chan Leung Choi has also resigned his position as the chairman and the chief executive officer of the Company on 13 April 2018.

Note 2: Mr. Lewis Chan, Mr. Lam Chun Fung and Mr. Sung Lok Man Richard had resigned as independent non-executive directors on 20 April 2018.

Note 3: Mr. He Xiaoming had been appointed as an executive director, chief executive officer and chairman of the board of directors, on 13 April 2018. Mr. Liu Tin Lap, Mr. Lau Leong Yuen and Mr. Lam Hoi Yu Nicki were appointed as independent non-executive directors on 20 April 2018. Mr. Liu Tin Lap had resigned as an independent non-executive director on 27 May 2020.

Note 4: Mr. Chan Tat Choi had resigned as an executive director on 8 November 2018.

Note 5: Mr. Wong Ka Shing had been appointed as an executive director on 9 January 2019.

Note 6: Mr. Huang Shixin had been appointed as an executive director on 1 April 2019.

Note 7: Mr. Yiu To Wa had been appointed as an independent non-executive director on 27 May 2020.

Five highest paid employees

The five highest paid employees of the Group during the year ended 31 March 2020 do not include any directors of the Company. Details of the remuneration for the year ended 31 March 2020 of the five (2019: five) highest paid employees who are neither director nor chief executive of the Company are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	6,299	5,365
Performance related incentive payments (note)	績效獎金(附註)	2,865	2,518
Contributions to retirement benefit schemes	退休福利計劃供款	131	132
		9,295	8,015

Note: The performance related incentive payments are determined on the performance of the individuals and the profitability of the group entities during the year.

11. 董事、行政總裁及僱員酬金(續)

董事及行政總裁(續)

附註1: 於二零一八年四月十三日, 陳樑材先生、陳健材先生及梁寧女士辭任執行董事, 陳樑材先生亦辭任本公司主席及行政總裁。

附註2: 於二零一八年四月二十日, 陳令紘先生、藍俊峰先生及宋樂文先生辭任獨立非執行董事。

附註3: 於二零一八年四月十三日, 何笑明先生獲委任為執行董事、行政總裁及董事會主席。於二零一八年四月二十日, 廖天立先生、劉量源先生及林凱如女士獲委任為獨立非執行董事。廖天立先生於二零二零年五月十七日辭任獨立非執行董事。

附註4: 於二零一八年十一月八日, 陳達材先生辭任執行董事。

附註5: 黃嘉盛先生於二零一九年一月九日獲委任為執行董事。

附註6: 黃世鑫先生於二零一九年四月一日獲委任為執行董事。

附註7: 姚道華先生於二零二零年五月二十七日獲委任為獨立非執行董事。

五名最高薪酬僱員

截至二零二零年三月三十一日止年度, 本集團五名最高薪酬僱員並不包括本公司任何董事。截至二零二零年三月三十一日止年度, 五名(二零一九年: 五名)並非本公司董事或行政總裁的最高薪酬僱員的薪酬詳情如下:

附註: 績效獎金視乎本年度的個人表現及集團實體盈利情況而定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11. EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVE AND EMPLOYEES (Continued)

Five highest paid employees (Continued)

The number of these highest paid employees, whose emolument fell within the following bands is as follows:

		2020 二零二零年	2019 二零一九年
Nil to HK\$1,000,000	零至1,000,000港元	1	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	2	2
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	1
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	–	1
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	1	–
		5	5

No emoluments were paid by the Group to the directors of the Company or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office for the years ended 31 March 2020 and 2019. None of the directors waived or agreed to waive any emoluments for the years ended 31 March 2020 and 2019.

12. DIVIDENDS

The board of directors of the Company does not recommend the payment of a final dividend for the year ended 31 March 2020 (2019: nil).

11. 董事、行政總裁及僱員酬金(續)

五名最高薪酬僱員(續)

酬金符合以下範圍的該等最高薪酬僱員的人數如下：

	2020 二零二零年	2019 二零一九年
零至1,000,000港元	1	1
1,000,001港元至1,500,000港元	2	2
1,500,001港元至2,000,000港元	1	1
3,000,001港元至3,500,000港元	–	1
3,500,001港元至4,000,000港元	1	–
	5	5

截至二零二零年及二零一九年三月三十一日止年度，本集團概無向本公司董事或五名最高薪酬人士(包括董事及僱員)支付酬金，作為加入或加入本集團後的獎勵或作為離職補償。截至二零二零年及二零一九年三月三十一日止年度，概無董事放棄或同意放棄任何酬金。

12. 股息

本公司董事會不建議就截至二零二零年三月三十一日止年度派付末期股息(二零一九年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

13. EARNINGS PER SHARE

13. 每股盈利

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit:	溢利：		
Profit for the purpose of calculating basic earnings per share:	用以計算每股基本盈利的溢利：		
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利	13,677	13,859
		'000 千股	'000 千股
Number of shares:	股份數目：		
Number of ordinary shares for the purpose of calculating basic earnings per share	用以計算每股基本盈利的普通股數目	380,000	380,000

No diluted earnings per share for the years ended 31 March 2020 and 2019 was presented as there were no potential ordinary shares in issue during the years ended 31 March 2020 and 2019.

由於截至二零二零年及二零一九年三月三十一日止年度並無已發行潛在普通股，故並無呈列截至二零二零年及二零一九年三月三十一日止年度的每股攤薄盈利。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Furniture, fixtures and office equipment 傢俬、 固定裝置及 辦公設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Plant and machineries 廠房及機器 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST	成本					
At 1 April 2018	於二零一八年四月一日	4,293	2,403	19,855	4,493	31,044
Currency realignment	匯兌調整	(242)	(65)	(1,135)	(223)	(1,665)
Additions	添置	283	3,733	1,253	-	5,269
Disposals/written off	出售/撤銷	(486)	(88)	(89)	(620)	(1,283)
At 31 March 2019	於二零一九年三月三十一日	3,848	5,983	19,884	3,650	33,365
Currency realignment	匯兌調整	(212)	(75)	(1,125)	(212)	(1,624)
Additions	添置	129	244	1,230	-	1,603
Disposals/written off	出售/撤銷	-	(164)	(1,434)	-	(1,598)
At 31 March 2020	於二零二零年三月三十一日	3,765	5,988	18,555	3,438	31,746
DEPRECIATION	折舊					
At 1 April 2018	於二零一八年四月一日	2,488	2,202	12,700	2,749	20,139
Currency realignment	匯兌調整	(165)	(55)	(720)	(148)	(1,088)
Provided for the year	年內撥備	393	696	2,262	532	3,883
Elimination on disposals/ written off	出售/撤銷時抵銷	(424)	(79)	(80)	(214)	(797)
At 31 March 2019	於二零一九年三月三十一日	2,292	2,764	14,162	2,919	22,137
Currency realignment	匯兌調整	(137)	(58)	(795)	(180)	(1,170)
Provided for the year	年內撥備	280	700	1,774	364	3,118
Elimination on disposals/ written off	出售/撤銷時抵銷	-	(148)	(1,162)	-	(1,310)
At 31 March 2020	於二零二零年三月三十一日	2,435	3,258	13,979	3,103	22,775
CARRYING VALUES	賬面值					
At 31 March 2020	於二零二零年三月三十一日	1,330	2,730	4,576	335	8,971
At 31 March 2019	於二零一九年三月三十一日	1,556	3,219	5,722	731	11,228

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Furniture, fixtures and office equipment	20%
Motor vehicles	25%–30%
Plant and machineries	10%–25%
Leasehold improvements	Over the shorter of the term of lease, or 20%–33%

14. 物業、廠房及設備(續)

上述物業、廠房及設備項目按下列年比率以直線基準折舊：

傢俬、固定裝置及辦公設備	20%
汽車	25%–30%
廠房及機器	10%–25%
租賃物業裝修	按租賃期或20%–33%(以較短者為準)

15. RIGHT-OF-USE ASSETS

15. 使用權資產

		Factory premises 租賃廠房 HK\$'000 千港元
As at 1 April 2019	於二零一九年四月一日	
Carrying amount	賬面值	17,908
As at 31 March 2020	於二零二零年三月三十一日	
Carrying amount	賬面值	15,801
For the year ended 31 March 2020	截至二零二零年三月三十一日止年度	
Depreciation charge	折舊開支	2,107
Expense relating to short-term leases and other leases with lease terms end within 12 months of the date of initial application of HKFRS 16	與租賃期於初步應用香港財務報告準則第16號之日起12個月內屆滿的短期租賃及其他租賃有關的開支	1,263
Total cash outflow for leases	租賃現金流出總額	3,524

For both years, the Group leases factory premises for its operations. Lease contracts are entered into for fixed term of 1 to 12 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group regularly entered into short-term leases for staff quarters and office premises. As at 31 March 2020, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

Details of the lease maturity analysis of lease liabilities are set out in note 23.

於兩個年度，本集團租賃廠房以進行經營。所訂立的租賃合約的固定期限為1至12年。租賃條款乃在個別基礎上磋商，包含各種不同條款及條件。於釐定租期及評估不可撤回期間的長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

本集團定期訂立員工宿舍及辦公室物業的短期租賃。於二零二零年三月三十一日，短期租賃投資組合與上文所披露之短期租賃開支所對應的短期租賃組合相若。

租賃負債的租賃到期分析詳情載於附註23。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

16. DEPOSITS PLACED AT AN INSURANCE COMPANY 16. 存於保險公司之存款

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Deposits placed at an insurance company	存於保險公司之存款	4,604	4,514

During the year ended 31 March 2017, the Group entered into several life insurance contracts (the “Policies”) with an insurance company to insure all the former executive directors of the Company (who remain as key management of the Group in the current year). Under the Policies, the beneficiary and policy holder are Top Mark, a wholly-owned subsidiary of the Company, and the total insured sum is United States dollars (“US\$”) 1,800,000 (equivalent to approximately HK\$14,040,000). The Group needs to pay a premium charge at inception amounting to US\$548,000 (equivalent to approximately HK\$4,256,000). The insurance company will pay the Group a guaranteed interest rate of 3.9% per annum for the first to five years and a variable return per annum afterwards (with guaranteed minimum interest rate of 2.25% per annum) during the effective period of the Policies on the outstanding cash value of the Policies (which is determined by the premium charge plus accumulated interest earned and minus notional amount charge, cost of insurance charge and premium loan (if any)).

The Group is allowed to terminate the Policies at any time and receive value in cash based on the value of the Policies at the date of withdrawal, which is determined by the upfront payment of US\$548,000 (equivalent to approximately HK\$4,274,000) plus accumulated interest earned and minus premium charge, notional amount charge, cost of insurance charge and premium loan (if any). A specified amount of surrender charge will apply if withdrawal of the Policies is made between the 1st to 14th policy year.

The directors of the Company considered the Group will not terminate the Policies within twelve months from the end of the reporting period and classified as non-current assets. As at 31 March 2020 and 31 March 2019, the expected life of the Policies was remained unchanged from the initial recognition and the directors of the Company considered the chance of exercising the option to surrender the Policies is remote. The financial impact of the option to terminate the Policies was insignificant.

截至二零一七年三月三十一日止年度，本集團與一家保險公司訂立多份人壽保險合約（「保單」），為本公司之全部前執行董事（於本年度仍為本集團主要管理層）投保。根據該保單，本公司之全資附屬公司震東機械為受益人及投保人。總投保額為1,800,000美元（「美元」）（相當於約14,040,000港元）。本集團須於生效日期支付保費548,000美元，相當於約4,256,000港元。保險公司將於第一至第五年向本集團支付保證年利率3.9%，並於往後保單生效期內就保單之未繳現金價值（按保費費用加累計已賺利息並扣除名義金額費用、保險費用及保費貸款（如有）而釐定）每年支付可變回報（最低保證年利率為2.25%）。

本集團可隨時終止保單，並按撤銷日期之保單價值收回現金價值，由預付款項548,000美元（相當於約4,274,000港元）加累計已賺利息減保費費用、名義金額費用、保險費用及保費貸款（如有）所釐定。如於第1至第14個保單年度期間撤回保單，將收取指定金額之退保費用。

本公司董事認為，本集團於報告期結束後十二個月內不會終止保單並將分類為非流動資產。於二零二零年三月三十一日及二零一九年三月三十一日，保單預計投保期自初步確認起維持不變，而本公司董事認為行使選擇權放棄保單之機會甚微。選擇終止保單所帶來之財務影響並不重大。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

17. INVENTORIES

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Raw materials and consumables	原材料及消耗品	18,451	17,145
Work in progress	在製品	2,683	4,423
Finished goods	製成品	29,314	33,422
		50,448	54,990

17. 存貨

18. TRADE AND OTHER RECEIVABLES

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade receivables	貿易應收款項	49,492	67,027
Less: Allowance for credit losses	減：信貸虧損撥備	(2,404)	(2,603)
		47,088	64,424
Other receivables	其他應收款項		
- Value-added tax recoverable	- 可收回增值稅	3,180	2,149
- Prepayments	- 預付款項	1,631	4,223
- Deposits	- 按金	3,689	2,224
- Other receivables	- 其他應收款項	801	824
Total trade and other receivables	貿易及其他應收款項總額	56,389	73,844

18. 貿易及其他應收款項

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

18. TRADE AND OTHER RECEIVABLES (Continued)

As at 1 April 2018, trade receivables from contracts with customers amounted to HK\$40,080,000.

The Group grants a credit period ranged from 30 days to 90 days upon delivery of goods to its customers. The following is an aged analysis of trade receivables based on dates of delivery of goods, net of impairment losses at the end of the reporting period:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0 to 30 days	0至30日	7,926	14,816
31 to 60 days	31至60日	5,972	7,092
61 to 90 days	61至90日	7,997	12,112
91 to 180 days	91至180日	7,718	12,006
181 days to 1 year	181日至1年	10,081	12,214
Over 1 year	1年以上	7,394	6,184
		47,088	64,424

Before accepting any new customers, the Group assesses the potential customer's credit quality and defines credit limits by customer. Credit limits granted to customers are reviewed periodically.

At 31 March 2020, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$35,267,000 (2019: HK\$47,511,000) which are past due and which impairment loss had not been provided for since they are of good credit quality and expected to be recoverable. The Group does not hold any collateral over these balances. Include in the past due balance of HK\$14,587,000 (2019: HK\$23,282,000) are debtors which are past due 90 days or more and are not considered as in default based on good repayment records for those debtors and continuous business with the Group.

Details of impairment assessment are set out in note 30.

18. 貿易及其他應收款項(續)

於二零一八年四月一日，與客戶簽訂合約產生的貿易應收款項為40,080,000港元。

本集團給予客戶的信貸期介乎交付貨物後30至90日。以下為於報告期末基於交付貨物日期的貿易應收款項(已扣除減值虧損)賬齡分析：

接納任何新客戶前，本集團會評估潛在客戶之信貸質素，並釐定客戶之信貸限額。我們會定期檢討授予客戶之信貸限額。

於二零二零年三月三十一日，本集團的貿易應收款項結餘包括總賬面值為35,267,000港元(二零一九年：47,511,000港元)且已到期的應收賬款，且由於信貸質素良好且預期可收回，故並未就減值虧損作出撥備。本集團並未就該等結餘持有任何抵押品。逾期結餘14,587,000港元(二零一九年23,282,000港元)包括逾期90天或以上的應收賬款，根據該等應收賬款的良好還款記錄及與本集團的持續業務而不被視為違約。

減值評估詳情載於附註30。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

18. TRADE AND OTHER RECEIVABLES (Continued)

The Group's trade and other receivables that are denominated in currency other than the functional currencies of the relevant group entities are set out below:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Denominated in Renminbi ("RMB")	以人民幣(「人民幣」)計值	3,265	7,000
Denominated in US\$	以美元計值	863	809

19. BANK BALANCES AND CASH

The Group's bank balances and cash that are denominated in currency other than the functional currencies of the relevant group entities are set out below:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Denominated in US\$	以美元計值	2,432	2,346
Denominated in Euro	以歐元計值	970	111

Bank balances carry interests at prevailing market rates ranging from 0% to 0.30% (2019: 0% to 0.33%) per annum.

Details of impairment assessment are set out in note 30.

20. TRADE AND OTHER PAYABLES

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade payables	貿易應付款項	3,715	9,877
Accrued expenses	應計開支	3,592	3,961
Accrued housing provident fund	應計住房公積金	985	1,054
Other payables	其他應付款項	1,256	1,403
Total trade and other payables	貿易及其他應付款項總額	9,548	16,295

The credit period of trade payables granted by suppliers is from 30 to 60 days upon the issue of invoices.

18. 貿易及其他應收款項(續)

本集團以相關集團實體功能貨幣以外的貨幣計值之貿易及其他應收款項載列如下：

19. 銀行結餘及現金

本集團以相關集團實體功能貨幣以外的貨幣計值之銀行結餘及現金載列如下：

銀行結餘按介乎0%至0.30%(二零一九年：0%至0.33%)的當前市場年利率計息。

減值評估詳情載於附註30。

20. 貿易及其他應付款項

供應商授予的貿易應付款項的信貸期介乎開具發票起計30至60日。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

20. TRADE AND OTHER PAYABLES (Continued)

The following is an aged analysis of trade payables based on the invoice dates.

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0 to 30 days	0至30日	3,073	6,101
31 to 60 days	31至60日	630	3,647
61 to 90 days	61至90日	-	33
91 to 180 days	91至180日	-	96
181 to 365 days	181至365日	12	-
		3,715	9,877

The Group's trade and other payables that are denominated in currency other than the functional currencies of the relevant group entities are set out below:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Denominated in RMB	以人民幣計算	3,585	5,575
Denominated in US\$	以美元計算	108	626
Denominated in Euro	以歐元計算	10	-

21. CONTRACT LIABILITIES

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contract liabilities	合約負債	1,251	163

Note: The significant increase in contract liabilities was mainly due to an advance received from one customer amounted to HK\$1,083,000 since the goods were not delivered at 31 March 2020 (2019: the significant decrease in contract liabilities was due to contract liabilities at 1 April 2018 were fully recognised as revenue during the prior year).

As at 1 April 2018, contract liabilities amounted to HK\$2,713,000.

The contract liabilities at 1 April 2019 were fully recognised as revenue in the current year (1 April 2018: fully recognised as revenue in the year ended 31 March 2019).

20. 貿易及其他應付款項(續)

以下為貿易應付款項基於發票日期的賬齡分析。

本集團以相關集團實體功能貨幣以外的貨幣計值之貿易及其他應付款項載列如下：

21. 合約負債

附註：合約負債大幅增加乃主要由於收取一名客戶的預付款1,083,000港元，而貨物於二零二零年三月三十一日尚未交付(二零一九年：因二零一八年四月一日合約負債於過往年度悉數確認為收益而導致合約負債大幅減少)。

於二零一八年四月一日，合約負債為2,713,000港元。

二零一九年四月一日的合約負債於本年度悉數確認為收益(二零一八年四月一日：截至二零一九年三月三十一日悉數確認為收益)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

22. BANK AND OTHER BORROWINGS

22. 銀行及其他借貸

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank loans, secured and guaranteed	有抵押有擔保的銀行貸款	-	5,292
Other loans, unsecured and unguaranteed	無抵押無擔保的其他貸款	20,000	20,000
		20,000	25,292
Carrying amounts repayable*:	應償還款項賬面值*：		
Within one year	一年內	20,000	5,292
In the second year	第二年	-	20,000
		20,000	25,292
Less: Amounts included under current liabilities (including bank and other loans with a repayable on demand clause)	減：列示於流動負債的款項 (包括按要求償還的銀行及其他貸款)	(20,000)	(25,292)
Amounts included under non-current liabilities	列示於非流動負債的款項	-	-

* The amounts due are based on scheduled repayment dates set out in loan agreements.

* 到期款項乃根據貸款協議所載計劃還款日期償還。

The bank borrowings as at 31 March 2019 carried interest ranging from prime rate -1% in Hong Kong to one month Hong Kong Interbank Offered Rate +3%.

於二零一九年三月三十一日之銀行借貸的年利率介乎香港優惠利率-1%至一個月香港銀行同業拆息+3%。

The other borrowings as at 31 March 2020 carry interest at 5% per annum (2019: 5% per annum). The other borrowings are denominated in HK\$ and used for general working capital.

於二零二零年三月三十一日的其他借款按5%的年利率計息(二零一九年：5%的年利率)。其他借款以港元計值及用作一般營運資金。

As at 31 March 2019, bank borrowings amounting to HK\$5,292,000 were guaranteed by the Company. The amount was subsequently released upon repayment of bank borrowings during the year. As at 31 March 2020, deposits placed at an insurance company amounting to HK\$4,604,000 (2019: HK\$4,514,000) held by Top Mark were pledged to secure general banking facilities granted to the Group.

於二零一九年三月三十一日，銀行借貸5,292,000港元由本公司擔保。年內，該金額其後於償還銀行借款後獲解除。於二零二零年三月三十一日，由震東機械持有並存放於保險公司之存款4,604,000港元(二零一九年：4,514,000港元)已作抵押，以擔保本集團獲授的一般銀行融資。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

23. LEASE LIABILITIES

23. 租賃負債

		2020 二零二零年 HK\$'000 千港元
Lease liabilities payable	應付租賃負債	
Within one year	1年內	1,625
Within a period of more than one year but not more than two years	1年以上但2年內期間	1,808
Within a period of more than two years but not more than five years	2年以上但5年內期間	6,383
Within a period of more than five years	5年以上期間內	6,533
		16,349
Less: Amount due for settlement within 12 months shown under current liabilities	減：須於12個月內結算之金額 (於流動負債內列示)	(1,625)
Amount due for settlement after 12 months shown under non-current liabilities	減：須於12個月後結算之金額 (於非流動負債內列示)	14,724

24. DEFERRED TAX ASSETS

The following are the deferred tax liabilities (assets) recognised and movements thereon during the current and prior years:

24. 遞延稅項資產

以下為於本年度及過往年度確認的遞延稅項負債(資產)以及其變動：

		ECL provision 預期信貸 虧損撥備 HK\$'000 千港元	Accelerated tax depreciation 加速稅項 折舊 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	-	68	68
Credit to profit or loss	計入損益	(429)	(359)	(788)
At 31 March 2019	於二零一九年三月三十一日	(429)	(291)	(720)
Charge to profit or loss	自損益扣除	33	119	152
At 31 March 2020	於二零二零年三月三十一日	(396)	(172)	(568)

No deferred tax asset has been recognised in respect of the unutilised tax losses of HK\$450,000 (2019: HK\$450,000) due to the unpredictability of future profit streams. The tax losses available may be carried forward indefinitely.

由於無法預測未來溢利來源，故並無就尚未動用之稅項虧損450,000港元(二零一九年：450,000港元)確認遞延稅項資產。可動用之稅項虧損可無限期結轉。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24. DEFERRED TAX ASSETS (Continued)

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC companies from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of deductible temporary differences attributable to retained profits of the PRC subsidiary amounting to HK\$17,832,000 (2019: HK\$11,931,000) as the Group is able to control the timing of reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

25. SHARE CAPITAL

24. 遞延稅項資產 (續)

根據中國的企業所得稅法，自二零零八年一月一日起，就中國公司賺取的溢利所宣派的股息須繳付預扣稅。並無就中國附屬公司保留溢利應佔的可抵扣暫時差異17,832,000港元(二零一九年：11,931,000港元)於綜合財務報表中計提遞延稅項撥備，原因是本集團有能力控制撥回暫時差異的時間，且該暫時差異在可見的將來很大可能不會撥回。

25. 股本

		Number of shares 股份數目	Share capital 股本 HK\$ 港元
Ordinary shares of HK\$0.1 each	每股面值0.1港元之普通股		
Authorised:	法定：		
At 1 April 2018, 31 March 2019 and 31 March 2020	於二零一八年四月一日、 二零一九年三月三十一日及 二零二零年三月三十一日	500,000,000	50,000,000
Issued and fully paid:	已發行及繳足：		
At 1 April 2018, 31 March 2019 and 31 March 2020	於二零一八年四月一日、 二零一九年三月三十一日及 二零二零年三月三十一日	380,000,000	38,000,000

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綜合財務報表附註

26. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

26. 本公司財務狀況表

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current assets	非流動資產		
Investment in a subsidiary	於附屬公司投資	79,611	79,611
Property, plant and equipment	物業、廠房及設備	2,475	3,180
		82,086	82,791
Current assets	流動資產		
Other receivables	其他應收款項	253	239
Amounts due from subsidiaries	應收附屬公司款項	710	409
Bank balances and cash	銀行結餘及現金	46,402	52,920
		47,365	53,568
Current liabilities	流動負債		
Other payables	其他應付款項	1,302	1,460
Amount due to a subsidiary	應付附屬公司款項	13,786	15,431
		15,088	16,891
Net current assets	流動資產淨值	32,277	36,677
		114,363	119,468
Capital and reserves	資本及儲備		
Share capital	股本	38,000	38,000
Reserves	儲備	76,363	81,468
		114,363	119,468

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

26. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued) Reserves of the Company

		Share premium 股份溢價 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2018	於二零一八年四月一日	124,553	(34,810)	89,743
Loss and total comprehensive expense for the year	年內虧損及全面總開支	-	(8,275)	(8,275)
As at 31 March 2019	於二零一九年三月三十一日	124,553	(43,085)	81,468
Loss and total comprehensive expense for the year	年內虧損及全面總開支	-	(5,105)	(5,105)
As at 31 March 2020	於二零二零年三月三十一日	124,553	(48,190)	76,363

27. OPERATING LEASE COMMITMENT

The Group made minimum lease payments in respect of its factory premises and staff quarters amounting to HK\$3,925,000 during the year ended 31 March 2019.

At 31 March 2019, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2019 二零一九年 HK\$'000 千港元
Within one year	一年內	3,321
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	9,662
After five years	五年後	9,451
		22,434

Operating lease payments represent rentals payable by the Group for factory premises, staff quarters and office premises. These leases are negotiated for terms ranging from 1 to 12 years. None of the leases include any contingent rentals.

26. 本公司財務狀況表(續)

本公司儲備

		Share premium 股份溢價 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2018	於二零一八年四月一日	124,553	(34,810)	89,743
Loss and total comprehensive expense for the year	年內虧損及全面總開支	-	(8,275)	(8,275)
As at 31 March 2019	於二零一九年三月三十一日	124,553	(43,085)	81,468
Loss and total comprehensive expense for the year	年內虧損及全面總開支	-	(5,105)	(5,105)
As at 31 March 2020	於二零二零年三月三十一日	124,553	(48,190)	76,363

27. 經營租賃承擔

於截至二零一九年三月三十一日止年度，本集團就租賃工廠物業及員工宿舍支付的最低租金為3,925,000港元。

於二零一九年三月三十一日，本集團根據不可撤銷經營租賃須承擔之未來最低租金於下列期間到期：

	2019 二零一九年 HK\$'000 千港元
Within one year	3,321
In the second to fifth year inclusive	9,662
After five years	9,451
	22,434

經營租金指本集團就工廠物業、員工宿舍及辦公物業應付的租金。該等租約經磋商租期介乎1至12年。租約概無包括任何或然租金。

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綜合財務報表附註

27. OPERATING LEASE COMMITMENT (Continued)

Included above are the commitments for future minimum lease payments to Top Champion Industries Limited (“Top Champion”), of which Mr. Chan Leung Choi, the former chairman, chief executive officer and executive director, has control. Mr. Chan Leung Choi, has resigned his position as chairman, chief executive officer and executive director of the Company on 13 April 2018. Mr. Chan Leung Choi is also the brother of Mr. Chan Tat Choi, the former executive director.

The commitments for future minimum lease payments to Top Champion are as follows:

Within one year

一年內

2019

二零一九年

HK\$'000

千港元

175

28. PARTICULARS OF NON WHOLLY-OWNED SUBSIDIARIES OF THE COMPANY

The table below shows details of non wholly-owned subsidiaries of the Company that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests as at 31 March 於三月三十一日非控制權益所持擁有權權益及投票權比例		Profits allocated to non-controlling interests for the year ended 31 March 截至三月三十一日止年度分配予非控制權益的溢利		Accumulated non-controlling interests as at 31 March 於三月三十一日累計非控制權益	
		2020 二零二零年	2019 二零一九年	2020 二零二零年	2019 二零一九年	2020 二零二零年	2019 二零一九年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
Norry Tech 萊利達	The PRC 中國	49%	49%	2,891	2,477	18,474	16,799
Tristate International 聯亞國際	Hong Kong 香港	49%	49%	4,314	3,429	19,269	14,955
				7,205	5,906	37,743	31,754

Summarised financial information in respect of the above two companies that have material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

27. 經營租賃承擔 (續)

上文載列對前主席、行政總裁兼執行董事陳樑材先生所控制泰昌實業有限公司(「泰昌」)之未來最低租金承擔。陳樑材先生於二零一八年四月十三日辭任本公司主席、行政總裁兼執行董事。陳樑材先生亦為前執行董事陳達材先生之胞兄。

對泰昌之未來最低租金承擔如下：

28. 本公司非全資附屬公司詳情

下表列示本公司擁有重大非控制權益之非全資附屬公司的詳情：

擁有重大非控制權益之上述兩間公司的財務資料概要載列如下。下述財務資料概要指集團間抵銷前的金額。

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28. PARTICULARS OF NON WHOLLY-OWNED SUBSIDIARIES OF THE COMPANY (Continued) Norry Tech

28. 本公司非全資附屬公司詳 情(續) 萊利達

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current assets	流動資產	38,489	36,356
Non-current assets	非流動資產	6,164	7,636
Current liabilities	流動負債	6,950	9,707
Equity attributable to owners of the Company	本公司擁有人應佔權益	19,229	17,485
Non-controlling interest of Norry Tech	萊利達的非控股權益	18,474	16,799
Revenue	收益	89,514	67,105
Expenses	開支	83,613	62,050
Profit for the year	年內溢利	5,901	5,055
Profit attributable to owners of the Company	本公司擁有人應佔溢利	3,010	2,578
Profit attributable to the non-controlling interests of Norry Tech	萊利達的非控股權益應佔溢利	2,891	2,477
Profit for the year	年內溢利	5,901	5,055
Other comprehensive expense attributable to owners of the Company	本公司擁有人應佔其他全面開支	(1,266)	(1,071)
Other comprehensive expense attributable to the non-controlling interests of Norry Tech	萊利達非控股權益應佔其他全面開支	(1,216)	(1,029)
Other comprehensive expense for the year	年內其他全面開支	(2,482)	(2,100)
Total comprehensive income attributable to owners of the Company	本公司擁有人應佔全面收入總額	1,744	1,507
Total comprehensive income attributable to the non-controlling interests of Norry Tech	萊利達非控股權益應佔全面收入總額	1,675	1,448
Total comprehensive income for the year	年內全面收入總額	3,419	2,955
Net cash inflow from operating activities	經營活動所得現金流入淨額	1,776	2,266
Net cash outflow from investing activities	投資活動所得現金流出淨額	(1,232)	(1,610)
Net cash inflow	現金流入淨額	544	656

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綜合財務報表附註

28. PARTICULARS OF NON WHOLLY-OWNED SUBSIDIARIES OF THE COMPANY (Continued) Tristate International

28. 本公司非全資附屬公司詳 情(續) 聯亞國際

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current assets	流動資產	42,555	32,961
Current liabilities	流動負債	3,230	2,440
Equity attributable to owners of the Company	本公司擁有人應佔權益	20,056	15,566
Non-controlling interest of Tristate International	聯亞國際的非控股權益	19,269	14,955
Revenue	收益	106,723	82,234
Expenses	開支	97,919	75,236
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面收入總額	4,490	3,569
Profit and total comprehensive income attributable to non-controlling interests of Tristate International	聯亞國際非控股權益應佔溢利及全面收入總額	4,314	3,429
Profit and total comprehensive income for the year	年內溢利及全面收入總額	8,804	6,998
Net cash inflow from operating activities	經營活動所得現金流入淨額	4,222	1,119
Net cash outflow from investing activities	投資活動所得現金流出淨額	-	(140)
Net cash inflow	現金流入淨額	4,222	979

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綜合財務報表附註

29. 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 the shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior years.

The capital structure of the Group consists of debt, which include bank and other borrowings disclosed in note 22 and equity attributable to owners of the Company, comprising share capital and reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost and the risks associates with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

30. FINANCIAL INSTRUMENTS

Categories of financial instruments

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本計的金融資產	149,310	139,295
Financial liabilities	金融負債		
Amortised cost	攤銷成本	24,971	36,572

29. 資本風險管理

本集團管理其資本以確保本集團旗下實體能持續經營，並透過優化債務及權益結餘為股東帶來最大回報。本集團的整體策略自去年以來概無變動。

本集團資本架構包括債務(包括附註22披露的銀行及其他借貸)及本公司擁有人應佔權益(包括股本及儲備)。

本公司董事定期檢討資本架構。檢討時，本公司董事考慮各類資本的成本及相關風險。根據本公司董事的推薦意見，本集團將透過派付股息、發行新股、發行新債或贖回現有債務平衡整體資本架構。

30. 金融工具

金融工具類別

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綜合財務報表附註

30. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, other receivables, bank balances and cash, trade and other payables and bank and other borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risks (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risks

Currency risk

The Group's exposure to currency risk mainly arises from the fluctuation of US\$, Euro and RMB against the functional currencies of the relevant group entities. The carrying amounts of the foreign currency denominated monetary assets and monetary liabilities other than the functional currencies of the group entities are as follows. The management closely monitors foreign exchange exposure to mitigate the foreign currency risk.

		Liabilities 負債		Assets 資產	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
US\$	美元	(108)	(626)	7,899	7,669
RMB	人民幣	(3,585)	(5,575)	3,265	7,000
Euro	歐元	(10)	-	970	111

30. 金融工具 (續)

金融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、銀行結餘及現金、貿易及其他應付款項和銀行及其他借貸。該等金融工具的詳情披露於相關附註。與該等金融工具有關的風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。緩減該等風險的政策詳情載於下文。管理層管理並監察該等風險以確保及時有效落實適當措施。

市場風險

貨幣風險

本集團面對的貨幣風險主要來自美元、歐元及人民幣兌相關集團實體功能貨幣的匯率波動。集團實體功能貨幣以外的外幣計值貨幣資產及貨幣負債賬面值如下。管理層密切監控外匯風險敞口以緩解外幣風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risks (Continued)

Currency risk (Continued)

Sensitivity analysis

Since HK\$ is pegged to US\$ under the Linked Exchange Rate System, the management does not expect significant foreign currency exposure in relation to the exchange rate fluctuation between HK\$ and US\$. The Group mainly exposes to foreign currency risks other than US\$.

The following table details the Group's sensitivity to a 5% increase in the functional currencies against the relevant foreign currency of the relevant group entities. 5% is the sensitivity rate used in management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of each reporting period for a 5% change in foreign currency rates. A positive (negative) number below indicates an increase (decrease) in the Group's profit after tax for the year ended 31 March 2020 where the functional currency of the relevant group entities strengthens against the relevant foreign currency. For a 5% weakening of the functional currency of the relevant group entities, there would be an equal and opposite impact on the Group's profit after tax for the year ended 31 March 2020.

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Foreign currency	外幣		
RMB	人民幣	13	(49)
Euro	歐元	(40)	(5)

In management's opinion, the sensitivity analysis is unrepresentative of the foreign exchange risk as the year end exposure does not reflect the exposure during the year.

30. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

貨幣風險 (續)

敏感度分析

根據聯繫匯率制度，港元與美元掛鈎，管理層預期並無有關港元兌美元匯率波動的重大外匯風險。本集團主要面對除美元以外的外匯風險。

下表詳述本集團在相關集團實體的功能貨幣兌相關外幣匯率上升5%情況下的敏感度。5%為管理層評估外幣匯率合理可能變動時所採用的敏感度比率。敏感度分析僅包括以外幣計值的未結算貨幣項目，並因外幣匯率變動5%對其於各報告期末的換算作出調整。下表所載正(負)數字表示相關集團實體功能貨幣兌相關外幣升值時，本集團截至二零二零年三月三十一日止年度除稅後溢利的增加(減少)。相關集團實體功能貨幣貶值5%則會對本集團截至二零二零年三月三十一日止年度除稅後溢利產生同等相反影響。

管理層認為，由於年末風險敞口並不能反映年內風險敞口，故敏感度分析並不代表外匯風險。

30. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate other borrowings and lease liabilities as disclosed in note 22. The management continuously monitors interest rate exposure.

The Group's cash flow interest rate risk relates primarily to variable-rate bank balances and bank borrowings as disclosed in notes 19 and 22 due to the fluctuation of the prevailing market interest rate. The Group currently does not have a policy on hedging interest rate risk. However, the management monitors interest rate exposure and will consider hedging significant interest rate risk should the need arise.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate bank borrowings. The analysis is prepared assuming the amount of liability outstanding at each reporting period end was outstanding for the whole year. A 100 basis point increase or decrease is used which represents the management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Group's profit after tax for the year ended 31 March 2020 would have no change (2019: decrease/increase by HK\$44,000).

Bank balances are excluded from sensitivity analysis as the directors of the Company consider that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, other receivables and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

30. 金融工具 (續)

金融風險管理目標及政策 (續)

利率風險

本集團就附註22所披露其他定息借款及租賃負債承擔公平值利率風險。本集團管理層持續監控利率風險。

本集團的現金流量利率風險主要指附註19及22所披露浮息銀行結餘以及銀行借貸因當前市場利率波動而引致的風險。本集團現時並無利率風險對沖政策。然而，管理層監察利率風險並於必要時考慮對沖重大利率風險。

敏感度分析

以下敏感度分析乃基於浮息銀行借貸所面對的利率風險釐定。該分析方法假設各報告期末未償還的負債為全年未償還。該分析方法使用上升或下降100個基點表示管理層對利率合理可能變動的評估。

倘利率上升/下降100個基點而所有其他變量維持不變，則本集團截至二零二零年三月三十一日止年度的除稅後溢利並無任何變動(二零一九年：減少/增加44,000港元)。

由於本公司董事認為浮息銀行結餘產生的現金流量利率風險屬微不足道，故銀行結餘不包括敏感度分析。

信貸風險及減值評估

信貸風險指本集團的對手方違反其合約責任而導致本集團蒙受財務虧損的風險。本集團的信貸風險主要歸因於貿易應收款項、其他應收款項及銀行結餘。本集團並無持有任何抵押品或其他信貸增強措施，以彌補其與金融資產有關的信貸風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables arising from contracts with customers

For trade receivables, in order to minimise the credit risk, the management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group calculates ECL for the trade receivables individually after considering internal credit ratings of trade debtors, ageing, repayment history and/or past due status of respective trade receivables. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for supportable forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. 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 as 16% (2019: 14%) of the total gross trade receivables was due from the Group's largest customer as at 31 March 2020 and 46% (2019: 50%) of the total gross trade receivables was due from the five largest customers as at 31 March 2020.

Other receivables

The directors of the Company make periodic individual assessment on the recoverability of other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportable forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For both years ended 31 March 2019 and 2020, the Group assessed the ECL for other receivables were insignificant and thus no loss allowance was recognised.

30. 金融工具 (續)

金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

與客戶簽訂合約產生的貿易應收款項就貿易應收款項而言，為減低信貸風險，管理層已委派團隊負責確定信貸限額、信貸批准及其他監察程序，以確保採取跟進行動收回逾期債項。此外，本集團經考慮貿易債務人的內部信貸評級、賬齡、還款記錄及／或各貿易應收款項的逾期狀況後，單獨計算貿易應收款項的預期信貸虧損。估計虧損率乃基於債務人於預期年期內的歷史觀察違約率估計，並就毋須花費不必要成本或精力即可獲得的合理可靠前瞻性資料作出調整。於各報告日期會重新評估歷史觀察違約率及考慮前瞻性資料的變動。就此而言，本公司董事認為，本集團的信貸風險已大幅降低。

由於貿易應收款項總額之16% (二零一九年：14%) 為應收本集團於二零二零年三月三十一日最大客戶的款項及貿易應收款項總額之46% (二零一九年：50%) 為應收於二零二零年三月三十一日五大客戶的款項，故本集團的信貸風險集中。

其他應收款項

本公司董事根據歷史結算記錄、過往經驗及合理以及屬有理據支持的前瞻性資料之定量及定性資料對其他應收款項之可收回程度進行個別評估。本公司董事認為自初步確認起該等金額之信貸風險並無顯著增加，而本集團已根據12個月預期信貸虧損作出減值撥備。截至二零一九年及二零二零年三月三十一日止兩個年度，本集團評估其他應收款項之預期信貸虧損屬微不足道，因此並無確認虧損撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Bank balances

Credit risk on bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on bank balances is considered to be insignificant.

The table below detail the credit risk exposures of the Group's financial assets at amortised cost, which are subject to ECL assessment:

30. 金融工具 (續)

金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

銀行結餘

由於對手方為獲國際信貸評級機構評級為信譽良好之銀行，故銀行結餘之信貸風險有限。本集團參考有關外部信貸評級機構所發佈的有關信貸評級等級的違約概率及虧損的資料，評估銀行結餘之12個月預期信貸虧損。根據平均虧損率，銀行結餘之12個月預期信貸虧損被認為屬微不足道。

下表詳述本集團按攤銷成本計量之金融資產(視乎預期信貸虧損評估而定)所面臨之信貸風險：

2020	二零二零年	External credit rating 外部 信貸評級	Internal credit rating 內部 信貸評級	12m or lifetime ECL 12個月或 全期預期 借貸虧損	Gross carrying amount 賬面 總值 HK\$'000 千港元
Financial assets at amortised cost	按攤銷成本計之金融資產				
Trade receivables	貿易應收款項	N/A 不適用	Note 1 附註1	Lifetime ECL 全期預期 信貸虧損	49,492
Other receivables	其他應收款項	N/A 不適用	Note 2 附註2	12m ECL 12個月預期 信貸虧損	801
Bank balances	銀行結餘	Baa or higher Baa或 更高	N/A 不適用	12m ECL 12個月預期 信貸虧損	101,376

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

30. 金融工具 (續)

金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

		External credit rating	Internal credit rating	12m or lifetime ECL	Gross carrying amount
2019	二零一九年	外部 信貸評級	內部 信貸評級	12個月或 全期預期 借貸虧損	賬面 總值 HK\$'000 千港元
Financial assets at amortised cost	按攤銷成本計之金融資產				
Trade receivables	貿易應收款項	N/A 不適用	Note 1 附註1	Lifetime ECL 全期預期 信貸虧損	67,027
Other receivables	其他應收款項	N/A 不適用	Note 2 附註2	12m ECL 12個月預期 信貸虧損	824
Bank balances	銀行結餘	Baa or higher Baa或 更高	N/A 不適用	12m ECL 12個月預期 信貸虧損	74,044

Notes:

- (1) For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. As part of the Group's credit risk management, the Group used an internal credit rating by assigning an individual loss rate to each of its debtors. The Group applied internal credit risk grading assessment comprises the following categories:

Qualification classification definition:

"Strong": The counterparty has low probability of default considering relative size, business relationship and repayment history. Debtors frequently settles before due date.

"Good": The counterparty has low default risk considering relative size, business relationship and repayment history. Debtors frequently settles after due date but usually settles in full.

"Satisfactory": The counterparty has moderate default risk considering relative size, business relationship and repayment history. Debtors frequently settles after past due 90 days or more.

附註:

- (1) 就貿易應收款項而言，本集團已應用香港財務報告準則第9號之簡化方法計量全期預期信貸虧損之虧損撥備。作為本集團信貸風險管理的一部份，本集團採用內部信貸評級，為每名債務人分配各別的虧損率。本集團應用的內部信貸風險評級之評估包括以下幾類：

質素分類定義：

「穩健」：經考慮相對規模、業務關係及還款記錄，對手方違約或然率甚低。債務人經常於到期日之前結算。

「良好」：經考慮相對規模、業務關係及還款記錄，對手方違約風險為低。債務人經常在到期日後結算，但通常會悉數結清。

「滿意」：經考慮相對規模、業務關係及還款記錄，對手方違約風險為中等。債務人經常於逾期90日或以上天數後結算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

GROSS CARRYING AMOUNT

The following table provides information about the exposure to credit risk for trade receivables which are assessed individually within lifetime ECL (not credit-impaired).

		2020 二零二零年		2019 二零一九年	
		Average loss rate 平均虧損率	Trade receivables 貿易應收款項 HK\$'000 千港元	Average loss rate 平均虧損率	Trade receivables 貿易應收款項 HK\$'000 千港元
Strong	穩健	2%	5,955	1%	2,833
Good	良好	4%	28,089	2.5%	26,715
Satisfactory	滿意	8%	15,448	5%	37,479
			49,492		67,027

The estimated loss rates 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 the management to ensure relevant information about specific debtors is updated.

估計虧損率乃按債務人於預期年期內的歷史觀察違約率進行估計，並就無須付出過多成本或精力即可獲得之前瞻性資料作出調整。歸類工作由管理層定期檢討，以確保更新與特定債務人相關的資料。

30. 金融工具 (續)

金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

總賬面值

下表提供有關貿易應收款項的信貸風險資料，該等貿易應收款項於全期預期信貸虧損(無信貸減值)內單獨評估。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

		Lifetime ECL (credit-impaired) 全期預期信貸虧損 (信貸減值) HK\$'000 千港元	Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (無信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	-	1,722	1,722
Changes due to financial instruments recognised as at 1 April 2018:	於二零一八年四月一日已確認 因金融工具所產生的變動：			
- Impairment losses reversed	- 撥回減值虧損	-	(1,721)	(1,721)
- Impairment losses recognised	- 確認減值虧損	2,071	2,120	4,191
- Write-offs	- 撇銷	(2,071)	-	(2,071)
New financial assets originated	新增源生金融資產	-	482	482
At 31 March 2019	於二零一九年三月三十一日	-	2,603	2,603
Changes due to financial instruments recognised as at 1 April 2019:	於二零一九年四月一日已確認 因金融工具所產生的變動：			
- Transfer to credit-impaired	- 轉撥至非信貸減值	2	(2)	-
- Impairment losses reversed	- 撥回減值虧損	-	(2,593)	(2,593)
- Impairment losses recognised	- 確認減值虧損	1,131	2,188	3,319
- Write-offs	- 撇銷	(1,133)	-	(1,133)
New financial assets originated	新增源生金融資產	-	208	208
At 31 March 2020	於二零二零年三月三十一日	-	2,404	2,404

As at 31 March 2020, lifetime ECL of HK\$2,404,000 (2019: HK\$2,603,000) for trade receivables with an aggregate gross carrying amount of HK\$49,492,000 (2019: HK\$67,027,000) has been recognised.

During the year ended 31 March 2020, the Group provided HK\$934,000 (2019: HK\$2,952,000) impairment allowance, net of reversal of HK\$2,593,000 (2019: HK\$1,721,000) for trade receivables.

30. 金融工具 (續)

金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

下表列示已根據簡化方法就貿易應收款項確認之全期預期信貸虧損變動。

	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (信貸減值) HK\$'000 千港元	Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (無信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018	-	1,722	1,722
Changes due to financial instruments recognised as at 1 April 2018:			
- Impairment losses reversed	-	(1,721)	(1,721)
- Impairment losses recognised	2,071	2,120	4,191
- Write-offs	(2,071)	-	(2,071)
New financial assets originated	-	482	482
At 31 March 2019	-	2,603	2,603
Changes due to financial instruments recognised as at 1 April 2019:			
- Transfer to credit-impaired	2	(2)	-
- Impairment losses reversed	-	(2,593)	(2,593)
- Impairment losses recognised	1,131	2,188	3,319
- Write-offs	(1,133)	-	(1,133)
New financial assets originated	-	208	208
At 31 March 2020	-	2,404	2,404

於二零二零年三月三十一日，已就總賬面值為49,492,000港元(二零一九年：67,027,000港元)的貿易應收款項確認全期預期信貸虧損2,404,000港元(二零一九年：2,603,000港元)。

截至二零二零年三月三十一日止年度，本集團就貿易應收款項之減值撥備計提934,000港元(二零一九年：2,952,000港元，已扣除撥回2,593,000港元(二零一九年：1,721,000港元))。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

- (2) For the purpose of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

30. 金融工具 (續)

金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

- (2) 就內部信貸風險管理而言，本集團使用逾期資料評估信貸風險自初步確認起是否已大幅增加。

		Not past due/ no fixed repayment terms		Total
		Past due	並無逾期/ 無固定償還期	
		逾期	並無逾期/ 無固定償還期	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
2020	二零二零年			
Other receivables	其他應收款項	-	801	801
2019	二零一九年			
Other receivables	其他應收款項	-	824	824

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the directors of the Company, which has built an appropriate liquidity risk management framework for the management's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The following tables detail the Group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for the non-derivative financial liabilities are based on the agreed repayment dates.

The tables include both interest and principal cash flows. To the extent that interest flows are contracted floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

流動資金風險

本公司董事為流動資金風險管理承擔最終責任，彼等已建立合適的流動資金風險管理框架以管理短、中及長期資金以及流動資金管理需求。本集團通過維持充足儲備及借貸融資、持續監控預測及實際現金流量以及配對金融資產及負債的到期組合，以管理流動資金風險。

下表為本集團金融負債餘下合約到期日詳情。該表根據本集團可能須予支付的最早日期金融負債的未貼現現金流量而編製。非衍生金融負債到期日乃根據協定還款日期釐定。

該表包括利息及本金現金流量。倘利息流量為已訂約浮動利率，則未貼現金額根據報告期末的利率計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity and interest risk tables

		Weighted average interest rate 加權 平均利率 %	On demand or less than 3 months 於要求時或 三個月內 HK\$'000 千港元	3 months to 1 year 3個月 至1年 HK\$'000 千港元	1-5 years 1至5年 HK\$'000 千港元	Over 5 years 5年以上 HK\$'000 千港元	Total undiscounted cash flows 未貼現 現金流量總額 HK\$'000 千港元	Carrying amounts 賬面值 HK\$'000 千港元
At 31 March 2020	於二零二零年 三月三十一日							
Trade and other payables	貿易及 其他應付款項	-	4,971	-	-	-	4,971	4,971
Bank and other borrowings	銀行及其他借貸	5.00	20,000	-	-	-	20,000	20,000
			24,971	-	-	-	24,971	24,971
Lease liabilities	租賃負債	4.125	565	1,696	9,960	6,840	19,061	16,349

		Weighted average interest rate 加權 平均利率 %	On demand or less than 3 months 於要求時或 三個月內 HK\$'000 千港元	Total undiscounted cash flows 未貼現 現金流量總額 HK\$'000 千港元	Carrying amounts 賬面值 HK\$'000 千港元
At 31 March 2019	於二零一九年 三月三十一日				
Trade and other payables	貿易及其他應付款項	-	11,280	11,280	11,280
Bank and other borrowings	銀行及其他借貸	5.04	25,292	25,292	25,292
			36,572	36,572	36,572

30. 金融工具 (續)

金融風險管理目標及政策 (續)

流動資金風險 (續)

流動資金及利息風險表

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity and interest risk tables (Continued)

Bank and other borrowings with a repayment on demand clause are included in the “on demand or less than 3 months” time band in the above maturity analysis. As at 31 March 2020, the aggregate undiscounted principal amounts of these bank and other borrowings amounted to HK\$20,000,000 (2019: HK\$25,292,000). Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the banks and the financial institution will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank and other borrowings will be repaid after the end of reporting period in accordance with the scheduled repayment dates set out in the loan agreements. As a result, the aggregate principal and interest cash outflows will amount to HK\$20,159,000 as at 31 March 2020 (2019: HK\$27,360,000).

30. 金融工具 (續)

金融風險管理目標及政策 (續)

流動資金風險 (續)

流動資金及利息風險表 (續)

附帶按要求償還條款的銀行及其他借貸計入上述到期日分析的「於要求時或三個月內」時段內。於二零二零年三月三十一日，該等銀行及其他借貸的未貼現金總額為20,000,000港元(二零一九年：25,292,000港元)。考慮到本集團的財務狀況，本公司董事認為銀行及金融機構不大可能行使酌情權要求即時還款。本公司董事相信該等銀行及其他借貸將依照貸款協議所載計劃還款日期於報告期末後償還。因此，二零二零年三月三十一日的本金及利息現金流出總額為20,159,000港元(二零一九年：27,360,000港元)。

Maturity Analysis – Bank and other borrowings subject to a repayment on demand clause based on scheduled repayments

到期日分析 – 根據還款時間表附帶按要求償還條款的銀行及其他借貸

		Total					
		0-3 months	4-6 months	7-12 months	1-2 years	undiscounted cash flows	Carrying amount
		零至三個月	四至六個月	七至十二個月	一至兩年	未貼現金流量總額	賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
31 March 2020	二零二零年三月三十一日	20,159	-	-	-	20,159	20,000
31 March 2019	二零一九年三月三十一日	5,360	-	-	22,000	27,360	25,292

Fair value

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values. Such fair values have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis.

公平值

本公司董事認為按攤銷成本計入綜合財務報表的金融資產及金融負債賬面值與其公平值相若。該等公平值根據普遍接納之定價模式按貼現現金流量分析釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31. RELATED PARTY DISCLOSURES

(i) Related party transactions

In addition to the transactions, balances and commitments disclosed elsewhere in the consolidated financial statements, the Group had entered into the following significant transaction during the years ended 31 March 2020 and 2019:

Name of related company 關聯公司名稱	Relationship 關係	Nature of transaction 交易性質	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Top Champion 泰昌	Entity over which Mr. Chan Leung Choi, the former chairman, chief executive officer and executive director, and also the brother of Mr. Chan Tat Choi, former executive director, has control. 陳樑材先生(本公司前主席、行政總裁兼執行董事，亦為前執行董事陳達材先生之胞兄)擁有控制權之實體。	Rental expense of rented premises 租賃物業租金開支	-	263

31. 關聯方披露

(i) 關聯方交易

除綜合財務報表其他部分所披露之交易、結餘及承擔外，本集團已於截至二零二零年及二零一九年三月三十一日止年度訂立下列重大交易：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31. RELATED PARTY DISCLOSURES (Continued)

(ii) Compensation of key management personnel

The remuneration of directors and other members of key management during the year is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Fee	費用	360	360
Salaries and allowances	薪金及津貼	7,103	7,129
Performance related incentive payments	績效獎金	2,865	2,618
Contributions to retirement benefit schemes	退休福利計劃供款	149	167
		10,477	10,274

32. RETIREMENT BENEFIT PLAN

The Group participates in a defined contribution scheme which is registered under the Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Schemes Ordinance. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. For members of the MPF Scheme, the Group contributes at the lower of HK\$1,500 per month or 5% of relevant payroll costs each month to the MPF Scheme, in which the contribution is matched by the employee.

The employees of the Group's subsidiary in the PRC are members of a state-managed retirement benefit plan operated by the government of the PRC. The subsidiary is required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

The total expenses recognised in profit or loss of HK\$1,296,000 for the year ended 31 March 2020 (2019: HK\$1,372,000) represent contributions paid and payable to these plans by the Group at rates specified in the rules of the plans.

31. 關聯方披露 (續)

(ii) 主要管理人員報酬

董事及其他主要管理人員於本年度之薪酬如下：

32. 退休福利計劃

本集團參與根據強制性公積金計劃條例設立的強制性公積金計劃(「強積金計劃」)註冊的定額供款計劃。該計劃的資產與本集團資產分開處理，由信託人管理的基金持有。強積金計劃成員方面，本集團每月按1,500港元或相關薪酬成本的5%(以較低者為準)向強積金計劃供款，而僱員亦須作出等額供款。

本集團的中國附屬公司僱員均為中國政府營辦的國家管理退休福利計劃的成員。該附屬公司須按薪酬成本的特定百分比向退休福利計劃供款，以資助有關福利。本集團就該退休福利計劃承擔的責任僅為作出指定供款。

截至二零二零年三月三十一日止年度於損益確認的總開支1,296,000港元(二零一九年：1,372,000港元)指本集團按計劃規則所規定的比率已付及應付予該等計劃的供款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

33. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

33. 融資活動產生之負債對賬

下表為本集團融資活動產生之負債變動詳情，包括現金及非現金變動。融資活動產生之負債乃為現金流量或將來現金流量於本集團的綜合現金流量表分類為融資活動現金流量之負債。

		Interest payable 應付利息 HK\$'000 千港元	Bank and other borrowings 銀行及其他借款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	-	1,697	-	1,697
Financing cash flows	融資現金流量	(201)	23,595	-	23,394
Interest expense	利息開支	1,041	-	-	1,041
At 31 March 2019	於二零一九年三月三十一日	840	25,292	-	26,132
Adjustment upon application of HKFRS 16	應用香港財務報告準則第16號時的調整	-	-	17,908	17,908
At 1 April 2019 (restated)	於二零一九年四月一日 (經重列)	840	25,292	17,908	44,040
Financing cash flows	融資現金流量	(1,209)	(5,292)	(2,261)	(8,762)
Interest expense	利息開支	1,209	-	702	1,911
At 31 March 2020	於二零二零年三月三十一日	840	20,000	16,349	37,189

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

34. PARTICULARS OF SUBSIDIARIES

Details of the Group's subsidiaries at the end of the reporting period are set out below.

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Place of operations 營運地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Attributable equity interest to the Group 本集團應佔股權		Principal activities 主要業務
				2020 二零二零年 %	2019 二零一九年 %	
Directly held	直接持有					
Hang Wing 鏗榮	BVI 英屬處女群島	Hong Kong 香港	Ordinary shares HK\$1 普通股1港元	100	100	Investment holding 投資控股
Indirectly held	間接持有					
Top Mark 震東機械	Hong Kong 香港	Hong Kong 香港	Ordinary shares HK\$1,000,000 普通股 1,000,000港元	100	100	Trading of rockdrilling equipment and machineries 買賣鑿岩設備及器械
Maxa RockDrills Limited	Hong Kong 香港	Hong Kong 香港	Ordinary shares HK\$100 普通股100港元	100	100	Trading of rockdrilling equipment 買賣鑿岩工具及設備
Norry Tech 萊利達	The PRC 中國	The PRC 中國	Registered capital HK\$23,000,000 註冊資本 23,000,000港元	51	51	Manufacturing of rockdrilling tools and equipment 製造鑿岩設備
Tristate International 聯亞國際	Hong Kong 香港	Hong Kong 香港	Ordinary shares HK\$10,000 普通股10,000港元	51	51	Trading of rockdrilling and piling and drilling equipment and machineries 買賣鑿岩、打樁和 鑽孔設備及器械
Top Glory Construction Equipment Limited 震東建築設備有限公司	Hong Kong 香港	Hong Kong 香港	Ordinary shares HK\$10,000 普通股10,000港元	100	100	Trading of rockdrilling and piling and drilling equipment and machineries 買賣鑿岩、打樁和 鑽孔設備及器械
Tristate (HK) Holdings Company Limited	Hong Kong 香港	Hong Kong 香港	Ordinary share HK\$1 普通股1港元	100	100	Investment holding 投資控股
Top Standard Limited	Hong Kong 香港	Hong Kong 香港	Ordinary share HK\$1 普通股1港元	100	100	Inactive 暫無業務

Norry Tech is a wholly foreign owned enterprise.

None of the subsidiaries had issued any debt securities at the end of the year and during the year.

34. 附屬公司詳情

本集團附屬公司於報告期末的詳情載列如下。

萊利達為外商獨資企業。

於年末及於年度期間，並無附屬公司發行任何債務證券。

FINANCIAL SUMMARY

財務摘要

		For the year 31 March 截至三月三十一日止年度					
		2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	
Revenue	收益	141,744	126,675	99,703	163,441	178,559	
Profit before tax	除稅前溢利	42,906	7,897	2,922	25,798	26,593	
Income tax expense	所得稅開支	(7,654)	(5,146)	(2,431)	(6,033)	(5,711)	
Profit for the year	年內溢利	35,252	2,751	491	19,765	20,882	
Total comprehensive income for the year	年內全面總收益	33,694	1,101	3,756	17,017	18,025	
Total comprehensive income (expense) attributable to:	以下人士應佔全面總收益(開支):						
Owners of the Company	本公司擁有人	26,158	(3,083)	(551)	12,140	12,036	
Non-controlling interests	非控制權益	7,536	4,184	4,307	4,877	5,989	
Earnings (loss) per share, basic (HK cents)	每股基本盈利(虧損)(港仙)	8.99	(0.73)	(0.61)	3.65	3.60	

		As at 31 March 於三月三十一日					
		2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	
Total non-current assets	非流動資產總值	13,363	15,665	15,331	16,462	29,944	
Total current assets	流動資產總值	115,798	165,359	162,114	202,881	208,258	
TOTAL ASSETS	總資產	129,161	181,024	177,445	219,343	238,202	
Total current liabilities	流動負債總額	32,913	30,382	22,979	49,650	35,760	
Total non-current liabilities	非流動負債總額	172	-	68	-	14,724	
TOTAL LIABILITIES	總負債	33,085	30,382	23,047	49,650	50,484	
NET ASSETS	資產淨值	96,076	150,642	154,398	169,693	187,718	
Equity	權益						
Equity attributable to the owners of the Company	本公司擁有人應佔權益	71,294	128,072	127,521	137,939	149,975	
Non-controlling interests	非控制權益	24,782	22,570	26,877	31,754	37,743	
TOTAL EQUITY	總權益	96,076	150,642	154,398	169,693	187,718	

DEFINITIONS

釋義

“Articles” or “Articles of Association”	the articles of association of the Company, as amended from time to time	「細則」或「組織章程細則」	指	本公司的組織章程細則，經不時修訂
“associate(s)”	has the meaning ascribed thereto under the Listing Rules	「聯繫人」	指	具有上市規則賦予該詞的涵義
“Board” or “Board of Directors”	the board of Directors	「董事會」	指	董事會
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong	「營業日」	指	香港銀行一般對公眾開門辦理正常銀行業務的任何日子(星期六、星期日或香港公眾假期除外)
“BVI”	the British Virgin Islands	「英屬處女群島」	指	英屬處女群島
“Colour Shine”	Colour Shine Investments Limited 彩輝投資有限公司, a company incorporated in the BVI with limited liabilities, which is wholly-owned by the Executive Director, Mr. He Xiaoming, and became the Controlling Shareholders on 5 February 2018	「彩輝」	指	彩輝投資有限公司，一間於英屬處女群島註冊成立的有限公司，由執行董事何笑明先生全資擁有，並於二零一八年二月五日成為我們的控股股東
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time	「公司條例」	指	香港法例第622章公司條例，經不時修訂或補充
“Company”, “our Company”, “we” or “us”	Yuk Wing Group Holdings Limited 煜榮集團控股有限公司, a company incorporated in the Cayman Islands with limited liability on 17 March 2016	「本公司」或「我們」	指	煜榮集團控股有限公司，於二零一六年三月十七日在開曼群島註冊成立的有限公司
“connected person”	has the meaning ascribed thereto in the Listing Rules	「關連人士」	指	具有上市規則賦予該詞的涵義
“Controlling Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules and, unless the context otherwise requires, means Mr. He Xiaoming and Colour Shine from 5 February 2018	「控股股東」	指	具有上市規則賦予該詞的涵義，除文義另有所指外，自二零一八年二月五日起，為何笑明先生及彩輝

DEFINITIONS

釋義

“Director(s)”	the director(s) of the Company	「董事」	指	本公司董事
“Euro”	the lawful currency of the European Union	「歐元」	指	歐洲聯盟的法定貨幣
“Executive Director(s)”	the executive Director(s)	「執行董事」	指	執行董事
“Group”, “our Group”, “we” or “us”	the Company and its subsidiaries or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, the present subsidiaries of our Company, some or any of them and the businesses carried on by such subsidiaries or (as the case may be) their predecessors	「本集團」或「我們」	指	本公司及其附屬公司，倘文義另有所指，對於本公司尚未成為現有附屬公司之控股公司之時期，則指本公司現有附屬公司、部分或任何附屬公司及該等附屬公司或(視情況而定)其前身公司經營的業務
“Hang Wing”	Hang Wing Holdings Limited 鏗榮控股有限公司, a BVI business company incorporated in the BVI with limited liability on 16 March 2016 and a wholly-owned subsidiary of the Company	「鏗榮」	指	鏗榮控股有限公司，於二零一六年三月十六日在英屬處女群島註冊成立的英屬處女群島商業有限公司，為本公司的全資附屬公司
“HK\$” or “Hong Kong dollars” or “HK dollars” or “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong	「港元」或「港仙」	指	香港法定貨幣港元及港仙
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC	「香港」	指	中國香港特別行政區
“Independent Non-executive Director(s)”	the independent non-executive Director(s)	「獨立非執行董事」	指	獨立非執行董事
“independent third party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected with our Company or our connected persons as defined under the Listing Rules	「獨立第三方」	指	據我們董事於作出一切合理查詢後所知、所悉及所信，根據上市規則與本公司或我們關連人士並無關連的人士或公司及彼等各自最終實益擁有人
“Legislative Council”	the Legislative Council of Hong Kong	「立法會」	指	香港立法會

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“Listing Date”	the date, being, 11 January 2017, on which the shares of the Company are listed on the Stock Exchange and from which dealings in the shares are permitted to commence on the Main Board of the Stock Exchange	「上市日期」	指	本公司股份於聯交所上市及股份獲准開始於聯交所主板買賣的日期，即二零一七年一月十一日
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)	「上市規則」	指	香港聯合交易所有限公司證券上市規則，經不時修訂、補充或以其他方式修改
“Macau”	the Macau Special Administrative Region of the PRC	「澳門」	指	中國澳門特別行政區
“Maxa RockDrills”	MAXA RockDrills Limited, a company incorporated in Hong Kong with limited liability on 15 September 2000 and is an indirect wholly-owned subsidiary of our Company	「Maxa RockDrills」	指	MAXA RockDrills Limited，於二零零零年九月十五日在香港註冊成立的有限公司，為本公司間接全資附屬公司
“MPF”	mandatory provident fund	「強積金」	指	強制性公積金
“Norry Tech”	佛山市順德區萊利達工程設備有限公司 (Norry Tech Engineering Equipment Limited), a company established in the PRC with limited liability on 16 October 2007, owned as to 51% by Tristate Hong Kong and 49% by Mr. Chan Lap Wai Gary, an independent third party (other than being a shareholder of Norry Tech and Tristate International), and is an indirect non wholly-owned subsidiary of our Company	「萊利達」	指	佛山市順德區萊利達工程設備有限公司，於二零零七年十月十六日在中國成立的有限公司，由Tristate Hong Kong及陳立緯先生(為獨立第三方，惟乃萊利達及聯亞國際的股東除外)分別擁有51%及49%權益，為本公司間接非全資附屬公司
“PRC”	the People’s Republic of China, excluding for the purpose of this annual report only, Hong Kong, Macau and Taiwan region	「中國」	指	中華人民共和國，僅就本年報而言，並不包括香港、澳門及台灣地區
“Prospectus”	the prospectus of the Company dated 30 December 2016 in relation to the initial public offering and the listing of our Shares on the Stock Exchange	「招股章程」	指	日期為二零一六年十二月三十日有關首次公開發售及我們的股份於聯交所上市的本公司招股章程

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“Reporting Period”	2019/2020 (from 1 April 2019 to 31 March 2020)	「報告期」	指	二零一九年／二零二零年(自二零一九年四月一日至二零二零年三月三十一日)
“RMB” or “Renminbi”	the lawful currency of the PRC	「人民幣」	指	中國法定貨幣
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time	「證券及期貨條例」	指	香港法例第571章證券及期貨條例，經不時修訂或補充
“Share(s)”	the ordinary share(s) of the Company	「股份」	指	本公司普通股
“Shareholder(s)”	the shareholder(s) of the Company	「股東」	指	本公司股東
“Stock Exchange”	The Stock Exchange of Hong Kong Limited	「聯交所」	指	香港聯合交易所有限公司
“subsidiary” or “subsidiaries”	has the meaning ascribed thereto under the Companies Ordinance	「附屬公司」	指	具有公司條例賦予該詞的涵義
“substantial shareholder”	has the meaning ascribed thereto in the Listing Rules	「主要股東」	指	具有上市規則賦予該詞的涵義
“Top Glory”	Top Glory Construction Equipment Limited 震東建築設備有限公司, formerly known as Top Mark Construction Equipment Limited 震東建築設備有限公司, a company incorporated in Hong Kong with limited liability on 20 March 2015 and an indirect wholly-owned subsidiary of the Company	「震東建築」	指	震東建築設備有限公司，於二零一五年三月二十日在香港註冊成立的有限公司，為本公司間接全資附屬公司
“Top Mark”	Top Mark Mechanical Equipment Limited 震東機械設備有限公司, a company incorporated in Hong Kong with limited liability on 28 July 1997 and an indirect wholly-owned subsidiary of the Company	「震東機械」	指	震東機械設備有限公司，於一九九七年七月二十八日在香港註冊成立的有限公司，為本公司間接全資附屬公司
“Tristate Hong Kong”	Tristate (HK) Holding Company Limited, a company incorporated in Hong Kong with limited liability on 13 April 2016, and an indirect wholly-owned subsidiary of our Company	「Tristate Hong Kong」	指	Tristate (HK) Holding Company Limited，於二零一六年四月十三日在香港註冊成立的有限公司，為本公司間接全資附屬公司

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“Tristate International”	Tristate International Industrial Limited 聯亞國際實業有限公司, a company incorporated in Hong Kong with limited liability on 28 July 2008, and held as to 51% by Hang Wing and 49% by Dawn Success Ltd, a company wholly-owned by Ms. Vane Siu Ling Linda, wife of Mr. Chan Lap Wai Gary, and an indirect non-wholly owned subsidiary of our Company	「聯亞國際」	指	聯亞國際實業有限公司，於二零零八年七月二十八日在香港註冊成立的有限公司，由鏗榮持有51%權益及范小玲女士(陳立緯先生之妻子)全資擁有的公司Dawn Success Ltd持有49%權益，為本公司間接非全資附屬公司
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction	「美國」	指	美利堅合眾國，其領土、屬地及所有受其司法管轄的地區
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency for the time being of the United States	「美元」	指	美國現時法定貨幣美元
“Year”	Year ended 31 March 2020	「本年度」	指	截至二零二零年三月三十一日止年度
“%”	per cent	「%」	指	百分比

In the event of any inconsistency, the English text of this annual report shall prevail over the Chinese text.

本年報中英文版本如有歧義，概以英文版本為準。

Yuk Wing Group Holdings Limited
煜榮集團控股有限公司