



創業集團(控股)有限公司

NEW CONCEPTS HOLDINGS LIMITED

(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 : 2221

2022

ANNUAL REPORT

年報



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CORPORATE INFORMATION 公司資料

Executive Directors

Mr. Zhu Yongjun (*Chairman of the Board*)
Mr. Pan Yimin
Mr. Lee Tsi Fun Nicholas

Non-executive Directors

Mr. Sui Guangyi (*Honorary Chairman*)
(appointed on 15 October 2021)
Dr. Ge Xiaolin
Dr. Zhang Lihui

Independent Non-executive Directors

Mr. Lo Chun Chiu, Adrian
Dr. Tong Ka Lok
Mr. Choy Wai Shek, Raymond, *MH, JP*

Audit Committee

Dr. Tong Ka Lok (*Chairman*)
Mr. Lo Chun Chiu, Adrian
Mr. Choy Wai Shek, Raymond, *MH, JP*

Nomination Committee

Mr. Lo Chun Chiu, Adrian (*Chairman*)
Dr. Tong Ka Lok
Mr. Choy Wai Shek, Raymond, *MH, JP*
Mr. Zhu Yongjun

Remuneration Committee

Mr. Choy Wai Shek, Raymond, *MH, JP* (*Chairman*)
Mr. Lo Chun Chiu, Adrian
Dr. Tong Ka Lok
Mr. Lee Tsi Fun Nicholas

Company Secretary

Mr. Lee Tsi Fun Nicholas

Authorised Representatives

Mr. Zhu Yongjun
Mr. Lee Tsi Fun Nicholas

Registered Office

Windward 3, Regatta Office Park
PO Box 1350, Grand Cayman
KY1-1108
Cayman Islands

Headquarters, Head Office and Principal Place of Business in Hong Kong

Office B, 3/F, Kingston International Centre
19 Wang Chiu Road, Kowloon Bay, Hong Kong

執行董事

朱勇軍先生 (*董事會主席*)
潘軼旻先生
李錫勛先生

非執行董事

隋廣義先生 (*名譽主席*)
(於2021年10月15日獲委任)
葛曉麟博士
張立輝博士

獨立非執行董事

羅俊超先生
唐嘉樂博士
蔡偉石先生, *榮譽勳章, 太平紳士*

審核委員會

唐嘉樂博士 (*主席*)
羅俊超先生
蔡偉石先生, *榮譽勳章, 太平紳士*

提名委員會

羅俊超先生 (*主席*)
唐嘉樂博士
蔡偉石先生, *榮譽勳章, 太平紳士*
朱勇軍先生

薪酬委員會

蔡偉石先生, *榮譽勳章, 太平紳士* (*主席*)
羅俊超先生
唐嘉樂博士
李錫勛先生

公司秘書

李錫勛先生

授權代表

朱勇軍先生
李錫勛先生

註冊辦事處

Windward 3, Regatta Office Park
PO Box 1350, Grand Cayman
KY1-1108
Cayman Islands

總部、總辦事處及 香港主要營業地點

香港九龍灣宏照道19號
金利豐國際中心3樓B室



CORPORATE INFORMATION

公司資料

Independent Auditor

BDO Limited
25/F Wing on Centre
111 Connaught Road
Hong Kong

Legal Advisers

As to Hong Kong law
Loong & Yeung Solicitors
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29 Queen's Road Central
Central, Hong Kong

As the Cayman Islands law
Appleby
2206-19, Jardine House
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Central, Hong Kong

Principal Bankers

Industrial and Commercial Bank of China (Asia) Limited
33rd Floor, ICBC Tower
3 Garden Road
Central
Hong Kong

Principal Share Registrar and Transfer Office

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350, Grand Cayman
KY1-1108, Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

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Hong Kong
(with effect from 15 August 2022, will change to 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong)

Stock Code

2221

Company Website

<http://www.primeworld-china.com>

獨立核數師

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干諾道中111號
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法律顧問

有關香港法律
龍炳坤、楊永安律師行
香港中環
皇后大道中29號
華人行16樓1603室

有關開曼群島法律
毅柏律師事務所
香港中環
康樂廣場一號
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主要往來銀行

中國工商銀行(亞洲)有限公司
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中環
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股份過戶登記總處

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350, Grand Cayman
KY1-1108, 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
(自2022年8月15日起，地址將改為香港夏慤道16號遠東金融中心17樓)

股份代號

2221

公司網址

<http://www.primeworld-china.com>



CHAIRMAN'S STATEMENT

主席報告



Dear Shareholders,

Over the past few years, the Company has been overcoming various challenges since the suspension of trading in July 2018 and initial outbreak of COVID-19 in 2020; the Company has been endeavoring to strengthen its financial positions by, among others, divesting certain of its operations, raising capital through various means and re-scheduling the outstanding indebtedness with our major creditors/lenders, etc. By taking such measures, the Group's performance did improve significantly (from a loss of HK\$63.6 million in FY2021 to profit of approximately HK\$17.1 million in FY2022), while the Company also managed to be awarded various tender of kitchen waste treatment projects.

However, overall future market is still expected to be volatile in upcoming year: global financial market remains uncertain due to high commodity prices and raise of interest rate; continuous cross-border shut-down particularly following by the COVID-19 resurged from in the 1st quarter of 2022.

Nevertheless, the promotion of sustainable development of the ecological and environmental protection new policies under the "14th Five-Year Plan" has been driving the expansion of overall environmental protection business, including the niche of the kitchen waste treatment, where the Company will be actively seeking for business opportunities across the country.

各位股東：

過去幾年，本公司一直克服自2018年7月停牌及2020年首次爆發COVID-19以來的各種挑戰。本公司一直努力加強其財務狀況，方式包括自減持若干業務、通過不同方式集資及與主要債權人／貸款人重新安排尚未償還債務等。通過該等措施，本集團的業績著實顯著改善（從2021財政年度的虧損63.6百萬港元至2022財政年度的利潤約17.1百萬港元），同時本公司亦成功地獲得各種餐廚垃圾處理項目的招標。

然而，預計未來一年整體市場仍將波動：全球金融市場因大宗商品價格高企及加息而維持不明朗；自2022年第一季度COVID-19反彈後，跨境封鎖仍在持續。

儘管如此，「十四五」規劃提倡的可持續發展生態環保新政策，推動了整體環保業務（包括餐廚垃圾處理此細分領域）的拓展，而本公司將積極在全國尋找業務機會。



CHAIRMAN'S STATEMENT 主席報告



We would like to express our appreciation to all of our colleagues for their dedicated hard work, and to the shareholders and stakeholders for their full support and constantly standing at our side.

Zhu Yongjun
Chairman of the Board
Hong Kong, 29 June 2022

我們謹向全體同儕表達謝意，感謝他們的精誠努力，亦向鼎力支持我們及恆常與我們站在同一陣線的股東及持份者衷心致以感謝。

董事會主席
朱勇軍
香港，2022年6月29日



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group is principally engaged in (i) provision of foundation works, civil engineering contractual service and general building works (the “Construction Business”); and (ii) environmental protection projects including kitchen waste treatment, industrial water treatment and strategic investments in environmental protection related projects (the “Environmental Protection Business”).

In the current Year, COVID-19 resurged from around 2022 Chinese New Year, its impact on each of our business segments (where applicable) is set out below.

BUSINESS REVIEW

I Construction Business

During the Year, revenue generated from construction segment was approximately HK\$453.1 million, representing a decrease of 10.3% from approximately HK\$504.90 million for FY2021. The decrease was mainly attributable to the decrease of the number of sizable projects undertaken by the Group during the Year.

The overall gross profit margin of the construction business and is consistent with last year approximately 10.8% (FY2021: 10.4%).

Revenue from this segment is generated from both public and private sector projects with approximately 75.1% of the segment revenue contributed by the foundation projects in public sectors. Out of the total segment revenue of HK\$453.1 million, the key contributors were (i) a foundation project in Wang Chiu Road contributing approximately HK\$294.3 million during the Year; and (ii) a foundation project in Tuen Mun Hin Fat Lane and North Point Java Road contributing approximately HK\$45.5 million during the Year.

Despite numerous of our employees were infected and required to be quarantined due to the resurgence of COVID-19 since around 2022 Chinese New Year, it did not have significant impact on the business performance nor disrupted the overall construction business operations.

本集團主要從事(i)提供地基工程、土木工程合約服務及一般屋宇工程(「建築業務」);及(ii)環保項目,包括餐廚垃圾處理、工業廢水處理及環保相關項目的策略性投資(「環保業務」)。

本年度, COVID-19疫情於2022年春節前後起反復,其對各業務分部的影響(如適用)列載於下文。

業務回顧

I 建築業務

於本年度,建築分部產生的收入約為453,100,000港元,較2021財政年度約504,900,000港元下跌10.3%,主要是由於本年度內本集團承包的大型項目數目減少所致。

建築業務的整體毛利率與去年一致,為約10.8%(2021財政年度:10.4%)。

此分部的收入源自公私營項目,當中約75.1%源自公營地基項目。總分部收入453,100,000港元中,主要貢獻來自(i)宏照道地基項目,於本年度貢獻約294,300,000港元;及(ii)屯門顯發里及北角渣華道地基項目,於本年度貢獻約45,500,000港元。

儘管由於自2022年春節前後COVID-19疫情復發,若干員工被感染並須隔離,但並沒有對業務表現產生重大影響,亦沒有擾亂整個建築業務的運作。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group has completed a total of 6 projects in FY2022 (FY2021: 9 projects) and secured 6 new projects (FY2021: 3 new projects) during the Year with aggregated contract value of approximately HK\$118.9 million (FY2021: approximately HK\$523.7 million). All new projects secured during the Year had commenced construction, and 3 out of 6 new projects was completed during the Year. As at 31 March 2022, 4 projects were in progress (FY2021: 4 projects in progress). Details of the completed projects and the projects in progress are set out as follows:

Completed projects

	Name of project 項目名稱	Location 地點	Sector 範疇	Main category of work 工程主要類別
1	Palace Museum project 故宮博物館項目	West Kowloon Cultural District, West Kowloon, Tsim Sha Tsui 尖沙咀西九龍西九龍文化區	Foundation 地基	Mini-piles and Grout Curtain Works 微型樁及灌漿帷幕工程
2	Tuen Mun Hin Fat Lane and North Point Java Road Project 屯門顯發里及北角渣華道 項目	Hin Fat Lane, Tuen Mun and Java Road, North Point 屯門顯發里及北角渣華道	Foundation 地基	Construction of Foundation, ELS and Pile Cap Works 地基、挖掘及側邊支護以及樁帽 工程施工
3	Fanling North Project 粉嶺北項目	Fanling North New Development Area, Phase 1 粉嶺北新發展區第一階段	Foundation 地基	Construction of Mini Piles and Associated GIFW Works 微型樁及相關現場土地勘測工程
#4	Kai Tak Development Project 啟德發展項目	Kai Tak, Kowloon 九龍啟德	Foundation 地基	Construction of Bored Pile 鑽孔樁工程施工
#5	Shap Pat Heung Road Project 十八鄉路項目	J/O Shap Pat Heung Road and Tai Tong Road, Lot No. 5384 in DD116 (Site A) Yuen Long 元朗十八鄉路及大棠路交界丈量 約份第116約第5384號 (A分段)	Foundation 地基	Predrill Works for Foundation 地基預鑽工程
#6	Tai Tong Road Project 大棠路項目	Tai Tong Road, Lot No. 4054 in DD120 (Site B) Yuen Long 元朗大棠路丈量約份第120約 第4054號 (B分段)	Foundation 地基	Predrill Works for Foundation 地基預鑽工程

於2022財政年度，本集團合共完成6個項目(2021財政年度：9個項目)，亦於本年度取得6個(2021財政年度：3個)新項目，合約總值約為118,900,000港元(2021財政年度：約523,700,000港元)。所有於本年度取得的新項目已動工；於6個新項目中，3個已於本年度竣工。於2022年3月31日有4個(2021財政年度：4個)在建項目。已完成項目及在建項目的詳情載列如下：

完成項目



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Projects in Progress**在建項目**

	Name of project 項目名稱	Location 地點	Sector 範疇	Main category of work 工程主要類別
1	Wang Chiu Road Project 宏照道項目	Wang Chiu Road Phase 1, Kowloon Bay 九龍灣宏照道1期	Foundation 地基	Construction of Bored Pile, SHP, ELS and Pile Cap Works 鑽孔樁、SHP、挖掘及側邊支護以 及樁帽工程施工
#2	Mount Parker Road Project 柏架山道項目	2-16 Mount Parker Road, North point 北角柏架山道2-16號	Foundation 地基	Site Formation Works 地盤平整工程
#3	Chong San Road Project 創新路項目	3W, Building 6W and Chong San Road 創新路3W及6W大樓	Foundation 地基	Construction of SHP SHP施工
#4	Hung To Road Project 鴻圖道項目	33 Hung To Road 鴻圖道33號	Foundation 地基	Construction of Bored Pile exclude GIFW 鑽孔樁(不包括現場土地勘測) 施工
#	Project newly secured by the Group during the Year.		# 本集團於本年度新獲批的項目。	

II Environmental Protection Business

The Environmental Protection Business involves:

- (i) kitchen waste treatment;
- (ii) provision of EPC (engineering, procurement and construction) services and environmental improvement solutions relating to environment projects (the "Provision of Environmental EPC Solutions"); and
- (iii) industrial water treatment.

For the Year, the Group's revenue from the Environmental Protection Business increased by approximately 133% to approximately HK\$201.8million (FY2021: approximately HK\$86.6 million). Discussion and analysis on the business performances of kitchen waste treatment, provision of EPC operation and industrial water treatment are set out below.

II 環保業務

環保業務涉及：

- (i) 餐廚垃圾處理；
- (ii) 提供有關環境項目的EPC(工程、採購及建設)服務及環境改善解決方案(「提供環境EPC解決方案」)；及
- (iii) 工業廢水處理。

於本年度，本集團來自環保業務的收入增加約133%至約201,800,000港元(2021財政年度：約86,600,000港元)。有關餐廚垃圾處理、提供EPC營運及工業廢水處理業務表現的討論及分析載於下文。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

1. Kitchen waste treatment

Revenue generated from kitchen waste treatment business comprises (i) construction revenue from BOT projects under construction; and (ii) income from operating plants including government subsidy for kitchen waste treatment and sale of by-products including but not limited to grease, organic fertilizers, etc. produced during the process of kitchen waste treatment.

During the Year, revenue generated from kitchen waste treatment amounted to approximately HK\$201.8 million (FY2021: approximately HK\$61.8 million). Such increase was mainly attributable to the construction revenue of Xuancheng Plant.

Set out below are the developments of each of the kitchen waste plants of the Group during the Year:

(i) Taiyuan Plant

Taiyuan Tianrun Bioenergy Co., Ltd* (太原天潤生物能源有限公司) ("Taiyuan Plant") was wholly-owned by the Group and operated under BOT model. In February 2021, the Group entered into a disposal agreement with 北控十方(山東)環保能源集團有限公司 to dispose the entire equity interest in Taiyuan Plant at a consideration of RMB120,000,000 (equivalent to approximately HK\$141,976,000) subject to the condition that Taiyuan Plant has not encountered any loss in asset value of over RMB3 million due to reason(s) caused by the Group.

Since 1 April 2021 up to completion of the disposal on 5 August 2021, Taiyuan Plant contributed revenue of approximately RMB16,752,000 (equivalent to approximately HK\$20,183,000) to the Group as compared to approximately RMB31,616,000 (equivalent to approximately HK\$36,341,000) in FY2021. The Group ceased to consolidate the results, assets and liabilities of Taiyuan Plant upon completion of the disposal, which resulted in a gain of approximately HK\$14,200,000.

1. 餐廚垃圾處理

餐廚垃圾處理業務產生的收入包括(i)來自在建BOT項目的建築收入；及(ii)經營餐廚項目的收入(包括處理餐廚垃圾的政府補助以及餐廚垃圾處理過程中所產生副產品(包括但不限於油脂、有機肥料等)的銷售額)。

於本年度，餐廚垃圾處理產生的收入為約201,800,000港元(2021財政年度：約61,800,000港元)。有關增加乃主要源自宣城項目的工程收益。

下文載列本集團各個餐廚垃圾項目於本年度的發展：

(i) 太原項目

太原天潤生物能源有限公司(「太原項目」)由本集團全資擁有，以BOT模式經營。於2021年2月，本集團與北控十方(山東)環保能源集團有限公司訂立一份出售協議，以代價人民幣120,000,000元(相等於約141,976,000港元)出售太原項目的全部股權，條件為太原項目不會因為本集團所導致的原因產生任何資產價值超過人民幣3,000,000元的損失。

自2021年4月1日直至2021年8月5日出售事項完成，太原項目為本集團貢獻收益約人民幣16,752,000元(相等於約20,183,000港元)，而2021財政年度則為約人民幣31,616,000元(相等於約36,341,000港元)。完成出售事項後，本集團不再綜合計入太原項目的業績、資產及負債，導致收益約14,200,000港元。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Resurgence of COVID-19 did not have any impact on Taiyuan Plant as it was disposed in August 2021.

(ii) Hefei Plant

Hefei Plant is 60%-owned by the Group in the beginning of the Year and is operated under the BOT model with a permitted capacity of 200 tons per day.

The capacity of Hefei Plant was around 200 tons per day as of 31 March 2021. During the Year, the treatment volume of Hefei Plant dropped to around 160 tons per day since June 2021 since some other kitchen waste treatment plants in south-west and western Hefei have commenced operation and certain kitchen wastes of Hefei city were transferred to such plants since June 2021. The resurgence of COVID-19 had caused temporarily decrease in the volume of kitchen waste during February to March 2022, but it was subsequently resumed back to normal.

Hefei Plant completed its technological improvement on its grease extraction process and has been strengthening its business relationship with its collection units. For the past few years, there has been continuous increase in the demand and selling price of used cooking oil, one of the Hefei Plant's by-products, along with the awareness and recognition of converting used-cooking oil into bio diesel as renewal energy. As such, a partial reversal of impairment of approximately HK\$24,083,000 was recognised with reference to the relevant updated recoverable amounts of Hefei Plant.

During the Year Hefei Plant installed fertilizers-related equipment and attempted to trial production operations. Such fertilizer production is yet to formally commence as the deodorization, dust contamination prevention, and trial outputs are yet to meet the relevant requirements.

COVID-19疫情復發並無對太原項目產生任何影響，因為其已於2021年8月出售。

(ii) 合肥項目

合肥項目於本年度開始時由本集團擁有60%權益，以BOT模式經營，許可處理量為每天200噸。

截至2021年3月31日，合肥項目的處理量約為每天200噸。本年度，自2021年6月起，合肥項目的處理量降至約每天160噸，因為合肥西南和西部一些其他餐廚垃圾處理廠開始運營，而合肥市的一些餐廚垃圾自2021年6月起被轉移到該等工廠。2022年2月至3月，由於COVID-19疫情復發，餐廚垃圾量暫時下降，但隨後恢復正常。

合肥項目已完成對油脂提取工藝的技術改進，並一直加強與收集單位的業務關係。過去數年，合肥項目的副產品之一廢食用油的 Demand 和銷售價格持續上升，同時將廢食用油轉化為生物柴油作為再生能源的意識和認可亦上升。因此，參考合肥項目的相關最新可收回金額，確認部分減值撥回約24,083,000港元。

於本年度，合肥項目安裝了肥料相關設備，並試行生產運營。由於除臭、防止粉塵污染及試行產出尚未達到相關要求，該肥料生產尚未正式開始。



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In February 2022, the Group acquired the remaining 40% equity interests in Hefei Plant at a consideration of RMB38,500,000 (approximately HK\$47,370,000) from the non-controlling shareholders pursuant to a sale and purchase agreement dated 21 February 2022. Such acquisition was yet to complete as of 31 March 2022 and up to the date of this report.

As disclosed in the Company's 2020 and 2021 annual report, the non-controlling shareholders of Hefei Plant guaranteed Hefei Plant's revenue from the sale of organic fertilizers until expiration of the service concession right in 2038 ("Guaranteed Revenue"). Such guarantee shall take place upon the following conditions are fulfilled: (i) the normal production capacity of Hefei Feifan reaches 200 tons/day, and (ii) the quality of the underwritten production output meets with the national requirements set for the relevant organic fertilizers. Should the actual revenue from sales of organic fertilizers fall short of the Guaranteed Revenue in any particular year, the non-controlling shareholders shall make up the difference with the dividends they are entitled to receive from Hefei Plant. Such Guaranteed Revenue is yet to take place as production of organic fertilizers has not met the relevant requirement.

(iii) Xuancheng Plant

Xuancheng Xichong Biological Technology Co., Ltd.* (宣城市西冲生物科技有限公司) ("Xuancheng Plant") is a limited liability company established in the PRC and a wholly-owned subsidiary of the Group. The total planned capacity of Xuancheng Plant is 300 tons per day upon completion of its construction which will be carried out in 2 phases. It has entered into the service concession agreement with Xuancheng Urban Management and Law Enforcement* 宣城市城市管理綜合執法局 for a period of 30 years under BOT model in August 2021.

於2022年2月，本集團根據日期為2022年2月21日的買賣協議，以代價人民幣38,500,000元（約47,370,000港元）向非控股股東收購合肥項目餘下的40%股權。於2022年3月31日及截至本報告日期，該收購尚未完成。

誠如本公司2020年及2021年年報所披露，合肥項目的非控股股東保證銷售合肥項目有機肥料的收入，直至特許經營權於2038年屆滿為止（「保證收入」）。該保證將於以下條件達成後作實：(i)合肥非凡正常產能達到每天200噸；及(ii)所承包生產產出質量符合就相關有機肥料設下的國家規定。倘任何個別年度銷售有機肥料的實際收入少於保證收入，則非控股股東須以彼等有權向合肥項目收取的股息彌補差額。由於有機肥料的生產尚未達到相關要求，該保證收入尚未生效。

(iii) 宣城項目

宣城市西冲生物科技有限公司（「宣城項目」）為於中國成立的有限公司，並為本集團的全資附屬公司。完成施工後，宣城項目的計劃總處理量為每天300噸，將分2期開展。於2021年8月，以BOT模式與宣城市城市管理綜合執法局訂立特許經營權協議，為期30年。



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Xuancheng Plant was scheduled to complete its phase 1 construction in around March or April 2022, but was delayed due to, among others, the electricity curtailment order which affected the suppliers' production of equipment, and subsequent logistics disruptions due to the COVID-19 lockdown measures in mainland China during March and April 2022.

During the Year, the Group generated revenue and profit of approximately RMB118,169,000 (approximately HK\$144,109,000 and RMB17,725,000 (approximately HK\$21,616,000, respectively from construction of Xuancheng Plant. Up to the date of this report, Xuancheng Plant is still under construction and has not commenced production.

(iv) Dunhua Plant

The Company entered into an investment cooperative agreement with the People's Municipal Government of Dunhua, Jilin province, the PRC in August 2021 in relation to the Group's proposed investment in a kitchen waste treatment project with a planned capacity of 210 tons per day located in Dunhua.

As such, Jilin Wanding Yisheng Environmental Protection Technology Co., Ltd.* (吉林省萬鼎宜升環保科技有限公司) ("Dunhua Plant"), a limited liability company wholly-owned by the Group was established.

Dunhua Plant has started conducting feasibility studies and is in negotiation with the government bureau for the proposed terms of the service concession arrangement. It has not commenced any business or operation as at 31 March 2022.

宣城項目計劃於2022年3月或4月前後完成第1期工程，但由於(其中包括)限電令影響供應商的設備生產以及其後2022年3月及4月中國內地COVID-19封鎖措施導致的物流中斷而延後。

於本年度，本集團自宣城項目的建設產生的收入及溢利分別約為人民幣118,169,000元(約144,109,000港元)及人民幣17,725,000元(約21,616,000港元)。截至本報告日期，宣城項目仍在建設中及尚未投產。

(iv) 敦化項目

本公司於2021年8月與中國吉林省敦化市人民政府訂立一份投資合作協議，內容有關本集團擬投資位於敦化市的餐廚垃圾處理項目，該項目的計劃處理量為每天210噸。

因此，吉林省萬鼎宜升環保科技有限公司(「敦化項目」，為一間由本集團全資擁有的有限公司)已告成立。

敦化項目已開始可行性研究，現正與政府部門磋商特許經營權安排的建議條款，截至2022年3月31日仍未開始任何業務或運作。



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(v) Guoyang Plant

Yisheng (Guoyang) Environment Protection Technology Co. Ltd.* (宜升(渦陽)環境技術有限公司)(生物技術有限公司) (“Guoyang Plant”) is a limited liability company established in the PRC and a wholly-owned subsidiary of the Group. The planned capacity of Guoyang Plant is 126 tons per day, and the relevant operation concession period of the project is 25 years.

Service concession agreement for Guoyang Plant was entered in March 2022, and construction has not been commenced as of 31 March 2022.

(vi) Hanzhong Plant

Hanzhong Yisheng Biological Technology Co. Ltd* (漢中市宜昇生物技術有限公司) (“Hanzhong Plant”) is an 80%-owned subsidiary of the Group. The Group has been negotiating with the municipal government of Hanzhong on service concession arrangement and site selection and therefore its construction is yet to commence as 31 March 2022.

(vii) Hancheng Plant

Hancheng Plant Hancheng Jiemu Environmental Technology Co. Ltd* (韓城潔姆環保科技有限公 司) (“Hancheng Plant”) is a wholly-owned subsidiary of the Group, and was granted an exclusive concession right by Hancheng Federation of Supply and Marketing Cooperatives* (韓城市供銷合作聯合社) in May 2018 for operating a kitchen waste plant with capacity of 20,000 tons per annum for a term of 30 years.

(v) 渦陽項目

宜升(渦陽)環境技術有限公司(生物技術有限公司)(「渦陽項目」)為於中國成立的有限公司及為本集團的全資附屬公司。渦陽項目的計劃處理量為每天126噸，項目的相關特許經營期為25年。

渦陽項目的特許經營權協議於2022年3月訂立，截至2022年3月31日，工程尚未開始。

(vi) 漢中項目

漢中市宜昇生物技術有限公司(「漢中項目」)為本集團擁有80%的附屬公司。本集團正與漢中市政府磋商特許經營權安排及選址事宜，因此，截至2022年3月31日，該工程尚未開始。

(vii) 韓城項目

韓城潔姆環保科技有限責任公司(「韓城項目」)為本集團的全資附屬公司，並於2018年5月獲韓城市供銷合作聯合社授予特許經營權，經營一個處理量為每年20,000噸的餐廚垃圾項目，為期30年。



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During construction, certain design deficiencies were found in respect of the waste-water system of Hancheng Plant which have not been clearly illustrated in the environmental assessment report. Such deficiencies may result in the malfunction of Hancheng Plant's operation as well as imposition of penalty for output of polluted water. The Group has put forward to the Hancheng Federation of Supply and Marketing Cooperatives for the modification of the Hancheng Plant design, but no agreement was reached, and therefore the construction of Hancheng Plant was pending, details of which are set out in the Company's 2020 and 2021 annual reports.

The Group and Hancheng Federation of Supply and Marketing Cooperative reached an understanding and proposed to terminate the development of Hancheng Plant. During the Year, the Hancheng Federation of Supply and Marketing Cooperative submitted the relevant documentations of Hancheng Plant to Audit Bureau, and the Group and the Hancheng Federation of Supply and Marketing Cooperative shall negotiate and reach a clearance arrangement once such audit is completed. Such audit is yet to complete and no impairment was recognised for Hancheng Plant for the current Year.

2. Provision of Environmental Improvement Solutions

The Group's provision of environmental engineering, procurement and construction (EPC) solutions was previously carried out by its then 51%-owned subsidiary, Clear Industry Company Limited ("Clear Industry"). On 31 July 2020, the Group returned all its equity interest in Clear Industry to the other shareholder of Clear Industry, details of which are set out in the section headed "Other On-going Matters".

Subsequent to the Group's return of the equity interest in Clear Industry, the Group commenced its own EPC services in January 2021. During the Year, the Group's own EPC services are yet to generate any revenue.

於施工期間，我們發現韓城項目廢水處理系統的若干設計缺陷，而這一設計缺陷並沒有在環境評估報告中清晰地闡述說明，以致存在韓城項目無法正常運作及因排放污水而遭罰款的可能性。本集團已向韓城市供銷合作聯合社提出修改韓城項目的設計，但並無達成任何協議，故韓城項目的施工待定，詳情載於本公司的2020年及2021年年報。

本集團與韓城市供銷合作聯合社達成諒解及擬終止發展韓城項目。於本年度，韓城市供銷合作聯合社向審計局提交韓城項目的相關文檔，在該審計完成後，本集團將與韓城市供銷合作聯合社磋商並達成清算安排。該審計尚未完成，於本年度，並無就韓城項目確認減值。

2. 提供環境保護解決方案

本集團提供的環境工程、採購及建設(EPC)解決方案先前由 Clear Industry Company Limited (其時擁有51%的附屬公司) (「愷利爾」) 進行。於2020年7月31日，本集團向愷利爾的其他股東退還其於愷利爾的所有股權，有關詳情載於「其他持續事項」一節。

本集團退回愷利爾的股權後，本集團於2021年1月開展自家的EPC服務。於本年度，本集團自家的EPC服務尚未產生任何收入。



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3. Industrial water treatment**(i) Beijing TDR Environ-Tech Co., Ltd.* (北京天地人環保科技有限公司) (“TDR”)**

In prior years, the Group had been negotiating with the owners of TDR with a view to review the possible cooperation with TDR given the synergies between the technology and know-how of the Group in membrane distillation system and the Disc Tube Reverse Osmosis system for concentrated water possessed by TDR.

Having considered the possible technological cooperation between the Group and TDR, the owner of TDR agreed in principle to allow the Group to take participation in the equity of TDR for around 3.25% for a proposed consideration of RMB26.0 million (equivalent to approximately HK\$32.10 million) which would be deemed to have been satisfied by the TDR deposit paid by the Group to the previous TDR owner pursuant to a framework agreement entered into between the previous TDR owner and the Group in April 2017.

Due to the long negotiation process, such equity participation was called off and the deposit of RMB26.0 million was refunded to the Group during the Year. However, the Group would continue to seek business cooperation with TDR in the industrial water treatment segment.

3. 工業廢水處理**(i) 北京天地人環保科技有限公司(「天地人」)**

過往年度，本集團一直與天地人擁有人磋商，冀能因應本集團在膜蒸餾系統方面的技術及專業知識與天地人所擁有的高濃廢水碟管式反滲透系統的協同效益，審視與天地人的可能合作機會。

考慮到本集團與天地人可能進行的技術合作，天地人擁有人已原則上同意讓本集團參與天地人約3.25%股權，建議代價人民幣26,000,000元(相等於約32,100,000港元)將被視作已以本集團根據過往的天地人擁有人與本集團於2017年4月訂立的框架協議向過往的天地人擁有人支付的天地人按金清償。

由於磋商過程較長，有關股權參與已終止而該按金人民幣26,000,000元亦於本年度退還本集團。然而，本集團將繼續尋求與天地人在工業廢水處理分部的業務合作機會。



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(ii) *Yisheng Zhihui Technology Industrial Development (Xi'an) Limited** (宜升智滙科技產業發展(西安)有限公司) (“Yisheng Zhihui”)

The Group entered into a joint venture agreement on 19 November 2021, pursuant to which the Group and other 2 investors agreed to establish Yisheng Zhihui with a registered capital of US\$10.0 million (equivalent to approximately HK\$77.90 million) which shall be contributed by the parties in cash. Upon establishment of Yisheng Zhihui, it will be owned as to 62.5% by the Group.

The principal activities of Yisheng Zhihui include sales, manufacturing and research and development of environmental protection equipment, park management services. To carry out the aforesaid business purpose, it is intended that Yisheng Zhihui shall participate in the bidding of a land parcel located in the Xi'an National Hi-tech Industries Development Zone, of Xi'an, Shaanxi, the PRC (“the Land Parcel”).

Within 10 days after the successful bidding of the Land Parcel by Yisheng Zhihui, the other 2 investors may elect to exercise the call option to acquire a total of 29.16% equity interests in Yisheng Zhihui from the Group. Should both investors choose to exercise such call option, the equity interest held by the Group in Yisheng Zhihui will decrease to 33.34%, details of which are set out in the Company's announcement dated 19 November 2021.

As of 31 March 2022 and up to the date of this report, the Group did not make any capital contribution to Yisheng Zhihui and the bidding of Land Parcel is yet to proceed.

(ii) 宜升智滙科技產業發展(西安)有限公司(「宜升智滙」)

本集團於2021年11月19日訂立一份合營協議，據此，本集團與另外2名投資者同意成立宜升智滙，註冊資本為10,000,000美元(相當於約77,900,000港元)，由各方以現金出資。宜升智滙成立後，其將由本集團擁有62.5%。

宜升智滙的主要業務包括銷售、製造及研發環保設備、園區管理服務。為實現上述商業目的，宜升智滙計劃參與位於中國陝西省西安市西安國家高新技術產業開發區的一幅地塊(「該地塊」)的競標。

於宜升智滙成功競投該地塊後的10天內，其他2名投資者可選擇行使認購期權，以向本集團收購宜升智滙合共29.16%的股權。假如2名投資者均選擇行使有關認購期權，宜升智滙中由本集團所持的股權將會減少至33.34%，其詳情載於本公司日期為2021年11月19日的公佈。

於2022年3月31日及截至本報告日期，本集團並無向宜升智滙作出任何注資及該地塊的競標尚未進行。



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Other on-going matters**1. Clear Industry**

References are made to the 2020 and 2021 Annual Reports in respect of the Group's prior acquisition of 51% equity interests in Clear Industry in November 2016 and subsequent return of the same equity interests pursuant to the settlement agreement dated 28 May 2020.

Pursuant to such settlement agreement, the parties agreed to resolve the dispute by, among others, the Group to return all its equity interests in Clear Industry as acquired in the prior acquisition to Qingqin, while Qingqin shall return to the Group RMB36,000,000, being all cash consideration already paid by the Group (the "Cash Refund"), in 5 installments, and dispose the 18,982,992 Company's shares (being the consideration shares issued by the Company to Qingqin as part of consideration of the prior acquisition) and return the proceeds to the Group by 28 November 2021 (as supplemented by a supplemental agreement dated 7 May 2021).

As of 31 March 2021, the outstanding cash refund from Qingqin was approximately RMB17.36 million, and Qingqin had failed to fully repay the fourth installment pursuant to the settlement agreement (as amended and supplemented by the first, second and third supplemental agreements) since late-June 2021. The Group had approached Qingqin and its warrantor to recover the delayed repayment and understand the reason of such delay, and was informed by Qingqin that it was because the Clear Industry EPC Group did not received the sales proceeds from its EPC projects since the projects have not been inspected, examined and accepted by its customers.

其他持續事項**1. 愷利爾**

茲提述2020年及2021年年報，關於本集團先前於2016年11月收購愷利爾的51%股權以及隨後根據2020年5月28日的和解協議退還該等股權。

根據該和解協議，為解決爭議各方同意通過(其中包括)本集團向清勤國際退還其於先前收購的愷利爾所有股權，而清勤國際應分五期向本集團返還人民幣36,000,000元，該金額為本集團已支付的所有現金代價(「現金退款」)，並於2021年11月28日前出售18,982,992股本公司股份(即先前收購中本公司作為部分代價向清勤國際發行的代價股份)並將所得款項歸還本集團(經由於2021年5月7日訂立的補充協議補充)。

於2021年3月31日，清勤國際未付的現金退款約為人民幣17,360,000元，而清勤國際自2021年6月下旬起未有根據和解協議(經由第一、二及三份補充協議修訂及補充)悉數償還第四期款項。本集團已就償還逾期還款並了解逾期還款的理由接洽清勤國際及其保證人，據清勤國際所告知，此乃由於愷利爾EPC集團因其EPC項目尚未經客戶檢查和驗收而未收到相關銷售所得款項。



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During the Year, the Group received cash refund of approximately RMB4.36 million, and the outstanding cash refund was approximately RMB13.0 million as of 31 March 2022. Subsequent to the reporting period, cash refund of RMB8.0 million was received and therefore outstanding cash refund from Qingqin was further decrease to approximately RMB5.0 million up to the date of this report.

The consideration shares are not yet disposed of as at the date of this report and Qingqin and the warrantor offered to the Company to further extend the disposal period to 30 November 2022. The Company is of the view that the postponement does not have material adverse impact and is in the interest of the Company and its shareholders. The Company aims to dispose the consideration shares when the market price of the Company's share reaches an optimal level.

The Group will continue to monitor the progress on the cash refund and will take action to secure the repayment of remaining outstanding balances as and when appropriate.

2. *Vimab Holding AB ("Vimab")*

References are made to the 2020 and 2021 Annual Reports in respect of, among others, the prior acquisition of entire equity interests in Vimab in May 2018, the locked-up arrangement of the 19,488,428 Consideration Shares to the vendors and the discontinuance of Viamb's operations as a result of enforcement of pledged shares of Vimab by its creditor.

Pursuant to the acquisition agreement entered in May 2018, 19,488,428 consideration shares by the Company to the vendors were lock-up and should be released upon fulfilment of certain financial benchmarks (including the audited EBITDA) by the Vimab Group for each of the financial years ended 31 December 2018 and 2019.

本年度，本集團收到現金退款約人民幣4,360,000元，而截至2022年3月31日，未付現金退款約為人民幣13,000,000元。報告期後，已收到現金退款人民幣8,000,000元，因此，截至本報告日期，清勤國際尚未退還的現金進一步減少至約人民幣5,000,000元。

於本報告日期，代價股份尚未出售，而清勤國際及保證人向本公司提出進一步延遲出售代價股份期限至2022年11月30日。本公司認為延期沒有重大不利影響並合乎本公司及其股東利益，因本公司亦希望於本公司股份市價回升至理想水平才出售代價股份。

本集團將繼續關注現金退款的進展，並會於適當時間及情況採取行動以確保償還剩餘的未償付餘額。

2. *Vimab Holding AB (「Vimab」)*

茲提述2020年及2021年年報，關於(其中包括)先前於2018年5月收購Vimab的全部股權、對賣方的19,488,428股代價股份的禁售安排，以及由於Vimab之債權人執行Vimab的質押股份而終止Viamb業務。

根據於2018年5月訂立的收購協議，由本公司發行予賣方的19,488,428股代價股份受制於禁售條件，該條件應在Vimab集團達成截至2018年及2019年12月31日止各個財政年度的若干財務指標(包括經審核EBITDA)後解除。



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Since Vimab ceased to be a subsidiary of the Company upon enforcement of the Pledge as stated above, the Company was unable to conduct audit on the Vimab Group to ascertain the audited EBITDA for 2018 and 2019. Therefore, the Company attempted to negotiate with the relevant parties to the acquisition agreement to resolve the matter.

由於Vimab在上述質押強制執行後不再為本公司的附屬公司，本公司無法對Vimab集團進行審核，以確定2018年及2019年的經審核EBITDA。因此，本公司試圖與收購協議的有關方磋商以解決此問題。

Events after the reporting period

1. Investment in production and research and development project

The Group entered into a cooperation agreement with China Yixing Environmental Science and Technology Industrial Park Management Committee (中國宜興環保科技工業園管理委員會) for a proposed investment in a production and research and development base project of multiple effect membrane distillation (V-MEMD) technology in Yixing (宜興), Jiangsu province, PRC. The project is divided into 3 phases with a total project investment of approximately US\$160 million. The investment amount of phase 1 is approximately US\$40 million, details of which are set out in the Company's announcement dated 12 April 2022.

No construction has been commenced as at the date of this report.

2. Completion of issue of shares

The Company entered into subscription agreements with 6 subscribers on 28 March 2022 for allotment and issue of an aggregate of 185,748,000 subscription shares at the subscription price of HK\$0.40 each under the general mandate passed at the annual general meeting of the Company held on 16 August 2021. Such subscription of shares was completed on 21 April 2022, with gross proceeds from the subscription to be approximately HK\$74.30 million.

報告期後事項

1. 投資生產及研發項目

本集團與中國宜興環保科技工業園管理委員會訂立合作協議，擬在中國江蘇省宜興投資建設多效膜蒸餾(V-MEMD)生產及研發基地項目。該項目分為3期，總項目投資額約為160,000,000美元。第1期的投資額約為40,000,000美元，詳情載於本公司日期為2022年4月12日的公佈。

截至本報告日期，該工程尚未開始。

2. 完成股份發行

本公司於2022年3月28日與6名認購人訂立認購協定，以根據本公司於2021年8月16日舉行的股東周年大會上通過的一般授權，以每股0.40港元的認購價配發及發行合共185,748,000股認購股份。該等股份的認購已於2022年4月21日完成，認購所得款項總額約為74,300,000港元。



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Outlook

The state continues to advocate green undertakings in the “14th Five-Year Plan”. During the Year, the National Development and Reform Commission (“NDRC”) and the Ministry of Housing and Urban-Rural Development (“MOHURD”) and other ministries jointly published announcements including “14th Five-Year Plan Urban Domestic Waste Sorting and Treatment Facilities Development Plan” and “Guidance on Accelerating the Construction of Urban Environmental Infrastructure”. These announcements aim to uphold the technical standards on the industry by demanding improvement in operational efficiency, strengthening facilities construction as well as putting forward clear requirements on kitchen waste treatment so as to uphold the technical standards on the industry. In addition, such announcements also set out further framework on domestic waste sorting and treatment, promotion on construction of kitchen waste treatment plants in an orderly manner and selection of appropriate technology process to resolve the output of by-products, by referencing the pattern kitchen waste sorting and collection and its characteristics, population, facility and consumption of by-product.

Since the second half of 2021, almost every month there were new kitchen waste projects tendering across counties and cities or trial run of completion of construction of kitchen waste treatment plants, and the industry has been undergoing rapid growing. The Group will continue to leverage on its own technical process and management and operation experience in kitchen waste treatment plants, turning such kitchen waste into treasure. At the same time, we will also actively seek various national and local partners to jointly develop new technologies and explore businesses opportunities.

The overall market conditions of the construction industry in Hong Kong have been relatively stable. On the other hand, the business outlook is still facing challenges such as increasing material costs and labour costs over the short term. However, the planned commitment in the Government’s public expenditure on infrastructure will help to create new projects for the construction industry in Hong Kong. In view of this, the management remains prudently optimistic about prospects of the construction market.

前景

國家在「十四·五」規劃中繼續倡導綠色事業，於本年度期間，國家發展和改革委員會（「發改委」）與住房和城鄉建設部（「住建部」）等多個部委分別聯合公佈《「十四五」城鎮生活垃圾分類和處理設施發展規劃》及《關於加快推進城鎮環境基礎設施建設的指導意見》等文件，既要提高廚餘垃圾處理效率、加強廚餘垃圾處理設施建設及就廚餘垃圾處理技術標準提出明確要求，藉以將行業更規範化，同時對構建完善的生活垃圾分類和處理體系作出了部署，提出有序推進廚餘垃圾處理設施建設，並根據廚餘垃圾分類收集情況、廚餘垃圾特徵、人口規模、設施終端產品及副產物消納情況等因素，選擇適宜工藝技術解決副產品出路問題。

從2021年下半年起，幾乎每月均有新的餐廚項目於不同縣、市進行招標、或完成建設進行試行，行業迎來高速爆發。本集團將繼續藉自身擁有技術工藝及管理營運餐廚垃圾處理項目的經驗，積極將餐廚垃圾化廢為寶。同時亦將積極尋求不同全國及地區性的合作夥伴共同開發新技術及開拓商機，勤勉把握市場機遇。

於香港建造業的整體市況相對穩定。另一方面，短期內，業務前景仍面臨材料成本及勞工成本上漲等挑戰。然而，政府的基建公共支出規劃承諾，將有助香港建造業創造新項目。有鑑於此，管理層對建造市場的前景保持審慎及樂觀態度。



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FINANCIAL REVIEW**Results of the Group**

During the Year, revenue of the Group increased by approximately 10.7% to approximately HK\$654.9 million (FY2021: HK\$591.5 million), which was due to the increase in Environmental Protection Business, which outweighs the decrease in Construction Business. Further discussion and analysis on the financial performance of each business segment of the Group is set out in the section headed "Business Review" above.

Profit for the Year attributable to owners of the Company amounted to approximately HK\$5.5 million as compared to loss attributable to owners of approximately HK\$55.0 million for the prior year.

Basic earnings per share was HK0.53 cents as compared to loss per share of HK7.24 cents for the prior year.

Diluted earnings per share was HK0.53 cents as compared to loss per share of HK7.24 cents for the prior year.

Other income and gains, net

Other income and gains, net, increased from approximately HK\$56.8 million to HK\$65.3 million. In the prior year, the amount mainly represented (i) the net gain of disposal of subsidiaries including Clear Industry, a kitchen waste treatment plant in Loudi and an engineering company within construction segment amounting to approximately HK\$27.9 million, (ii) one-off government grant of approximately HK\$6.96 million obtained from Employment Support Scheme under the Anti-epidemic Fund. During the Year, other income and gains was mainly generated from the gain of disposal of approximately HK\$14.2 million of Taiyuan Plant, and reversal of impairment of approximately HK\$24.1 million in respect of Hefei Plant's operating concession arrangement.

財務回顧**本集團業績**

於本年度，本集團的收入增加約10.7%至約654,900,000港元(2021財政年度：591,500,000港元)，此乃由於環保業務的增幅超過建築業務的減幅所致。有關本集團各業務分部的財務表現的進一步討論及分析載於上文「業務回顧」一節。

本公司擁有人應佔年內溢利約為5,500,000港元，而上一年度則為擁有人應佔虧損約55,000,000港元。

每股基本盈利為0.53港仙，而上一年度則為每股虧損7.24港仙。

每股攤薄盈利為0.53港仙，而上一年度則為每股虧損7.24港仙。

其他收入及收益淨額

其他收入及收益淨額由約56,800,000港元增加至65,300,000港元。上一年度，該款項主要為(i)出售附屬公司(包括愷利爾、位於婁底的餐廚垃圾處理廠及建築分部的一間工程公司)的收益淨額約27,900,000港元，(ii)從抗疫基金的保就業計劃獲得的一次性政府補貼約6,960,000港元。本年度，其他收入及收益主要來自出售太原項目的收益約14,200,000港元，以及就合肥項目的經營特許權安排撥回減值約24,100,000港元。



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Administrative expenses

Administrative expenses decreased 15.9% from approximately HK\$113.0 million in FY2021 to HK\$95.0 million in FY2022. During the past 2 years, the Group divested its subsidiaries and in prior year, the Group disposed of its interests in Clear Industry, Loudi Plant and engineering company in construction segment where their administrative expenses were consolidated into the Group 2021's results up to the relevant disposal date, but no expenses in the current Year. In addition, Taiyuan Plant contributed to a full-year administrative expenses in FY2021 while only 4-months administrative expenses were consolidated into the Group's financial statements up to the completion of disposal in early-August 2021.

If all the effect of these disposal companies were taken out, the administrative expenses would be approximately HK\$91.5 million in FY2021 and approximately HK\$92.6 million in FY2022 with no other significant fluctuation.

Finance costs

Finance costs of the Group decreased by approximately 45.4% from approximately HK\$38.3 million for the prior year to approximately HK\$20.9 million for the Year along with as the decrease in the Group's overall borrowing level, particularly along with the derecognition of approximately HK\$99.1 million bank borrowings along with the disposal of Taiyuan Plant, and application of proceeds from disposal of Taiyuan Plant and other fund-raising to repay the Group's debts.

Other expenses

In prior year, other expenses represented approximately HK\$1.1 million impairment of goodwill for Taiyuan Plant with reference from its recoverable amount to be received pursuant to its disposal, and approximately HK\$320,000 loss on discontinued operation of Vimab. No particular item is noted for the current Year.

Liquidity and Financial Resources

As at 31 March 2022, the Group had bank balances and cash of approximately HK\$117.5 million (as at 31 March 2021: approximately HK\$66.7 million).

The total interest-bearing loans comprising leases liabilities, bonds, convertible bond, bank and other borrowings of the Group as at 31 March 2022 was approximately HK\$80.8 million (as at 31 March 2021: approximately HK\$150.9 million), and current ratio for the Year was approximately 1.16 (as at 31 March 2021: approximately 1.09).

行政開支

行政開支由2021財政年度的約113,000,000港元減少15.9%至2022財政年度的95,000,000港元。過去2年，本集團剝離其附屬公司，及於上一年度，本集團出售其在愷利爾、婁底項目及和建築分部的工程公司的權益，該等公司的行政開支在本集團2021年業績內綜合入賬，直至相關出售日期為止，但於本年度並無開支。此外，太原項目在2021財政年度產生全年行政開支，而於2021年年初至8月完成出售之前，僅4個月的行政開支在本集團的財務報表內綜合入賬。

倘撇除該等出售公司的一切影響，2021財政年度的行政開支將約為91,500,000港元，2022財政年度則約為92,600,000港元，並無其他重大波動。

財務成本

本集團的財務成本由上年度的約38,300,000港元減少約45.4%至本年度的約20,900,000港元，這是因為本集團的整體債務水準下降，特別是因出售太原項目而終止確認約99,100,000港元銀行借款，以及將出售太原項目的所得款項及其他籌款用於償還本集團的債務。

其他開支

上一年度，其他開支指太原項目的商譽減值約1,100,000港元（參考其出售後的可收回金額），以及Vimab的已終止經營業務的虧損約320,000港元。本年度並無發現特別項目。

流動資金及財務資源

於2022年3月31日，本集團的銀行結餘及現金約為117,500,000港元（於2021年3月31日：約66,700,000港元）。

於2022年3月31日，本集團的計息貸款總額（包括租賃負債、債券、可換股債券、銀行及其他借貸）約為80,800,000港元（於2021年3月31日：約150,900,000港元），而本年度的流動比率約為1.16（於2021年3月31日：約1.09）。



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The Group's borrowings and bank balances are principally denominated in Hong Kong dollars and Renminbi ("RMB") and there may be significant exposure to foreign exchange rate fluctuations.

For the years ended 31 March 2020 and 2021, the audit opinion on the Group's financial statements highlighted the material uncertainty on going concern with reference to the continuous losses and the overall indebtedness of the Group.

As set out in the 2020 and 2021 Annual Reports, the Directors have been endeavoring to strengthen the financial positions of the Group by, among others, divesting certain of its operations, raising capital through issue of convertible bonds and new shares, and re-scheduling the outstanding indebtedness with our major creditors/lenders, etc. By taking such measures, the material uncertainty on going concern is no longer applicable in the audit opinion for FY2022.

Gearing ratio

The gearing ratio as at 31 March 2022 was approximately 42.3% (as at 31 March 2021: approximately 150.2%).

The decrease in gearing ratio was mainly attributable to the decrease in overall Group's borrowings during the Year.

The gearing ratio is calculated as the payables incurred not in the ordinary course of business (excluding loan from a related companies/directors/shareholders) divided by total equity attributable to the owners of the Company as at the respective years.

Pledge of assets

As at 31 March 2022, the Group pledged certain assets including (i) property, plant and equipment with carrying values of approximately HK\$45,310,000 (as at 31 March 2021: approximately HK\$84,355,000), as collateral to secure the facilities granted to the Group.

The Group also guaranteed certain facilities through the pledge of equity interests in subsidiaries of the Group.

本集團的借貸及銀行結餘主要以港元及人民幣(「人民幣」)計值，而本集團可能面對重大外幣匯率波動風險。

就截至2020年及2021年3月31日止年度，關於本集團財務報表的審計意見強調持續經營的重大不確定性，當中參考本集團的持續虧損和整體負債情況。

如2020年及2021年年報所述，董事一直努力強化本集團的財務狀況，其中包括剝離部分業務、通過發行可換股債券和新股籌集資金，以及重新安排與主要債權人／貸款人的未償債務等。通過採取這些措施，2022財政年度的審計意見中，持續經營的重大不確定性不再適用。

資本負債比率

於2022年3月31日，資本負債比率約為42.3%（於2021年3月31日：約150.2%）。

資本負債比率下降主要是由於本年度本集團整體借貸減少所致。

資本負債比率按非日常業務過程中產生的應付款項（不包括一間關聯公司／董事／股東貸款）除以各年度歸屬於本公司擁有人的權益總額計算。

資產質押

於2022年3月31日，本集團已質押若干資產包括(i)賬面值約45,310,000港元（於2021年3月31日：約84,355,000港元）的物業、機器及設備，作為本集團獲授融通的抵押品。

本集團亦以本集團附屬公司的股權抵押作為若干融通的擔保。



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Foreign exchange exposure

Certain revenue-generating operations and assets and liabilities of the Group are denominated in RMB and may expose the Group to the fluctuation of Hong Kong dollars against RMB. The Group did not enter into any hedging arrangement or derivative products. However, the Board and management will continue to monitor the foreign currency exchange exposure and will consider adopting certain hedging measures against the currency risk when necessary.

Fund-raising activities in the past 12 months

During the Year, the Company issued new shares and convertible bonds. As at 31 March 2022, the Company has a total of 954,022,134 issued shares (FY2021: 693,590,134 shares). Details of the aforesaid issuance are summarised below:

外匯風險

本集團若干賺取收入的業務及資產與負債以人民幣計值，可能令本集團面對港元兌人民幣匯率波動的風險。本集團並無訂立任何對沖安排或衍生產品。然而，董事會及管理層將持續監察外幣匯率風險，並於有需要時考慮採取若干對沖措施對沖貨幣風險。

過去12月的集資活動

於本年度，本公司發行新股份及可換股債券。於2022年3月31日，本公司共有954,022,134股已發行股份（2021財政年度：693,590,134股）。上述發行的詳情概述如下：

Date of announcement	Fund-raising activities	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the date of this report
公佈日期	集資活動	所得款項淨額	所得款項計劃用途	於本報告日期所得款項實際用途
15 April 2021	Issue of convertible bonds with an aggregate principal amount of approximately HK\$16,826,000 at the conversion price of HK\$0.260 per conversion share in 3 tranches to Ms. Shen Ding and Mr. Yuan Long. The conversion price of HK\$0.260 per conversion share is same as the closing price of the Company's shares on 15 April 2021, being the date of the subscription agreement. All 3 tranches of convertible bonds were issued and converted into ordinary shares as if 31 March 2022	Approximately HK\$16.83 million	General working capital	Fully applied as intended
2021年4月15日	按轉換價每股轉換股份0.260港元分三批向沈定女士及袁龍先生發行本金總額約為16,826,000港元的可換股債券。轉換價每股轉換股份0.260港元與本公司股份於2021年4月15日（即認購協議日期）的收市價相同。於2022年3月31日，所有三批可換股債券已發行及轉換為普通股。	約16,830,000港元	一般營運資金	已按計劃悉數動用



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Date of announcement	Fund-raising activities	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the date of this report
公佈日期	集資活動	所得款項淨額	所得款項計劃用途	於本報告日期所得款項實際用途
10 May 2021	Issue of 169,472,000 new Shares to 9 subscribers at HK\$0.295 per Share. The closing price of the Company's share on 10 May 2021, being the date of the subscription agreements, was HK\$0.53.	Approximately HK\$49.83 million	(i) approximately HK\$25.0 million as investment cost for kitchen waste treatment project in Xuancheng (ii) approximately HK\$14.2 million as repayment of bank and other borrowings, possible settlement of claim under the writ (iii) approximately HK\$10.3 million as general working capital	Fully applied as intended
2021年5月10日	按每股0.295港元向9名認購人發行169,472,000股新股份。本公司股份於2021年5月10日(即認購協議日期)的收市價為0.53港元。	約49,830,000港元	(i) 約25,000,000港元用於宣城餐廚垃圾處理項目的投資成本 (ii) 約14,200,000港元用於償還銀行及其他借貸，可能須結付的令狀申索 (iii) 約10,300,000港元用於一般營運資金	已按計劃悉數動用



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Date of announcement	Fund-raising activities	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the date of this report
公佈日期	集資活動	所得款項淨額	所得款項計劃用途	於本報告日期所得款項實際用途
28 March 2022	Issue of 185,748,000 new shares to 6 subscribers at HK\$0.40 per share. The closing price of the Company's share on 28 March 2022, being the date of the subscription agreements, was HK\$0.49. Such issue of shares was completed in April 2022.	Approximately HK\$74.3 million (upon completion in April 2022)	(i) approximately HK\$32.92 million as the initial investment cost for the kitchen waste treatment project in Dunhua; (ii) approximately HK\$39.0 million as for initial investment cost for potential kitchen waste treatment and other environmental protection related projects; and (iii) approximately HK\$2.28 million as general working capital.	(i) approximately HK\$24.0 million as for initial registered capital for production and research and development base project in Yixing as set out in "Events after the reporting period"; (ii) approximately HK\$2.28 million as general working capital fully applied
2022年3月28日	按每股0.40港元向6名認購人發行185,748,000股新股份。本公司股份於2022年3月28日(即認購協議日期)的收市價為0.49港元。有關股份發行於2022年4月完成。	約74,300,000港元(於2022年4月完成)	(i) 約32,920,000港元用於敦化餐廚垃圾處理項目的初始投資成本；(ii) 約39,000,000港元用於潛在餐廚垃圾處理及其他環保相關項目的初始投資成本；及(iii) 約2,280,000港元用於一般營運資金。	(i) 如「報告期後事項」所載，約24,000,000港元用作宜興生產及研發基地項目的初步註冊資本； (ii) 約2,280,000港元作為一般營運資金已悉數動用

Fund raising activities after the reporting period are set out in headed "Events after the reporting period". 報告期後的集資活動載於「報告期後事項」。



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管理層討論及分析

Capital commitments

As at 31 March 2022, the Group had capital commitment of approximately HK\$56.7 million (as at 31 March 2021: nil) in relation to the projects of the Group under the ordinary course of business.

Human resources management

As at 31 March 2022, the Group had 318 employees, including Directors (as at 31 March 2021: 431 employees, including Directors). Total staff costs (including Directors' emoluments) were approximately HK\$113.3 million for the Year as compared to approximately HK\$117.0 million for FY2021. Remuneration was determined with reference to market norms and individual employees' performance, qualification and experience.

On top of basic salaries, bonuses may be paid by reference to the Group's performance as well as individual's performance. Other staff benefits include provision of retirement benefit, injury insurance and share options.

Significant investments held

During the Year, the Group did not hold any significant investment in equity interest in any other company.

Material acquisitions and disposals of subsidiaries and affiliated companies

Save as disclosed herein, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies during the Year.

Contingent liabilities

As at 31 March 2022, the Group had outstanding performance bond for construction contracts amounting to approximately HK\$8.5 million (as at 31 March 2021: approximately HK\$35.4 million).

In previous years, the Company agreed to provide the corporate guarantee for the due performance of the repayment obligations of the wholly-owned subsidiary of TDR up to an aggregate amount of RMB153,986,000 under those principal agreements dated 14 July 2017 entered into between such TDR's subsidiary and CITIC Financial Leasing Co., Ltd.

資本承擔

於2022年3月31日，本集團有關日常業務過程中的項目的資本承擔約為56,700,000港元（於2021年3月31日：無）。

人力資源管理

於2022年3月31日，本集團共有318名（於2021年3月31日：431名）僱員（包括董事）。本年度的員工成本總額（包括董事酬金）約為113,300,000港元，而2021財政年度則約為117,000,000港元。薪酬乃參照市場常規以及個別僱員表現、資格及經驗釐定。

除基本薪金外，本集團亦可能參照其業績及個人表現發放花紅。其他員工福利包括所提供的退休福利、傷亡保險及購股權。

所持重大投資

於本年度，本集團並無持有於任何其他公司的任何重大股權投資。

重大附屬公司及聯屬公司收購及出售事項

除本公佈所披露者外，於本年度，本集團並無進行任何重大附屬公司及聯屬公司收購及出售事項。

或然負債

於2022年3月31日，本集團有關建築合約的未履行履約保函金額約為8,500,000港元（於2021年3月31日：約35,400,000港元）。

過往年度，本公司同意就天地人的全資附屬公司在其與中信金融租賃有限公司於2017年7月14日所訂立的本金協議準時履行總額最高為人民幣153,986,000元的還款義務提供公司擔保。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In consideration of the corporate guarantee provided by the Company, TDR entered into the counter-guarantee agreement with the Company, pursuant to which, TDR agreed to provide to the Company the guarantee fee and the counter-guarantee in respect of such corporate guarantee.

Such corporate guarantee provided to TDR's subsidiary was discharged along with the full repayment to CITIC Financial Leasing Co., Ltd. by such TDR's subsidiary in December 2021.

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

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

Code of Conduct for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors.

Specific enquiries have been made with all Directors, and all Directors confirmed in writing that they have complied with the required standards as set out in the Model Code regarding their securities transactions for the Year.

Corporate Governance Practices

The Board believes that good corporate governance is one of the areas leading to the success of the Company and balancing the interests of shareholders, customers and employees, and the Board is devoted to ongoing enhancement of the efficiency and effectiveness of such principles and practices.

The Company has adopted the compliance manual which sets out the minimum standard of good practices concerning the general management responsibilities of the Board with which the Company and the Directors shall comply and which contains, among other things, the code provisions of the corporate governance codes (the "CG Code") as set out in Appendix 14 to the Listing Rules as its own code of corporate governance.

The Board considers that the Company has complied with the code provisions set out in the CG Code during the Year.

考慮到本公司提供的公司擔保，天地人與本公司訂立反擔保協議，據此，天地人同意就該公司擔保向本公司提供擔保費及反擔保。

提供予天地人附屬公司的該公司擔保已於2021年12月隨著該天地人附屬公司向中信金融租賃有限公司悉數還款而一併解除。

購買、出售或贖回本公司的上市證券

於本年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

董事進行證券交易的行為守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為其本身董事進行本公司證券交易的行為守則。

本公司已向全體董事進行具體查詢，而全體董事已以書面確認，彼等於本年度已就其證券交易遵守標準守則所載的必守準則。

企業管治常規

董事會相信，良好的企業管治乃引領本公司邁向成功並平衡股東、客戶及僱員各方利益的範疇之一，而董事會致力持續提升該等原則及常規的效率及效益。

本公司已採納一份合規手冊，當中載列有關董事會整體管理責任的良好常規最低標準，並已收納（其中包括）上市規則附錄14所載企業管治守則（「企業管治守則」）的守則條文作為其本身的企業管治守則，本公司與董事均須遵守。

董事會認為，本公司於本年度已遵守企業管治守則所載的守則條文。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Final Dividend

The Board proposes not to recommend payment of a final dividend to the shareholders for FY2022 (FY2021: nil).

Audit Committee and review of the annual results

The audit committee of the Company (the “Audit Committee”) was established in compliance with Rules 3.21 and 3.22 of the Listing Rules with written terms of reference. The latest terms of reference of the Audit Committee are available on the websites of the Company and the Stock Exchange.

A summary of work of the Audit Committee during the Year is as follows:

- met with the external auditors, reviewed and made recommendations for the Board’s approval on the annual and interim results and reports of the Company;
- reviewed and approved audit fee;
- recommended the re-appointment of BDO Limited (“BDO”) as auditors, subject to the shareholders’ approval at the annual general meeting; and
- reviewed the effectiveness of the Company’s risk management and internal control systems.

末期股息

董事會不建議向股東派付2022財政年度的末期股息(2021財政年度：無)。

審核委員會及全年業績的審閱

本公司的審核委員會(「審核委員會」)乃遵照上市規則第3.21及3.22條成立，並具備書面職權範圍。最新的審核委員會職權範圍可於本公司網站及聯交所網站查閱。

審核委員會於本年度的工作概要如下：

- 會見外部核數師、審閱本公司全年業績、中期業績、年報及中期報告並建議董事會批准；
- 檢討及批准核數費用；
- 建議續聘香港立信德豪會計師事務所有限公司(「立信德豪」)為核數師，以待股東於股東周年大會上批准；及
- 檢討本公司風險管理及內部監控制度的成效。



BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員的履歷詳情

Executive Directors

Mr. Zhu Yongjun, aged 55, was appointed as the Chairman of the Board and an executive director of the Company on 24 May 2016. He is also a member of the nomination committee of the Board.

Mr. Zhu is the Chairman and an executive director of China Water Industry Group Limited (a company listed on the main board of The Stock Exchange of Hong Kong Limited) (the "Stock Exchange") (Stock Code: 1129). He was an executive director of EverChina Int'l Holdings Company Limited (a company listed on the main board of the Stock Exchange) (Stock Code: 202) from May 2008 to February 2013 and the chairman of the board of Heilongjiang Interchina Water Treatment Co., Limited* ("Heilongjiang Interchina Water Treatment") (a company listed on the Shanghai Stock Exchange) (Stock Code: 600187), from January 2009 to May 2015. Mr. Zhu obtained his undergraduate from Hunan University in 1989, and a Master's degree of business administration in Peking University in the People's Republic of China in 2005. He started his environmental protection career in 2001.

Mr. Pan Yimin, aged 46, was appointed as an executive director of the Company on 24 March 2021. He was the president of Tianjin Dongfang Mingrui Investment Management Co., Ltd* since 2013 prior to joining the Company. Mr. Pan was the vice president of Interchina (Tianjin) Water Treatment Co., Ltd.* from April 2011 to March 2013, and a deputy manager of Heilongjiang Interchina Water Treatment from April 2009 to March 2011. Mr. Pan obtained a bachelor's degree in Economics in 1998 from Jiangxi University of Finance and Economics.

Mr. Lee Tsi Fun Nicholas, aged 44, was appointed as an executive director of the Company on 31 August 2018. He joined the Company in November 2015 and was appointed as the Company's company secretary on 24 May 2016. Since year 2016, he is also the company secretary and director of certain subsidiaries of the Company. Mr. Lee is a member of the Hong Kong Institute of Certified Public Accountants and the American Institute of Certified Public Accountants. He graduated from the University of Oregon in the United States of America with a Bachelor of Science degree in year 1999.

執行董事

朱勇軍先生，55歲，於2016年5月24日獲委任為本公司董事會主席兼執行董事。彼亦為董事會轄下提名委員會的成員。

朱先生為中國水業集團有限公司(於香港聯合交易所有限公司(「聯交所」)主板上市的公司，股份代號：1129)主席兼執行董事。彼於2008年5月至2013年2月期間曾出任潤中國國際控股有限公司(於聯交所主板上市的公司，股份代號：202)執行董事。於2009年1月至2015年5月期間，彼亦為黑龍江國中水務股份有限公司(「黑龍江國中水務」)(於上海證券交易所上市的公司，證券代碼：600187)的董事長。朱先生於1989年在湖南大學本科畢業，其後於2005年在中華人民共和國北京大學取得工商管理碩士學位。彼於2001年開始從事環保事業。

潘軼旻先生，46歲，於2021年3月24日獲委任為本公司執行董事。彼於2013年起至加入本公司前為天津東方明銳投資管理有限公可總裁。於2011年4月至2013年3月，潘先生為國中(天津)水務有限公司副總裁，而於2009年4月至2011年3月為黑龍江國中水務副總經理。潘先生於1998年獲江西財經大學頒授經濟學士學位。

李錫勛先生，44歲，於2018年8月31日獲委任為本公司執行董事。彼於2015年11月加入本公司，並於2016年5月24日獲委任為本公司的公司秘書。自2016年起，彼亦為本公司秘書及若干附屬公司董事。李先生為香港會計師公會及美國會計師公會會員。彼於1999年畢業於美國俄勒岡大學，獲得理學士學位。



BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員的履歷詳情

Non-Executive Directors

Mr. Sui Guangyi, aged 59, was the non-executive director of China Investment Fund Company Limited (stock code: 612) (formerly known as China Ding Yi Feng Holdings Limited) (“CIV”), (a company listed on the main board of the Stock Exchange from September 2015, and the chairman of CIV from October 2015. He resigned from the said positions in CIV in January 2020. Mr. Sui obtained a bachelor’s degree from Yunnan Technology College* 雲南經濟技術專修學院 in 1990.

Dr. Ge Xiaolin, aged 56, was appointed as a non-executive director of the Company on 2 July 2020. Dr. Ge is the chairman of Tianjin SOFIT Building Materials Co., Ltd. Dr. Ge received a master’s degree in 1990 and a bachelor’s degree in 1988 in Hunan University, subsequently obtained his Ph.D. degree in Beijing University in 2013, and postdoctoral researcher in Applied Economics in Hunan University in 2010. Dr. Ge was the (Term Ninth to Tenth) member of All-China Youth Association. Prior to founding his own company, Dr. Ge worked in China Pinghe Import & Export Co., Ltd. (as general manager), and Goalmark International Group (as vice general manager and subsequent as general manager).

Dr. Zhang Lihui, aged 51, was appointed as a non-executive director of the Company on 8 September 2016. Dr. Zhang is a managing partner of Tsing Capital. Dr. Zhang has been focusing on the investment related to environmental protection, clean energy, high technology and precious materials in China since joining Tsing Capital.

Dr. Zhang received a master’s degree in Laws and a bachelor’s degree in Technology English in PLA University of Foreign Languages, subsequently obtained his Ph.D. degree in Economics from the University of International Business and Economics. Dr. Zhang also completed the Advanced Management Program at Harvard Business School in 2009.

非執行董事

隋廣義先生，59歲，自2015年9月起為中國投資基金有限公司(股份代號：612)(前稱中國鼎益豐控股有限公司)(「中國投資基金」)的非執行董事及自2015年10月起為中國投資基金的主席，該公司的股份於聯交所主板上市。彼於2020年1月辭任中國投資基金的上述職務。隋先生於1990年在雲南經濟技術專修學院獲得學士學位。

葛曉麟博士，56歲，於2020年7月2日獲委任為本公司非執行董事。葛博士為天津索菲特建築材料有限公司的董事長。葛博士於1990年及1988年獲湖南大學分別頒發碩士學位及學士學位，其後於2013年獲北京大學頒發博士學位及於2010年取得湖南大學的應用經濟學博士後研究員資格。葛博士為第九及十屆中華全國青年聯合會委員。在創辦其公司前，葛博士曾於中國平和進出口總公司出任總經理，並於中拓國際經貿集團公司歷任副總經理、總經理職務。

張立輝博士，51歲，於2016年9月8日獲委任為本公司非執行董事。張博士為青雲創投管理合夥人，自加入青雲創投以來一直專注於中國環保、清潔能源、高端科技及貴重材料相關的投資。

張博士於中國人民解放軍外國語學院取得法學碩士及科技英語學士學位，其後於對外經濟貿易大學取得經濟學哲學博士學位，並於2009年完成美國哈佛商學院高級管理課程。



BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員的履歷詳情

Independent Non-Executive Directors

Mr. Lo Chun Chiu, Adrian, aged 66, was appointed as an independent non-executive director of the Company on 26 August 2014. He is the chairman of the nomination committee of the Board and a member of each of the audit committee and remuneration committee of the Board.

Mr. Lo was awarded a Bachelor of Laws degree by the University of London in August 1988. He is a member of the Law Society of Hong Kong and has been a practicing solicitor in Hong Kong since November 1991 in general legal practice. From December 1993 to the date of this annual report, Mr. Lo has been a partner of Joseph C.T. Lee & Co. and engaged in various fields of legal practice involving commercial and conveyancing litigation, acquisition and sale of business and/or companies, company liquidation, charity foundation works, formation of religious organisations, family law, immigration law and employment law. He is an independent non-executive director of Huarchi Global Group Holdings Limited (a company listed on the main board of the Stock Exchange) (Stock Code: 2296) since November 2019.

Dr. Tong Ka Lok, aged 59, was appointed as an independent non-executive director of the Company on 26 August 2014. He is the chairman of the audit committee of the Board and a member of each of the nomination committee and remuneration committee of the Board.

Dr. Tong was awarded a Doctor of Public Health degree (epidemiology and biostatistics) from the Macau University of Science and Technology in August 2013. Dr. Tong is a founder and partner of Baker Tilly Macao Certified Public Accountants which was established in October 2000. He is an auditor registered at the Committee for the Registry of Auditors and Accountants in Macau in January 2006. Besides his business establishment, Dr. Tong was appointed as a member of the Nanjing Committee of CPPCC* (中國人民政治協商會議南京市委員會), and Vice President of the Macau University of Science and Technology in 2012, and a University Council Member in 2013.

獨立非執行董事

羅俊超先生，66歲，於2014年8月26日獲委任為本公司獨立非執行董事。彼為董事會轄下提名委員會的主席以及董事會轄下審核委員會及薪酬委員會各自的成員。

羅先生於1988年8月獲倫敦大學頒發法學士學位。彼為香港律師會會員，自1991年11月起為香港執業律師，處理一般法律事務。於1993年12月至本年報日期，羅先生為李全德律師事務所合夥人，從事多個領域法律事務，涉及商業及物業轉易訴訟、業務及／或公司收購及出售、公司清算、慈善基金會工作、建立宗教組織、家庭法、移民法及僱傭法。彼自2019年11月起為華記環球集團控股有限公司（於聯交所主板上市的公司，股份代號：2296）的獨立非執行董事。

唐嘉樂博士，59歲，於2014年8月26日獲委任為本公司獨立非執行董事。彼為董事會轄下審核委員會的主席以及董事會轄下提名委員會及薪酬委員會各自的成員。

唐博士於2013年8月獲澳門科技大學頒發公共衛生學（流行病學與生物統計學）博士學位。唐博士為於2000年10月成立的天職澳門會計師事務所的創始人及合夥人。彼於2006年1月在澳門核數師暨會計師註冊委員會註冊成為核數師。除其業務建樹外，唐博士於2012年獲委任為人民政協南京市委員會委員及澳門科技大學副校長，且於2013年獲委任為澳門科技大學校董會成員。



BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員的履歷詳情

Mr. Choy Wai Shek, Raymond, MH, JP, aged 73, was appointed as an independent non-executive director of the Company on 26 August 2014. He is the chairman of our the remuneration committee of the Board and a member of each of the nomination committee and audit committee of the Board.

Mr. Choy joined the Group in January 2013 as a director of New Concepts Foundation Limited (“NC Foundation”). Mr. Choy has been carrying out an independent non-executive role in NC Foundation, mainly responsible for advising on corporate governance of NC Foundation. Mr. Choy also acts as an independent non-executive director of Far East Hotels and Entertainment Limited (a company listed on the Stock Exchange (stock code: 37), AB Builders Group Limited (a company listed on the Stock Exchange (stock code: 1615)) and WAC Holdings Limited (a company listed on GEM (stock code: 8619)).

Mr. Choy holds a Diploma in Chinese Law awarded from the University of East Asia (now known as the University of Macau) in October 1987 and a Diploma in Political Science from the International Affairs College, Hong Kong in July 1988.

He was the Chairman of the Sham Shui Po District Board from April 1991 to September 1994, a Hong Kong affairs adviser appointed by the Hong Kong and Macao Affairs Office of the State Council and the Xinhua News Agency from 1994 to 1997, the vice-chairman of the Occupational Safety and Health Council of the Labour and Welfare Bureau from 2004 to 2010, a member of the Energy Advisory Committee of the Environment Bureau from 2006 to 2012 and a member of the Consumer Council of the Commerce and Economic Development Bureau from 2005 to 2011.

He was a member of the Guangzhou Committee of the Chinese People’s Political Consultative Conference (“CPPCC”)* (Term Ninth to Twelfth) (中國人民政治協商會議廣州市委員會). He was also elected as a vice president of GMC Hong Kong Members Association in February 2012. He is the Honorary Committee Member of The Chinese General Chamber of Commerce, Hong Kong (“CGCC”) and was also the Chairman of Member’s Service Committee of CGCC.

* For identification purpose only

蔡偉石先生，榮譽勳章，太平紳士，73歲，於2014年8月26日獲委任為本公司獨立非執行董事。彼為董事會轄下薪酬委員會的主席以及董事會轄下提名委員會及審核委員會各自的成員。

蔡先生於2013年1月加入本集團，出任創業地基有限公司(「創業地基」)董事。蔡先生於創業地基履行獨立非執行角色，主要負責就創業地基的企業管治提供建議。蔡先生亦為遠東酒店實業有限公司(於聯交所上市的公司，股份代號：37)、奧邦建築集團有限公司(於聯交所上市的公司，股份代號：1615)及WAC Holdings Limited(於GEM上市的公司，股份代號：8619)的獨立非執行董事。

蔡先生於1987年10月獲得由東亞大學(現稱為澳門大學)授予中國法律文憑及於1988年7月獲得香港國際事務書院的政治科學文憑。

彼於1991年4月至1994年9月為深水埗區議會主席，於1994年至1997年獲國務院港澳事務辦公室及新華通訊社委任為香港事務顧問，於2004年至2010年為勞工及福利局職業安全健康局副主席，於2006年至2012年為環境局能源諮詢委員會成員，以及於2005年至2011年為商務及經濟發展局消費者委員會委員。

彼為中國人民政治協商會議(「人民政協」)第九至第十二屆廣州市委員會委員。彼亦於2012年2月獲選為廣州地區政協香港委員聯誼會副會長。彼為香港中華總商會(「中華總商會」)榮譽會董，並曾任中華總商會會員服務委員會主席。



BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員的履歷詳情

Senior Management

Mr. Chu Shu Cheong, aged 61, is the founder of the Group the director of the Company's major subsidiary, namely NC Foundation. He possesses over 23 years of management experience in foundation, civil engineering and building works of various nature.

Besides his business achievement, Mr. Chu was also appointed as the honorary chairman of the China Star Light Charity Fund Association in 2000, a member of the Guangdong Province Committee of CPPCC (中國人民政治協商會議廣東省從化市委員會) in October 2011 and a member of the Guangzhou Committee of the CPPCC (中國人民政治協商會議廣州市委員會) in December 2011.

高級管理層

朱樹昌先生，61歲，為本集團創始人兼本公司主要附屬公司創業地基的董事。彼於各類性質的地基、土木工程及屋宇工程擁有逾23年管理經驗。

除以上業務建樹外，朱先生亦於2000年獲委任為中國星火基金會名譽會長，於2011年10月獲委任為人民政協廣東省從化市委員會委員，並於2011年12月獲委任為人民政協廣州市委員會委員。



REPORT OF DIRECTORS 董事會報告

The Board hereby presents the annual report together with the audited consolidated financial statements of the Group for the Year (the “Consolidated Financial Statements”).

Principal Activities

During the Year, the principal activity of the Company is investment holding. The principal activities of its subsidiaries comprise construction works in Hong Kong and environmental protection business in the PRC. Details of the principal activities of the principal subsidiaries of the Company are set out in note 1 to the Consolidated Financial Statements. There were no significant changes in the nature of the principal activities of the Group during the Year.

Business Review

The revenue of the Group is wholly derived from the construction works conducted in Hong Kong and environmental protection business in the PRC. An analysis of the Group’s performance for the Year is set out in note 6 to the Consolidated Financial Statements.

A review of the business of the Group for the Year, including the important events affecting the Group that have occurred since the end of the Year and the likely future business development is set out in the section headed “Management Discussion and Analysis” on pages 6 to 29 of this annual report. This discussion forms part of the Report of Directors.

Further details relating to the Group’s relationships with its key stakeholders and the Group’s environmental policies and performance can be found in the Company’s 2022 Environmental, Social and Governance Report, which is published in electronic form only and available on the Company’s website at the section of Investor Relations: <http://www.primeworld-china.com>. If any shareholder wishes to receive a printed copy of the Company’s 2022 Environmental, Social and Governance Report, such shareholder may submit his/her/its request to the Company by post to our head office in Hong Kong at Office B, 3/F, Kingston International Centre, 19 Wang Chiu Road, Kowloon Bay, Hong Kong or by email through the Company’s website at <http://www.primeworld-china.com>.

董事會謹此提呈本年度的年報連同本集團經審核綜合財務報表(「綜合財務報表」)。

主要業務

於本年度，本公司的主要業務為投資控股，而其附屬公司的主要業務包括香港的建築工程及中國的環保業務。本公司主要附屬公司的主要業務詳情載於綜合財務報表附註1。本集團主要業務的性質於本年度內並無重大變動。

業務審視

本集團收益全部源自於香港的建築工程及中國的環保業務。本集團本年度表現的分析載於綜合財務報表附註6。

本集團本年度業務的審視(包括在本年度終結後發生的、對本集團有影響的重大事件及相當可能有的未來業務發展)載於本年報第6至29頁「管理層討論及分析」一節。此討論構成董事會報告的一部分。

有關本集團與主要持份者的關係及本集團環境政策及表現的其他詳情，載於本公司2022年環境、社會及管治報告內，該報告僅以電子形式發佈並可於本公司網站<http://www.primeworld-china.com>投資者關係一欄內查閱。如任何股東欲索取本公司2022年環境、社會及管治報告的印刷本，該股東可向本公司(郵寄至本公司總辦事處(地址為香港九龍灣宏照道19號金利豐國際中心3樓B室)或通過本公司網站<http://www.primeworld-china.com>。電郵)提出有關要求。



REPORT OF DIRECTORS

董事會報告

Environmental Policies and Performance

The Group has adopted and implemented environmental protection policies and procedures to enable it to commit to the long term sustainability of the environment and communities in which it operates. During the Year, the Group complied with the relevant environmental laws and regulations that have a significant impact on the Group's business where the Group is operating.

Details of the key laws and regulations that have a significant impact on the Group's businesses, their key scope and our compliance measures are outlined in the following table:

環境政策及表現

本集團採納並實施了多項環境保護政策及程序，奉行其對環境及所在社區長遠可持續發展的承諾。於本年度內，本集團已符合其經營所在地對本集團業務有重大影響的相關環保法律及規例。

下表概列對本集團業務有重大影響的主要法律及規例、相關主要範圍及本集團合規措施的詳情：

Laws and Regulations 法律及規例	Key scope 主要範圍	Compliance measures 合規措施
Air Pollution Control (Non-road Mobile Machinery) (Emission) Regulation (Chapter 311Z of the Laws of Hong Kong) 《空氣污染管制(非道路移動機械)(排放)規例》(香港法例第311Z章)	Contractor must not sell or lease, or cause to be sold or leased, a regulated machine for use in Hong Kong unless the machine is approved or exempted 除非某受規管機械獲核准或獲豁免，否則承辦商不得出售或出租該機械以供在香港使用，亦不得安排出售或出租該機械以供在香港使用 Contractor must not use or cause to be used a regulated machine in any specified activity unless the machine is approved or exempted 除非某受規管機械獲核准或獲豁免，否則承辦商不得在指明活動中使用或安排使用該機械	Applications for lease and use of regulated machine have been made and approval certificates for emission compliance were obtained 本集團已作出有關出租及使用受規管機械的申請，並已取得符合排放標準的審批證書 The relevant approval label has been painted or securely fixed on the machine and is displayed at a conspicuous position, which is also properly maintained 相關核准標籤已髹於或穩妥地固定於機械上，並於機械的顯眼位置展示及妥為保存
Air Pollution Control (Construction Dust) Regulation (Chapter 311R of the Laws of Hong Kong) 《空氣污染管制(建造工程塵埃)規例》(香港法例第311R章)	Contractor is required to take dust reduction measures when construction work is being carried out 承建商在施工時採取措施，減少塵埃散發	Compliance manual is in place for operational staff 已設有操作人員適用的合規手冊 Regular briefing and training are conducted to enhance their awareness on the legislation 定期舉行簡介及培訓，提高操作人員對法例的認知



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Laws and Regulations 法律及規例	Key scope 主要範圍	Compliance measures 合規措施
Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong) 《噪音管制條例》(香港法例 第400章)	Controls construction noise ranges from: 管制建築噪音，包括： (a) the use of powered mechanical equipment (a) 使用機動設備作業者 (b) the carrying out of certain noisy works in designated areas (b) 在指定範圍內進行某些高噪音工程	Compliance manual is in place for operational staff 已設有操作人員適用的合規手冊 Site supervisor is presented at the construction site 派駐地盤監督人員至建築地盤 Construction noise permit has been obtained 已取得建築噪音許可證
The Environmental Protection Law of the People's Republic of China	This law defines the environment as the total body of all natural elements and artificially transformed natural elements affecting human existence and development (including the atmosphere, water, seas, land, minerals, forests, grasslands, wetlands, wildlife, natural and human remains, nature reserves, historic sites and scenic spots, and urban and rural areas).	The project companies of the Group prevent pollution in accordance with the requirements of the Environmental Protection Law.
中華人民共和國環境 保護法	此法規所稱環境，是指影響人類生存和發 展的各種天然的和經過人工改造的自然 因素的總體，包括大氣、水、海洋、土 地、礦藏、森林、草原、濕地、野生生 物、自然遺跡、人文遺跡、自然保護區、 風景名勝區、城市和鄉村等。	本集團下屬專案公司按照環保法的要 求，避免出現破壞環境的情況。
The Law of the People's Republic of China on Environmental Impact Assessment	This law defines environmental impact assessment as the analysis, estimation and evaluation of possible environmental impacts resulting from the implementation of a planning and construction project and the introduction of strategies and measures to prevent and alleviate adverse environmental impacts as well as tracking and monitoring processes and systems.	The project companies of the Group engage independent third parties to prepare environmental impact assessment reports/competent government authorities to issue environmental impact approvals.
中華人民共和國環境影響 評價法	此法規所稱環境影響評價，是指對規劃和 建設項目實施後可能造成的環境影響進 行分析、預測和評估，提出預防或者減輕 不良環境影響的對策和措施，進行跟蹤監 測的方法與制度。	本集團下屬專案公司委託獨立第三方編 製環境影響評價報告／政府主管部門出 具環境影響批覆。



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Laws and Regulations 法律及規例	Key scope 主要範圍	Compliance measures 合規措施
<p>The Water Pollution Prevention Law of the People's Republic of China</p> <p>中華人民共和國水污染防治法</p>	<p>This law applies to the prevention and control of pollution of rivers, lakes, canals, drainage, reservoirs and other surface water bodies and groundwater within the People's Republic of China. 此法規適用於中華人民共和國領域內的江河、湖泊、運河、管道、水庫等地表水體以及地下水體的污染防治。</p> <p>The prevention and control of water pollution shall focus on prevention while combining prevention, control and comprehensive management. Priority shall be given to the protection of the sources of drinking water. Industrial and urban pollution shall be strictly controlled. Pollution of agricultural bases shall be prevented and controlled. The construction of ecological management projects shall be encouraged. Pollution of water bodies and damages to the ecosystem shall be prevented, controlled and alleviated.</p> <p>水污染防治應當堅持預防為主、防治結合、綜合治理的原則，優先保護飲用水水源，嚴格控制工業污染、城鎮生活污染，防治農業面源污染，積極推進生態治理工程建設，預防、控制和減少水環境污染和生態破壞。</p>	<p>The project companies of the Group prevent water pollution in accordance with the requirements of the Water Pollution Prevention Law.</p> <p>本集團下屬專案公司按照水污染防治法的要求，避免出現水污染的情況。</p>



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Laws and Regulations 法律及規例	Key scope 主要範圍	Compliance measures 合規措施
Administrative Measures for Pollutant Discharge Licensing (for Trial Implementation)	<p>This law applies to the application, approval and enforcement of pollutant discharge licenses as well as the governance and punishments in relation thereto.</p> <p>排污許可證的申請、核發、執行以及與排污許可相關的監管和處罰等行為，適用本辦法。</p> <p>The Ministry of Environmental Protection develops and releases a category-based administration catalogue of pollutant discharge licensing for stationary pollution sources stipulating the scope of the pollutant discharge licensing system and prescribed application time limit pursuant to the law.</p> <p>環境保護部依法制定並公佈固定污染源排污許可分類管理名錄，明確納入排污許可管理的範圍和申領時限。</p> <p>Enterprises and public institutions as well as other producers and operators (hereinafter referred to as “pollutant discharging entities”) that are included in the category-based administration catalogue of pollutant discharge licensing for stationary pollution sources shall apply for and obtain a pollutant discharge license within the prescribed time limit. Pollutant discharging entities not included in the category-based administration catalogue of pollutant discharge licensing for stationary pollution sources currently do not need to apply for a pollutant discharge license.</p> <p>納入固定污染源排污許可分類管理名錄的企業事業單位和其他生產經營者(以下簡稱「排污單位」)應當按照規定的時限申請並取得排污許可證；未納入固定污染源排污許可分類管理名錄的排污單位，暫不需申請排污許可證。</p>	<p>The project company of the Group in Taiyuan has applied for a pollutant discharge license in accordance with the requirements of the measures.</p> <p>本集團下屬太原專案公司已按照辦法要求，辦理排污許可證。</p>



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Laws and Regulations 法律及規例	Key scope 主要範圍	Compliance measures 合規措施
<p>The Opinion on the Strengthening of the Overhaul of Gutter Oil and Management of Cooking Wastes issued by the General Office of the State Council</p> <p>國務院辦公廳關於加強地溝油整治和餐廚廢棄物管理的意見</p>	<p>To effectively eliminate the use of gutter oil in the food industry and strengthen food safety and public health, 7 opinions on further strengthening of the overhaul of gutter oil and management of cooking wastes have been issued with the consent of the State Council.</p> <p>為有效解決地溝油回流餐桌問題，切實保障食品安全和人民群众身體健康，經國務院同意，就進一步加強地溝油治理工作提出7項意見。</p>	<p>The project companies of the Group have implemented the tasks required by the opinion in collaboration with the competent authorities (i.e. municipal environmental hygiene departments).</p> <p>本集團下屬專案公司配合主管部門(即市容環衛部門)落實意見中要求的各項工作。</p>
<p>Measures for the Administration of Concession for Infrastructure and Public Utilities</p>	<p>Concession activities in energy, transportation, water conservancy, environmental protection, municipal engineering, and other infrastructure and public utilities fields within the territory of the PRC shall be governed by these Measures. Implement these Measures for purposes of encouraging and directing social investors' participation in the construction and operation of infrastructure and public utilities, improving the quality and efficiency of public services, protecting the lawful rights and interests of concessionaires, protecting public interest and public security.</p>	<p>The Measures are the basis and references for those key terms and conditions of the Group's service concession arrangements.</p>
<p>基礎設施和公用事業特許經營管理辦法</p>	<p>中華人民共和國境內的能源、交通運輸、水利、環境保護、市政工程等基礎設施和公用事業領域的特許經營活動，適用本辦法。施行本辦法以鼓勵和引導社會資本參與基礎設施和公用事業建設運營，提高公共服務質量和效率，保護特許經營者合法權益，保障社會公共利益和公共安全。</p>	<p>本集團的特許經營權協議主要條款均以此管理辦法作依據及釐訂。</p>



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Compliance with Laws and Regulations

The principal activities of the Group comprise construction works, environmental protection. Sufficient resources have been allocated to ensure the on-going compliance with applicable laws and regulations. During the Year, the Board is not aware of any incidence of non-compliance with the relevant laws and regulations that have a significant impact on the Group's business where the Group is operating.

Principal Risks and Uncertainties

The business operations and results may be affected by various factors, some of which are external causes and some are inherent to the business. The principal risks and uncertainties are summarised below:

1. Outbreak of pandemic disease

The spread of COVID-19 in the first quarter of 2020 led to various draconian measures, among others, city lockdown, shut-down of restaurants and schools resulting from the quarantine arrangements, travel restrictions etc. In addition, the COVID-19 resurged from around 2022 Chinese New Year, and such pandemic disease adversely impacted our businesses in Hong Kong and PRC.

Despite numerous of our employees were infected and required to be quarantined, our businesses gradually resumed to normal. However, another vast outbreak of such similar virus, even following governmental guidance and taking safety measures, still may affect our business and may result from suspension of operations.

遵守法律及規例的情況

本集團的主要業務包括建築工程及環保。本集團已調撥足夠資源，確保一直符合適用法律及規例。於本年度，董事會並無得悉有任何不符本集團經營所在地對本集團業務有重大影響的有關法律及規例的情況。

主要風險及不明朗因素

業務營運及業績可能受到不同因素影響，當中有部分屬外在因素，部分為業務固有因素。主要風險及不明朗因素現概述如下：

1. 大流行疫病爆發

COVID-19於2020年第一季擴散，因而實施隔離安排及旅遊限制等嚴格措施，其中包括封城、餐館關閉及停課。此外，COVID-19自2022年春節前後重現，而大流行疫病對本集團於香港及中國的業務造成不利影響。

儘管我們的許多員工受感染並被要求進行隔離。然而，倘若類似病毒再次大規模爆發，即使我們遵循政府指引並採取安全措施，仍可能影響我們的業務，並可能導致業務暫停。



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2. Market conditions

The number of construction projects awarded to the Group depends highly on the market conditions in the construction industry, including shortage of skilled labour, availability of new projects in private sector, Government's spending on infrastructure and approval for funding proposals for public work contracts. If there is any deterioration in any of these factors, the operating results of construction segment will be adversely affected.

3. Keen competition

Due to the slowdown in the Hong Kong economy, the competition of construction industry has become more intense as there will be a foreseeable reduction of number of construction projects available for tendering. To increase the chance of success in winning the tender bidding, the Group may have to lower its profit margin, which may impact its profit for the coming year.

4. Cost of construction materials

The increase in cost of construction materials will lower the profit margin of the Group. Failure to accurately estimate and control the costs of the Group's projects may adversely affect the Group's financial performance.

5. Regulatory environment

Our business is subject to the environmental regulations issued by the Hong Kong Government and national policies of mainland China. Such regulations may be revised from time to time and any changes to such regulations may increase our cost and burden in complying with them. The Group is also required to maintain certain registration. In order to renew and maintain these registrations, the Group is required to comply with certain criteria set by the relevant governmental departments and authorities. Any suspension of or a failure to maintain or renew the Group's registrations could adversely affect the Group's business.

2. 市場條件

本集團獲得的建築項目數量在很大程度上取決於建築業的市場條件，包括技術工人短缺、於私營部門有否新項目、政府在基礎設施方面的支出以及公共工程合約方面的撥款議案的批准。倘該等因素有任何惡化，建築分部的經營業績將受到不利影響。

3. 競爭激烈

由於香港經濟放緩，故預期可供我們投標的建築項目數量將會減少，建造業的競爭已越趨激烈。為提高中標機會，本集團可能須降低其利潤率，來年的溢利或會受到影響。

4. 建材成本

建材成本上漲將降低本集團的利潤率。本集團未能準確估計及控制項目成本可對其財務表現造成不利影響。

5. 監管環境

我們的業務受香港政府頒佈的環境規例及中國內地的國家政策監管。該等規例可能不時修改，而規例的任何變動或會增加本集團的合規成本及負擔。本集團亦須維持若干註冊登記。為更新並維持該等註冊登記，本集團須遵守若干由相關政府部門及機關制定的條件。本集團的註冊登記如遭中止或者未能維持或更新，可對本集團的業務構成不利影響。



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6. Policy change

China's "Environmental Protection Law" significantly increases companies' costs of pollution by imposing penalties ranging from fines to restriction or even suspension of production. Personnel from environmental protection administrative departments of the government shall also be faced with demotion, dismiss or forced resignation from their current position for failure to enforce pollution-related regulations, and it also stipulates that violation of the Law may constitute a criminal offence.

Spurred by the severity of air and water pollution, the central government has been sending inspection teams to polluted provinces and holding local officials accountable for failure to prevent and control pollution, which may resulting in the enterprises' shutdown for the lack of environmental protection facilities.

More fierce laws and policies may be imposed by the central government against the violation of environmental protection rulings from time to time. Our operations may be materially affected should we fail to comply with the relevant environmental protection rulings and regulations.

7. Technological obsolescence

Our competitive advantage in the environmental industry relies on our technological capabilities to ensure safety, maintain efficiency of production and keep operating costs at a relatively low level. However, as the laws, regulations, government policies and industry standards may impose more stringent requirements on our existing or future projects, we may fail to improve our technology to adapt to such changes. Moreover, the production techniques of our competitors may improve at a faster pace so that their costs may be reduced to a lower level significantly or their productivity may become significantly higher than ours.

6. 政策變動

中國的《環境保護法》的罰則包括罰款、限制以至停產，大大增加公司污染成本。未有強制執行污染相關法規的政府環境保護監督管理部門人員將被降級、撤職或強制辭職，亦規定違反該法規定或會構成刑事罪行。

鑑於空氣及水污染嚴重，中央政府一直在向受污染的省份派遣檢查小組，並對未能預防及控制污染的地方官員問責，此舉可能導致企業因缺乏環境保護設施而被關閉。

中央政府可能會不時地對違反環境保護裁決的行為施加更嚴厲的法律及政策。倘我們不能遵守相關的環境保護裁決及規定，我們的業務可能會受到重大影響。

7. 技術過時

我們在環境行業中的競爭優勢仰賴保障安全、維持生產效率及壓低營運成本的技術能力。然而，法律、法規、政府政策及行業標準或會收緊對我們現有或未來項目的要求，我們可能無法提升技術，迎合有關轉變。此外，競爭對手可能加快提升生產技術，令其成本遠較我們劃算，或者生產力遠高於我們。



REPORT OF DIRECTORS

董事會報告

Relationship with key parties

The success of the Group also depends on the support from key parties which comprise customers, suppliers, employees and shareholders.

Customers

The Group's principal customers comprise the government, NGOs and private developers. The Group has well established operational and industry experience in foundation, civil engineering and general building work, which enables the Group to complete all our projects on schedule. Recognition from our sound track records, the Group has secured various sizeable new projects from public and private sectors. Our reputation and high standard of quality work enable the Group and the customers to achieve their profitability and sustainable growth.

Suppliers

Good relationship with suppliers constitutes one of the essential elements of the Group's success. To achieve positive business growth, the Group maintains close relationship with its suppliers in order to create a win-win situation so that suppliers and the Group can have a vertical cooperation for reaching both of the business goals.

Employees

The Group focuses on the talents of our employees as our most valuable asset and provides a harmonious and professional working environment with a variety of training programmes to our employees for career advancement. The key objective of our human resource management is to recognise and reward performing staff by providing competitive remuneration packages and implementing an effective performance appraisal system with appropriate incentives, namely equal promotion opportunity.

Shareholders

The principal goal of the Group is to maximise the return to the shareholders of the Company. The Group will focus on our core business and explore attractive investment opportunities for achieving sustainable profit growth and rewarding the shareholders with stable dividend payouts taking into account the business development needs and financial health of the Group.

與主要有關方的關係

本集團的成功亦有賴各主要有關方的支持，包括客戶、供應商、僱員及股東。

客戶

本集團的主要客戶包括政府、非政府組織及私人發展商。本集團在地基、土木工程及一般屋宇工程具備豐富營運及業內經驗，讓本集團準時完成所有手頭項目。本集團的良好往績紀錄廣受肯定，使本集團取得多項公私營範疇的新大型項目。我們的聲譽及高標準的優質工程，使本集團及客戶均能提高盈利能力，實現可持續增長。

供應商

與供應商的良好關係乃本集團的成功要素之一。為使業務循正面增長，本集團與供應商維持密切關係，攜手以垂直合作方式一同達成業務目標，締造雙贏局面。

僱員

本集團視僱員的才幹為最寶貴的資產。本集團向僱員提供和諧專業的工作環境，設有不同培訓計劃，協助彼等發展事業。我們人力資源管理的主要目標為透過提供具競爭力的薪酬待遇，推行有效的表現評核制度，論功行賞，為員工提供平等晉升機會，給予彼等肯定及回報。

股東

本集團主要目標乃為本公司股東創造最大回報。本集團將專注於核心業務之餘，同時發掘具吸引力的投資機會，實現可持續溢利增長，並於考慮本集團的業務發展需要及財務狀況後，提供穩定的派息率回饋股東。



REPORT OF DIRECTORS 董事會報告

Major Customers and Suppliers

Sales to the Group's 5 largest customers accounted for approximately 83.78% (31 March 2021: 67.24%) of the total sales for the Year and sales to the largest customer included therein amounted to approximately 51.90% (31 March 2021: 19.19%). Purchases from the Group's 5 largest suppliers accounted for approximately 40.28% (31 March 2021: 59.12%) of the total purchases for the Year and purchases from the largest supplier included therein amounted to approximately 24.12% (31 March 2021: 38.46%).

To the best knowledge of the Directors, neither the Directors, their close associates, nor any shareholders, who owned more than 5% of the Company's issued voting shares, had any interests in any of the Group's five largest customers or suppliers during the Year.

Results and Appropriations

The results of the Group for the Year are set out in the consolidated statement of profit or loss on page 90 and accompanying notes to the Consolidated Financial Statements.

The Board does not recommend a payment of a final dividend to the shareholders for the year ended 31 March 2022 (2021: nil).

Charitable Donations

Charitable and other donations made by the Group during the Year amounted to HK\$100,000 (2021: HK\$100,000).

Share Capital

Details of movements in share capital of the Company during the Year are set out in note 32 to the Consolidated Financial Statements.

Equity-linked Agreements

Save as disclosed above and in this annual report, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the Year or subsisted at the end of the Year.

主要客戶及供應商

對本集團5大客戶進行的銷售約佔本年度總銷售額的83.78% (2021年3月31日: 67.24%)，而當中對最大客戶進行的銷售則約佔51.90% (2021年3月31日: 19.19%)。向本集團5大供應商進行的採購約佔本年度總採購額的40.28% (2021年3月31日: 59.12%)，而當中向最大供應商進行的採購則約佔24.12% (2021年3月31日: 38.46%)。

據董事所深知，概無董事、彼等的緊密聯繫人或擁有本公司逾5%已發行具表決權股份的任何股東本年度於本集團五大客戶或供應商中擁有任何權益。

業績及分派

本集團本年度的業績載於第90頁的綜合損益表及隨附的綜合財務報表附註。

董事會不建議向股東派付截至2022年3月31日止年度的末期股息(2021年: 無)。

慈善捐款

本集團於本年度作出的慈善及其他捐款為100,000港元(2021年: 100,000港元)。

股本

本公司股本於本年度的變動詳情載於綜合財務報表附註32。

股票掛鈎協議

除上文及本年報所披露者外，本公司於本年度內並無訂立且本年度年末並無存續任何將會或可能導致本公司發行股份或規定本公司訂立任何將會或可能導致本公司發行股份的協議的股票掛鈎協議。



REPORT OF DIRECTORS

董事會報告

Reserves

Details of movements in reserves of the Group during the Year are set out in the consolidated statement of changes in equity.

Distributable Reserves

As at 31 March 2022, the Company does not have reserves available for distribution, subject to the compliance with the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and Company's articles of association (the "Articles of Association") (31 March 2021: HK\$nil).

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

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

Pre-Emptive Rights

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

Directors' Interests in Contracts

No Director or any entity connected with a Director was materially interested, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, or any of its subsidiaries was a party during the Year or the end of the Year.

Contract of Significance

No contract of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

Tax Relief and Exemption

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

儲備

本集團儲備於本年度的變動詳情載於綜合權益變動表。

可供分派儲備

於2022年3月31日，本公司在遵照開曼群島法例第22章公司法(1961年第3項法例，經綜合及修訂)及本公司組織章程細則(「組織章程細則」)規限下，並無可供分派儲備(2021年3月31日：0港元)。

購買、出售或贖回本公司的上市證券

於本年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

優先購買權

組織章程細則或開曼群島法例概無優先購買權的條文，規定本公司須按比例向現有股東提呈發售新股。

董事的合約權益

於本年度內及本年度年末時，董事或與董事有關連的任何實體概無於本公司或其任何附屬公司所訂立對本集團業務而言屬重大的任何交易、安排或合約中直接或間接擁有重大權益。

重大合約

本公司或其任何附屬公司概無訂立本公司董事於當中直接或間接擁有重大權益，且於本年度年末或本年度內任何時間仍然存續的重大合約。

稅務寬免及豁免

本公司並不知悉股東可因持有本公司證券而享有的任何稅項寬免及豁免。



REPORT OF DIRECTORS 董事會報告

Directors and Directors' Service Contracts

The Directors who held office during the Year and up to the date of this report are:

Executive Directors:

Mr. Zhu Yongjun (*Chairman of the Board*)
Mr. Pan Yimin
Mr. Lee Tsi Fun Nicholas

Non-executive Directors:

Mr. Sui Guangyi (*Honorary Chairman*)
(appointed on 15 October 2021)
Dr. Ge Xiaolin
Dr. Zhang Lihui

Independent Non-executive Directors:

Mr. Lo Chun Chiu, Adrian
Dr. Tong Ka Lok
Mr. Choy Wai Shek, Raymond, *MH, JP*

Each of the executive Directors and the non-executive Director has entered into a service contract with the Company or a subsidiary of the Company for an initial term of 3 years. Each of the independent non-executive Directors has also entered into a service contract with the Company for an initial term of 2 years. The aforesaid service contracts may be terminated by not less than 3 months' notice in writing served by either party on the other. All Directors shall be subject to retirement by rotation and re-election at an annual general meeting at least once every 3 years.

In accordance with Article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation. In accordance with Article 112 of the Articles of Association, any director appointed by the Board to fill a casual vacancy during the Year shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting.

董事及董事服務合約

於本年度及截至本報告日期止在任的董事如下：

執行董事：

朱勇軍先生(董事會主席)
潘軼旻先生
李錫勛先生

非執行董事：

隋廣義先生(名譽主席)
(於2021年10月15日獲委任)
葛曉麟博士
張立輝博士

獨立非執行董事：

羅俊超先生
唐嘉樂博士
蔡偉石先生，榮譽勳章，太平紳士

各執行董事及非執行董事均已與本公司或本公司附屬公司訂立服務合約，初步為期3年。各獨立非執行董事亦已與本公司訂立服務合約，初步為期2年。上述服務合約可由任何一方向另一方送達不少於3個月的書面通知終止。全體董事均須最少每3年於股東周年大會上輪流退任及接受重選一次。

按照組織章程細則第108(a)條，於每屆股東周年大會上，當時為數三分之一的董事須輪流退任。按照組織章程細則第112條，任何於本年度內獲董事會委任以填補臨時空缺的董事的任期僅直至其獲委任後的本公司首個股東大會為止，而彼等將在該大會上接受重選。



REPORT OF DIRECTORS

董事會報告

Mr. Zhu Yongjun, Dr. Zhang Lihui and Dr. Tong Ka Lok shall retire from office by rotation at the AGM to be held on 16 August 2022 in accordance with Article 108(a) of the Articles of Association. In accordance with Article 112 of the Articles of Association, Mr. Sui Guangyi, who was appointed by the Board on 15 October 2021, shall retire from office at the AGM. All of the retiring Directors, being eligible, offer themselves for re-election at the AGM.

Save as disclosed above, no Director proposed for re-election at the AGM has a service contract which is not determinable by the Company or any of its subsidiaries within 1 year without payment of compensation, other than statutory compensation.

Confirmation of Independence of Independent Non-executive Directors

Each of the independent non-executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules which have been received by the Company. The Company is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines during the Year.

Biographical Details of Directors and Senior Management

The biographical details of the Directors and senior management of the Group as at the date of this report are disclosed in the section headed "Biographical Details of the Directors and Senior Management" on pages 30 to 34 of this annual report. Save as disclosed in the aforesaid section, the Directors (a) have not held other directorships in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last 3 years; (b) do not hold any other positions in the Group; and (c) do not have any other relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

按照組織章程細則第108(a)條，朱勇軍先生、張立輝博士及唐嘉樂博士將於2022年8月16日舉行的股東周年大會上輪流退任。按照組織章程細則第112條，於2021年10月15日獲董事會委任的隋廣義先生，亦將於股東周年大會上退任。全部退任董事均合資格並願意於股東周年大會上接受重選。

除上文所披露者外，擬於股東周年大會上接受重選的董事概無訂有本公司或其任何附屬公司不可於1年內免付賠償(法定賠償除外)而終止的服務合約。

獨立非執行董事的獨立性確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的年度獨立性確認。本公司認為，全體獨立非執行董事於本年度內均符合上市規則第3.13條所載的獨立性指引，按照指引條款均屬獨立人士。

董事及高級管理人員的履歷詳情

於本報告日期的董事及本集團高級管理人員的履歷詳情於本年報第30至34頁「董事及高級管理人員的履歷詳情」一節披露。除上節所披露者外，董事(a)於過去3年並無在證券在香港或海外任何證券市場上市的公眾公司擔任其他董事職務；(b)並無於本集團擔任任何其他職務；及(c)與本公司任何董事、高級管理層或主要或控股股東概無任何其他關係。



REPORT OF DIRECTORS 董事會報告

Update on Directors' Information

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes of directors' information of the Company are as follows:

The monthly director's emoluments for Mr. Lee Tsi Fun Nicholas with effect from 1 October 2021 increased from HK\$100,000 to HK\$120,000. The monthly director's emoluments for Mr. Pan Yimin with effect from 1 December 2021 increased from HK\$35,000 to HK\$75,000. This is determined by reference to the prevailing market condition and their knowledgeable experience in the industry and contribution to the Company.

Save for the information disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Directors' Emoluments and 5 Highest Paid Individuals

The Directors' emoluments are determined by the Board with reference to the duties, responsibilities and performance of the Directors and the results of the Group.

Details of the Directors' emoluments and the 5 highest paid individuals are set out in notes 10 and 11 to the Consolidated Financial Statements.

Emolument Policy

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

更新董事資料

根據上市規則第13.51B(1)條，本公司董事資料的變動如下：

李錫勛先生的每月董事酬金自2021年10月1日起由100,000港元增加至120,000港元。潘軼旻先生的每月董事酬金自2021年12月1日起由35,000港元增加至75,000港元。此乃參考當時市場情況及彼等在行業內的知識經驗及對本公司的貢獻而釐定。

除上文所披露的資料外，概無根據上市規則第13.51B(1)條須披露的其他資料。

董事酬金及5名最高薪酬人士

董事酬金由董事會參照董事的職務、職責及表現以及本集團的業績釐定。

董事酬金及5名最高薪酬人士的詳情載於綜合財務報表附註10及11。

酬金政策

董事會已成立薪酬委員會，以於考慮本集團經營業績、董事及高級管理人員個人表現以及可資比較市場常規後，制定本集團的酬金政策以及本集團董事及高級管理人員的薪酬架構。



REPORT OF DIRECTORS

董事會報告

Directors' Rights to Acquire Shares or Debentures

Save as disclosed under the paragraphs headed "Directors' and Chief Executives' Interests or Short Positions in Shares, Underlying Shares and Debentures" and in this annual report relating to the share option scheme adopted by the Company, at no time during the Year was the Company, its parent company, any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of an acquisition of shares in, or underlying shares in, or debentures of, the Company or any other body corporate.

Management Contracts

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

Permitted Indemnity Provision

Pursuant to Article 191 of the Articles of Association, the Directors, Managing Directors, alternate Directors, auditors, secretary and other officers for the time being of the Company acting in relation to any of the affairs of the Company shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices. Such provision was in force during the Year and remained in force as of the date of this report. In addition, the Company has also maintained Directors and officers liability insurance during the Year.

Competition and Conflict of Interests

Saved and except of interests in the Group, none of the Directors or substantial shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interests with the Group during the Year.

5 Years Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last 5 financial years is set out on page 244. Such summary does not form part of the Consolidated Financial Statements.

董事購入股份或債券的權利

除「董事及最高行政人員於股份、相關股份及債券的權益或淡倉」等段所披露者及本年報所披露本公司採納的購股權計劃外，於本年度內任何時間，本公司、其母公司、其任何附屬公司或同系附屬公司概無訂立任何安排，致使董事可藉購入本公司或任何其他法人團體的股份、相關股份或債券而獲益。

管理合約

於本年度內概無訂立或存在任何有關本公司全部或任何重大部分業務管理及行政的合約。

獲准許彌償條文

根據組織章程細則第191條，就本公司任何事務行事的本公司當時董事、董事總經理、替任董事、核數師、秘書及其他高級人員履行職責或履行應履行的職責時，因所作出、發生或不進行的任何行為而將會或可能招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，均可自本公司的資產獲得彌償，確保不會就此受損。該條文於本年度內一直有效，且於本報告日期仍然有效。此外，本公司於本年度內亦已投購董事及高級人員的責任保險。

競爭及利益衝突

於本年度內，除於本集團的權益外，本公司董事或主要股東或彼等各自的任何聯繫人概無從事與本集團業務競爭或可能競爭的任何業務，亦無與本集團存在任何其他利益衝突。

5年財務概要

本集團過去5個財政年度的業績及資產與負債概要載於第244頁。該概要並不構成綜合財務報表的一部分。



REPORT OF DIRECTORS

董事會報告

Share Option Scheme

Pursuant to the written resolutions passed by the sole shareholder of the Company on 26 August 2014, the Company has conditionally adopted a share option scheme (the “Share Option Scheme”).

Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisors, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group and to promote the success of the business of the Group.

Participants under the Share Option Scheme and basis of eligibility

The Board may, at its absolute discretion and on such terms as it may think fit, grant any employee (full-time or part-time), director, consultant or advisor of the Group, or any substantial shareholder of the Group, or any distributor, contractor, supplier, agent, customer, business partner or service provider of the Group, options to subscribe at a price calculated in accordance with paragraphs (i) to (iii) below for such number of Shares as it may determine in accordance with the terms of the Share Option Scheme.

The basis of eligibility of any participant to the grant of any option shall be determined by the Board (or as the case may be, the independent non-executive Directors) from time to time on the basis of his contribution or potential contribution to the development and growth of the Group.

Principal terms of the Share Option Scheme

The principal terms of the Share Option Scheme are summarised as follows:

The Share Option Scheme was adopted for a period of 10 years commencing from 26 August 2014 and will remain in force until 25 August 2024 unless terminated earlier by the shareholders of the Company in general meeting. The Company may by resolution in general meeting or the Board may at any time terminate the operation of the Share Option Scheme and in such event no further options will be offered but options granted prior to such termination shall continue to be valid and exercisable in accordance with the provisions of the Share Option Scheme.

購股權計劃

根據本公司唯一股東於2014年8月26日通過的書面決議案，本公司已有條件採納一項購股權計劃（「購股權計劃」）。

購股權計劃的目的

購股權計劃旨在吸納及挽留最合適人員，向本集團僱員（全職及兼職）、董事、諮詢人、顧問、分銷商、承包商、供應商、代理、客戶、商業夥伴或服務供應商提供額外獎勵以及推動本集團業務邁向成功。

購股權計劃的參與者及合資格基準

董事會可絕對酌情按其認為合適的條款，向本集團任何僱員（全職或兼職）、董事、諮詢人或顧問、或本集團的任何主要股東、或本集團的任何分銷商、承包商、供應商、代理、客戶、商業夥伴或服務供應商授出購股權，藉以根據購股權計劃的條款，按下文第(i)至(iii)段計算得出的價格認購董事會可能釐定的股份數目。

董事會（或獨立非執行董事（視乎情況而定））可不時根據任何參與者對本集團發展及增長所作出或可能作出的貢獻釐定其獲授購股權的合資格基準。

購股權計劃的主要條款

購股權計劃的主要條款概述如下：

所採納的購股權計劃由2014年8月26日起為期10年，一直有效至2024年8月25日止，除非本公司股東於股東大會上提早終止則作別論。本公司可於股東大會上透過決議案或董事會可隨時終止購股權計劃的運作，在此情況下，將不會進一步發出購股權要約，惟於終止前已授出的購股權將繼續根據購股權計劃的條文屬有效及可予行使。



REPORT OF DIRECTORS

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The subscription price of a share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by the Board and notified to a participant and shall be at least the higher of:

- (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day;
- (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and
- (iii) the nominal value of a share on the date of grant of the option.

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to our Company on acceptance of the offer for the grant of an option is HK\$1.

The 10% limit as mentioned above was refreshed at the annual general meeting of the Company dated 25 September 2017 and the annual general meeting of the Company dated 28 March 2019. As at the date of this report, the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company is 572,900,134 Shares. On 5 March 2019, the Company granted share options to certain Directors and employees to subscribe for a total of 51,100,000 ordinary shares of HK\$0.10 each in the share capital of the Company under the Share Option Scheme. The exercise price of each option is HK\$1.65 per share with validity period of 2 years from the respective vesting dates. 30,120,000 options vested immediately on 5 March 2019 and remaining 20,980,000 options are vested during 1 year after such date of grant. As at 1 April 2021, there were 11,300,000 unexercised options issued and vested among the options granted on 5 March 2019. During the Year, none of such options were exercised, and the 11,300,000 unexercised options were lapsed on 4 March 2022.

On 19 April 2021, the Company granted 46,492,000 share options to certain Directors, employees, and a consultant under the Share Option Scheme on 16,892,000 Options were vested immediately on such date of grant; 14,800,000 Options will be vested during 1 year after such date of grant, and the remaining 14,800,000 Options will be vested during 2 years after such date of grant. The validity period for the first and second batch of options will be 2 years from their respective vesting dates; and the validity period for the third batch of options is one year from the vesting date.

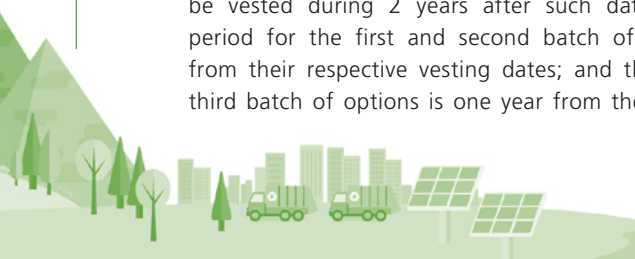
根據購股權計劃已授出的任何指定購股權所涉及的股份認購價，將為完全由董事會釐定並通知參與者的價格，並將至少為下列各項中的較高者：

- (i) 聯交所每日報價表所報股份於授出購股權當日(須為營業日)的收市價；
- (ii) 聯交所每日報價表所報股份於緊接授出購股權當日前五個營業日的平均收市價；及
- (iii) 授出購股權當日的股份面值。

授出購股權的要約須於由提出有關要約日期(包括該日)起計七天內接納。購股權承授人須於接納授出購股權要約時就每份購股權向本公司支付1港元。

上文所述的10%上限已於本公司在2017年9月25日舉行的股東周年大會及於本公司在2019年3月28日舉行的股東周年大會上更新。於本報告日期，根據購股權計劃及本公司任何其他購股權計劃授出的全部購股權獲行使而可予發行的股份總數為572,900,134股。於2019年3月5日，本公司根據購股權計劃向若干董事及僱員授出購股權，以認購本公司股本中共合51,100,000股每股面值0.10港元的普通股。每份購股權的行使價為每股1.65港元，有效期由各個歸屬日期起為期2年。30,120,000份購股權已於2019年3月5日即時歸屬，其餘20,980,000份購股權亦已於授出日期後1年內歸屬。於2021年4月1日，在2019年3月5日授出的期權中有11,300,000份已發行及歸屬但並未行使。於本年度，概無期權已被行使，11,300,000份未行使期權已於2022年3月4日失效。

於2021年4月19日，本公司根據購股權計劃向若干董事、僱員及一名顧問授出46,492,000份購股權，16,892,000份購股權已於該授出日期即時歸屬；14,800,000份購股權將於該授出日期後1年內歸屬，而其餘14,800,000份購股權將在該授出日期後兩年內歸屬。第1批及第2批購股權將由各自歸屬日期起計為期2年，第3批購股權將由歸屬日期起計為期1年。



REPORT OF DIRECTORS 董事會報告

Save for aforesaid, the Company did not grant any share option during the Year.

The total number of Shares issued and to be issued upon exercise of options granted to any participant (including both exercised and outstanding options) under the Share Option Scheme, in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue. Any further grant of options in excess of such limit must be separately approved by Shareholders in general meeting with such grantee and his associates abstaining from voting.

Any grant of an option to a Director, chief executive or substantial shareholder of our Company (or any of their respective associates) must be approved by the independent non-executive Directors (excluding any independent non-executive Director) who is the grantee of the option).

Where any grant of options to a substantial shareholder or an independent non-executive Director (or any of their respective associates) will result in the total number of Shares issued and to be issued upon exercise of all options already granted and to be granted to such person under the Share Option Scheme and any other share option schemes of our Company (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant:

- (i) representing in aggregate over 0.1% of the Shares in issue; and
- (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million,

such further grant of options is required to be approved by shareholders at a general meeting of the Company, with voting to be taken by way of poll.

除上文所述者外，本公司在本年度並無授出任何購股權。

截至授出日期止的任何12個月期間內，任何參與者因其根據購股權計劃獲授的購股權（包括已行使及尚未行使的購股權）獲行使而獲發行及將獲發行的股份總數，不得超過已發行股份的1%。如額外授出超逾該上限的購股權，則須經股東於股東大會上另行批准，而該承授人及其聯繫人必須於股東大會上放棄表決權。

向本公司董事、最高行政人員或主要股東（或任何彼等各自的聯繫人）授出任何購股權，均須經獨立非執行董事（不包括身為購股權承授人的獨立非執行董事）批准。

倘向主要股東或獨立非執行董事（或任何彼等各自的聯繫人）授出任何購股權導致在截至授出日期（包括該日）止任何12個月期間內，上述人士因根據購股權計劃及本公司任何其他購股權計劃已獲授及將獲授的所有購股權（包括已行使、已註銷及尚未行使的購股權）獲行使而獲發行及將獲發行的股份總數：

- (i) 合共超過已發行股份0.1%；及
- (ii) 根據股份於各授出日期的收市價計算的總值超過5百萬港元，

則額外授出購股權須經股東在本公司股東大會上批准，而表決將以投票方式進行。



REPORT OF DIRECTORS

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Details of movement of the share options granted under the Share Option Scheme during the Year are set out as follows:

根據購股權計劃授出的購股權於本年度的變動詳情載列如下：

Participants	Date of grant	Vesting period	Exercisable period	Exercise price	Number of options 購股權數目				Outstanding at 31.3.2022 於2022年3月31日 尚未行使
					Outstanding at 1.4.2021 於2021年4月1日 尚未行使	Granted	Exercised	Lapsed	
參與者	授出日期	歸屬期	行使期	行使價	尚未行使	已授出	已行使	已失效	尚未行使
Directors 董事									
Mr. Zhu Yongjun 朱勇軍先生	19.4.2021	Vested upon date of grant 已於授出日期歸屬	19.4.2021–18.4.2023	0.42	—	500,000	(500,000)	—	—
Mr. Pan Yimin 潘軼吳先生	19.4.2021	Vested upon date of grant 已於授出日期歸屬	19.4.2021–18.4.2023	0.42	—	500,000	—	—	500,000
	19.4.2021	19.4.2022–18.4.2024	19.4.2022–18.4.2024	0.42	—	1,500,000	—	—	1,500,000
	19.4.2021	19.4.2023–18.4.2024	19.4.2023–18.4.2024	0.42	—	1,500,000	—	—	1,500,000
Mr. Lee Tsi Fun Nicholas 李錫勳先生	5.3.2019	5.3.2019–4.3.2020	5.3.2020–4.3.2022	1.65	1,540,000	—	—	(1,540,000)	—
	19.4.2021	Vested upon date of grant 已於授出日期歸屬	19.4.2021–18.4.2023	0.42	—	2,000,000	—	—	2,000,000
	19.4.2021	19.4.2022–18.4.2024	19.4.2022–18.4.2024	0.42	—	1,500,000	—	—	1,500,000
	19.4.2021	19.4.2023–18.4.2024	19.4.2023–18.4.2024	0.42	—	1,500,000	—	—	1,500,000
Dr. Ge Xiaolin 葛曉麟博士	19.4.2021	Vested upon date of grant 已於授出日期歸屬	19.4.2021–18.4.2023	0.42	—	500,000	—	—	500,000
Dr. Zhang Lihui 張立輝博士	19.4.2021	Vested upon date of grant 已於授出日期歸屬	19.4.2021–18.4.2023	0.42	—	500,000	—	—	500,000
Mr. Lo Chun Chiu 羅俊超先生	19.4.2021	Vested upon date of grant 已於授出日期歸屬	19.4.2021–18.4.2023	0.42	—	500,000	—	—	500,000
Dr. Tong Ka Lok 唐嘉樂博士	19.4.2021	Vested upon date of grant 已於授出日期歸屬	19.4.2021–18.4.2023	0.42	—	500,000	—	—	500,000
Mr. Choy Wai Shek Raymond MH, JP 蔡偉石先生，榮譽勳章， 太平紳士	19.4.2021	Vested upon date of grant 已於授出日期歸屬	19.4.2021–18.4.2023	0.42	—	500,000	—	—	500,000
Employees 僱員									
	5.3.2019	5.3.2019–4.3.2020	5.3.2020–4.3.2022	1.65	9,760,000	—	—	(9,760,000)	—
	19.4.2021	Vested upon date of grant 已於授出日期歸屬	19.4.2021–18.4.2023	0.42	—	10,192,000	(4,944,000)	(2,200,000)	3,048,000
	19.4.2021	19.4.2022–18.4.2024	19.4.2022–18.4.2024	0.42	—	11,800,000	—	(2,200,000)	9,600,000
	19.4.2021	19.4.2023–18.4.2024	19.4.2023–18.4.2024	0.42	—	11,800,000	—	(2,200,000)	9,600,000
Consultant 顧問									
	19.4.2021	Vested upon date of grant 已於授出日期歸屬	19.4.2021–18.4.2023	0.42	—	1,200,000	(800,000)	—	400,000
					11,300,000	46,492,000	(6,244,000)	(17,900,000)	33,648,000



REPORT OF DIRECTORS

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Apart from the aforesaid Share Option Scheme, at no time during the Year and up to the date of this report the Company or any associated corporation was a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors, or their spouses or children under the age 18, had any right to subscribe for the shares in, or debentures of, the Company, or had exercised any such rights.

Directors' and Chief Executives' Interests or Short Positions in Shares, Underlying Shares and Debentures

As at 31 March 2022, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO")) which were 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 chief executive is taken or deemed to have under such provision of the SFO) or which were required pursuant to Section 352 of the SFO, to be entered in the register of members of the Company, or which were required, pursuant to standard of dealings by Directors as referred to the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

除上述購股權計劃外，於本年度內任何時間及截至本報告日期，本公司或任何相聯法團概無訂立任何安排，致使董事可藉收購本公司或任何其他法人團體的股份或債券而獲益，而董事、彼等的配偶或未滿18歲的子女並無擁有任何權利認購本公司股份或債券，亦無行使任何有關權利。

董事及最高行政人員於股份、相關股份及債券的權益或淡倉

於2022年3月31日，本公司董事及最高行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例第XV部)的股份、相關股份及債券中擁有根(「證券及期貨條例」)據證券及期貨條例第XV部第7及8分部已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任何有關董事或最高行政人員被當作或被視為擁有的權益或淡倉)，或根據證券及期貨條例第352條須記入本公司股東登記冊內的權益及淡倉，或根據上市規則所述董事交易準則須知會本公司及聯交所的權益及淡倉如下：



REPORT OF DIRECTORS

董事會報告

(i) Interests in the Company

(i) 於本公司的權益

Name of directors	Interests in ordinary shares 於普通股的權益			Total interests in ordinary shares	Total interests in underlying shares	Aggregate interests	% of the Company's issued voting shares
	Personal interests	Family interests	Corporate interests	於普通股的 權益總額	於相關股份 的權益總額		佔本公司 已發行具 表決權股份 的百分比
董事姓名	個人權益	家族權益	公司權益	於普通股的 權益總額	於相關股份 的權益總額	權益總計	百分比
Mr. Zhu Yongjun (Note 1) 朱勇軍先生(附註1)	5,400,000	—	78,656,000	84,056,000	—	84,056,000	8.81%
Mr. Pan Yimin 潘軼旻先生	—	—	—	—	3,500,000	3,500,000	0.36%
Mr. Lee Tsi Fun Nicholas 李錫勳先生	—	—	—	—	5,000,000	5,000,000	0.52%
Dr. Ge Xiaolin 葛曉麟博士	—	—	—	—	500,000	500,000	0.05%
Dr. Zhang Lihui 張立輝博士	96,000	—	—	96,000	500,000	596,000	0.06%
Mr. Lo Chun Chiu Adrian 羅俊超先生	—	—	—	—	500,000	500,000	0.05%
Dr. Tong Ka Lok 唐嘉樂博士	480,000	—	—	480,000	500,000	980,000	0.10%
Mr. Choy Wai Shek, Raymond, <i>MH, JP</i> 蔡偉石先生， 榮譽勳章，太平紳士	700,000	—	—	700,000	500,000	1,200,000	0.12%

Note:

- The 77,000,000 shares are beneficially held by Jumbo Grand Enterprise Development Limited ("Jumbo Grand") and 1,656,000 shares are beneficially by Excellent Point Asia Limited ("Excellent Point"). Mr. Zhu Yongjun owns 100% of the issued voting shares of Jumbo Grand and Excellent Point. Mr. Zhu Yongjun is deemed or taken to be interested in all the shares which are beneficially owned by Jumbo Grand for the purpose of the SFO. Mr. Zhu Yongjun is the Chairman of the Board and an executive Director of the Company.

附註：

- 該77,000,000股股份由Jumbo Grand Enterprise Development Limited (「Jumbo Grand」) 實益持有，而該1,656,000股股份則由 Excellent Point Asia Limited (「Excellent Point」) 實益持有。朱勇軍先生擁有Jumbo Grand及Excellent Point的100%已發行具投票權股份。就證券及期貨條例而言，朱勇軍先生被視為或被當作於Jumbo Grand實益擁有的所有股份中擁有權益。朱勇軍先生為本公司董事會主席兼執行董事。



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(ii) *Interests in the associated corporation*

(ii) 於相聯法團的權益

Name of directors/ chief executive	Name of associated corporation	Capacity/Nature	No. of shares held	% of the issued voting shares of associate corporation
董事／最高行政人員 姓名	相聯法團名稱	身份／性質	持有 股份數目	已發行具表決權 股份的百分比
Zhu Yongjun	Jumbo Grand	Interest in controlled corporation	10,000	100%
朱勇軍	Jumbo Grand	受控制法團權益		
Zhu Yongjun	Excellent Point	Interest in controlled corporation	50,000	100%
朱勇軍	Excellent Point	受控制法團權益		
Chu Shu Cheong	Prosper Power	Interest In controlled corporation	75	75%
朱樹昌	昌威	受控制法團權益		

Save as disclosed above, as at 31 March 2022 none of the Directors and chief executives of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were 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 they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Listing Rules relating to the required standard of dealings by the directors to be notified to the Company and the Stock Exchange.

除上文所披露者外，於2022年3月31日，本公司董事及最高行政人員概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所的任何其他權益或淡倉(包括根據證券及期貨條例有關條文彼等被當作或被視為擁有的權益或淡倉)，或根據證券及期貨條例第352條須記入該條所指登記冊內的任何其他權益或淡倉，或根據有關董事交易規定準則的上市規則須知會本公司及聯交所的任何其他權益或淡倉。



REPORT OF DIRECTORS

董事會報告

Substantial Shareholder's Interests and/or Short Position in Shares and Underlying Shares of the Company

So far as is known to the Directors, as at 31 March 2022, the following person (not being a Director or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under provision of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who is directly or indirectly interested in 5% or more of any class of issued shares carrying rights to vote in all circumstances at general meetings of any member of the Group:

Long positions in the shares of the Company**主要股東於本公司股份及相關股份的權益及／或淡倉**

據董事所知，於2022年3月31日，下列人士（並非本公司董事或最高行政人員）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的權益或淡倉，或記入根據證券及期貨條例第336條本公司須存置的登記冊內的權益或淡倉，或直接或間接擁有附帶權利可於任何情況下在本集團任何成員公司的股東大會上投票的任何類別已發行股份5%或以上的權益：

於本公司股份的好倉

Name of shareholders 股東名稱	Capacity 身份	Number of shares held 持有股份數目	Approximate percentage of shareholdings in the Company 佔本公司股權的概約百分比
Jumbo Grand (Note 1) Jumbo Grand (附註1)	Beneficial owner 實益擁有人	77,000,000	8.07%
Prosper Power Group Ltd ("Prosper Power") (Note 2) 昌威集團有限公司(「昌威」)(附註2)	Beneficial owner 實益擁有人	76,500,000	8.01%
Mr. Chu Shu Cheong (Note 2) 朱樹昌先生(附註2)	Interest in a controlled corporation 受控制法團權益	76,500,000	8.01%
Kingston Finance Limited (Notes 2 and 3) 金利豐財務有限公司(附註2及3)	Person having a security interest in shares 擁有股份抵押權益的人士	76,500,000	8.01%
Ample Cheer Limited (Notes 2 and 3) Ample Cheer Limited (附註2及3)	Interest in a controlled corporation 受控制法團權益	76,500,000	8.01%
Chu Yuet Wah (Notes 2 and 3) 李月華(附註2及3)	Interest in a controlled corporation 受控制法團權益	76,500,000	8.01%



REPORT OF DIRECTORS 董事會報告

Notes:

1. Jumbo Grand is wholly-owned by Mr. Zhu Yongjun who is the Chairman of the Board and an executive Director of the Company. Accordingly, Mr. Zhu Yongjun is deemed to be interested in the 77,000,000 shares held by Jumbo Grand for the purpose of the SFO.
2. The 76,500,000 shares are beneficially owned by Prosper Power Group Ltd ("Prosper Power") which is owned as to 75% by Mr. Chu Shu Cheong. Mr. Chu Shu Cheong is deemed or taken to be interested in all the shares which are beneficially owned by Prosper Power. Mr. Chu Shu Cheong is also a director of Prosper Power.
3. The 76,500,000 shares are beneficially owned by Prosper Power and had been pledged to Kingston Finance Limited as pledgee to secure a loan granted to Prosper Power. Kingston Finance Limited is wholly-owned by Ample Cheer Limited, which is in turn owned as to 80% by Best Forth Limited, which is wholly-owned by Ms. Chu Yuet Wah. Accordingly, Ample Cheer Limited and Ms. Chu Yuet Wah are deemed to be interested in all shares held by Kingston Finance Limited.

Save as disclosed under the sections headed "Directors' and Chief Executives' Interests or Short Positions in Shares, Underlying Shares and Debentures" and "Substantial Shareholder's Interests and/or Short Position in Shares and Underlying Shares of the Company" above, as at 31 March 2022, no other person was individually and/or collectively entitled to exercise or control the exercise of 5% or more of the voting power at general meeting of the Company and was able, as a practical matter, to direct or influence the management of the Company.

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the Directors, as at the date of the report, the Company has maintained the prescribed public float under the Listing Rules during the Year.

Closure of the Register of Members

The register of members of the Company will be closed from 11 August 2022 to 16 August 2022 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the AGM of the Company, all transfer document, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (and with effect from 15 August 2022 onwards, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong) for registration not later than 4:30 p.m. on 10 August 2022.

Events After the Reporting Period

Save as disclosed under the sections headed "Management Discussion and Analysis" above, there is no other significant event after the Reporting Period of the Group.

附註：

1. Jumbo Grand由朱勇軍先生(為本公司董事會主席兼執行董事)全資擁有。因此，就證券及期貨條例而言，朱勇軍先生被視為於Jumbo Grand持有的77,000,000股股份中擁有權益。
2. 該76,500,000股股份由昌威集團有限公司(「昌威」)實益擁有，而昌威由朱樹昌先生擁有75%權益。朱樹昌先生被視為或當作於昌威實益擁有的所有股份中擁有權益。朱樹昌先生亦為昌威的董事。
3. 該76,500,000股股份由昌威實益擁有，並已質押予金利豐財務有限公司(作為承押人)，以取得昌威獲授的一筆貸款。金利豐財務有限公司由Ample Cheer Limited全資擁有，而Ample Cheer Limited則由李月華女士全資擁有的Best Forth Limited擁有80%權益。因此，Ample Cheer Limited及李月華女士均被視為於金利豐財務有限公司持有的所有股份中擁有權益。

除上文「董事及最高行政人員於股份、相關股份及債券的權益或淡倉」及「主要股東於本公司股份及相關股份的權益及／或淡倉」兩節所披露者外，於2022年3月31日，概無其他人士個別及／或共同有權行使或控制行使本公司股東大會5%或以上的表決權，且能實質上指示或影響本公司管理層。

公眾持股量的充足程度

基於本公司可公開取得的資料及據董事所知，於本報告日期，本公司於本年度內一直維持上市規則所規定的公眾持股量。

暫停辦理股份過戶登記手續

本公司將於2022年8月11日至2022年8月16日(包括首尾兩天)暫停辦理股份過戶登記手續，期間將不會辦理股份過戶登記。為釐定出席本公司股東周年大會並於會上表決的權利，所有過戶文件連同相關股票必須最遲於2022年8月10日下午4時30分交回本公司的香港股份過戶登記分處卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心54樓(自2022年8月15日起，地址改為香港夏慤道16號遠東金融中心17樓))，以便辦理登記手續。

報告期後事項

除上文「管理層討論及分析」一節所披露者外，本集團於報告期後並無發生任何其他重大事項。



REPORT OF DIRECTORS

董事會報告

Auditor

BDO Limited will retire and, being eligible, offer themselves for re-appointment at the forthcoming AGM. A resolution to re-appoint BDO Limited, the retiring auditor, as auditor of the Company is to be proposed at the forthcoming AGM of the Company.

By order of the Board

New Concepts Holdings Limited

Zhu Yongjun

Chairman and Executive Director

Hong Kong, 29 June 2022

核數師

香港立信德豪會計師事務所有限公司將於應屆股東周年大會上任滿告退，並合資格且願意接受續聘。本公司將於其應屆股東周年大會上提呈一項決議案，以續聘退任核數師香港立信德豪會計師事務所有限公司為本公司核數師。

承董事會命

創業集團(控股)有限公司

朱勇軍

主席兼執行董事

香港，2022年6月29日



CORPORATE GOVERNANCE REPORT

企業管治報告

Corporate Governance Practices

The Board believes that good corporate governance is one of the areas leading to the success of the Company and balancing the interests of shareholders, customers and employees, and the Board is devoted to ongoing enhancement of the efficiency and effectiveness of such principles and practices.

The Company has adopted the compliance manual which sets out the minimum standard of good practices concerning the general management responsibilities of the Board with which the Company and the Directors shall comply and which contains, among other things, the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules as its own code of corporate governance.

The Board considers that the Company has complied with the code provisions set out in the CG Code during the Year.

The Board of Directors Composition and Responsibilities

As at 31 March 2022, the Board comprises 9 directors ("Directors"), comprising 3 executive Directors, 3 non-executive Directors and three independent non-executive Directors. The composition of the Board throughout the Year is as follows:

Executive Directors:

Mr. Zhu Yongjun (*Chairman of the Board*)
Mr. Pan Yimin
Mr. Lee Tsi Fun Nicholas

Non-executive Directors:

Mr. Sui Guangyi (*Honorary Chairman*)
(appointed on 15 October 2021)
Dr. Ge Xiaolin
Dr. Zhang Lihui

Independent Non-executive Directors:

Mr. Lo Chun Chiu, Adrian
Dr. Tong Ka Lok
Mr. Choy Wai Shek, Raymond, *MH, JP*

企業管治常規

董事會相信，良好的企業管治乃引領本公司邁向成功並平衡股東、客戶及僱員各方利益的範疇之一，而董事會致力持續提升該等原則及慣例的效率及效益。

本公司已採納一份合規手冊，載列有關董事會整體管理責任的良好常規最低標準，並已收納(其中包括)上市規則附錄14所載的企業管治守則(「企業管治守則」)的守則條文作為其本身的企業管治守則，本公司與董事均須予以遵守。

董事會認為，本公司於本年度已遵守企業管治守則所載的守則條文。

董事會 成員組合及職責

於2022年3月31日，董事會由9名董事(「董事」)組成，當中包括3名執行董事、3名非執行董事及3名獨立非執行董事。於本年度，董事會成員組合如下：

執行董事：

朱勇軍先生(*董事會主席*)
潘軼旻先生
李錫勛先生

非執行董事：

隋廣義先生(*名譽主席*)
(於2021年10月15日獲委任)
葛曉麟博士
張立輝博士

獨立非執行董事：

羅俊超先生
唐嘉樂博士
蔡偉石先生，榮譽勳章，太平紳士



CORPORATE GOVERNANCE REPORT

企業管治報告

The biographical details and responsibilities of the Directors as well as the senior management are set out in the section “Biographical Details of the Directors and Senior Management” on pages 30 to 34.

Save as disclosed in the section headed “Biographical Details of the Directors and Senior Management” to this annual report, the Directors have no other financial, business, family or other material/ relevant relationships with each other.

The Board is accountable to shareholders for the Company's performance and activities. While the Board is primarily overseeing and managing the Company's affairs, the Chairman of the Board provides leadership to the Board in carrying out its duties. The executive Directors and the senior management of the Company are delegated with responsibilities in the day-to-day management of the Company and make operational and business decisions within the control of and delegation framework of the Company. The independent non- executive Directors contribute valuable views and proposals for the Board's deliberation and decisions.

The Company has throughout the Year met the requirements of the Listing Rules relating to the appointment of at least 3 independent non-executive Directors with at least one of them possessing appropriate professional qualifications, accounting or related financial management expertise.

At all times during the Year, the independent non-executive Directors represent at least one-third of the Board.

Each of the independent non-executive Directors has submitted a written statement to the Stock Exchange confirming their independence and has undertaken to inform the Stock Exchange as soon as practicable if there is any subsequent change of circumstances which may affect their independence prior to their respective appointment. The Company has also received a written confirmation from each of the independent non-executive Directors in respect of their independence for the Year. The Board considers that all independent non-executive Directors are being considered to be independent with reference to the factors stated in the Listing Rules during the Year.

董事及高級管理人員的履歷詳情及職責載於第30至34頁「董事及高級管理人員的履歷詳情」一節。

除本年報「董事及高級管理人員的履歷詳情」一節所披露者外，董事彼此之間概無其他財務、業務、親屬或其他重大／相關關係。

董事會就本公司的表現及活動向股東負責。董事會主要監察並管理本公司事務，董事會主席則帶領董事會履行其職務。執行董事及本公司高級管理人員，於本公司的監控及授權框架下獲轉授本公司日常管理及作出營運及業務決策的責任。獨立非執行董事則為董事會討論及決策貢獻寶貴見解及建議。

本公司於本年度一直符合上市規則有關委任最少3名獨立非執行董事，以及其中最少一名須具備適當專業資格、會計或相關財務管理專業知識的規定。

於本年度，獨立非執行董事一直最少佔董事會人數的三分之一。

於獲委任前，各獨立非執行董事已分別向聯交所提交書面聲明，確認彼等的獨立性，並已承諾於日後出現任何可能影響其獨立性的情況變化時，於實際可行情況下盡快知會聯交所。本公司亦已接獲各獨立非執行董事有關其於本年度內的獨立性的書面確認。董事會認為，參照上市規則所列因素，全體獨立非執行董事於本年度內均被視為獨立人士。



CORPORATE GOVERNANCE REPORT 企業管治報告

Other matters reserved for the Board include consideration of dividend policy, approval of major investments, maintenance of an adequate system of internal controls and review of the corporate governance practices of the Group. Daily operations and administration are delegated to management teams.

Procedure for Seeking Independent Professional Advice by Directors

The Company has agreed to provide separate independent professional advice and sufficient resources to Directors and all Board Committees to assist them to discharge their duties. The Company will consider to develop a written procedure to enable Directors, and members of all Board Committees upon reasonable request, to seek and be provided with independent professional advice in appropriate circumstances, at the Company's expense.

The Company has subscribed an insurance policy with an aim to indemnify its Directors from any losses, damages, liabilities and expenses arising from, including but not limited to, any proceedings brought against them during the performance of their duties pursuant to their respective services agreements entered into with the Company.

Board Meetings

The Board is scheduled to meet regularly at least 4 times a year at approximately quarterly intervals, to discuss the overall strategy as well as the operational and financial performance of the Company. Other Board meetings have been held during the Year for approving the acquisitions of business, grant of share options, subscription and issue of shares and change of Directors of the Company, etc. Such Board meetings involve the active participation, either in person or through other electronic means of communication, of a majority of Directors. The Directors make every effort to contribute to the formulation of policy, decision-making and the development of the Group's business.

留待董事會考慮的其他事宜包括股息政策、批准重大投資、維持充足的內部監控制度及檢討本集團的企業管治常規。日常營運及行政職能乃轉授予管理團隊。

董事尋求獨立專業意見的程序

本公司同意向董事及所有董事委員會另行提供獨立專業意見及足夠資源，以協助彼等履行其職責。本公司將考慮制定書面程序，讓董事及所有董事委員會的成員提出合理要求，在適當情況下尋求及獲取獨立專業意見，費用由本公司承擔。

本公司已購買保險，以就(包括但不限於)董事因根據彼等各自與本公司訂立的服務協議履行職責而面臨的法律程序所產生的損失、損害、負債及開支向董事作出彌償。

董事會會議

董事會約定每年舉行最少4次定期會議，大約每季一次，以討論本公司的整體策略以及營運及財務表現。本年度亦曾舉行其他董事會會議，以批准業務收購、授出購股權、認購及發行股份以及更換本公司董事等事宜。大部分董事透過親身出席或其他電子通訊方式積極參與有關董事會會議。董事為制定政策、作出決定及發展本集團業務作出貢獻，不遺餘力。



CORPORATE GOVERNANCE REPORT

企業管治報告

During the Year, a total of 10 Board meetings were held. Various meetings of the remuneration committee, nomination committee and audit committee have also been held. The Chairman has had a meeting with independent non-executive Directors without the presence of the executive Directors and non-executive Directors.

於本年度，董事會曾舉行合共10次會議。本公司亦曾舉行多次薪酬委員會、提名委員會及審核委員會會議。主席已與獨立非執行董事舉行並無執行董事及非執行董事出席的會議。

Directors' Attendance at the Board/Board Committee/General Meetings

董事於董事會會議／董事委員會會議／股東大會上的出席率

Below are details of all Directors' attendance at the Board and Board committee meetings, and general meetings held during the Year:

於本年度舉行的董事會會議、董事委員會會議及股東大會的全體董事出席率如下：

Name of Director 董事姓名	Board Meeting 董事會會議	Number of Meetings Attended/Held 出席／舉行會議次數			Annual General Meeting 股東周年大會	
		Audit Committee Meeting 審核委員會會議	Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議		
<i>Executive Directors:</i> Mr. Zhu Yongjun	執行董事： 朱勇軍先生	10/10	N/A 不適用	2/2	N/A 不適用	0/1
Mr. Pan Yimin	潘軼旻先生	10/10	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. Lee Tsi Fun Nicholas	李錫勛先生	10/10	N/A 不適用	N/A 不適用	5/5	1/1
<i>Non-executive Directors:</i> Mr. Sui Guangyi (Note)	非執行董事： 隋廣義先生(附註)	5/10	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Dr. Ge Xiaolin	葛曉麟博士	10/10	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Dr. Zhang Lihui	張立輝博士	10/10	N/A 不適用	N/A 不適用	N/A 不適用	1/1
<i>Independent Non-executive Directors:</i> Mr. Lo Chun Chiu, Adrian	獨立非執行董事： 羅俊超先生	10/10	3/3	2/2	5/5	1/1
Dr. Tong Ka Lok	唐嘉樂博士	10/10	3/3	2/2	5/5	1/1
Mr. Choy Wai Shek, Raymond, MH, JP	蔡偉石先生，榮譽勳章， 太平紳士	10/10	3/3	2/2	5/5	1/1

Note: Appointed on 15 October 2021.

附註：於2021年10月15日獲委任。



CORPORATE GOVERNANCE REPORT 企業管治報告

Appropriate notices are given to all Directors in advance for attending regular and other board or board committee meetings. Meeting agendas and other relevant information are provided to the Directors in advance of board or board committee meetings. All Directors are consulted to include additional matters in the agenda for such meetings.

Directors have access to the advice and services of the Company Secretary with a view to ensuring that board procedures, and all applicable rules and regulations, are followed.

Both draft and final versions of the minutes will be sent to all Directors for their comment and records. Minutes of board and board committee meetings are kept by the Company Secretary and such minutes are open for inspection at any reasonable time on reasonable prior notice by any Director.

All directors are also entitled to have access to board papers and related materials. These papers and related materials are in a form and quality sufficient to enable the board to make informed decisions on matters placed before it. Queries raised by directors shall receive a prompt and full response by the management.

Appointment, Re-election and Removal

The aforesaid service contracts may be terminated by not less than 3 month's notice in writing served by either party on the other.

In accordance with the articles of association of the Company, at each annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at an annual general meeting of the Company, at least once every 3 years. Such retiring Directors shall be eligible for re-election at the annual general meeting.

全體董事已於出席定期及其他董事會或董事委員會會議前獲發適當事先通知。會議議程及其他相關資料已於董事會或董事委員會會議前送交董事。全體董事已獲諮詢，以提出額外事項列入有關會議議程。

董事均可取得公司秘書的意見及享用其服務，以確保董事會程序以及所有適用規則及規例獲得遵守。

會議記錄的初稿及最終定稿將發送至全體董事，供董事表達意見及記錄之用。董事會及董事委員會會議記錄由公司秘書備存，倘有任何董事發出合理事先通知，則會公開有關會議記錄供其在任何合理的時段查閱。

所有董事亦有權索閱董事會文件及相關材料，而有關文件及材料的形式及質量足以讓董事會就向其提呈的事宜作出知情決定。管理層將適時全面回應由董事提出的查詢。

委任、重選及罷免

上述服務合約可由任何一方向另一方送達不少於3個月的書面通知終止。

根據本公司的組織章程細則，於每屆本公司股東周年大會上，當時為數三分之一的董事須輪流退任，惟每一名董事(包括有指定任期者)須最少每3年於本公司股東周年大會上退任一次。退任董事合資格於股東周年大會上接受重選。



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The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders of the Company in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Confirmation of Independence

Each of the independent non-executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines during the Year.

Code of Conduct for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors.

Specific enquiries have been made with all Directors, and all Directors confirmed in writing that they have complied with the required standard set out in the Model Code regarding their securities transactions for the Year.

Induction and Continuous Professional Trainings of Directors

Each of the appointed Directors, has received formal, comprehensive and tailored induction and continuous professional training to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the requirements of the Listing Rules and relevant statutory obligations.

The Directors have also been informed of the requirement under Code Provision A.6.5 of the CG Code regarding continuous professional development.

董事會有權不時及隨時委任任何人士為董事，以填補臨時空缺或出任新增董事，但據此獲委任的董事人數不得超過本公司股東不時在股東大會上確定的上限。任何獲董事會委任以填補臨時空缺的董事任期僅直至其獲委任後的本公司首屆股東大會為止，而彼等屆時將在該大會上接受重選。任何獲董事會委任出任新增董事的董事任期僅直至舉行本公司下屆股東周年大會為止，而彼等屆時將合資格接受重選。

獨立性確認

各獨立非執行董事已根據上市規則第3.13條作出年度獨立性確認。本公司認為，於本年度，全體獨立非執行董事均符合上市規則第3.13條所載的獨立性指引，且按照指引條款均屬獨立人士。

董事進行證券交易的行為守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為其本身董事進行本公司證券交易的行為守則。

本公司已向全體董事進行具體查詢，而全體董事已以書面確認，彼等於本年度已就其證券交易遵守標準守則所載的規定準則。

董事入職及持續專業培訓

各獲委任董事均已接受正式、全面而適切的入職介紹及持續專業培訓，以確保其對本公司的業務及營運有適當認識，並全面了解上市規則規定及相關法定責任下的董事責任與義務。

董事亦已獲悉企管守則的守則條文A.6.5有關持續專業發展的規定。



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During the Year, there was one in-house training conducted covering the topics of connected transactions, directors' duties and responsibilities, corporate governance practices, independence of independent non-executive directors, disclosure requirements under the Listing Rules and SFO.

於本年度，本公司曾進行一次內部培訓，內容涵蓋關連交易、董事職務及職責、企業管治常規、獨立非執行董事的獨立性以及上市規則及證券及期貨條例的披露規定。

All Directors have attended the continuous professional development training and below are details of all Directors' attendance on training during the Year.

於本年度，全體董事已出席持續專業發展培訓，下文載列全體董事的出席詳情。

Attendance/Numbers of in-house seminars 出席／舉行內部座談會次數

<i>Executive Directors:</i>	執行董事：	
Mr. Zhu Yongjun	朱勇軍先生	1
Mr. Pan Yimin	潘軼旻先生	1
Mr. Lee Tsi Fun Nicholas	李錫勳先生	1
<i>Non-executive Directors:</i>	非執行董事：	
Mr. Sui Guangyi (note)	隋廣義先生(附註)	1
Dr. Zhang Lihui	張立輝博士	1
Dr. Ge Xiaolin	葛曉麟博士	1
<i>Independent Non-executive Directors:</i>	獨立非執行董事：	
Mr. Lo Chun Chiu, Adrian	羅俊超先生	1
Dr. Tong Ka Lok	唐嘉樂博士	1
Mr. Choy Wai Shek, Raymond, MH, JP	蔡偉石先生，榮譽勳章，太平紳士	1

Note: Appointed on 15 October 2021.

附註：於2021年10月15日獲委任。

Board Committees

Audit Committee

The audit committee of the Company was established in compliance with Rules 3.21 and 3.22 of the Listing Rules and with its written terms of reference. The latest terms of reference of the audit committee are available on the websites of the Company and the Stock Exchange.

董事委員會

審核委員會

本公司的審核委員會乃遵照上市規則第3.21及3.22條成立，並具備書面職權範圍。最新的審核委員會書面職權範圍可於本公司及聯交所網站查閱。



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The responsibility of the audit committee is to assist the Board in fulfilling its audit duties through the review and supervision of the Company's financial reporting, risk management and internal control principles and procedures, and to provide advice and comments to the Board. The members meet regularly with the external auditor and/or the Company's senior management for the review, supervision and discussion of the Company's financial reporting, risk management and internal control procedures and ensure that the management has discharged its duties to have an effective risk management and internal control systems.

The composition of the audit committee throughout the Year is as follows:

Dr. Tong Ka Lok (*Chairman*)
Mr. Lo Chun Chiu, Adrian
Mr. Choy Wai Shek, Raymond, *MH, JP*

None of the members of the audit committee is a former partner of the Company's existing auditing firm. Dr. Tong Ka Lok, who has appropriate professional qualifications and experience in accounting matters, was appointed as the chairman of the audit committee.

During the Year, the audit committee held 3 meetings. Details of the attendance of the members of the audit committee in the said meeting are set out under the sub-heading "Directors' Attendance at Board/Board Committee/General Meetings" above.

The summary of work of the audit committee during the Year is as follows:

- met with the external auditors, reviewed and made recommendations for the Board's approval on the annual and interim reports of the Company;
- reviewed and approved audit fee;
- recommended the re-appointment of BDO Limited as auditor, and approval the remuneration and terms of engagement; and
- reviewed the effectiveness of the Company's risk management and internal control systems including the internal audit function.

審核委員會的責任乃協助董事會審閱及監督本公司的財務申報、風險管理及內部監控原則及程序，履行其審核職務，以及向董事會提供意見及評價。成員定期與外部核數師及／或本公司的高級管理人員會面，以審閱、監督及討論本公司的財務申報、風險管理及內部監控程序，以及確保管理層已履行設立有效風險管理及內部監控制度的職務。

於本年度，審核委員會成員組合如下：

唐嘉樂博士(主席)
羅俊超先生
蔡偉石先生，榮譽勳章，太平紳士

審核委員會成員均非本公司現時核數公司的前任合夥人。唐嘉樂博士具備合適專業資格及會計事務經驗，已獲委任為審核委員會主席。

於本年度，審核委員會曾舉行3次會議。審核委員會成員於上述會議上的出席率詳情載於上文「董事於董事會會議／董事委員會會議／股東大會上的出席率」分節。

審核委員會於本年度的工作概要如下：

- 會見外部核數師、審閱本公司年報及中期報告並建議董事會批准；
- 檢討及批准核數費用；
- 建議續聘香港立信德豪會計師事務所有限公司為核數師，並批准薪酬及委聘條款；及
- 檢討本公司風險管理及內部監控制度(包括內部審核職能)的成效。



CORPORATE GOVERNANCE REPORT

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Remuneration Committee

The Board established the remuneration committee on 26 August 2014 with written terms of reference in compliance with the relevant CG Code. The latest written terms of reference of the remuneration committee are available on the websites of the Company and the Stock Exchange.

The remuneration committee is responsible for, inter alia, formulating and making recommendations to the Board on the Company's emolument policy and on the establishment of a formal and transparent procedure for developing such policy. The Board expects the remuneration committee to exercise independent judgment and ensures that executive Directors do not participate in the determination of their own remuneration.

The composition of the remuneration committee throughout the Year is as follows:

Mr. Choy Wai Shek, Raymond, *MH, JP (Chairman)*
 Dr. Tong Ka Lok
 Mr. Lo Chun Chiu, Adrian
 Mr. Lee Tsi Fun Nicholas

During the Year, the remuneration committee held 5 meetings. Details of the attendance of the members of the remuneration committee in the said meeting are set out under the sub-heading "Directors' Attendance at Board/Board Committee/General Meetings" above.

The summary of work of the remuneration committee during the Year is as follows:

- reviewed and recommended to the Board on the Group's remuneration policy and strategy;
- reviewed and recommended to the Board on the remuneration packages of the executive Directors, non-executive Directors, independent non-executive Directors and senior management during the Year; and
- assessed performance of executive directors and approving the terms of executive directors' service contract.

薪酬委員會

董事會於2014年8月26日成立薪酬委員會，並具備符合相關企管守則的書面職權範圍。最新的薪酬委員會書面職權範圍可於本公司及聯交所網站查閱。

薪酬委員會的責任乃(其中包括)就本公司的酬金政策及為制定有關政策設立正規和具透明度的程序達致並向董事會提出建議。董事會預期，薪酬委員會將行使獨立判斷，確保執行董事不得參與釐定自己的薪酬。

於本年度，薪酬委員會成員組合如下：

蔡偉石先生，榮譽勳章，太平紳士(主席)
 唐嘉樂博士
 羅俊超先生
 李錫勛先生

於本年度，薪酬委員會曾舉行5次會議。薪酬委員會成員於上述會議上的出席率詳情載於上文「董事於董事會會議／董事委員會會議／股東大會上的出席率」分節。

薪酬委員會於本年度的工作概要如下：

- 檢討本集團的薪酬政策及策略，並就此向董事會提出建議；
- 檢討執行董事、非執行董事、獨立非執行董事及高級管理人員於本年度的薪酬待遇，並向董事會提出建議；及
- 評核執行董事的表現及審批執行董事服務合約的條款。



CORPORATE GOVERNANCE REPORT

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Nomination Committee

The Board established the nomination committee on 26 August 2014 with written terms of reference in compliance with the relevant CG Code. The latest written terms of reference of the nomination committee are available on the websites of the Company and the Stock Exchange.

The primary duties of the nomination committee include reviewing the structure, size and composition of the Board, identifying individuals suitably qualified to become Directors, assessing the independence of independent non-executive Directors and making recommendations to the Board on appointment and re-appointment of Directors.

The composition of the nomination committee throughout the Year is as follows:

Mr. Lo Chun Chiu, Adrian (*Chairman*)
Mr. Choy Wai Shek, Raymond, *MH, JP*
Dr. Tong Ka Lok
Mr. Zhu Yongjun

During the Year, the nomination committee held 2 meeting. Details of the attendance of the members of the nomination committee in the said meeting are set out under the sub-heading "Directors' Attendance at Board/Board Committee/General Meetings" above.

The summary of work of the nomination committee during the Year is as follows:

- reviewed the existing Board's structure, size and composition;
- reviewed and made recommendation on the appointment on non-executive Directors;
- reviewed and assessed the independence of the independent non-executive Directors; and
- made recommendation on the retiring Directors at the AGM of the Company.

提名委員會

董事會於2014年8月26日成立提名委員會，並具備符合相關企管守則的書面職權範圍。最新的提名委員會書面職權範圍可於本公司及聯交所網站查閱。

提名委員會的主要責任包括檢討董事會的架構、人數及成員組合、物色具備合適資格可擔任董事的人士、評核獨立非執行董事的獨立性以及就委任及重新委任董事向董事會提出建議。

於本年度，提名委員會成員組合如下：

羅俊超先生(*主席*)
蔡偉石先生，榮譽勳章，太平紳士
唐嘉樂博士
朱勇軍先生

於本年度，提名委員會曾舉行2次會議。提名委員會成員於上述會議上的出席率詳情載於上文「董事於董事會會議／董事委員會會議／股東大會上的出席率」分節。

提名委員會於本年度的工作概要如下：

- 檢討現時董事會的架構、人數及成員組合；
- 檢討非執行董事的任命，並就此提出建議；
- 檢討及評估獨立非執行董事的獨立性；及
- 就於本公司股東周年大會上退任的董事提出建議。



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Board diversity policy

The Company recognises the benefits of having diversity in the composition of the Board and adopted its own board diversity policy on 26 August 2014.

The Company noted that people from different backgrounds and with different professional and life experience are likely to approach problems in different ways and accordingly, members of the Board with diverse backgrounds will bring different concerns and questions to the table, and allow the Board to consider a wider range of options and solutions when deciding on corporate issues and formulating policies for the Group. In determining the Board's composition and selection of candidates to the Board, factors including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, industry knowledge and length of service will be considered. All Board appointments will be based on meritocracy, and candidates will be considered against the selection criteria, having regard for the benefits of diversity on the Board, the business model and specific needs of the Group. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The nomination committee has monitored the implementation of the board diversity policy since its adoption, and also reviewed it to ensure its effectiveness and concluded that no revision to the policy is required at the last nomination committee meeting held.

Nomination Policy

The Nomination Committee was responsible to maintain the nomination policy of the Company (the "Nomination Policy") and review the same regularly. The purpose of the Nomination Policy is to identify candidates who are suitable to become a member of the Board and to make recommendations to the Board on the selection of candidates nominated for directorships. The Board shall be composed of members with balance of skills, experience and diversity of perspectives appropriate to accomplish the Group's business development, strategies, operation, challenges and opportunities. The core criteria for selection include gender, age, cultural and education background, professional qualifications, skills, knowledge and industry and regional experience, number of directorship in other listed/public companies and in case of independent non-executive Directors, the number of years they have already served. According to the nomination procedure, the Nomination Committee is responsible for identifying potential new Directors and recommends to the Board for decision. The

董事會成員多元化政策

本公司肯定董事會成員多元化的裨益，並於2014年8月26日採納本身的董事會成員多元化政策。

本公司明白，具有不同背景及不同專業及人生經驗的人士，對問題或有不同處理方法，故董事會成員背景多元化將可引入不同觀點及考量，讓董事會於決定本集團的企業事宜和制訂政策時參考更多選擇及解決方案。於釐定董事會成員組合和甄選董事人選時，所考慮的因素包括(但不限於)性別、年齡、文化及教育背景、種族、專業經驗、技能、行業知識及服務年資。所有董事會任命均量才而用，按照甄選標準考慮人選，並計及為董事會成員多元化帶來的貢獻以及本集團的業務模式及具體需要。最終決定將按甄選對象的才幹及將為董事會帶來的貢獻而作出。

自採納董事會成員多元化政策以來，提名委員會一直監督其施行，並檢討政策，以確保其效用，並於最近舉行的提名委員會會議上決定，毋須對政策作出任何修訂。

提名政策

提名委員會負責維持本公司的提名政策(「提名政策」)，並定期對提名政策進行檢討。提名政策之目的為識別適合成為董事會成員之人選，並就篩選提名擔任董事之人選向董事會作出推薦建議，董事會須由具有均衡技能、經驗及不同觀點之成員組成，且有關技能、經驗及不同觀點對達成本集團之業務發展、策略、營運、挑戰及機會而言屬合適。篩選核心條件包括性別、年齡、文化及教育背景、專業資格、技能、知識及行業及地區經驗、於其他上市/公眾公司擔任之董事職務數目及(如屬獨立非執行董事)其已任職之年數。根據提名程序，提名委員會負責



CORPORATE GOVERNANCE REPORT

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appointment shall be subject to the approval by the Board in accordance with the Company's Memorandum and Articles of Association, the Main Board Listing Rules and the Nomination Policy.

Corporate Governance Function

During the Year, the Board has reviewed the corporate governance practices of the Company with reference to Appendix 14 to the Listing Rules. The summary of their work during the Year is as follows:

- developed and reviewed the Company's policies and practices on corporate governance and make recommendations;
- reviewed and monitored the training and continuous professional development of Directors and senior management of the Group;
- reviewed and monitored the Company's policies and practices on compliance with legal and regulatory requirements;
- developed, reviewed and monitored the code of conduct and compliance manual applicable to employees of the Group and the Directors; and
- reviewed the Company's compliance with CG Code and disclosure in the corporate governance report.

Remuneration of Directors and Senior Management Emolument Policy

The remuneration policy of the Group is to ensure the fairness and competitiveness of total remuneration. The emoluments of 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 non-executive Director and 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. Their emoluments are determined with reference to their skills, experience, knowledge, duties and market trends.

物色潛在新董事及向董事會建議以供決定。委任須由董事會根據本公司組織章程大綱及細則、主板上市規則以及提名政策批准。

企業管治職能

於本年度，董事會已參照上市規則附錄14檢討本公司的企業管治常規。董事會於本年度的工作概要如下：

- 制訂及檢討本公司的企業管治政策及常規，並提出建議；
- 檢討及監察董事及本集團高級管理人員的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制訂、檢討及監察適用於本集團僱員及董事的操守準則及合規手冊；及
- 檢討本公司遵守企管守則的情況及在企業管治報告內的披露。

董事及高級管理人員薪酬

酬金政策

本集團的薪酬政策旨在確保整體薪酬公平及具競爭力。執行董事酬金乃於考慮本公司的表現及當時市況後，根據有關董事的技能、知識、個人表現及貢獻、責任及問責範圍釐定。非執行董事及獨立非執行董事的薪酬政策旨在確保彼等就本公司事務貢獻的努力及時間(包括加入各董事委員會)獲得足夠補償。酬金乃參照彼等的技能、經驗、知識及職責以及市場趨勢釐定。



CORPORATE GOVERNANCE REPORT 企業管治報告

Accountability and Audit Financial Reporting

The Board acknowledges its responsibility for the preparation of the Financial Statements for the Year which give a true and fair view of the state of affairs of the Group in accordance with the statutory requirements and accounting standards and other financial disclosure requirement under the Listing Rules. The financial results of the Group are announced in a timely manner in accordance with statutory and/or regulatory requirements.

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

The statement by auditor about their reporting responsibilities is set out in the independent auditor's report on pages 81 to 89.

External Auditor's Remuneration

During the Year, the Group engaged BDO Limited as external auditor of the Company. The fee in respect of audit services and non-audit services provided by BDO Limited and its affiliates for the Year were as follows:

Nature of services 服務性質		Amount 金額 HK\$'000 千港元
Audit services in relation to annual results	有關全年業績的審核服務	1,680
Review of interim results	審閱中期業績	—
Non-audit services	非審核服務	130

The audit committee has expressed its views to the Board that the level of fees paid/payable to the Company to the Company's external auditor for annual audit services is reasonable. There has been no major disagreement between the auditor and the management of the Company during the Year.

問責及核數 財務申報

董事會確認其對於根據法定要求、會計準則及上市規則下的其他財務披露規定編製本年度的財務報表，以真實而公平地呈列本集團事務狀況的責任。本集團的財務業績已按照法定及／或監管規定適時公佈。

董事並不知悉任何有關事件或情況的重大不確定因素，可能對本公司持續經營的能力構成重大疑問。

核數師有關其申報責任的聲明，已載於第81至89頁的獨立核數師報告內。

外部核數師薪酬

於本年度，本集團委聘香港立信德豪會計師事務所有限公司為本公司外部核數師。香港立信德豪會計師事務所有限公司及其聯屬公司於本年度提供審核服務及非審核服務的費用如下：

審核委員會向董事會表示，其認為本公司就年度核數服務已付／應付外部核數師的費用水平屬合理。於本年度，核數師與本公司管理層之間並無重大意見分歧。



CORPORATE GOVERNANCE REPORT

企業管治報告

Risk Management and Internal Control Systems

The Board has overall responsibility for the effective risk management and internal control systems of the Group and committed to the maintenance of good corporate governance, practices and procedures of the Group. The Board also admitted the effectiveness of the existing risk management and internal control systems during the Year. However, such systems are designed to manage rather than eliminate risk of failure to achieve business objective, and can only provide reasonable and not absolute assurance against material misstatement or loss. Nevertheless, the management is authorised to engage an external professional service provider to conduct review on the Group's policies and make recommendations for the improvement and strengthening of the risk management and internal control systems during the Year.

Effectiveness

The Board has overall responsibility for evaluating, determining, establishing and maintaining an effective risk management and internal control systems of the Group and for reviewing its effectiveness to safeguard the Company's assets and the shareholders' interests. During the Year, the Board and the audit committee of the Company have conducted a review on the effectiveness of Group's risk management and internal control systems.

The Board has overseen the management in the design, implementation and monitoring of the risk management and internal control systems, and has reviewed the effectiveness on the Group's certain policies during the Year.

The Board identified and evaluated the risks and analysed the core risks within the Group to mitigate related risks arising from the existing operations after evaluating its risk management and internal controls systems.

風險管理及內部監控制度

董事會對本集團的風險管理及內部監控制度的效能承擔整體責任，並致力為本集團維護良好的企業管治、常規及程序。董事會亦確認，本年度的現有風險管理及內部監控制度行之有效。然而，有關制度旨在管理而非消除未能達致業務目標的風險，且只能針對重大失實陳述或損失提供合理而非絕對的保證。儘管如此，管理層已於本年度獲授權委聘外部專業服務供應商檢討本集團的政策，並就改善及加強風險管理及內部監控制度提出建議。

效能

董事會對於為本集團評估、釐定、建立及維持有效的風險管理及內部監控制度，以及檢討其效能以保障本公司資產及股東利益承擔整體責任。於本年度，董事會及本公司的審核委員會已檢討本集團風險管理及內部監控制度的效能。

董事會於本年度監督管理層設計、實施及監察風險管理及內部監控制度的工作，並檢討本集團若干政策的成效。

董事會透過評估其風險管理及內部監控制度，辨識並評估風險，分析本集團源自現有業務營運的核心風險，從而規避有關風險。



CORPORATE GOVERNANCE REPORT 企業管治報告

The key risk management and internal control procedures of the Company are as follows:

1. determine the scope, identify the risks and compile a list of such risks;
2. evaluate and prioritise the risks based on the possible financial loss and impact on operating efficiency, sustainability and reputation;
3. identify the risk control measures against major risks, conduct internal control assessments of the design and implementation of such measures, and formulate measures to improve any defect;
4. review and evaluate the risk management and internal control systems on an ongoing basis and ensure the constant improvement of the risk management system; and
5. report the findings to the audit committee and the board of directors.

The Board confirmed that the Group's risk management and internal controls systems were acceptable and there was no material non-compliance or failures issues located but various areas for improvement have been identified during the Year. Certain remedial measures have been and will be taken to strengthen the risk management and internal control systems of the Group.

The Group reviewed the effectiveness of its risk management and internal control systems at least annually. The Board and the audit committee also considered that the key areas of the Group's risk management and internal control systems, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting are reasonably conducted and implemented.

本公司的關鍵風險管理及內部監控程序如下：

1. 釐定風險範圍、辨識風險及編撰風險清單；
2. 按照可能財務損失及對營運效率、可持續性及聲譽的影響，評估並排列風險；
3. 辨識針對主要風險的風險監控措施，對該等措施的設計及實施進行內部監控評估，並制定措施糾正任何缺陷；
4. 持續檢討及評估風險管理及內部監控制度，確保風險管理制度不斷改進；及
5. 向審核委員會及董事會匯報發現。

董事會確認，本集團本年度的風險管理及內部監控制度可以接受，並無發現重大違規或失效事宜，惟存在若干改善空間。本集團已經並將會採取若干糾正措施，以加強其風險管理及內部監控制度。

本集團最少每年檢討其風險管理及內部監控制度的效能。董事會及審核委員會亦認為，本集團風險管理及內部監控制度的主要範疇(包括本公司會計職能的資源、員工資格及經驗、培訓計劃以及預算是否足夠)均已合理施行及執行。



CORPORATE GOVERNANCE REPORT

企業管治報告

Inside Information

The Group has adopted and implemented its own disclosure policy aiming to provide a general guide to the directors and senior management of the Company in handling of confidential information and/or monitoring of information disclosure pursuant to applicable laws and regulations in compliance with the Securities and Futures Ordinance (the "SFO").

The disclosure policy provides the procedures and internal controls for the handling and dissemination of inside information by publication of the announcement to the websites of the Stock Exchange and the Company on a timely basis to enable the public, namely shareholders, institutional investors, potential investors and other stakeholders of the Company to access the latest information of the Group, unless such information fall within the safe harbours under the SFO.

Briefing and training on the implementation of the disclosure policy have been provided to Directors and senior management of the Group.

Delegation by the Board

While at all times the Board retains full responsibility for guiding and monitoring the Company in discharging its duties, certain responsibilities are delegated to various board committees which have been established by the Board to deal with different aspects of the Company's affairs. Unless otherwise specified in their respective written terms of reference as approved by the Board, these board committees are governed by the Company's articles of association as well as the Board's policies and practices (in so far as the same are not in conflict with the provisions contained in the articles of association).

With the establishment of the audit committee, remuneration committee and nomination committee, the independent non-executive Directors will be able to effectively devote their time to perform the duties required by the respective board committees.

The Board has also delegated the responsibility of implementing its strategies and the day-to-day operation to the management of the Company under the leadership of the chief executive officer and executive Directors. Clear guidance has been made as to the matters that should be reserved to the Board for its decision which include matters on, inter alia, capital, finance and financial reporting, internal controls, communication with shareholders, Board membership, delegation of authority and corporate governance.

內幕消息

本集團已採納並實施自身的披露政策，旨在遵照證券及期貨條例（「證券及期貨條例」），根據適用法律及法規為本公司董事及高級管理人員處理機密資料及／或監察資料披露提供一般指引。

該項披露政策為透過於聯交所及本公司網站登載公佈，及時處理和發佈內幕消息提供程序及內部監控，讓公眾（如本公司股東、機構投資者、潛在投資者及其他持份者）獲得有關本集團的最新資料，除非有關資料屬證券及期貨條例下的安全港範圍內，則屬例外。

董事及本集團高級管理人員已獲提供有關執行披露政策的簡介及培訓。

董事會權力的轉授

於履行其職責時，董事會一直保留督導及監察本公司的全責，而若干責任則轉授予多個董事委員會。該等董事委員會均由董事會成立，以處理本公司不同範疇的事務。除非經董事會批准的相應職權範圍另有規定，否則該等董事委員會受本公司的組織章程細則以及董事會的政策及常規（前提為並無與組織章程細則所載規定相抵觸）規管。

透過成立審核委員會、薪酬委員會及提名委員會，獨立非執行董事將可有效地投放時間於履行各董事委員會所規定的職責。

董事會亦將實施其策略及日常營運的責任轉授予在行政總裁及執行董事帶領下的本公司管理層，並已給予清晰的指引，特別是在保留予董事會決定的事宜，其中包括資本、融資、財務申報、內部監控、與股東的溝通、董事會成員、權力的轉授以及企業管治。



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Company Secretary

During the Year, Mr. Lee Tsi Fun Nicholas undertook over 15 hours' professional training to update his skill and knowledge in compliance with the CG Code.

Changes in Constitutional Documents

During the Year, there has been no changes in the constitutional documents of the Company.

Shareholders' Rights

The Way by Which Shareholders Can Convene Extraordinary General Meeting ("EGM")/Put Forward Proposal

According to Article 64 of the Articles of Association of the Company, extraordinary general meetings shall also be convened on the requisition of one or more shareholders of the Company holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the company secretary for the purpose of requiring 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 2 months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Article 113 of the Articles of Association provides that no person, other than a retiring Director shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the registration office. The period for lodgment of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.

公司秘書

於本年度，李錫勳先生已根據企管守則參與逾15小時的專業培訓，以更新其技能及知識。

修改憲章文件

於本年度，本公司的憲章文件概無作出任何修改。

股東權利

股東召開股東特別大會／提出議案的途徑

根據本公司組織章程細則第64條，任何於提請要求當日持有不少於本公司繳足股本(賦有權利在本公司股東大會投票)十分之一的一名或多名股東，可向本公司董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求所指明的事項。該會議須於提請該要求後2個月內舉行。倘提請後21日內董事會未有召開有關大會，則提請要求的人士可自行按相同方式召開，且本公司須償還提請要求的人士因董事會未有召開大會而引致的所有合理開支。

組織章程細則第113條規定，除會上退任董事外，概無任何人士有資格於任何股東大會上參選董事，除非獲董事推薦參選，且已發出書面通知表明建議提名相關人士參選董事，亦附上獲提名人士簽署的通知表明願意參選，並交予總辦事處或過戶登記處。發出本細則所規定通知之限期，為寄發有關推選董事之股東大會通告翌日起至不遲於該股東大會舉行日期前7日，惟可向公司發出通知的期限不得少於7天。



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Accordingly, if a shareholder of the Company wishes to propose a person other than a retiring Director for election as a Director at the Company's general meeting, he/she should attend the following:

- Prepare a notice in writing of his/her intention to propose a person for election as a Director.
- The person proposed for election as a Director shall also prepare a notice in writing of his/her willingness to be elected.
- Such notices shall be lodged at the head office of the Company at Office B, 3/F, Kingston International Centre, 19 Wang Chiu Road, Kowloon Bay, Hong Kong or at the address of Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (with effect from 15 August 2022, will change to 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong).
- The period for lodgment of such notices will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.

The relevant procedures are set out in the circular to the shareholders which is sent together with this annual report and the Company's website at <http://www.primeworld-china.com>.

The Procedures for Sending Enquiries to the Board

Shareholders may send their enquiries and concerns in writing to the Board by addressing them to the Company at our head office in Hong Kong at Office B, 3/F, Kingston International Centre, 19 Wang Chiu Road, Kowloon Bay, Hong Kong or by email through the Company's website at <http://www.primeworld-china.com>.

因此，倘本公司股東有意提名退任董事以外任何人士於本公司的股東大會上參選董事，彼應：

- 編製表明建議提名任何人士參選董事的書面通知。
- 獲提名參選董事的人士亦應編製表明願意參選的書面通知。
- 有關通知應送交本公司總辦事處(地址為香港九龍灣宏照道19號金利豐國際中心3樓B室)或本公司香港股份過戶登記分處卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心54樓；自2022年8月15日起，地址將改為香港夏慤道16號遠東金融中心17樓)。
- 發出有關通知的限期，為不早於寄發有關推選董事的股東大會通告翌日起至不遲於該股東大會舉行日期前7日，惟可向本公司發出有關通知的期限不得少於7天。

相關程序已載於連同本年報寄發予股東的通函以及本公司網站(<http://www.primeworld-china.com>)。

向董事會提出查詢的程序

股東可以書面向董事會提出查詢及疑問，方式為向本公司總辦事處香港九龍灣宏照道19號金利豐國際中心3樓B室或以電郵方式透過本公司網站(<http://www.primeworld-china.com>)發出，收件人請註明為本公司。



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Communication with Shareholders and Investors

The Company endeavors to maintain effective communications with the shareholders and potential investors of the Company.

Save as mentioned under the sub-heading “The Procedures for Sending Enquiries to the Board” above, in order to provide more relevant information to our shareholders, the Company has published all corporate information about the Group on its website at <http://www.primeworld-china.com>. It is a channel of the Company to communicate with the shareholders and potential investors with our latest corporate development. All our corporate communications, such as statutory announcement, circular, financial reports are available on the website for easy access by the shareholders and potential investors. In addition, the Company meets its shareholders at the annual general meeting so as to promote the development of the Company through mutual and efficient communications.

Dividend Policy

The Company aims to strike a balance between maintaining sufficient capital to develop and operate the business of the Group and rewarding the shareholders of the Company. According to the dividend policy of the Company, in deciding whether to propose a dividend and in determining the dividend amount, the Company shall take into account, inter alia, the following factors:

- the Group’s operating results, actual and expected financial performance;
- retained earnings and distributable reserves of the Company and each of the members of the Group;
- the level of the Group’s debts to equity ratio, return on equity and the relevant financial covenants;
- the Group’s expected working capital requirements, capital expenditure requirements and future expansion plans;

與股東及投資者溝通

本公司致力與本公司股東及潛在投資者維持有效溝通。

除上文「向董事會提出查詢的程序」分節所述者外，為了向股東提供更多相關資料，本公司已於其網站(<http://www.primeworld-china.com>)登載有關本集團的所有公司資料。本公司利用此渠道提供最新公司發展，與股東及潛在投資者溝通。本公司所有公司通訊(如法定公佈、通函、財務報告)均登載於網站，方便股東及潛在投資者瀏覽。此外，本公司亦於股東周年大會上與股東會面，藉此透過相互有效溝通促進本公司發展。

股息政策

本公司旨在於維持充足資本發展及經營本集團業務與獎勵本公司股東之間達致平衡。根據本公司的股息政策，在決定是否建議宣派股息及在釐定股息金額時，本公司須計及(其中包括)以下因素：

- 本集團的經營業績、實際及預期財務表現；
- 本公司及本集團各成員公司的保留盈利及可分派儲備；
- 本集團負債權益比率、股權回報率及相關財務契諾的水平；
- 本集團的預期營運資金需求、資本開支需求及未來擴充計劃；



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- the Group's liquidity position;
 - general economic conditions, business cycle of the Group's business and other internal and external factors that may have an impact on the business or financial performance and position of the Group; and
 - any other factors that the Company may deem appropriate and relevant.
- 本集團的流動資金狀況；
 - 整體經濟狀況、本集團業務的業務週期及或會影響本集團業務或財務表現及狀況的其他內部及外部因素；及
 - 本公司認為適當且相關的任何其他因素。

Such declaration and payment of the dividend by the Company is also subject to any restrictions under the Companies Laws of the Cayman Islands, any applicable laws, rule and regulations and the Articles of Association of the Company. Any declaration and payment of future dividend under the Dividend Policy are subject to the Board's determination that the same would be in best interests of the Group and the shareholders of the Company as a whole.

本公司宣派及派付股息亦須遵守開曼群島公司法、任何適用法律、規則及法規以及本公司組織章程細則所載的任何限制。僅於董事會釐定符合本集團及本公司股東的整體最佳利益後，方會根據股息政策宣派及派付任何未來股息。

The forthcoming AGM of the Company is scheduled to be held on 16 August 2022. At the AGM, the chairman of the Board as well as chairmen of the nomination committee, remuneration committee and audit committee or, in their absence, other members of the respective committees shall attend to answer questions from shareholders at the annual general meeting. The representatives of the external auditor shall also present and available to answer questions at the meeting.

本公司應屆股東周年大會將於2022年8月16日舉行。於股東周年大會上，董事會主席以及提名委員會、薪酬委員會及審核委員會各自的主席（如彼等未克出席，則為相關委員會其他成員）將出席股東周年大會，以回應股東提問。外部核數師的代表亦會出席大會及回應提問。

The notice of AGM and the necessary information on issues to be considered in the AGM will be set out in the circular to be dispatched to the shareholders of the Company in due course.

股東周年大會通告及有關於股東周年大會上考慮的事宜的必要資料載於將於適當時候寄發予本公司股東的通函內。

Hong Kong, 29 June 2022

香港，2022年6月29日



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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TO THE SHAREHOLDERS OF NEW CONCEPTS HOLDINGS LIMITED

(incorporated in Cayman Islands with limited liability)

致創業集團(控股)有限公司列位股東

(於開曼群島註冊成立的有限公司)

Opinion

We have audited the consolidated financial statements of Concepts Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 90 to 243, which comprise the consolidated statement of financial position as at 31 March 2022, and the consolidated statement of profit or loss, and consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

意見

本核數師(以下簡稱「我們」)已審計載於第90至243頁創業集團(控股)有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此財務報表包括於2022年3月31日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於2022年3月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》妥為擬備。



INDEPENDENT AUDITOR'S REPORT

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Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) 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.

Other Information in the Annual Report

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

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

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

意見的基礎

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

刊載於年度報告內的其他信息

董事需對其他信息負責。其他信息包括刊載於貴公司年度報告內的信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。我們就此並無任何事項報告。



INDEPENDENT AUDITOR'S REPORT

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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.

Impairment assessment of operating concessions and other intangible assets

Refer to notes 16(a), 17 of the consolidated financial statements and accounting policies on note 4(h), 4(i).

As at 31 March 2022, the aggregate carrying amount of operating concessions and other intangible assets after impairment was HK\$203,843,000 which represented approximately 25% of the Group's total assets. An impairment assessment is performed by management when there are indicators of impairment by comparing the carrying amount and the recoverable amount of the asset or the cash generating unit to which the asset relates.

The impairment assessment is significant to our audit due to (i) the significance of the carrying amounts; and (ii) the significant judgements and estimates involved in determining the recoverable amounts of the cash-generating units to which the operating concessions and intangible assets are allocated, including, amongst others, expected future cash flows and discount rates.

Our response:

Our audit procedures in relation to impairment assessment of operating concessions and other intangible assets included:

- Discussing with management about the technological, market, economic and legal environment and economic performance of each cash-generating unit to assess management's identification of impairment indicators;

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下進行處理的，而我們不對這些事項提供單獨的意見。

經營特許權及其他無形資產的減值評估

謹此提述綜合財務報表附註16(a)及17以及附註4(h)及4(i)會計政策。

於2022年3月31日，特許經營權及其他無形資產減值後的賬面總額為203,843,000港元，佔貴集團資產總值約25%。管理層於減值跡象出現時透過比較資產或資產所屬現金產生單位的賬面金額與可收回金額進行減值評估。

減值評估對我們的審核工作有重大影響，原因在於(i)賬面金額的重要性；及(ii)釐定獲分配經營特許權及無形資產的現金產生單位的可收回金額涉及重大判斷及估計，包括(其中包括)預期未來現金流量及貼現率。

我們的回應行動：

我們就經營特許權及其他無形資產的減值評估進行的審核程序包括：

- 與管理層討論各現金產生單位的技術、市場、經濟及法律環境以及經濟表現，以評估管理層識別的減值跡象；



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- Assessing the key assumptions used in management's cash flow projections for impairment assessment of operating concessions and other intangible assets, including, amongst others, expected future cash flows and discount rates, with the assistance from our valuation specialists; and
- Assessing the adequacy of disclosures in connection with the impairment assessment of operating concessions and other intangible assets.
- 在我們的估值專家協助下，評估管理層就經營特許權及其他無形資產進行減值評估所作現金流量預測使用的主要假設，包括(其中包括)預期未來現金流量及貼現率；及
- 評估有關經營特許權及其他無形資產減值評估的披露事項是否足夠。

Impairment assessment of trade and retention receivables, deposits and other receivables and receivables and contract assets under service concession arrangements

Refer to notes 16(b), 16(c), 21, 22 of the consolidated financial statements and accounting policies on note 4(h), 4(j)(ii).

As at 31 March 2022, the aggregate carrying amount of trade and retention receivables, deposits and other receivables and receivables and contract assets under service concession arrangements was HK\$401,734,000 which represented approximately 49% of the Group's total assets. An impairment assessment is performed by management at the end of the reporting period.

The impairment assessment is significant to our audit due to the significance of the carrying amounts and significant estimates involved in determining the future cash flows from such deposits and receivables based on, among others, the ageing of these deposit and receivable balances, customers' and debtors' creditworthiness, past repayment history and historical write-off experience.

貿易應收款項及應收保留金、按金及其他應收款項以及特許經營權安排應收款項及合約資產的減值評估

謹此提述綜合財務報表附註16(b)、16(c)、21、22以及附註4(h)及4(j)(ii)會計政策。

於2022年3月31日，貿易應收款項及應收保留金、按金及其他應收款項以及特許經營權安排應收款項及合約資產的賬面總額為401,734,000港元，佔貴集團資產總值49%。管理層於報告期末進行減值評估。

減值評估對我們的審核工作有重大影響，原因在於賬面金額的重要性，以及基於(其中包括)該等按金及應收款項結餘的賬齡、客戶及債務人的信譽、過往還款紀錄及歷史撇銷經驗釐定該等按金及應收款項的未來現金流量時涉及重大估計。



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Our response:

Our audit procedures in relation to Impairment assessment of trade and retention receivables, deposits and other receivables and receivables and contract assets under service concession arrangements included:

- Assessing the methodologies and inputs adopted by the management of the Group in estimating the expected credit loss (“ECL”) of trade and retention receivables, deposits and other receivables and receivables and contract assets under service concession arrangements;
- Considering whether any debtor or group of debtors was experiencing significant financial difficulty, default or delinquency in interest or principal payments; and
- Reviewing subsequent settlements of the trade and retention receivables, deposits and other receivables and receivables and contract assets under service concession arrangements.

Determination of fair value of contract revenue in respect of the construction services rendered under services concession arrangement

Refer to notes 7 of the consolidated financial statements and significant accounting judgments and estimates on note 5(b).

Revenue from the construction of kitchen waste treatment plants under the terms of Build-Operate-Transfer (“BOT”) contracts of HK\$144,108,000 which represented approximately 22% of total revenue for the year ended 31 March 2022 and was accounted for under HK(IFRIC) Interpretation 12 Service Concession Arrangements. The revenue was estimated on a cost plus basis with reference to a prevailing market rate of profit margin at the date of the agreement applicable to similar construction services rendered in a similar location.

Management engaged an independence external valuer to support their estimation of the gross profit margin for the construction revenue. Significant management judgement was involved in determining the construction margins for these construction services.

我們的回應行動：

我們就貿易應收款項及應收保留金、按金及其他應收款項以及特許經營權安排應收款項的減值評估進行的審核程序包括：

- 評估 貴集團管理層於估計貿易應收款項及應收保留金、按金及其他應收款項以及特許經營權安排應收款項及合約資產的預期信貸虧損(「預期信貸虧損」)時採納的方法及輸入數據；
- 考慮是否有任何一名或一組債務人正面對重大財務困難、違約或未能償還利息或本金；及
- 審閱貿易應收款項及應收保留金、按金及其他應收款項以及特許經營權安排應收款項及合約資產的其後清償情況。

釐定在特許經營權安排下所提供建造服務的合約收入的公平值

茲提述綜合財務報表附註7及附註5(b)的重大會計判斷及估計。

根據建造 — 經營 — 移交(「BOT」)合約條款建造餐廚垃圾處理廠的收入為144,108,000港元佔截至2022年3月31日止年度總收入的約22%及根據香港(國際財務報告詮釋委員會)詮釋第12號入賬。收入參考於協議日期在類似地點提供類似建造服務適用的現行市場利潤率，以成本加成法估計。

管理層委聘獨立外部估值師支援其估計建築收入的毛利率。釐定該等建築服務的建築利潤涉及重大管理判斷。



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Our responses:

Our audit procedures in relation to determination of fair value of contract revenue in respect of the construction services rendered under service concession arrangement included:

- Understanding of the Group's BOT process and considered the objectivity, independence and competency of the independence external valuer engaged by the Group.
- Involving our internal valuation specialists to assist us to assess the reasonableness of the bases and assumptions adopted in the valuation.
- Discussing with management and the external valuer about the parameters used in estimating the Group's construction margins, including the benchmarks made to other comparable companies.
- Performing a comparison of the inputs used in the valuation to external market data.

Directors' Responsibilities for the Consolidated Financial Statements

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards 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.

The directors are also responsible for overseeing the Group's financial reporting process. The audit committee of the Company ("Audit Committee") assists the directors in discharging their responsibility in this regard.

我們的回應行動：

我們就釐定特許經營權安排下所提供建造服務的合約收入的公平值進行的審核程序包括：

- 了解 貴集團的BOT程序及審視 貴集團所委聘獨立外部估值師是否客觀、獨立及適任。
- 委託內部估值專家協助我們評估估值所採納基礎及假設是否合理。
- 與管理層及外部估值師討論估計 貴集團建築利潤所使用的參數，包括與其他可資比較公司的基準比較。
- 為估值所用輸入數據及外部市場數據進行比較。

董事就綜合財務報表須承擔的責任

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

在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，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

董事亦負責監督 貴集團的財務報告過程。 貴公司的審核委員會（「審核委員會」）協助董事履行此方面的責任。



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

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。根據我們的委聘條款，我們僅對全體股東作出報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

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

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

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



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- 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.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

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

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



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

From the matters communicated with the directors, 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.

BDO Limited*Certified Public Accountants***Lee Ka Leung, Daniel**

Practising Certificate No. P01220

Hong Kong, 29 June 2022

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

香港立信德豪會計師事務所有限公司*執業會計師***李家樑**

執業證書編號P01220

香港，2022年6月29日



CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 March 2022 截至2022年3月31日止年度

		Notes 附註	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Revenue	收入	7	654,851	591,523
Cost of sales	銷售成本		(572,052)	(567,858)
Gross profit	毛利		82,799	23,665
Other income and gains, net (Provision on)/reversals of provision on expected credit loss on financial and contract assets	其他收入及收益淨額 金融及合約資產的預期 信貸虧損(撥備)/撥回	7	65,329	56,824
Administrative expenses	行政開支		(95,029)	(112,994)
Other expenses	其他開支	8(a)	—	(1,448)
Finance costs	財務成本	9	(20,904)	(38,294)
Profit/(loss) before tax	除稅前溢利/(虧損)	8(a)	29,169	(66,845)
Income tax (charge)/credit	所得稅(開支)/抵免	12	(12,084)	3,240
PROFIT/(LOSS) FOR THE YEAR	年內溢利/(虧損)		17,085	(63,605)
Profit/(loss) for the year attributable to:	以下人士應佔年內溢利/ (虧損)			
Owners of the Company	本公司擁有人		5,504	(54,998)
Non-controlling interests	非控股權益		11,581	(8,607)
			17,085	(63,605)
			HK cents港仙	HK cents港仙
Earnings/(loss) per share attributable to the owners of the Company:	本公司擁有人應佔 每股盈利/(虧損):			
Basic	基本	13	0.53	(7.24)
Diluted	攤薄		0.53	(7.24)



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 March 2022 截至2022年3月31日止年度

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
PROFIT/(LOSS) FOR THE YEAR	年內溢利／(虧損)	17,085	(63,605)
OTHER COMPREHENSIVE INCOME	其他全面收益		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:	於往後期間可重新分類至損益的其他全面收益：		
Exchange differences on translation of foreign operations	換算外國業務的匯兌差額	1,085	26,169
Recycle of exchange difference upon disposal of foreign operations	出售外國業務後的匯兌差額循環	4,425	3,749
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內全面收益總額	22,595	(33,687)
Attributable to:	歸屬於：		
Owners of the Company	本公司擁有人	9,378	(32,297)
Non-controlling interests	非控股權益	13,217	(1,390)
		22,595	(33,687)



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2022 於2022年3月31日

		Notes 附註	2022 HK\$'000 千港元	2021 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、機器及設備	14	70,443	100,359
Goodwill	商譽	15	—	—
Operating concessions	經營特許權	16(a)	201,872	80,636
Other intangible assets	其他無形資產	17	1,971	2,413
Receivables under service concession arrangements	特許經營權安排應收款項	16(b)	59,448	61,183
Contract assets under service concession arrangements	特許經營權安排合約資產	16(c)	47,110	—
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	22	31,716	63,899
Retention receivables	應收保留金	21	4,213	7,415
Total non-current assets	非流動資產總值		416,773	315,905
CURRENT ASSETS	流動資產			
Inventories	存貨	19	3,105	12,206
Contract assets	合約資產	20(a)	16,021	12,215
Trade and retention receivables	貿易應收款項及應收保留金	21	109,745	134,583
Receivables under service concession arrangements	特許經營權安排應收款項	16(b)	11,423	8,409
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	22	138,079	75,538
Loan receivables	應收貸款	23	—	363
Cash and cash equivalents	現金及現金等價物	25	117,458	66,686
			395,831	310,000
Assets of a disposal group classified as held for sale	分類為持作出售的出售組別的資產	37	—	457,460
Total current assets	流動資產總值		395,831	767,460



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2022 於2022年3月31日

		Notes 附註	2022 HK\$'000 千港元	2021 HK\$'000 千港元
CURRENT LIABILITIES	流動負債			
Contract liabilities	合約負債	20(b)	2,480	7,253
Trade and retention payables	貿易應付款項及應付 保留金	26	156,863	116,218
Other payables and accruals	其他應付款項及應計 費用	27	100,261	171,380
Lease liabilities	租賃負債	35	3,188	1,762
Interest-bearing bank and other borrowings	計息銀行及其他借貸	28	73,720	123,686
Bonds	債券	29	—	25,500
Tax payables	應付稅項		5,754	7,333
			342,266	453,132
Liabilities of a disposal group classified as held for sale	分類為持作出售的出售 組別的負債	37	—	253,550
Total current liabilities	流動負債總額		342,266	706,682
NET CURRENT ASSETS	流動資產淨值		53,565	60,778
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		470,338	376,683
NON-CURRENT LIABILITIES	非流動負債			
Due to related parties	應付關聯方款項	24	200,222	212,482
Convertible bond	可換股債券	42	2,376	—
Retention payables	應付保留金	26	4,163	2,715
Other payables	其他應付款項	27	—	12,000
Provision	撥備	30	6,901	10,737
Lease liabilities	租賃負債	35	1,471	—
Deferred tax liabilities	遞延稅項負債	31	15,760	3,084
Total non-current liabilities	非流動負債總額		230,893	241,018
Net assets	資產淨值		239,445	135,665



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2022 於2022年3月31日

		Notes 附註	2022 HK\$'000 千港元	2021 HK\$'000 千港元
EQUITY	權益			
Equity attributable to owners of the Company	歸屬於本公司擁有人的權益			
Share capital	股本	32	95,402	69,359
Reserves	儲備	34	95,638	31,118
			191,040	100,477
Non-controlling interests	非控股權益		48,405	35,188
Total equity	權益總額		239,445	135,665

Zhu Yongjun

朱勇軍

Chairman and Executive Director
主席兼執行董事

Pan Yimin

潘軼旻

Executive Director
執行董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2022 截至2022年3月31日止年度

		Attributable to owners of the Company 歸屬於本公司擁有人									
		Share capital	Share premium account	Merger reserve	Share option reserve	Conversion option reserve	Exchange fluctuation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價賬	合併儲備	購股權儲備	轉換權儲備	匯兌波動儲備	累計虧損	總計	非控股權益	權益總額
		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 34(a)) (附註34(a))	(note 34(b)) (附註34(b))	(note 34(c)) (附註34(c))	(note 34(d)) (附註34(d))				
At 1 April 2020	於2020年4月1日	57,290	511,955	14,000	15,233	—	(19,191)	(468,983)	110,304	43,921	154,225
Loss for the year	年內虧損	—	—	—	—	—	—	(54,998)	(54,998)	(8,607)	(63,605)
Other comprehensive income for the year:	年內其他全面收益:										
Exchange differences arising from translation of foreign operations	換算外國業務所產生的匯兌差額	—	—	—	—	—	18,952	—	18,952	7,217	26,169
Recycle of exchange differences upon disposal of foreign operations	出售外國業務時回收匯兌差額	—	—	—	—	—	3,749	—	3,749	—	3,749
Total comprehensive income for the year	年內全面收益總額	—	—	—	—	—	22,701	(54,998)	(32,297)	(1,390)	(33,687)
Acquisition of equity interest of non-controlling interests	收購非控股權益的股權	—	—	—	—	—	(620)	3,190	2,570	(10,196)	(7,626)
Disposal of subsidiaries (note 38)	出售附屬公司(附註38)	—	—	—	—	—	—	—	—	(2,033)	(2,033)
Deemed disposal of equity interest to non-controlling interests	視作出售股權予非控股權益	—	—	—	—	—	—	(4,886)	(4,886)	4,886	—
Forfeit of share options (note 33)	沒收購股權(附註33)	—	—	—	(6,374)	—	—	6,374	—	—	—
Lapse of share options (note 33)	購股權失效(附註33)	—	—	—	(5,094)	—	—	5,094	—	—	—
Issue of shares	發行股份	10,069	10,528	—	—	—	—	—	20,597	—	20,597
Issue of convertible bonds (note 42)	發行可換股債券(附註42)	—	—	—	—	822	—	—	822	—	822
Shares issued upon exercise of debt conversion rights (note 42)	行使債務轉換權時發行股份(附註42)	2,000	2,189	—	—	(822)	—	—	3,367	—	3,367
At 31 March 2021	於2021年3月31日	69,359	524,672	14,000	3,765	—	2,890	(514,209)	100,477	35,188	135,665



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2022 截至2022年3月31日止年度

		Attributable to owners of the Company 歸屬於本公司擁有人							Non-controlling interests		Total equity
		Share capital	Share premium account	Merger reserve	Share option reserve	Conversion option reserve	Exchange fluctuation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價賬	合併儲備	購股權儲備	轉換權儲備	匯兌波動儲備	累計虧損	總計	非控股權益	權益總額
		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 34(a)) (附註34(a))	(note 34(b)) (附註34(b))	(note 34(c)) (附註34(c))	(note 34(d)) (附註34(d))				
At 1 April 2021	於2021年4月1日	69,359	524,672	14,000	3,765	—	2,890	(514,209)	100,477	35,188	135,665
Profit for the year	年內溢利	—	—	—	—	—	—	5,504	5,504	11,581	17,085
Other comprehensive income for the year:	年內其他全面收益：										
Exchange differences arising from translation	換算外國業務所產生的匯兌差額	—	—	—	—	—	(551)	—	(551)	1,636	1,085
Recycle of exchange differences upon disposal of foreign operations	出售外國業務時回收匯兌差額	—	—	—	—	—	4,425	—	4,425	—	4,425
Total comprehensive income for the year	年內全面收益總額	—	—	—	—	—	3,874	5,504	9,378	13,217	22,595
Issue of equity-settled share options (note 33)	發行以權益結算的購股權(附註33)	—	—	—	7,119	—	—	—	7,119	—	7,119
Issue of shares (note 32)	發行股份(附註32)	18,947	35,047	—	—	—	—	—	53,994	—	53,994
Forfeit of share options (note 33)	購股權失效(附註33)	—	—	—	(401)	—	—	401	—	—	—
Lapse of share options (note 33)	沒收購股權(附註33)	—	—	—	(3,765)	—	—	3,765	—	—	—
Issue of shares upon exercise of shares options (note 33)	行使購股權後發行股份(附註33)	624	3,137	—	(1,139)	—	—	—	2,622	—	2,622
Issue of convertible bonds (note 42)	發行可換股債券(附註42)	—	—	—	—	4,124	—	—	4,124	—	4,124
Shares issued upon exercise of debt conversion rights (note 42)	行使債務轉換權時發行股份(附註42)	6,472	10,354	—	—	(3,500)	—	—	13,326	—	13,326
At 31 March 2022	於2022年3月31日	95,402	573,210	14,000	5,579	624	6,764	(504,539)	191,040	48,405	239,445



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2022 截至2022年3月31日止年度

	Notes 附註	2022 HK\$'000 千港元	2021 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	來自經營活動的現金流量		
Profit/(loss) before tax	除稅前溢利/(虧損)	29,169	(66,845)
Adjustments for:	就以下各項作出調整：		
Finance costs	財務成本	9	38,294
Interest income	利息收入	7	(34)
Interest expenses waiver	豁免利息開支	7(ii)	—
Loss/(gain) on disposal of items of property, plant and equipment	出售物業、機器及設備項目的虧損/(收益)	8(a)	(141)
Provision of major overhaul	大修撥備	30	15,356
Gain on disposal of subsidiaries	出售附屬公司的收益	7	(27,872)
Loss on discontinued operations	已終止經營業務的虧損		320
Depreciation	折舊	8(a)	30,763
Amortisation of operating concessions	經營特許權攤銷	8(a)	5,809
Amortisation of other intangible assets	其他無形資產攤銷	8(a)	154
Provision on/(reversals of) provision on expected credit loss on financial and contract assets	金融及合約資產的預期撥備/(撥回)信貸虧損		(5,402)
Impairment of goodwill	商譽減值	8(a)	1,128
Reversal of impairment of operating concession	經營特許權減值撥回	7/16(a)	—
Write down on inventories	存貨撇減		23,946
Equity-settled share option expense	以權益結算的購股權開支	33	—
		52,669	15,476

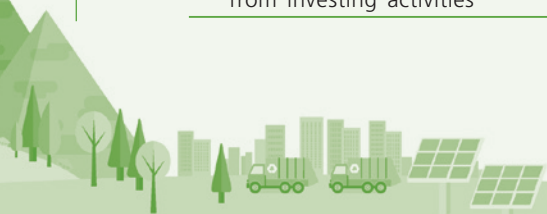


CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2022 截至2022年3月31日止年度

	Notes 附註	2022 HK\$'000 千港元	2021 HK\$'000 千港元
(Increase)/decrease in inventories	存貨(增加)／減少	(2,024)	6,467
Increase in contract assets	合約資產增加	(4,047)	(4,973)
Decrease in trade and retention receivables	貿易應收款項及應收保留金減少	27,886	2,057
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少	36,341	20,412
Increase in receivables under service concession arrangements	特許經營權安排應收款項增加	(2,567)	(3,869)
Increase in contract assets under service concession arrangement	特許經營權安排下的合約資產增加	(48,503)	—
(Decrease)/increase in contract liabilities	合約負債(減少)／增加	(4,773)	2,399
Increase/(decrease) in trade and retention payables	貿易應付款項及應付保留金增加／(減少)	44,772	(12,902)
Increase in other payables and accruals	其他應付款項及應計費用增加	24,318	19,474
Decrease in provision	撥備減少	(5,182)	—
Cash from operations	經營產生的現金	118,890	44,541
Taxes paid	已繳納稅項	(1,343)	(218)
Net cash flows generated from operating activities	經營活動產生的現金流量淨額	117,547	44,323
CASH FLOWS FROM INVESTING ACTIVITIES	來自投資活動的現金流量		
Interest received	已收利息	292	34
Purchase of intangible asset	購買無形資產	17	(2,499)
Payment for operating concessions	經營特許權付款	(78,800)	(2,277)
Purchases of items of property, plant and equipment	購買物業、機器及設備項目	14	(8,112)
Proceeds from disposal of items of property, plant and equipment	出售物業、機器及設備項目所得款項	22,284	13,238
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	38	24,498
Proceeds from loan receivables	應收貸款所得款項	—	2,701
Acquisition of non-controlling interest	收購非控股權益	—	(7,626)
Transfer to discontinued operation	轉移至已終止經營業務	—	(4,423)
Transfer to asset classified as held for sales	轉移至分類為持作出售的資產	—	(2,590)
Net cash flows (used in)/generated from investing activities	投資活動(所用)／產生的現金流量淨額	(8,745)	12,944



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2022 截至2022年3月31日止年度

	Note 附註	2022 HK\$'000 千港元	2021 HK\$'000 千港元
CASH FLOWS FROM FINANCING ACTIVITIES			
來自融資活動的現金流量			
Proceeds from issue of shares		53,994	20,597
Proceeds from issue of share option		2,622	—
Proceeds from issue of convertible bond	42	19,826	4,000
New bank and other borrowings		—	33,575
Repayment of bank and other borrowings		(85,156)	(39,401)
Repayment to capital element of lease liabilities payments		(3,472)	(4,081)
Interest element of lease liabilities payments		(178)	(224)
Interest paid		(15,136)	(30,237)
Repayment of bond		(25,500)	—
Increase in lease liabilities		6,369	—
Decrease in amount due to a related parties		(12,260)	(4,863)
Net cash flows used in financing activities		(58,891)	(20,634)
NET INCREASE IN CASH AND CASH EQUIVALENTS			
現金及現金等價物增加淨額			
Cash and cash equivalents at beginning of year		66,686	29,817
Effect of foreign exchange rate changes, net		861	236
CASH AND CASH EQUIVALENTS AT END OF YEAR			
年末的現金及現金等價物			
ANALYSIS OF BALANCE OF CASH AND CASH EQUIVALENTS			
現金及現金等價物結餘分析			
Cash and bank balances		117,458	66,686



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

1. CORPORATE AND GROUP INFORMATION

New Concepts Holdings Limited is a limited liability company incorporated in the Cayman Islands. The principal place of business of the Company is Office B, 3/F, Kingston International Centre, 19 Wang Chiu Road, Kowloon Bay, Hong Kong.

During the year, the Company and its subsidiaries (collectively referred to as the "Group") were principally engaged in construction works and environmental protection.

The shares of the Company are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 歸屬於本公司的 權益百分比		Principal activities 主要業務
			2022	2021	
New Twins Enterprises Limited	British Virgin Islands/Hong Kong	US\$1	100	100	Investment holding
New Twins Enterprises Limited	英屬處女群島/ 香港	1美元			投資控股
New Concepts Foundation Limited	Hong Kong	HK\$60,510,000	100	100	Provision of foundation works and general building works
創業地基有限公司	香港	60,510,000港元			提供地基工程及一般屋宇工程
Dynamic Premier Limited	British Virgin Islands/Hong Kong	US\$50,000	100	100	Investment holding
Dynamic Premier Limited	英屬處女群島/ 香港	50,000美元			投資控股

1. 企業及集團資料

創業集團(控股)有限公司為於開曼群島註冊成立的有限公司。本公司的主要營業地點為香港九龍灣宏照道19號金利豐國際中心3樓B室。

年內，本公司及其附屬公司(統稱「本集團」)主要從事建築工程及環保。

本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

有關附屬公司的資料

本公司主要附屬公司的詳情如下：



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

1. CORPORATE AND GROUP INFORMATION
(continued)

Information about subsidiaries (continued)

1. 企業及集團資料(續)

有關附屬公司的資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 歸屬於本公司的 權益百分比		Principal activities 主要業務
			2022	2021	
Ultra Premier Limited	British Virgin Islands/Hong Kong	US\$50,000	100	100	Investment holding
Ultra Premier Limited	英屬處女群島/ 香港	50,000美元			投資控股
合肥非凡生物科技有限 公司 ⁽¹⁾ (“Hefei Feifan”)	PRC/Mainland China	US\$30,000,000	60	60	Kitchen waste treatment
合肥非凡生物科技有限 公司(「合肥非凡」) ⁽¹⁾	中國/中國內地	30,000,000美元			餐廚垃圾處理
宜升(天津)環境技術有限 公司 ⁽¹⁾	PRC/Mainland China	RMB110,000,000	100	100	Provision of environmental improvement solutions
宜升(天津)環境技術有限 公司 ⁽¹⁾	中國/中國內地	人民幣 110,000,000元			提供環境改善方案
宣城市西冲生物科技有限 公司 (“Xuancheng”) ⁽¹⁾⁽²⁾	PRC/Mainland China	RMB60,000,000	100	—	Kitchen waste treatment
宣城市西冲生物科技有限 公司(「宣城」) ⁽¹⁾⁽²⁾	中國/中國內地	人民幣 60,000,000元			餐廚垃圾處理

(1) These subsidiaries are registered as wholly-foreign-owned enterprises under PRC law

(2) Newly incorporated during the year ended 31 March 2022

Except for New Twins Enterprises Limited and Ultra Premier Limited, the above subsidiaries are indirectly held by the Company.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

(1) 該等附屬公司根據中國法律註冊為外資企業

(2) 截至2022年3月31日止年度新註冊成立

除New Twins Enterprises Limited及Ultra Premier Limited外，上述附屬公司由本公司間接持有。

董事認為，上表所列的本公司附屬公司重大影響年內業績或成為本集團淨資產的主要部分。董事認為提供其他附屬公司的詳情，會導致資料冗長。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)**(a) Adoption of new or amended HKFRSs — effective 1 April 2021**

The HKICPA has issued a number of new or amended HKFRSs that are first effective for the current accounting period of the Group:

Amendments to HKFRS 9, Interest rate benchmark
HKFRS 39, HKFRS 7, reform — phase 2
HKFRS 4 and HKFRS 16

Amendments to HKFRS 16 Covid-19 — related rent
concessions beyond
30 June 2021
(2021 amendment)

The group has not early applied any new standard or interpretation that is not yet effective for the current accounting period. Impacts of the adoption of the amended HKFRSs are discussed below:

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 — Interest rate benchmark reform — phase 2

The amendments provide targeted reliefs from (i) accounting for changes in the basis for determining contractual cash flows of financial assets, financial liabilities and lease liabilities as modifications, and (ii) discontinuing hedge accounting when an interest rate benchmark is replaced by an alternative benchmark rate as a result of the reform of interbank offered rates (“IBOR reform”). The amendments do not have an impact on these financial statements as the Group does not have contracts that are indexed to benchmark interest rates which are subject to the IBOR reform.

**2. 採納香港財務報告準則
〔香港財務報告準則〕****(a) 採納新訂或經修訂香港財務報告準則 — 自2021年4月1日起生效**

香港會計師公會已頒佈新訂或經修訂香港財務報告準則，彼等於本集團現今會計期間生效：

香港財務報告準則第9 利率基準
號、香港會計準則 改革 —
第39號、香港財務 第2階段
報告準則第7號、香
港財務報告準則第
4號及香港財務報告
準則第16號的修訂

香港財務報告準則第 2021年6月30
16號的修訂 日之後的
Covid-19
相關租金
寬減
(2021年修
訂本)

本集團並無提早應用任何尚未於本會計期間生效之新訂準則或詮釋。採納經修訂香港財務報告準則之影響論述如下：

香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號的修訂 — 利率基準改革 — 第2階段

該等修訂本提供有關下列方面之針對性豁免：(i)將釐定金融資產、金融負債及租賃負債的合同現金流量的基礎的變動作為修改進行會計處理；及(ii)由於銀行同業拆息改革〔銀行同業拆息改革〕，當利率基準被替代基準利率取代時，停止對沖會計處理。該等修訂本並無對該等財務報表造成影響，原因為本集團並無與基準利率掛鈎且受銀行同業拆息改革影響的合同。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)*(continued)***(a) Adoption of new or amended HKFRSs — effective 1 April 2021 *(continued)******Amendments to HKFRS 16 — Covid-19-related rent concessions beyond 30 June 2021 (2021 amendment)***

The Group previously applied the practical expedient in HKFRS 16 such that as lessee it was not required to assess whether rent concessions occurring as a direct consequence of the COVID-19 pandemic were lease modifications, if the eligibility conditions are met. One of these conditions requires the reduction in lease payments affect only payments originally due on or before a specified time limit. The 2021 amendment extends this time limit from 30 June 2021 to 30 June 2022.

The amendments have had no significant impact on these financial statements as the Group does not receive any reduction in lease payments originally due after 30 June 2021.

2. 採納香港財務報告準則 (「香港財務報告準則」)*(續)***(a) 採納新訂或經修訂香港財務報告準則 — 自2021年4月1日起生效 *(續)******香港財務報告準則第16號之修訂本，2021年6月30日之後的 Covid-19相關租金寬減 (2021年修訂本)***

本集團之前已應用國際財務報告準則第16號中的實際權宜方法，因此作為承租人，倘符合資格條件，則無需評估因COVID-19疫情而直接產生的租金優惠是否為租賃修改。其中一項條件要求租賃付款的減少僅影響在指定期限內或之前到期的原付款額。2021年修訂本將該時限自2021年6月30日延長至2022年6月30日。

該等修訂對該等財務報表並無重大影響，乃由於本集團並無收到任何原定於2021年6月30日之後到期的租賃付款的減少。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(continued)

(b) New or amended HKFRSs that have been issued but are not yet effective

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

Amendments to HKAS 16	Proceeds before Intended Use ¹
Amendment to HKAS 37	Onerous contracts — Cost of Fulfilling a Contract ¹
Amendments to HKFRS 3	Reference to the Conceptual Framework ¹
Annual Improvements to HKFRSs 2018–2020	Amendments to HKFRS 1, HKFRS 9, HKFRS 16 and HKAS 41 ¹
Amendments to HKAS 1 and Interpretation 5 (2020)	Classification of Liabilities as Current or Non-current and Presentation of Financial Statements — classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ²
Amendments to HKAS 1	Disclosure of Accounting Policy ²
Amendments to HKAS 8	Definition of Accounting Estimates ²
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or joint Venture ³

¹ Effective for annual periods beginning on or after 1 January 2022

² Effective for annual periods beginning on or after 1 January 2023

³ The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined

The Group is not yet in a position of whether these new pronouncements will result in substantial changes to the Group’s accounting policies and consolidated financial statements.

2. 採納香港財務報告準則

〔香港財務報告準則〕

(續)

(b) 已頒佈但尚未生效的新訂或經修訂香港財務報告準則

本集團於該等綜合財務報表尚未應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

香港會計準則第16號的修訂	擬定用途前之所得款項 ¹
香港會計準則第37號的修訂	虧損性合約 — 履行合約 ¹
香港財務報告準則第3號的修訂	概念框架之提述 ¹
香港財務報告準則2018年至2020年之年度改進	香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號隨附的釋例指引及香港會計準則第41號的條訂 ¹
香港會計準則第1號的修訂及香港詮釋第5(2020年)	負債分類為流動或非流動及財務報表之呈列 — 借貸人對包含按要求償還條文的定期貸款的分類 ²
香港會計準則第1號的修訂	會計政策之披露 ²
香港會計準則第8號的修訂	會計估計之定義 ²
香港會計準則第12號的修訂	與單一交易產生之資產及負債有關之遞延稅項 ²
香港財務報告準則第10號及香港會計準則第28號的修訂	投資者與其聯營公司或合營企業之間的資產出售或注入 ³

¹ 於2022年1月1日或之後開始的年度期間生效

² 於2023年1月1日或之後開始的年度期間生效

³ 修訂將提前適用於在待定日期或之後開始的年度期間發生的資產銷售或注入

本集團未能釐定該等新頒佈會否導致本集團的會計政策及綜合財務報表出現重大變動。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. BASIS OF PREPARATION**(a) Statement of compliance**

The consolidated financial statements have been prepared in accordance with all HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRS”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange.

(b) Basis of preparation

The consolidated financial statements have been prepared under the historical cost basis except for certain financial instruments, which are measured at fair values as explained in the accounting policies set out below.

(c) Functional and presentation currency

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated. Each entity within the Group maintains its books and records in its own functional currency. The functional currency of the Company is HK\$.

3. 編製基準**(a) 遵例聲明**

綜合財務報表乃按照所有香港財務報告準則、香港會計準則及詮釋(下文統稱「香港財務報告準則」)以及香港公司條例的披露規定編製。此外，綜合財務報表載有香港聯交所證券上市規則規定的適用披露事項。

(b) 編製基準

誠如下文所載的會計政策所說明，除若干金融工具按公平值計量外，綜合財務報表乃根據歷史成本基準編製。

(c) 功能及呈列貨幣

綜合財務報表以港元呈列，除另有指明者外，所有價值會取捨至最接近的千位數。本集團旗下各實體以其本身的功能貨幣列賬及記錄。本公司的功能貨幣為港元。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (the "Group"). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive processes and whether the acquired set has the ability to produce outputs.

4. 主要會計政策概要

(a) 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司(「本集團」)的財務報表。公司間交易及集團公司間結餘連同未變現溢利於編製綜合財務報表時全數對銷。未變現虧損亦會對銷，除非交易顯示所轉讓資產出現減值，則在此情況下，虧損乃於損益確認。

於年內收購或出售的附屬公司的業績，乃自實際收購日期起或截至出售日期止(視適用者而定)計入綜合全面收益表。在有需要的情況下，附屬公司的財務報表會作調整以使其會計政策與本集團其他成員公司所使用者相符。

當所收購的一組業務活動及資產符合業務的定義且控制權轉移至本集團時，本集團就業務合併使用收購法入賬。於釐定一組特定活動及資產是否為一項業務時，本集團會評估所收購的一組資產及活動是否至少包括投入及實質性過程，以及所收購的一組業務活動及資產是否有能力產生輸出。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(a) Business combination and basis of consolidation (continued)**

The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group has previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

4. 主要會計政策概要(續)**(a) 業務合併及綜合基準(續)**

收購成本乃按本集團(作為收購方)所轉讓資產、所產生負債及所發行股權於收購日期的總公平值計量。所收購的可識別資產及所承擔的負債主要按於收購日期的公平值計量。本集團先前於被收購方持有的股權按於收購日期的公平值重新計量，所產生的收益或虧損則於損益確認。本集團可逐項交易選擇按公平值或在被收購方可識別淨資產所佔的比例份額來計量代表附屬公司目前擁有權益的非控股權益。所有其他非控股權益乃按公平值計量，除非香港財務報告準則規定按另一基準計量，則作別論。所產生的收購相關成本入賬列作開支，惟發行權益工具時所產生者除外，在此情況下，成本乃自權益扣除。

收購方轉讓的任何或然代價乃按收購日期的公平值確認。代價的其後調整乃於商譽內確認，惟以於計量期間(收購日期起計最多12個月)內就收購日期的公平值取得新資料而產生者為限。或然代價的所有其他其後調整均分類為資產或負債並於損益確認。



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For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Business combination and basis of consolidation (continued)

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

Changes in the Group's interests in a subsidiary that do not result in a loss of control of the subsidiary are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the gain or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for on the same basis as would be required if the relevant assets or liabilities were disposed of.

4. 主要會計政策概要(續)

(a) 業務合併及綜合基準(續)

於收購後，代表附屬公司目前擁有權益的非控股權益的賬面金額為該等權益於初始確認時的金額，另加非控股權益佔權益其後變動的部分。非控股權益於綜合財務狀況表的權益內與本公司擁有人應佔權益分開呈列。損益及其他全面收益各組成部分歸屬於本公司擁有人及非控股權益。全面收益總額歸屬於非控股權益，即使這會導致非控股權益出現虧絀結餘亦然。

倘本集團於附屬公司的權益變動並無導致失去對附屬公司的控制權，則入賬列作權益交易。本集團之權益及非控股權益賬面值已作出調整，以反映其於附屬公司之相關權益變動。非控股權益之調整金額與已付或已收代價公平值之間之任何差額直接於權益確認，並歸屬於本公司擁有人。

當本集團失去於附屬公司的控制權時，出售產生的損益按(i)已收代價的公平值及任何保留權益的公平值的總和與(ii)該附屬公司資產(包括商譽)及負債及任何非控股權益先前的賬面金額兩者間的差額計算。先前於其他全面收益確認與該附屬公司有關的金額乃按出售相關資產或負債所需的相同方式入賬。



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For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (1) power over the investee, (2) exposure, or rights, to variable returns from the investee, and (3) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

De-facto control exists in situations where the Company has the practical ability to direct the relevant activities of the investee without holding the majority of the voting rights. In determining whether de-facto control exists the Company considers all relevant facts and circumstances, including:

- The size of the Company's voting rights relative to both the size and dispersion of other parties who hold voting rights;
- Substantive potential voting rights held by the Company and other parties who hold voting rights;
- Other contractual arrangements; and
- Historic patterns in voting attendance.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

4. 主要會計政策概要(續)

(b) 附屬公司

附屬公司指本公司可行使控制權的被投資方。倘以下所有三個因素出現，則本公司控制被投資方：(1)對被投資方的權力，(2)享有或有權享有來自被投資方可變回報，及(3)利用其權力影響該等可變回報的能力。每當有事實及情況顯示任何此等控制因素可能出現變動時，控制權會被重新評估。

倘本公司擁有實際能力操控被投資方相關活動，而並無持有大多數投票權，則存在實際控制權。釐定實際控制權是否存在時，本公司考慮所有相關事實及情況，包括：

- 相對其他持有投票權人士的數量及分散情況，本公司投票權多寡；
- 本公司及其他持有投票權人士所持有的實際潛在投票權；
- 其他合約安排；及
- 過往參與投票的模式。

於本公司財務狀況表中，於附屬公司的投資乃按成本減減值虧損(如有)列賬。附屬公司業績由本公司按已收及應收股息基準入賬。



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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Goodwill

Goodwill represents the excess of the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree over the fair value of the identifiable assets and liabilities measured as at the acquisition date.

Where the fair value of identifiable assets and liabilities exceed the aggregate of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount, and whenever there is an indication that the unit may be impaired.

4. 主要會計政策概要(續)

(c) 商譽

商譽指所轉讓代價的公平值、被收購方的任何非控股權益金額及本集團先前持有的被收購方股權的公平值總和，超出於收購日期計量的可識別資產及負債的公平值的部分。

倘可識別資產及負債的公平值超過已付代價的公平值、於被收購方的任何非控股權益的金額及收購方先前於被收購方所持股權於收購日期的公平值的總額，則超出部分於收購日期在重新評估後於損益確認。

商譽按成本減去減值虧損計量。就減值測試而言，收購產生的商譽乃分配至預期自該收購的協同效應中受益的各相關現金產生單位。現金產生單位為一組最小可識別資產，該組資產產生現金流入，而該等現金流入大致上獨立於來自其他資產或資產組別的現金流入。獲分配商譽的現金產生單位每年及於存在單位可能出現減值的跡象時進行減值測試，方法為比較其賬面金額與可收回金額。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Goodwill (continued)

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value in use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

(d) Fair value measurement

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

4. 主要會計政策概要(續)

(c) 商譽(續)

就於某一財政年度內的收購產生的商譽而言，獲分配商譽的現金產生單位乃於該財政年度結束之前進行減值測試。當現金產生單位的可收回金額少於單位的賬面金額時，減值虧損會作分配，以首先削減分配至該單位的任何商譽的賬面金額，然後以單位內各資產賬面金額為基準按比例分配至該單位的其他資產。然而，各資產獲分配的虧損將不會令個別資產的賬面金額削減至低於其公平值減出售成本(如可計量)或其使用價值(如可釐定)(以較高者為準)。商譽的任何減值虧損乃於損益確認，且不會於其後撥回。

(d) 公平值計量

本集團於各報告期末按公平值計量其透過損益按公平值計量的金融資產及或然代價資產。公平值為於計量日期在市場參與者之間進行的有序交易中，就出售資產收取或轉讓負債支付的價格。公平值計量乃基於假定出售資產或轉讓負債的交易在該資產或負債的主要市場(或在不存在主要市場的情況下，則在對該資產或負債最有利的市場)進行而作出。該主要或最有利的市場須為本集團可進入的市場。資產或負債的公平值採用市場參與者為資產或負債定價時所用的假設計量，即假設市場參與者按其最佳經濟利益行事。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Fair value measurement (continued)

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

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

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

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

4. 主要會計政策概要(續)

(d) 公平值計量(續)

本集團採用在當前情況下適用並且有足夠可利用數據支持的估值技術計量公平值，以盡量使用相關可觀察輸入數值及盡量避免使用不可觀察輸入數值。

於本財務報表計量或披露公平值的所有資產及負債，均基於對公平值計量整體而言具重要意義的最低層次輸入數值按下述公平值架構層級分類：

- | | | |
|-----|---|---|
| 第1層 | — | 基於相同資產或負債在活躍市場上的報價(未經調整) |
| 第2層 | — | 基於對公平值計量而言具有重要意義的最低層次輸入數值乃直接或間接可觀察的估值技術 |
| 第3層 | — | 基於對公平值計量而言具有重要意義的最低層次輸入數值乃不可觀察的估值技術 |

就經常性於財務報表確認的資產及負債而言，本集團於各報告期末透過重新評估分類(基於對公平值計量整體而言具有重要意義的最低層次輸入數值)決定各層級之間有否出現轉移。



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財務報表附註

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(e) Related parties**

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

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

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

4. 主要會計政策概要(續)**(e) 關聯方**

在下列情況下，一方將視為本集團的關聯方：

- (a) 一方為一名人士或該人士的近親，且該人士：
 - (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團擁有重大影響力；或
 - (iii) 為本集團或其母公司的主要管理層成員；

或

- (b) 一方為符合下列任何條件的實體：
 - (i) 該實體與本集團為同一集團的成員公司；
 - (ii) 一間實體為另一間實體(或另一實體的母公司、附屬公司或同系附屬公司)的聯營公司或合營企業；
 - (iii) 該實體與本集團為同一第三方的合營企業；
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；



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For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Related parties (continued)

(b) (continued)

- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

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

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

4. 主要會計政策概要(續)

(e) 關聯方(續)

(b) (續)

- (v) 該實體為本集團或與本集團有關聯的實體就僱員福利設立的離職後福利計劃；
- (vi) 該實體受(a)項所識別人土控制或共同控制；
- (vii) (a)(i)項所識別人土對該實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員；及
- (viii) 該實體或其所屬集團的任何成員公司為本集團或本集團母公司提供主要管理人員服務。

一名人士的近親指於與實體交易時預計對該人士有或受該人士影響的家庭成員，包括：

- (i) 該人士子女及配偶或同居伴侶；
- (ii) 該人士的配偶或同居伴侶的子女；及
- (iii) 該人士或該人士的配偶或同居伴侶的受供養人士。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The annual rates are as follows:

Office premises	Over the shorter of lease terms or useful life
Plant and machinery	10% to 20%
Furniture, fixtures and office equipment	10% to 20%
Motor vehicles	10% to 25% over the shorter of lease terms or useful life
Land and building	10% to 50%

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

4. 主要會計政策概要(續)

(f) 物業、機器及設備以及折舊

物業、機器及設備按成本減累計折舊及累計減值虧損列賬。物業、機器及設備的成本包括有關項目的購買價以及收購項目的直接應佔成本。

其後成本只有在與該項目有關的未來經濟利益有可能流入本集團，而該項目的成本能可靠地計量時，才計入資產的賬面金額或確認為獨立資產(如適用)。替換部分的賬面金額終止確認。所有其他維修及保養在產生的財政期間內於損益確認為開支。

物業、機器及設備以直線法計算折舊，以按其估計可使用年期撇銷其成本(扣除預期剩餘價值)。使用權資產一般以直線法按資產的可使用年期與租期的較短者計算折舊。倘本集團合理確定將行使購買選擇權，則使用權資產按相關的可使用年期計算折舊。可使用年期、剩餘價值及折舊方法乃於各報告期末覆核，並於適當時作出調整。年度折舊率如下：

辦公室物業	租期與可使用年期的較短者
機器及機械	10%至20%
傢俬、裝置及辦公室設備	10%至20%
汽車	10%至25%或租期與可使用年期的較短者
土地及樓宇	10%至50%

倘資產的賬面金額高於估計可收回金額，則資產會即時撇減至可收回金額。



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For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Property, plant and equipment and depreciation (continued)

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(g) Leasing

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

4. 主要會計政策概要(續)

(f) 物業、機器及設備以及折舊(續)

出售物業、機器及設備項目的收益或虧損為銷售所得款項淨額與其賬面金額的差額，於出售時於損益確認。

(g) 租賃

所有租賃(不論屬經營租賃或融資租賃)均須於財務狀況表內資本化，作為使用權資產及租賃負債，惟實體亦可選擇不將以下各項資本化的會計政策：(i)短期租賃；及／或(ii)相關資產價值低的租賃。本集團已選擇不就低價值資產及於開始日期的租期為12個月以下的租賃確認使用權資產及租賃負債。與該等租賃有關的租賃付款於租期內以直線法支銷。

使用權資產

使用權資產應按成本確認並將包括：(i)租賃負債的初始計量金額(見下文有關租賃負債會計法的會計政策)；(ii)於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；(iii)承租人產生的任何初始直接成本及(iv)承租人根據租賃條款及條件的規定拆卸及移除相關資產時估計將產生的成本，除非該等成本因生產存貨而產生。本集團應用成本模型計量使用權資產，據此按成本減任何累計折舊及任何減值虧損計量使用權資產，並就任何租賃負債的重新計量作出調整。



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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Leasing (continued)

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

4. 主要會計政策概要(續)

(g) 租賃(續)

租賃負債

租賃負債按於租賃開始日期尚未作出的租賃付款的現值確認。租賃付款的現值按租賃中隱含的利率(如可隨時釐定)貼現。如該利率無法隨時確定,則本集團使用其遞增借貸利率。

下列並非於租賃開始日期支付的租期內相關資產使用權付款被視為租賃付款:(i)固定付款減任何應收租賃優惠;(ii)取決於某一指數或比率的可變租賃付款,初始按於開始日期的指數或比率計量;(iii)承租人預期根據剩餘價值擔保支付的金額;(iv)購買選擇權的行使價(如承租人合理地確定行使該選擇權);及(v)就終止租賃支付的罰款(如租期反映承租人行使選擇權終止租賃)。

於開始日期後,本集團按以下方式計量租賃負債:(i)增加賬面金額以反映租賃負債的利息;(ii)減少賬面金額以反映所作出的租賃付款;及(iii)重新計量賬面金額以反映任何新評估或租賃修改,例如未來租賃付款因指數或比率變動而有變、租期有變、實質固定租賃付款有變或購買相關資產的評估有變。



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For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Leasing (continued)

Accounting as a lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

4. 主要會計政策概要(續)

(g) 租賃(續)

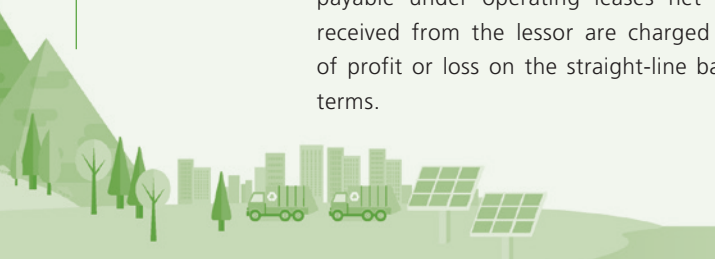
作為出租人的會計處理

經營租賃的租金收入按租期以直線法於損益確認。磋商及安排經營租賃所產生的初始直接成本計入租賃資產的賬面金額，並按租期以直線法確認為開支。

凡將資產擁有權(法定業權除外)的絕大部分回報與風險轉移至本集團的租賃，均以融資租賃入賬。於融資租賃開始時，租賃資產的成本按最低租賃款項的現值撥充資本，並連同責任(不計利息部分)列賬，以反映購入及融資情況。根據已撥充資本的融資租賃持有的資產(包括融資租賃的預付土地租賃款項)乃列入物業、機器及設備，並按資產的租期與估計可使用年期的較短者計算折舊。該等租賃的財務成本自損益表扣除，藉以在租期內提供一個固定定期扣除率。

透過具融資性質的租購合約購入的資產以融資租賃入賬，惟須按其估計可使用年期計算折舊。

凡資產擁有權的絕大部分回報與風險繼續歸出租人所有的租賃，均入賬列作經營租賃。倘本集團為出租人，則本集團根據經營租賃出租的資產計入非流動資產，根據經營租賃應收的租金按租期以直線法計入損益表。倘本集團為承租人，則根據經營租賃應付的租金(扣除已收出租人的任何獎勵)按租期以直線法自損益表扣除。



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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Service concession arrangements

Consideration given by the grantor

A financial asset (receivable under a service concession arrangement) is recognised to the extent that (a) the Group has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services; and (b) the grantor has little, if any, discretion to avoid payment, usually because the agreement is enforceable by law. The Group has an unconditional right to receive cash if the grantor contractually guarantees to pay the Group specified or determinable amounts or (b) the shortfall, if any, between amounts received from users of the public service and specified or determinable amounts, even if the payment is contingent on the Group ensuring that the infrastructure meets the specified quality of efficiency requirements. The financial asset (receivable under a service concession arrangement) is accounted for in accordance with the policy set out for loans and receivables under “Financial assets” below.

An intangible asset (operating concession) is recognised to the extent that the Group receives a right to charge users of the public service, which is not an unconditional right to receive cash because the amounts are contingent on the extent that the public uses the service. The intangible asset (operating concession) is accounted for in accordance with the policy set out for “Intangible assets (other than goodwill)” below.

If the Group is paid for the construction services partly by a financial asset and partly by an intangible asset, in which case, each component of the consideration is accounted for separately and the consideration received or receivable for both components shall be recognised initially at the fair value of the consideration received or receivable.

4. 主要會計政策概要(續)

(h) 特許經營權安排

授予人給予的代價

所確認金融資產(特許經營權安排應收款項)以下列者為限:(a) 本集團有無條件合約權利就建造服務向授予人或按其指示收取現金或其他金融資產;及(b) 授予人擁有有限酌情權(如有)逃避付款,通常因為協議可依法強制執行。倘授予人以合約方式擔保向本集團支付(a)指定或可釐定金額或(b)已收公共服務用戶的款項少於指定或可釐定金額的差額(如有),則儘管付款須以本集團確保基礎設施符合指定效率要求為條件,本集團仍擁有無條件權利收取現金。金融資產(特許經營權安排應收款項)按照下文「金融資產」所載的貸款及應收款項政策入賬。

無形資產(經營特許權)於本集團獲得向公共服務用戶收費的權利時確認,惟該權利並非收取現金的無條件權利,因為該款項須以公眾使用該服務為條件。無形資產(經營特許權)按照下文「無形資產(商譽除外)」所載的政策入賬。

倘本集團就建造服務獲支付金融資產及無形資產分別作為部分報酬,則會就代價的各個部分分開入賬,就兩部分已收或應收的代價初始應按已收或應收代價的公平值確認。



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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Service concession arrangements (continued)
Construction or upgrade services

Revenue and costs relating to construction or upgrade services are accounted for in accordance with the policy set out for “Construction contracts” below.

Operating services

Revenue relating to operating services is accounted for in accordance with the policy set out for “Revenue recognition” below. Costs for operating services are expensed in the period in which they are incurred.

Contractual obligations to restore the infrastructure to a specific level of serviceability

The Group has contractual obligations which it must fulfil as a condition of its license, that is (a) to maintain the kitchen waste treatment plants it operates to a specified level of serviceability; and/or (b) to restore the plants to a specified condition before they are handed over to the grantor at the end of the service concession arrangement. These contractual obligations to maintain or restore the kitchen waste treatment plants, except for upgrade element, are recognised and measured in accordance with the policy set out for “Provisions” below.

(i) Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

4. 主要會計政策概要(續)

(h) 特許經營權安排(續)
建造或升級服務

與建造或升級服務有關的收入及成本按照下文「建築合約」所載的政策入賬。

經營服務

有關經營服務的收入按照下文「收入確認」所載的政策入賬。經營服務的成本於產生的期間支銷。

修復基礎設施至特定可提供服務水平的合約責任

作為其執照的條件，本集團必須履行的合約責任為(a)保養其經營的餐廚垃圾處理廠，以符合特定的可提供服務水平；及／或(b)於特許經營權安排結束時，在移交廠房予授予人前將廠房修復至指定狀態。該等保養或修復餐廚垃圾處理廠的合約責任(升級部分除外)按照下文「撥備」所載的政策確認及計量。

(i) 無形資產(商譽除外)

個別收購的無形資產於初始確認時按成本計量。在業務合併過程中收購無形資產的成本為收購當日的公平值。無形資產的可使用年期可評估為有限或無限。年期有限的無形資產其後按可使用經濟年期攤銷，並於該無形資產可能出現減值跡象時進行減值評估。可使用年期有限的無形資產的攤銷期及攤銷方法會最少於每個財政年度結束時檢討一次。



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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(i) Intangible assets (other than goodwill)***(continued)***Operating concessions**

Operating concessions represent the rights to operate kitchen waste treatment plants are stated at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is provided on the straight-line basis over the respective periods of the operating concessions granted to the Group of 25 to 30 years.

Patents

Purchased patents are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful economic lives of 5 to 6 years.

(j) Financial Instruments**(i) Financial assets**

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

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

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

4. 主要會計政策概要(續)**(i) 無形資產(商譽除外)(續)****經營特許權**

經營特許權指經營餐廚垃圾處理廠的權利，按成本減累計攤銷及任何累計減值虧損列賬，並以直線法於本集團獲授予25至30年經營特許權相關期間內攤銷。

專利

已購入專利按成本減任何減值虧損列賬，並以直線法於5至6年的估計使用經濟年期內攤銷。

(j) 金融工具**(i) 金融資產**

金融資產(並無重大融資組成部分的貿易應收款項除外)初始按公平值加(倘為並非透過損益按公平值計量的項目)收購或發行金融資產直接應佔的交易成本計量。並無重大融資組成部分的貿易應收款項初始按交易價計量。

所有以正常方式進行的金融資產買賣於交易日期(即本集團承諾購買或出售該資產的日期)確認。正常方式買賣指按照一般市場規例或慣例訂定的期間內交付資產的金融資產買賣。

在確定具有嵌入式衍生工具的金融資產的現金流量是否純粹支付本金及利息時，應整體考慮該等金融資產。



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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial Instruments (continued)

(i) Financial assets (continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

FVTPL: Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

4. 主要會計政策概要(續)

(j) 金融工具(續)

(i) 金融資產(續)

債務工具

債務工具的其後計量視乎本集團管理資產的業務模式及資產的現金流量特徵而定。本集團的債務工具分為三個計量類別：

攤銷成本：資產如為收取合約現金流量而持有，而該等現金流量為純粹支付本金及利息，則按攤銷成本計量。按攤銷成本計量的金融資產其後以實際利率法計量。利息收入、外匯收益及虧損以及減值於損益確認。終止確認的任何收益於損益確認。

透過損益按公平值計量：透過損益按公平值計量的金融資產包括持作買賣的金融資產、於初始確認時指定透過損益按公平值計量的金融資產或強制規定按公平值計量的金融資產。金融資產如為於短期內出售或購回而購入，則分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，除非獲指定為有效對沖工具。現金流量並非純粹支付本金及利息的金融資產亦按透過損益按公平值計量分類及計量，不理會業務模式。即使符合上述將債務工具分類為按攤銷成本計量或透過其他全面收益按公平值計量的條件，本集團仍可於初始確認時將債務工具指定為透過損益按公平值計量，前提是有關指定可消除或大幅減少會計錯配發生。



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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial Instruments (continued)

(i) Financial assets (continued)

Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at fair value through other comprehensive income are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit loss on trade and retention receivables, contract assets, receivables under service concession arrangements, deposits and other receivables, loan receivables and consideration receivables. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

4. 主要會計政策概要(續)

(j) 金融工具(續)

(i) 金融資產(續)

權益工具

於初始確認並非持作買賣的股本投資時，本集團或會不可撤回地選擇於其他全面收益呈列投資公平值的其後變動。該項選擇乃按投資逐項作出。透過其他全面收益按公平值計量的股本投資按公平值計量。除非股息收入明確地代表收回部分投資成本，否則股息收入於損益確認。其他淨收益及虧損於其他全面收益內確認，且不會重新分類至損益。所有其他權益工具均分類為透過損益按公平值計量，據此，公平值變動、股息及利息收入於損益確認。

(ii) 金融資產的減值虧損

本集團就貿易應收款項及應收保留金、合約資產、特許經營權安排應收款項、按金及其他應收款項、應收貸款及應收代價確認減值撥備。預期信貸虧損按以下其中一項基準計量：(1) 12個月預期信貸虧損：此乃可能於報告日期後12個月內發生的違約事件產生的預期信貸虧損；及(2)全期預期信貸虧損：此乃可能於金融工具預計年期內發生的所有違約事件產生的預期信貸虧損。於估計預期信貸虧損時考慮的最長期間為本集團面對信貸風險的最長合約期間。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial Instruments (continued)

(ii) Impairment loss on financial assets (continued)

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group has elected to measure loss allowances for receivable from service concession arrangement, trade and retention receivables and contract assets using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has applied the probability of based on that of counterparties with similar credit rating, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-months ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

4. 主要會計政策概要(續)

(j) 金融工具(續)

(ii) 金融資產的減值虧損(續)

預期信貸虧損乃信貸虧損的概率加權估計。信貸虧損乃基於根據合約應付本集團的所有合約現金流量與本集團預期收取的所有現金流量之間的差額計量。該不足額其後按與資產原有實際利率相近的利率貼現。

本集團已選擇使用香港財務報告準則第9號的簡化方式計量特許經營權安排應收款項、貿易應收款項及應收保留金及合約資產的虧損備抵，並基於全期預期信貸虧損計算預期信貸虧損。本集團基於信貸評級相若的交易對手的資料應用違約概率，並按債務人及經濟環境的特定前瞻性因素作出調整。

就其他債務金融資產而言，本集團按12個月預期信貸虧損計算預期信貸虧損。然而，自開始以來信貸風險顯著增加時，備抵將以全期預期信貸虧損為基準。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial Instruments (continued)

(ii) Impairment loss on financial assets (continued)

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience, informed credit assessment and forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due, unless the Group has reasonable and supportable information that demonstrate otherwise.

The Group considers a financial asset to be in default when: (1) the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due, unless the Group has reasonable and supportable information to demonstrate that a more logging default criteria is more appropriate.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

4. 主要會計政策概要(續)

(j) 金融工具(續)

(ii) 金融資產的減值虧損(續)

當釐定金融資產的信貸風險自初始確認後有否大幅增加，並於估計預期信貸虧損時，本集團會考慮相關及無須付出過多成本或努力即可獲得的合理及可靠資料。此包括根據本集團的過往經驗、已知信貸評估及前瞻性資料得出的定量及定性資料及分析。

倘某項金融資產逾期超過30天，則本集團假設該金融資產的信貸風險大幅增加，除非本集團有合理及可靠資料顯示並非如此，則作別論。

本集團認為金融資產在以下情況下將屬違約：(1)債務人不大可能在本集團無追索權採取行動(例如變現抵押(如持有))的情況下向本集團悉數履行其信貸義務；或(2)金融資產逾期超過90天，除非本集團有合理及可靠資料顯示更滯後的違約標準更為適當，則作別論。

出現信貸減值的金融資產的利息收入按金融資產的攤銷成本(即賬面總額減虧損備抵)計算。無出現信貸減值的金融資產的利息收入則按賬面總額計算。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial Instruments (continued)

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost including trade and other payables, borrowings, certain preference shares and the debt element of convertible loan note issued by the Group are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

4. 主要會計政策概要(續)

(j) 金融工具(續)

(iii) 金融負債

本集團按金融負債產生的目的將有關負債分類。按攤銷成本計量的金融負債初始按公平值扣除已產生之直接應佔成本計量。

按攤銷成本計量的金融負債包括貿易及其他應付款項、借貸、若干優先股及本公司發行的可換股貸款票據中的債務部分，其後使用實際利息法按攤銷成本計量，相關利息支出於損益確認。

收益或虧損於終止確認負債時以及透過攤銷過程於損益確認。

(iv) 實際利息法

實際利息法乃計算金融資產或金融負債之攤銷成本及於有關期間攤分利息收入或利息支出之方法。實際利率為於金融資產或負債之預期年期或(倘適用)較短期間內將估計日後現金收入或支出精確貼現之利率。

(v) 權益工具

本公司發行之權益工具按已收所得款項扣除直接發行成本記賬。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(j) Financial Instruments (continued)****(vi) Financial guarantee contracts**

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the loss allowance, being the ECL provision measured in accordance with principles of the accounting policy set out in note 4(j)(ii); and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the principles of HKFRS 15.

(vii) Convertible bonds

Convertible bonds issued by the Group that contain both the liability and conversion option components are classified separately into their respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

4. 主要會計政策概要(續)**(j) 金融工具(續)****(vi) 財務擔保合約**

財務擔保合約為要求發行人作出特定付款以彌償持有人因指定債務人未能按照債務工具的原有或經修改條款於到期時付款而招致的損失的合約。本集團發出的財務擔保合約並無指定為透過損益按公平值計量，初始按公平值扣除發出該財務擔保合約直接應佔的交易成本確認。初始確認後，本集團按以下兩者中的較高者計量財務擔保合約：(i)虧損撥備抵金額，為按照附註4(j)(ii)所載會計政策的原則計量的預期信貸虧損撥備；及(ii)初始確認金額減(如適用)根據香港財務報告準則第15號的原則確認的累計攤銷。

(vii) 可換股債券

本集團發行包含負債及可換股期權部分之可換股債券於初始確認時分開歸類於各自之項目。以定額現金或另一項金融資產交換本公司本身固定數目之股本工具進行結算之可換股期權，乃分類為股本工具。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial Instruments (continued)

(vii) Convertible bonds (continued)

On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate of similar non-convertible debts. The difference between the proceeds of the issue of the convertible bonds and the fair value assigned to the liability component, representing the conversion option for the holder to convert the bonds into equity, is included in equity (conversion option reserve).

In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible bonds equity reserve until the embedded option is exercised (in which case the balance stated in convertible bonds equity reserve will be transferred to share capital and share premium. Where the option remains unexercised at the expiry dates, the balance stated in convertible bonds equity reserve will be released to the retained earnings. No gain or loss is recognised upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

4. 主要會計政策概要(續)

(j) 金融工具(續)

(vii) 可換股債券(續)

於初始確認時，負債部分之公平值乃按類似不可轉換債務之現行市場利率釐定。發行可換股債券之所得款項與負債部分所分配之公平值(即供持有人將債券兌換成權益之可換股期權)之差額乃計入權益(可換股購股權儲備)。

於其後期間，可換股債券之負債部分使用實際利率法按攤銷成本列賬。股本部分，即可將負債部分兌換為本公司普通股之期權，將保留於可換股債券權益儲備，直至內置期權獲行使為止(在此情況下，可換股債券權益儲備之結餘將轉撥至股本及股份溢價)。倘期權於屆滿日期仍未獲行使，則於可換股債券權益儲備之結餘將轉撥至保留盈利。期權兌換或到期時將不會確認任何收益或虧損。

與發行可換股債券有關之交易成本，按所得款項之分配比例分配至負債及權益部分。與權益部分有關之交易成本直接於權益中扣除。有關負債部分之交易成本計入負債部分之賬面值，並以實際利率法於可換股債券期間攤銷。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(j) Financial Instruments (continued)**
(viii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

(k) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labor and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

4. 主要會計政策概要(續)**(j) 金融工具(續)**
(viii) 終止確認

當收取金融資產的未來現金流量的合約權利屆滿，或金融資產已經轉讓而該轉讓符合香港財務報告準則第9號終止確認的標準時，本集團會終止確認該金融資產。

當相關合約訂明的責任獲解除、註銷或屆滿時，本集團會終止確認金融負債。

倘本集團因重新磋商金融負債條款而向債權人發行本身的權益工具，以結算全部或部分金融負債，則所發行權益工具為已付代價，初始按金融負債或其部分消除當日的公平值計量。倘所發行權益工具的公平值無法可靠地計量，則該等權益工具按能反映已消除金融負債的公平值計量。已消除的金融負債或其部分的賬面金額與已付代價之間的差額於年內損益確認。

(k) 存貨

存貨按成本與可變現淨值兩者中的較低者入賬。成本以先進先出法釐定，而在製品及製成品的成本則包括直接材料、直接人工及適當的間接費用部分。可變現淨值乃基於估計售價扣除直至完成及出售時將產生的任何估計成本計算。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(m) Income tax

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill, if any, and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

4. 主要會計政策概要(續)

(l) 撥備及或然負債

當本集團因過往事件而負有法律或推定責任，而有關責任將可能導致可合理地估計的經濟利益流出時，本集團會就時間或數額不確定的負債確認撥備。

倘不大可能須流出經濟利益，或有關金額無法可靠地估計，則該責任披露為或然負債，除非經濟利益流出的可能性極低。僅以一項或多項未來事件發生或不發生確定存在與否的可能責任亦會披露為或然負債，除非經濟利益流出的可能性極低。

(m) 所得稅

年內所得稅包括即期稅項及遞延稅項。

即期稅項以日常業務的溢利或虧損為基礎，就所得稅而言無須課稅或不可扣稅的項目作出調整，並以報告期末已頒佈或實質上已頒佈的稅率計算。

本集團就作財務報告用途的資產及負債賬面金額與其作稅務用途的相應金額間的暫時差額確認遞延稅項。除不影響會計或應課稅溢利的商譽(如有)以及已確認資產及負債外，本集團就所有暫時差額確認遞延稅項負債。遞延稅項資產在可能有應課稅溢利可用於抵銷可扣稅暫時差額的情況下確認。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(m) Income tax (continued)**

Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income.

4. 主要會計政策概要(續)**(m) 所得稅(續)**

遞延稅項按適用於預期變現資產或清償負債賬面金額的方式及於報告期末已頒佈或實質上已頒佈的稅率計量。

釐定計量遞延稅項金額所用適當稅率的一般規定存在一個例外情況，即投資物業乃根據香港會計準則第40號「投資物業」按公平值列賬。除非該推定被推翻，否則此等投資物業的遞延稅項金額乃利用此等投資物業按於報告日期的賬面金額出售時應用的稅率計量。當投資物業乃可計提折舊並於旨在隨時間(而非透過出售)消耗物業所蘊含絕大部分經濟利益的商業模型內持有時，該推定即被推翻。

本集團就於附屬公司及聯營公司的投資產生的應課稅暫時差額確認遞延稅項負債，惟本集團能控制暫時差額撥回及暫時差額不大可能於可見將來撥回的情況除外。

所得稅乃於損益確認，惟當該等稅項與其他全面收益確認的項目有關時，該等稅項亦於其他全面收益確認。



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For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

Where the Group receives government loans granted with no or at a below-market rate of interest for the construction of a qualifying asset, the initial carrying amount of the government loans is determined using the effective interest rate method, as further explained in the accounting policy for "Financial liabilities" above. The benefit of the government loans granted with no or at a below-market rate of interest, which is the difference between the initial carrying value of the loans and the proceeds received, is treated as a government grant and released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments.

4. 主要會計政策概要(續)

(n) 政府補助

政府補助於能合理確定將能收取補助及將符合所有附帶條件時按公平值確認。當補助與開支項目有關時，會於補助擬補償的成本支銷的期間內按有系統基準確認為收入。倘補助與資產有關，則公平值會計入遞延收入賬，並於相關資產的預計使用年期內以每年等額分期收款列於損益表，或從資產賬面金額中扣除及以經調減折舊支出的方式列於損益表。

倘本集團收取的政府貸款乃以零利率或低於市場的利率就興建合資格資產授出，則政府貸款的初始賬面金額會如上文「金融負債」的會計政策所進一步闡述，利用實際利率法釐定。以零利率或低於市場的利率授出的政府貸款的利益（為貸款初始賬面值與已收所得款項之間的差額）視為政府補助處理，並於相關資產的預計使用年期內以每年等額分期收款列於損益表。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

4. 主要會計政策概要(續)

(o) 收入確認

來自客戶合約的收入於貨品或服務的控制權轉移至客戶時，按反映本集團預期就交換該等貨品或服務有權獲得的代價金額確認。

當合約內的代價包括可變金額時，代價金額按本集團就向客戶轉移貨品或服務有權換取的金額估計。可變代價於合約簽訂時估計，並於與可變代價相關的不明朗因素其後得以解決，已確認累計收入金額中不太可能撥回重大收入前受限制。

當合約包含融資組成部分，為客戶提供超過一年的重大利益，為向客戶轉移貨品或服務融資時，收入按應收金額現值計量，並利用於合約簽訂時本集團與客戶進行獨立融資交易中反映的貼現率貼現。當合約包含融資組成部分，為本集團提供超過一年的重大融資利益時，根據合約確認的收入包括根據實際利息法就合約負債增長的利息開支。就客戶付款至承諾貨品或服務轉移期間為一年或以下的合約而言，按照香港財務報告準則第15號的可行權宜措施，交易價格不就重大融資組成部分的影響進行調整。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Revenue recognition (continued)

The Group satisfied a performance obligation and recognises revenue over time, 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 asset is created or enhanced.
- The Group's performance does not create an asset with an alternate use to the Group and the Group has an enforceable right to payment for performance completed to date.

If none of the above conditions are met, the Group recognises revenue at the point in time at which the performance obligation is satisfied.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.

The progress towards complete satisfaction of the performance obligation is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to the surveyors' assessment of work performed and the costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract.

4. 主要會計政策概要(續)

(o) 收入確認(續)

倘符合以下其中一項條件，則本集團會隨時間履行履約責任及確認收入：

- 隨着本集團履約，客戶同時取得及消耗藉本集團履約提供的利益。
- 本集團的履約行為創造或增強客戶隨着資產被創造或增強而控制的資產。
- 本集團的履約行為並未創造一項可被本集團用於替代用途的資產，且本集團具有就迄今為止已完成的履約部分獲得付款的可強制執行權利。

倘不符合上述條件，則本集團會於履約責任獲履行的時點確認收入。

倘資產控制權隨時間轉移，則本集團會於合約期間內參考圓滿完成履約責任的進度確認收入。否則，收入於客戶獲得資產控制權的時點確認。

圓滿完成履約責任的進度乃基於本集團為完成履約責任而付出的努力或投入的資源計量，當中會參考測量師對已進行工程所作的評估及截至報告期末已產生的成本佔各合約的估計總成本的百分比。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(o) Revenue recognition (continued)**

When the Group provides more than one service in a service concession arrangement, the transaction price will be allocated to each performance obligation by reference to their relative stand-alone selling prices. If the standalone selling prices are not directly observable, they are estimated based on expected cost plus a margin or adjusted market assessment approach, depending on the availability of observable information. In determining the transaction price, the Group adjusts the promised amount of consideration for the effect of a financing component if it is significant.

(a) Construction service revenue

The Group's performance in respect of construction services creates or enhances an asset or work in progress that the customer controls as the asset is created or enhanced, thus the Group satisfies a performance obligation and recognizes revenue over time, by reference to completion of the specific transaction assessed on the basis of the surveyors' assessment of work performed and the costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract.

Revenue from the construction services under a service concession arrangement is estimated on a cost plus basis with reference to a prevailing market rate of gross margin at the date of the agreement applicable to similar construction services rendered.

(b) Service fee income

The Group recognised revenue when the related services are rendered.

4. 主要會計政策概要(續)**(o) 收入確認(續)**

當本集團在特許經營權安排中提供超過一項服務時，交易價格將會參考該等服務的相對獨立銷售價分配至各項履約責任。倘獨立銷售價不能直接觀察，則會基於預期成本加利潤率或經調整市場評估法(取決於能否獲得可觀察資料)估計。在釐定交易價格時，如融資組成部分重大，則本集團會就融資組成部分的影響調整承諾代價金額。

(a) 建築服務收入

就建築服務而言，本集團的履約行為創造或增強客戶隨着資產被創造或增強而控制的資產或在建工程，因此本集團隨時間履行履約責任及確認收入，當中會參考特定交易的完成階段(根據測量師就已進行的工程所作的評估而評定)，以及截至報告期末已產生的成本佔各合約的估計總成本的百分比作出。

根據特許經營權安排提供建築服務所得收入經參考於協議日期提供類似建築服務適用的現行市場毛利率，按成本加成法估計。

(b) 服務費收入

本集團於相關服務提供時確認收入。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Revenue recognition (continued)

Other income

Machinery rental income is recognised on a time proportion basis over the lease terms.

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Financial guarantee service fee income is recognised proportion basis over the contract terms.

Revenue from the sales of construction materials is recognised at the point in time when control of the asset is transferred to the customer, generally when the customer obtains the physical possession or the legal title of the construction materials and the Group has present right to payment and the collection of the consideration is portable.

Contract assets and liabilities

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

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

4. 主要會計政策概要(續)

(o) 收入確認(續)

其他收入

機械租金收入於租期內按時間比例確認。

利息收入按應計基準使用實際利息法確認，當中採用於金融工具的預期年期或更短期間(如適用)內將估計未來現金收入準確貼現至金融資產賬面淨額的利率。

融資擔保服務費收入在合約期內按比例確認。

出售建築物料的收益於資產控制權轉移至客戶時的時間點中確認，一般指客戶已實質擁有建築物料或其法定所有權，且本集團已展示收款權利及有可能收取代價。

合約資產及負債

合約資產指本集團對於其已向客戶轉移的服務收取代價的權利(尚未成為無條件)。相反，應收款項指本集團收取代價的無條件權利，即代價到期支付前僅須待時間流逝。

合約負債指本集團就已收取客戶代價(或已到期代價金額)向客戶轉移服務的責任。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Revenue recognition (continued)

Contract assets and liabilities (continued)

Contract asset is recognised when (i) the Group completes the infrastructure construction works under such services contracts but yet certified by architects, surveyors or other representatives appointed by customers, or (ii) the customers retain retention money to secure the due performance of the contracts. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the considerations (including advances received from customers) exceeds the revenue recognised to date under the output method then the Group recognises a contract liability for the difference.

(p) Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) and consultants of the Group receive remuneration in the form of share-based payments, whereby employees and consultants render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees and others providing similar services is measured by reference to the fair value of the equity instruments at the date at which they are granted. The cost of equity-settled transactions with parties other than employees is measured directly at the fair value of the goods or services received, unless that fair value cannot be estimated reliably, in which case the fair value is measured indirectly by reference to the fair value of the equity instruments granted.

The fair value of the share options granted is determined by an external valuer using a binomial model, further details of which are given in note 33 to the financial statements.

4. 主要會計政策概要(續)

(o) 收入確認(續)

合約資產及負債(續)

本集團於(i)完成有關服務合約項下基礎建設的建築工程，但由客戶委任的建築師、測量師或其他代表尚未認證；或(ii)客戶保留保留金作為妥為履行合約的抵押時確認合約資產。於向客戶發出發票時，先前確認為合約資產的款項重新分類為貿易應收款項。倘代價(包括已收客戶預付款)超過迄今根據產出法已確認的收入，則本集團就差額確認合約負債。

(p) 以股份為基礎支付的款項

本公司設有一項購股權計劃，旨在向對本集團成功營運作出貢獻的合資格參與者提供獎勵及回報。本集團僱員(包括董事)及顧問藉以股份為基礎支付的款項方式收取薪酬，據此，僱員及顧問提供服務作為收取股本工具的代價(「以權益結算的交易」)。

與僱員及其他提供類似服務的人士進行以權益結算的交易的成本，乃參照股本工具於授出日期的公平值計量。與僱員以外人士進行以權益結算的交易的成本直接按所收取貨品或服務的公平值計量，惟倘公平值無法可靠地估計，則參照所授出股本工具的公平值間接計量。

所授出購股權的公平值由外聘估值師利用二項式模型釐定，進一步詳情載於本財務報表附註33。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Share-based payments (continued)

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

4. 主要會計政策概要(續)

(p) 以股份為基礎支付的款項(續)

以權益結算的交易的成本連同相應增加的權益，在績效及／或服務條件獲履行的期間於僱員福利開支確認。在歸屬日期前，於各報告期末確認的以權益結算的交易累計開支，反映歸屬期已屆滿部分及本集團對最終將會歸屬的股本工具數目的最佳估計。於某一期間的損益表扣除或進賬的金額，反映於期初及期終確認的累計開支變動。

釐定獎勵於授出日期的公平值時不會計及服務及非市場績效條件，但達成有關條件的可能性會評估為本集團對將最終歸屬的股本工具數目的最佳估計的一部分。市場績效條件在授出日期公平值中反映。獎勵所附帶但無相關服務要求的任何其他條件被視為非歸屬條件。除非同時附有服務及／或績效條件，否則非歸屬條件在獎勵的公平值中反映，並會導致獎勵即時支銷。

因非市場績效及／或服務條件並未達成而最終未歸屬的獎勵不會確認任何開支。倘獎勵包括一項市場或非歸屬條件，則只要所有其他績效及／或服務條件已經達成，不論市場或非歸屬條件是否達成，該等交易均會被視為已歸屬。



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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(p) Share-based payments (continued)**

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

4. 主要會計政策概要(續)**(p) 以股份為基礎支付的款項(續)**

倘以權益結算的獎勵的條款有所修訂，而原先獎勵的條款已達成，則所確認開支最少須達到猶如條款並無任何修訂的水平。此外，倘有關修訂導致以股份為基礎支付的款項的總公平值有所增加，或於修訂日期經計量為僱員帶來其他利益，則須就該等修訂確認開支。

以權益結算的獎勵如遭註銷，則會視為猶如已於註銷日期歸屬處理，而任何尚未確認的獎勵開支則即時確認。此包括未符合屬本集團或僱員控制範圍內的非歸屬條件所涉及的任何獎勵。然而，倘有新獎勵取代已註銷獎勵，並於授出日期指定為取代獎勵，則已註銷獎勵及新獎勵，均如前段所述被視為猶如原先獎勵的修訂。

未行使購股權的攤薄效應於計算每股盈利時列為額外股份攤薄。



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For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Other employee benefits

(i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of each reporting period in which the employees render the related service. Short term employee benefits are recognised in the period when the employees render the related service.

(ii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in the profit or loss when the services are rendered by the employees.

(iii) Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

4. 主要會計政策概要(續)

(q) 其他僱員福利

(i) 短期僱員福利

短期僱員福利為預期於僱員提供相關服務的各個報告期末後十二個月前將全數結付的僱員福利(離職福利除外)。短期僱員福利於僱員提供相關服務的期間確認。

(ii) 定額供款退休計劃

定額供款退休計劃的供款於僱員提供服務時在損益確認為開支。

(iii) 離職福利

離職福利於本集團不再能撤回提供該等福利時及本集團確認涉及支付離職福利的重組成本時(以較早者為準)確認。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(r) Foreign currencies**

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which they operate (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as exchange reserve. Exchange differences recognised in profit or loss of group entities’ separate financial statements on the translation of long-term monetary items forming part of the Group’s net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as exchange reserve.

4. 主要會計政策概要(續)**(r) 外幣**

集團實體以其經營所在主要經濟環境的貨幣(「功能貨幣」)以外的貨幣進行的交易按進行交易時的適用匯率記賬。外幣貨幣資產及負債以報告期末的適用匯率換算。以外幣計值並以公平值列賬的非貨幣項目按釐定公平值當日的現行匯率重新換算。以外幣歷史成本計量的非貨幣項目不予重新換算。

因結算及換算貨幣項目而產生的匯兌差額於產生的期間在損益確認。因重新換算以公平值列賬的非貨幣項目而產生的匯兌差額計入期內損益，惟因重新換算直接於其他全面收益確認收益及虧損的非貨幣項目而產生的差額除外，在此情況下，匯兌差額亦直接於其他全面收益確認。

於綜合賬目時，外國業務的收支項目以年內平均匯率換算為本集團的呈列貨幣，除非期內匯率大幅波動，在此情況下，則使用與進行該等交易時的適用匯率相若的匯率換算。所有外國業務的資產及負債以報告期末的適用匯率換算。所產生的匯兌差額(如有)於其他全面收益確認，並於權益內的匯兌儲備累計。於換算構成本集團於所涉外國業務的部分淨投資的長期貨幣項目時，在集團實體獨立財務報表的損益確認的匯兌差額重新分類至其他全面收益，並於權益內的匯兌儲備累計。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment under cost model
- investments in subsidiaries
- goodwill and intangible assets

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under that HKFRS.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent 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 in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the reversal of the impairment loss is treated as a revaluation increase under that HKFRS.

Value in use is based on the estimated future cash flows expected to be derived from the asset or cash generating unit, 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 cash generating unit.

4. 主要會計政策概要(續)

(s) 非金融資產減值

本集團於各報告期末審閱下列資產的賬面金額，以釐定是否有任何跡象顯示該等資產已出現減值虧損，或先前確認的減值虧損不復存在或可能已減少：

- 成本模型下的物業、機器及設備
- 於附屬公司的投資
- 商譽及無形資產

倘資產的可收回金額(即公平值減出售成本與使用價值兩者的較高者)估計少於其賬面金額，則該項資產的賬面金額會調減至其可收回金額。減值虧損即時確認為開支，除非相關資產根據另一項香港財務報告準則按經重估金額列賬，在此情況下，減值虧損根據該項香港財務報告準則視為重估減少處理。

倘減值虧損其後撥回，則資產的賬面金額會調高至其經修訂估計可收回金額，惟調高後的賬面金額不得超過資產於過往年度並無確認減值虧損而原應釐定的賬面金額。減值虧損撥回即時確認為收入，除非相關資產根據另一項香港財務報告準則按經重估金額列賬，在此情況下，減值虧損撥回根據該項香港財務報告準則視為重估增加處理。

使用價值以預期來自資產或現金產生單位的估計未來現金流為基礎，並以反映當前市場對貨幣時間值及資產或現金產生單位獨有風險的稅前貼現率貼現至現值。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Non-current assets held for sale and discounted operations

(i) Non-current assets (or disposal groups) are classified as held for sale when:

- they are available for immediate sale;
- management is committed to a plan to sell;
- it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn;
- an active programme to locate a buyer has been initiated;
- the asset or disposal group is being marketed at a reasonable price in relation to its fair value; and
- a sale is expected to be completed within 12 months from the date of classification.

Non-current assets (or disposal groups) classified as held for sale are measured at the lower of:

- their carrying amount immediately prior to being classified as held for sale in accordance with the Group's accounting policy; and
- fair value less costs to sell.

4. 主要會計政策概要(續)

(t) 持作出售非流動資產及已終止經營業務

(i) 如符合以下條件，非流動資產(或出售組別)分類為持作出售：

- 可供即時出售；
- 管理層承諾進行出售計劃；
- 計劃作出重大變動或撤回計劃之可能性不大；
- 已展開計劃積極物色買家；
- 資產或出售組別以對其公平值而言屬合理之價格進行市場推廣；及
- 預期出售可於分類日期起計12個月內完成。

分類為持作出售之非流動資產(或出售組別)以下列較低者計量：

- 根據本集團之會計政策，緊接分類為持作出售前之賬面值；及
- 公平值減銷售成本。



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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Non-current assets held for sale and discounted operations

(i) (continued)

Following their classification as held for sale, non-current assets (including those in a disposal group) are not depreciated.

The results of operations disposed of during the year are included in profit or loss up to the date of disposal.

(ii) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is a part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises the post-tax profit or loss of the discontinued operation and post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group constituting the discontinued operation.

4. 主要會計政策概要(續)

(t) 持作出售非流動資產及已終止經營業務

(i) (續)

於分類為持作出售後，非流動資產(包括於出售組別者)將不予折舊。

年內出售業務之業績列入損益並計至出售日期為止。

(ii) 已終止經營業務

已終止經營業務乃本集團業務之一部分，其業務及現金流量可明顯地與本集團餘下業務區分，並代表獨立主要業務領域或營運地區，或為出售一項按業務或地區劃分為獨立主要業務之單一統籌計劃當中一部分，或為一間純粹為轉售而收購之附屬公司。

倘業務被出售或符合分類為持作出售之標準(以較早者為準)，則分類為已終止經營業務。倘業務被放棄經營，亦會分類為已終止經營業務。

當某項業務被分類為已終止經營業務時，則於損益表以單一金額列示，包括已終止經營業務之除稅後損益，以及按公平值減銷售成本進行計量所確認之除稅後收益或虧損，或於出售時對構成已終止經營業務之資產或出售組別所確認之除稅後收益或虧損。



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5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

(a) Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Determination of functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currency of each entity in the Group, judgement is required to determine and consider the currency that mainly influences sales prices of goods and services and of the country/jurisdiction whose competitive forces and regulations mainly determine the sales prices of goods and services; the currency that mainly influences labour, materials and other costs of providing goods or services; the currency in which funds from financing activities are generated; and the currency in which receipts from operating activities are usually retained. The functional currency of each entity in the Group is determined based on management's assessment of the primary economic environment in which the entities operate. When the indicators are mixed and the functional currency is not obvious, management uses its judgement to determine the functional currency that most faithfully represents the economic effects of the underlying transactions, events and conditions.

5. 重大會計判斷及估計

管理層編製本集團財務報表時須作出判斷、估計及假設，而該等判斷、估計及假設會影響所申報的收入、開支、資產及負債的金額以及相關披露和或然負債的披露。然而，有關此等假設及估計的不明朗因素所可能產生的結果，或會導致日後的資產或負債賬面金額須作出重大調整。

(a) 判斷

於應用本集團會計政策的過程中，除涉及估計的判斷外，管理層已作出以下對於本財務報表內確認的金額構成最重大影響的判斷：

釐定功能貨幣

本集團以本公司及其附屬公司的各自功能貨幣計量外幣交易。於釐定本集團各實體的功能貨幣時須作出判斷，以釐定及考慮主要影響貨品及服務售價以及競爭者及法規主要決定貨品及服務售價的國家／司法權區的貨幣；主要影響人工、材料及其他提供貨品或服務的成本的貨幣；融資活動產生資金的貨幣；及一般用於保留經營活動所收款項的貨幣。本集團各實體的功能貨幣乃基於管理層對實體經營所在的主要經濟環境的評估釐定。當指標混雜及功能貨幣並不明顯時，管理層會運用判斷釐定最能如實代表相關交易、事件及狀況的經濟影響的功能貨幣。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)**(a) Judgements (continued)****Income taxes**

The Group has exposure to income taxes in different jurisdictions. Significant judgement is involved in determining the provision for income taxes. Determining income tax provisions involves judgement on the future tax treatment of certain transactions and interpretation of tax rules. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation, interpretations and practices in respect thereof.

(b) Estimation uncertainty

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

Construction work and service contracts

The Group recognises revenue for construction work and service contracts according to the percentage of completion of the individual contracts of construction work or service. The Group's management estimates the percentage of completion of construction work and service based on the actual cost incurred over the total budgeted cost, where corresponding contract revenue is also estimated by management. Because of the nature of the activity undertaken in construction and service contracts, the date at which the activity is entered into and the date when the activity is completed usually fall into different accounting periods. The Group reviews and revises the estimates of both contract revenue and contract costs in the budget prepared for each construction contract and service contract as the contract progresses.

5. 重大會計判斷及估計 (續)**(a) 判斷 (續)****所得稅**

本集團須繳納不同司法權區的所得稅。於釐定所得稅撥備時涉及重大判斷。釐定所得稅撥備涉及就若干交易的未來稅務處理法及稅務規則詮釋作出的判斷。本集團審慎評估交易的稅務涵義，並據此設立稅務撥備。本集團會定期重新考慮該等交易的稅務處理法，以計及相關稅務法例、詮釋及實務的所有變動。

(b) 估計的不明朗因素

下文闡述有關未來的主要假設及於報告期末估計不明朗因素的其他主要來源，其具有可能導致須對下個財政年度的資產與負債賬面金額作出重大調整的重大風險。

建築工程及服務合約

本集團根據各建築工程或服務合約的完工百分比確認建築工程及服務合約的收入。本集團管理層根據所產生實際成本佔總預算成本估計建築工程及服務的完工百分比，亦會估計相關合約收入。鑑於根據建築及服務合約所進行活動的性質，進行活動當日及活動完成當日通常會歸入不同會計期間。本集團會於合約期內檢討並修訂就各建築合約及服務合約所編製預算內的估計合約收入及合約成本。



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5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(b) Estimation uncertainty (continued)

Classification between operating concessions and receivables under service concession arrangements

As explained in note 4(h) to the financial statements, if the Group is paid for the construction services partly by a financial asset and partly by an intangible asset, it is necessary to account separately for each component of the consideration. The consideration received or receivable for both components shall be recognised initially at their fair values.

The segregation of the consideration for a service concession arrangement between the financial asset component and the intangible asset component, if any, requires the Group to make an estimate of a number of factors, which include, inter alia, future guaranteed receipts and non-guaranteed receipts, and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

Determination of fair value of contract revenue in respect of the construction services rendered

Revenue from the construction of kitchen waste treatment plants under the terms of a Build-Operate-Transfer ("BOT") contract is estimated on a cost-plus basis with reference to a prevailing market rate of gross margin at the date of agreement applicable to similar construction services rendered in a similar location, and is recognised on the percentage-of-completion method, measured by reference to the proportion of costs incurred to date to the estimated total cost of the relevant contract.

The construction margin is determined based on the gross profit margins of market comparables by identifying relevant peer groups, which are listed on various stock exchanges in the world. Criteria for selection include:

- (i) the peer firm must be in the field of the construction of infrastructure, majoring in kitchen waste treatment facilities in the PRC; and
- (ii) information of the peer firm must be available and from a reliable source.

5. 重大會計判斷及估計(續)

(b) 估計的不明朗因素(續)

經營特許權及特許經營權安排應收款項的分類

誠如本財務報表附註4(h)所闡述，倘本集團獲支付金融資產及無形資產分別作為部分建築服務費用，則有需要就代價的各個部分分開入賬。就兩部分已收或應收的代價應初始按公平價值確認。

為了將特許經營權安排的代價分為金融資產部分與無形資產部分(如有)，本集團須對多項因素作出估計，包括(其中包括)未來有擔保收款及無擔保收款，並選擇適當貼現率計算該等現金流量的現值。

釐定所提供建造服務的合約收入的公平值

根據建造 — 經營 — 移交(「BOT」)合約條款建造餐廚垃圾處理廠的收入參考於協議日期在類似地點提供類似建造服務適用的現行市場毛利率，以成本加成法估計，按完工百分比方法確認，並參考迄今產生的成本佔有關合約的估計總成本的比例計量。

建造利潤率乃透過識別於全球不同證券交易所上市的相關同業組別的市場可資比較毛利率釐定。挑選準則包括：

- (i) 同業公司必須從事基礎設施建造領域，主要在中國經營餐廚垃圾處理設施；及
- (ii) 同業公司的資料必須來自可靠來源。



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5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(b) Estimation uncertainty (continued)

Useful lives and residual values of items of property, plant and equipment and other intangible assets

In determining the useful lives and residual values of items of property, plant and equipment and other intangible assets, the Group has to consider various factors, such as technical or commercial obsolescence arising from changes or improvements in provision of services, or from a change in the market demand for the product or service output of the assets, the expected usage of the assets, the expected physical wear and tear, the care and maintenance of the assets, legal or similar limits on the use of the assets and historical experience. Adjustment of depreciation/amortisation is made if the estimated useful lives and/or the residual values of items of property, plant and equipment and other intangible assets are different from previous estimation. Useful lives and residual values are reviewed, and adjusted if appropriate, at least at the end of each reporting period, based on any changes in circumstances.

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

5. 重大會計判斷及估計 (續)

(b) 估計的不明朗因素 (續)

物業、機器及設備項目以及其他無形資產的可使用年期及剩餘價值

於釐定物業、機器及設備以及其他無形資產的可使用年期及剩餘價值時，本集團須考慮多項因素，例如提供服務的變動或改善或市場對資產的產品或服務產出的需求有變所引致的技術或商業淘汰、資產預期用途、預期實際損耗、資產保養及維護、資產用途的法律或類似限制以及過往經驗。倘物業、機器及設備以及其他無形資產項目的估計可使用年期及／或剩餘價值有別於先前估計，則本集團會調整折舊／攤銷。本集團最少於各報告期末基於任何情況變動審閱及於適當時調整可使用年期及剩餘價值。

非金融資產(商譽除外)的減值

本集團於各報告期末評估所有非金融資產有否減值跡象。非金融資產於有跡象顯示賬面金額可能無法收回時進行減值測試。倘資產或現金產生單位的賬面值超過其可收回金額，則存在減值。可收回金額為公平值減出售成本與使用價值兩者中的較高者。公平值減出售成本的計算建基於可取得的類似資產具約束力公平交易數據或可觀察市價減出售資產的遞增成本。於計算使用價值時，管理層須估計資產或現金產生單位的預期未來現金流量，並選擇適當貼現率，以計算該等現金流量的現值。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

6. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) Construction works segment engages in the provision of foundation works, civil engineering works and general building works in Hong Kong; and
- (b) Environmental protection segment engages in the construction and operation of kitchen waste treatment plants in the PRC and the engineering, procurement and construction of kitchen waste and water treatment business in the PRC.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit/loss before tax except that interest income, finance costs, as well as head office and corporate expenses are excluded from such measurement.

Segment assets mainly exclude cash and cash equivalents and other unallocated head office assets as these assets are managed on a group basis.

Included in corporate and unallocated assets are cash and cash equivalents of HK\$117.4 million (2021: HK\$66.7 million).

Segment liabilities exclude certain of bonds, convertible bond, tax payables, deferred tax liabilities, and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

6. 經營分部資料

就管理而言，本集團按產品及服務劃分其業務單位，並有以下三個可呈報的經營分部：

- (a) 建築工程分部於香港提供地基工程、土木工程及一般屋宇工程；及
- (b) 環保分部於中國建造及經營餐廚垃圾處理廠以及於中國從事餐廚垃圾及水處理工程、採購及建造業務。

管理層會分開監察本集團經營分部的業績，以就資源分配及表現評估作出決定。分部表現乃根據可呈報分部溢利／虧損（即經調整除稅前溢利／虧損之計量方法）評估。經調整除稅前溢利／虧損的計量方法與本集團除稅前溢利／虧損者一致，惟利息收入、財務成本、以及總辦事處及公司開支則不包括於該計量中。

分部資產主要不包括其他未分配總辦事處及公司資產，原因為該等資產乃按集團基準管理。

計入企業及未分配資產為現金及現金等價物117.4百萬元（2021年：66.7百萬元）

分部負債不包括若干其他應付款項、債券、可換股債券、應付稅項、遞延稅項負債以及其他未分配總辦事處及公司負債，原因為該等負債乃按集團基準管理。

分部間銷售額及轉撥乃參考按當時通行市價向第三方進行銷售時使用的售價進行。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

6. OPERATING SEGMENT INFORMATION
(continued)

Year ended 31 March 2022

6. 經營分部資料 (續)

截至2022年3月31日止年度

		Continuing operations 持續經營業務		Consolidated 綜合 HK\$'000 千港元
		Construction works 建築工程 HK\$'000 千港元	Environmental protection 環保 HK\$'000 千港元	
Disaggregated by timing of revenue recognition:	按收入確認時間 拆分：			
Point in time	時間點	—	49,613	49,613
Over time	隨時間	453,061	144,108	597,169
Revenue from other sources	其他來源收入	—	8,069	8,069
Revenue and sales to external customers	向外部客戶作出的 收入及銷售額	453,061	201,790	654,851
<i>Reconciliation:</i>	<i>對賬：</i>			
Segment results	分部業績	8,006	52,060	60,066
<i>Reconciliation:</i>	<i>對賬：</i>			
Interest income	利息收入			292
Corporate and unallocated income and gains	公司及未分配收入 及收益			2,110
Corporate and unallocated expenses	公司及未分配開支			(12,395)
Finance costs	財務成本			(20,904)
Profit before tax	除稅前溢利			29,169
Segment assets	分部資產	341,547	352,446	693,993
<i>Reconciliation:</i>	<i>對賬：</i>			
Corporate and unallocated assets	企業及未分配資產			118,611
Total assets	資產總值			812,604
Segment liabilities	分部負債	327,643	221,301	548,944
<i>Reconciliation:</i>	<i>對賬：</i>			
Corporate and unallocated liabilities	公司及未分配負債			24,215
Total liabilities	負債總額			573,159
Other segment information:	其他分部資料：			
Depreciation	折舊	22,615	1,738	24,353
Amortisation of operating concessions	經營特許權攤銷	—	4,006	4,006
Provision on expected credit loss ("ECL") on financial and contract assets	金融及合約資產的 預期信貸虧損 (「預期信貸虧 損」)撥備	(1,231)	(1,795)	(3,026)
Reversal of impairment of operating concession	經營特許權的 減值撥回	—	(24,083)	(24,083)

NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

6. OPERATING SEGMENT INFORMATION
(continued)

Year ended 31 March 2021

6. 經營分部資料 (續)

截至2021年3月31日止年度

		Continuing operations 持續經營業務		Consolidated 綜合 HK\$'000 千港元
		Construction works 建築工程 HK\$'000 千港元	Environmental protection 環保 HK\$'000 千港元	
Disaggregated by timing of revenue recognition:	按收入確認時間 拆分：			
Point in time	時間點	—	69,211	69,211
Over time	隨時間	504,913	—	504,913
Revenue from other sources	其他來源收入	—	17,399	17,399
Revenue and sales to external customers	向外部客戶作出的 收入及銷售額	504,913	86,610	591,523
<i>Reconciliation:</i>	<i>對賬：</i>			
Segment results	分部業績	17,644	(38,175)	(20,531)
<i>Reconciliation:</i>	<i>對賬：</i>			
Interest income	利息收入			34
Corporate and unallocated income and gains	公司及未分配收入 及收益			754
Corporate and unallocated expenses	公司及未分配開支			(8,808)
Finance costs	財務成本			(38,294)
Loss before tax	除稅前虧損			(66,845)
Segment assets	分部資產	243,520	773,159	1,016,679
<i>Reconciliation:</i>	<i>對賬：</i>			
Corporate and unallocated assets	公司及未分配資產			66,686
Total assets	資產總值			1,083,365
Segment liabilities	分部負債	338,116	520,504	858,620
<i>Reconciliation:</i>	<i>對賬：</i>			
Corporate and unallocated liabilities	公司及未分配負債			89,080
Total liabilities	負債總額			947,700
Other segment information:	其他分部資料：			
Depreciation	折舊	27,612	3,151	30,763
Amortisation of operating concessions	經營特許權攤銷	—	5,809	5,809
Reversal of ECL on financial and contract assets	金融及合約資產的 預期信貸虧損 撥備	(3,715)	(1,687)	(5,402)
Impairment of goodwill	商譽減值	—	1,128	1,128



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

6. OPERATING SEGMENT INFORMATION
(continued)**Geographical information****(a) Revenue from external customers**

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Hong Kong	香港	453,061	504,913
Mainland China	中國內地	201,790	86,610
		654,851	591,523

The revenue information above is based on the locations of the customers.

(b) Non-current assets

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Hong Kong	香港	50,826	93,577
Mainland China	中國內地	223,460	89,831
		274,286	183,408

The non-current asset information above is based on the location of the assets and excludes financial assets.

6. 經營分部資料 (續)**地理資料****(a) 來自外部客戶的收入**

上述收入資料以客戶位置為基礎。

(b) 非流動資產

上述非流動資產資料以資產位置為基礎，不包括金融資產。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

6. OPERATING SEGMENT INFORMATION
(continued)**Information about major customers**

Revenue from external customers of the Group's who contributed over 10% of the Group's revenue as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Client A (environmental protection)	客戶A(環保)	144,108	N/A*不適用*
Client B (construction works)	客戶B(建築分部)	339,840	140,164
Client C (construction works)	客戶C(建築分部)	N/A*不適用*	113,493
Client D (construction works)	客戶D(建築分部)	N/A*不適用*	76,889
		483,948	330,546

* Revenue did not contribute over 10% of the Group's revenue for the corresponding years.

6. 經營分部資料 (續)**主要客戶資料**

以下為來自外部客戶的收入於本集團中，向本集團收入貢獻逾10%：

* 於相應年度並無向本集團收入貢獻逾10%的收入。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

7. REVENUE, OTHER INCOME AND GAINS, NET

An analysis of revenue, other income and gains, net, from continuing operations is as follows:

7. 收入、其他收入及收益淨額

來自持續經營業務的收入、其他收入及收益淨額的分析如下：

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Revenue from contracts with customers	來自客戶合約的收入		
Construction works	建築工程	453,061	504,913
Environmental protection	環保		
— operational income	— 經營收入	49,613	69,211
— construction revenue	— 建築收益	144,108	—
Subtotal	小計	646,782	574,124
Revenue from other sources	其他來源收入		
Environmental protection	環保		
— financial income	— 財務收入	8,069	17,399
		654,851	591,523
Timing of revenue recognition	收入確認時間		
Goods or services transferred at a point in time	於某一時點轉讓的貨品或服務	49,613	69,211
Service transferred over time	隨時間轉讓的服務	597,169	504,913
		646,782	574,124
Other income	其他收入		
Bank interest income	銀行利息收入	292	34
Reversal of impairment of operating concession	經營特許權減值撥回	24,083	—
Financial guarantee service fee income	財務擔保服務費收入	1,827	2,619
Machinery rental income	機器租金收入	8,738	7,630
Rental income	租金收入	843	870
Government grants (note i)	政府補助(附註i)	610	8,028
Release of deferred income	發放遞延收入	213	507
Sales of construction materials	建築物料銷售	215	2,735
Overprovision of interest and other changes (note ii)	利息超額撥備及其他變動(附註ii)	5,340	—
Others	其他	2,882	176
		45,043	22,599
Gains, net	收益淨額		
Gain on disposal of property, plant and equipment	出售物業、機器及設備的收益	—	141
Gain on disposal of subsidiaries (note 38)	出售附屬公司的收益(附註38)	13,547	27,872
Exchange gains, net	匯兌淨收益	6,739	6,212
		20,286	34,225
		65,329	56,824

NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

7. REVENUE, OTHER INCOME AND GAINS, NET (continued)

The following table provides information about trade and retention receivables, contract assets and contract liabilities from contracts with customers.

		31 March 2022 2022年3月31日 HK\$'000 港元	31 March 2021 2021年3月31日 HK\$'000 港元
Trade and retention receivables (note 21)	貿易應收款項及應收保留金(附註21)	113,958	141,998
Contract assets (note 20(a))	合約資產(附註20(a))	16,021	12,215
Contract liabilities (note 20(b))	合約負債(附註20(b))	2,480	7,253

The contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date on revenue related to the provisions of infrastructure construction. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group provides the invoice to the customers.

The contract liabilities mainly relate to the advance consideration received from customers out of which approximately HK\$7,253,000 (2021: HK\$4,854,000) of the contract liabilities as of 31 March 2021 has been recognised as revenue for the year ended 31 March 2022 due to completion of some works.

7. 收入、其他收入及收益淨額(續)

下表提供有關來自客戶合約的貿易應收款項及應收保留金、合約資產及合約負債的資料。

合約資產主要與本集團就提供基礎設施建造於報告日期已完工但尚未就收入開具發票的工程收取代價的權利有關。合約資產於該權利成為無條件時轉撥至應收款項。此舉通常於本集團向客戶開具發票時發生。

合約負債主要與向客戶收取的預付代價有關，其中於2021年3月31日合約負債約7,253,000港元(2021年：4,854,000港元)因若干工程完工而已確認為截至2022年3月31日止年度的收入。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

7. REVENUE, OTHER INCOME AND GAINS, NET (continued)

As at 31 March 2022, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts is approximately HK\$283,000,000 (2021: HK\$504,912,000). This amount represents revenue expected to be recognised in the future from partially-completed long-term construction contracts. The Group will recognise the expected revenue in future when or as the work is completed, which is expected to occur in the next 12 to 36 months.

Notes:

- (i) Various government grants have been received by certain PRC subsidiaries for their research and development activities in Mainland China. There were no unfulfilled conditions or contingencies relating to these grants. No government grants obtained from Employment Support Scheme ("ESS") under the Anti-epidemic Fund launched by the Hong Kong SAR Government supporting the payroll of the Group's employees during the year (2021: HK\$6,956,000). Under the ESS, the Group had to commit to spend these grants on payroll expenses, and not reduce employee head count below prescribed levels for a specified period of time. The Group does not have other unfulfilled obligations relating to this program.
- (ii) The amount represented the overprovision in interests and other accrued charges in respect of prior convertible bond with principal of US\$5.0 million was classified as other payables upon the Company's shares suspended trading for more than 30 business days during the year ended 31 March 2019. The principal and relevant outstanding interests were fully settled during the year.

7. 收入、其他收入及收益淨額 (續)

於2022年3月31日，分配至本集團現有合約項下剩餘履約責任的交易價格總額約為283,000,000港元(2021年：504,912,000港元)。該金額指日後預期將就部分完工的長期建築合約確認的收入。本集團將於工程完工時確認未來預期收入，預計工程將於未來12至36個月內完工。

附註：

- (i) 部分中國附屬公司就其於中國內地的研發活動獲取多個政府補貼。概無有關該等政府補貼之未完成條件或然情況。年內，並無收取來自香港特別行政區政府推出的防疫基金項下保就業計劃(「保就業計劃」)的政府補助，用以支援本集團員工的工資(2021年：6,956,000港元)。於保就業計劃下，本集團須承諾使用將此等補助用於薪酬開支，並不可於指定期間內裁員少於所規定人數。本集團並無其他有關該計劃的未履行責任。
- (ii) 該金額指於截至2019年3月31日止年度內於本公司股票暫停交易超過30個營業日後被歸類為其他應付款項的本金額5百萬美元的先前可轉換債券的利息及其他應計費用的超額撥備。本金及相關未付利息已在年內悉數結清。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

8(a). PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax, from continuing operations, is arrived at after charging/(crediting):

8(a). 除稅前溢利／(虧損)

本集團來自持續經營業務的除稅前溢利／(虧損)乃於扣除／(計入)下列項目後達致：

	Notes 附註	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Cost of inventories sold	已售存貨成本	1,047	10,093
Cost of construction works	建築工程成本	519,381	452,195
Cost of engineering, procurement and construction services rendered	提供工程、採購及建築服務成本	26,775	37,353
Cost of kitchen waste treatment services rendered	提供餐廚垃圾處理服務成本	24,849	44,271
Write down on inventories	存貨撇銷	—	23,946
Auditor's remuneration	核數師酬金	1,680	1,450
Depreciation	折舊		
— Owned property, plant and equipment	— 自置物業、機器及設備	21,741	28,031
— Right-of-use-assets included within	— 計入下列項目的使用權資產		
— office premises	— 辦公室物業	1,784	2,325
— motor vehicles	— 汽車	828	407
Amortisation of other intangible assets	其他無形資產攤銷	552	154
Amortisation of operating concessions	經營特許權攤銷	4,006	5,809
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	150	—
Employee benefit expense (excluding directors' remuneration (note 10)):	僱員福利開支(不包括董事薪酬(附註10)):		
Wages, salaries, bonuses, allowances and benefits in kind	工資、薪金、花紅、津貼及實物利益	96,001	106,694
Equity-settled share option expense	以權益結算的購股權開支	4,743	—
Pension scheme contributions (defined contribution schemes)*	退休金計劃供款(界定供款計劃)*	4,562	5,008
		105,306	111,702
Impairment of goodwill	商譽減值	—	1,128
Loss on discontinued operation	已終止經營業務虧損	—	320
Other expenses, net	其他開支淨額	—	1,448



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

8(a). PROFIT/(LOSS) BEFORE TAX (continued)

*Note: The Group participates in defined contribution retirement schemes for its employees in Hong Kong and the PRC. For its Hong Kong employees, the Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for employees employed under the jurisdiction of the Employment Ordinance (Chapter 57 of the Laws of Hong Kong). The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF Scheme vest immediately. Regarding its employees in the PRC, pursuant to the relevant labour laws, rules and regulations in the PRC, the Group participates in defined contribution retirement benefit scheme (the "Retirement Benefit Scheme") organised by the relevant local government authorities in the PRC whereby the Group is required to make contributions to the Retirement Benefit Scheme at a certain rate of the standard wages determined by the relevant authorities in the PRC during the year. Contributions to the Retirement Benefit Scheme vest immediately. There was no forfeited contribution under the MPF Scheme and Retirement Benefit Scheme which may be used by the Group to reduce the contribution payable in the future years.

8(a). 除稅前溢利／(虧損)(續)

*附註：本集團為其香港及中國僱員參與定額供款退休計劃。本集團根據香港法例第485章《強制性公積金計劃條例》為受香港法例第57章《僱傭條例》管轄之司法權區受聘之僱員設立強制性公積金計劃（「強積金計劃」）。強積金計劃是由獨立受託人管理之定額供款退休計劃。根據強積金計劃，僱主及僱員各自均須按僱員有關收入之5%向強積金計劃作出供款，而每月有關收入之上限為30,000港元。強積金計劃供款即時歸屬。就中國僱員而言，根據中國相關勞動法例、條例及規例，本集團參與一項由中國有關地方政府機關組織的界定供款退休福利計劃（「退休福利計劃」），據此，本集團須於年內按中國相關機關釐定的標準工資之一定比率向退休福利計劃作出供款。退休福利計劃之供款即時歸屬。強積金計劃及退休福利計劃下概無被沒收的供款可供本集團用於減少未來年度應付的供款。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

8(b). Discontinued operations in prior year

The results of the Industrial Fluids Services for the year ended 31 March 2021 (since 1 April 2020 up to enforcement of shares on or around 7 April 2020) is presented below:

8(b). 過往年度已終止經營業務

工業流體服務截至2021年3月31日止年度(自2020年4月1日起至2020年4月7日或前後強制執行股份止)呈列如下:

		2021 HK\$'000 千港元
Revenue	收入	—
Cost of sales	銷售成本	—
Gross profit	毛利	—
Other income and gains, net reversal of expected credit loss of financial assets	其他收入及收益淨額撥回 金融資產預期信貸虧損	—
Administrative expenses	行政開支	—
Finance costs	融資成本	—
Other expenses	其他開支	—
Impairment loss of goodwill	商譽減值虧損	—
Loss before tax from discontinued operation	來自己終止經營業務的 除稅前虧損	—
Income tax credit	所得稅抵免	—
Loss for the year from discontinued operation	來自己終止經營業務的 年內虧損	—



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

8(b). Discontinued operations in prior year
(continued)

The assets and liabilities under discontinued operation upon derecognised were as follows:

8(b). 過往年度已終止經營業務
(續)

已終止經營業務項下的終止確認資產及負債如下：

		Notes 附註	2021 HK\$'000 千港元
Property, plant and equipment	物業、機器及設備	14	45,160
Other intangible assets	其他無形資產	17	51,785
Inventories	存貨		34,369
Trade and retention receivables	貿易應收款項及應收保留金		19,403
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		6,068
Financial assets at fair value through profit or loss	透過損益按公平值計量的金融資產		10,804
Cash and cash equivalents	現金及現金等價物		4,423
Trade and retention payables	貿易應付款項及應付保留金		(11,717)
Other payables and accruals	其他應付款項及應計費用		(25,822)
Lease liabilities	租賃負債		(4,940)
Tax payables	應付稅項		(1,031)
Interest-bearing bank and other borrowings	計息銀行及其他借貸		(113,260)
Deferred tax liabilities	遞延稅項負債	31	(14,922)
			320
Loss on discontinued operation	已終止經營業務的虧損	8(a)	(320)
Total consideration	總代價		—

The net cash flows incurred by discontinued operation for the year ended 31 March 2021 (since 1 April 2020 up the enforcement of shares on or around 7 April 2020) and the corresponding period are as follows:

截至2021年3月31日止年度(自2020年4月1日起至2020年4月7日或前後強制執行股份止)及相應期間,已終止經營業務累計的現金流量淨額載列如下:

		2021 HK\$'000 千港元
Net cash flows from operating activities	來自經營活動的現金流量淨額	—
Net cash flows used in investing activities	投資活動所用的現金流量淨額	—
Net cash flow used in financing activities	融資活動所用的現金流量淨額	—
Net increase in cash and cash equivalent	現金及現金等價物的淨增加	—

NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

8(b). Discontinued operations in prior year
(continued)

The prior business segment, industrial fluids services, was mainly conducted by Vimab Holding AB (“Vimab”) pursuant to which Vimab had an outstanding borrowing of SEK131,000,000 (approximately HK\$101,509,000) from a creditor (the “Fund”) which should be repaid on a one-off manner on 16 April 2021. Pursuant to the loan agreement, the Fund can terminate the loan agreement and demand immediate full repayment of the loan if any of the following events occurs:

- (i) Vimab is in delay with payment of interest or other payment for more than two weeks;
- (ii) any pledge/collateral pledged for the Loan is significantly deteriorated, and after 30 days from the notification by the Fund, the Fund does not consider that an acceptable explanation and plan of action have been corrected or presented by Vimab;
- (iii) it is clear that Vimab will not be able to pay the remainder of the entire loan together with interest and default interest; and/or
- (iv) any of the terms of the loan agreement have not been complied with, and after 30 days from the notification by the Fund, the Fund considers the matter has not been remedied.

As security to the loan, Vimab pledged all the issued shares in each of Vimab and its subsidiaries to the Fund (“Pledged Shares”). Pursuant to such loan agreement, if Vimab fails to fulfill its obligations thereunder and being alerted of the same, the Fund is entitled, without prior notice to Vimab, to enforce the pledge and sell the Pledged Shares in the manner and under the terms that the Fund deems appropriate and which are most economically efficient to cover its costs and outstanding indebtedness under the loan agreement.

The Fund enforced the Pledge and transferred all the Pledged Shares to a company designated by the Fund on or around 7 April 2020 without any instrument entered by the holding company of Vimab and the Company. As such, Vimab ceased to be the subsidiary subsequent to such enforcement of Pledged Shares.

8(b). 過往年度已終止經營業務
(續)

先前業務分部工業流體服務主要由 Vimab Holding AB (「Vimab」) 經營，據此，Vimab 有一筆結欠一名債權人 (「該基金」) 的未償還借貸 131,000,000 瑞典克朗 (約 101,509,000 港元)，該筆借貸應於 2021 年 4 月 16 日一次過償還。根據貸款協議，倘發生以下任何事件，該基金可終止貸款協議，並要求即時全數償還該貸款：

- (i) Vimab 拖欠利息或其他款項付款超過兩個星期；
- (ii) 就該貸款質押的任何質押／抵押品大幅貶值，且於該基金獲悉起計 30 天後，該基金認為 Vimab 並無修正或提出可接納的解釋及行動計劃；
- (iii) Vimab 顯然將無力支付該貸款的整筆餘額連同利息及拖欠利息；及／或
- (iv) 貸款協議的任何條款未被遵守，且於該基金獲悉起計 30 天後，該基金認為相關事項未獲糾正。

作為該貸款的擔保，Vimab 已向該基金質押分別於 Vimab 及其附屬公司的全部已發行股份 (「質押股份」)。根據該貸款協議，倘 Vimab 未能履行其於項下的責任且得悉此事，則該基金有權在無需事先通知 Vimab 的情況下，按照該基金認為適當及以最具經濟效益收回貸款協議項下的成本及未償還債務的方式及條款，執行質押及出售質押股份。

該基金於 2020 年 4 月 7 日或前後強制執行質押，並將所有質押股份轉讓予該基金指定的公司，而 Vimab 的控股公司及本公司並無訂立任何文據。因此，Vimab 在執行質押股份後不再為附屬公司。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

**8(b). Discontinued operations in prior year
(continued)**

Throughout the period from the commencement of the loan agreement up to 31 March 2020, Vimab has complied with its obligation to pay the interest according to the terms of the loan agreement. Nevertheless, the Fund expressed concern on the liquidity of Vimab in late March 2020 and requested the Company to finance Vimab within a short period of time. Despite the Company attempted to negotiate with the Fund to resolve the aforesaid concerns and sought for extension of time, the Fund served a termination notice of the loan agreement to Vimab and demanded for immediate full repayment of the outstanding indebtedness thereunder on 3 April 2020. On 7 April 2020, the Company was notified by Vimab that the Fund informed Vimab that the Fund requested to transfer the Pledged Shares to a company designated by the Fund and Vimab updated its register of shareholder pursuant to the Fund's request on 9 April 2020.

9. FINANCE COSTS

An analysis of finance costs is as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Interest on:	利息包括以下各項：		
Amounts due to related parties	應付關聯方款項	5,590	6,431
Bank loans, overdrafts and other loans	銀行貸款、透支及其他貸款	11,419	22,152
Convertible bonds	可換債券	281	189
Interest element of lease liabilities	租賃負債的利息部分	178	224
Bonds	債券	550	1,654
Other payables	其他應付款項	2,886	7,644
		20,904	38,294

**8(b). 過往年度已終止經營業務
(續)**

於貸款協議開始至2020年3月31日期間，Vimab一直根據貸款協議的條款履行支付季度利息的責任。然而，該基金於2020年3月下旬表示關注Vimab的流動性，並要求本公司於短時間內為Vimab注資。儘管本公司嘗試與該基金磋商解決上述問題，並爭取延長時間，惟該基金於2020年4月3日向Vimab發出貸款協議的終止通知，並要求即時全數償還貸款協議項下的未償還債務。於2020年4月7日，本公司獲Vimab告知，該基金知會Vimab，該基金要求向指定公司轉讓質押股份，而於2020年4月9日，Vimab根據該基金的要求更新其股東登記冊。

9. 財務成本

財務成本的分析如下：



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

10. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Hong Kong Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Fees	袍金	1,851	1,679
Other emoluments:	其他酬金：		
Salaries, bonuses, allowances and benefits in kind	薪金、花紅、津貼及實物利益	3,709	3,609
Equity-settled share option expense	以權益結算的購股權開支	2,376	—
Pension scheme contributions	退休金計劃供款	36	45
		6,121	3,654
		7,972	5,333

During the year, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 33 to the financial statements. The fair value of such options, which has been recognised in the consolidated statement of profit or loss, was determined as at the date of grant and the amount included in the financial statements for the year is included in the above directors' remuneration disclosures.

10. 董事薪酬

根據香港聯合交易所有限公司證券上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及香港公司(披露董事利益資料)規例第2部披露的年內董事薪酬如下：

於本年度，若干董事根據本公司的購股權計劃就彼等向本集團提供的服務獲授購股權，進一步詳情載於本財務報表附註33。該等購股權的公平值乃於授出日期釐定，且已於損益表內確認，而本年度綜合財務報表內所列金額已計入以上董事薪酬披露資料中。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

10. DIRECTORS' REMUNERATION (continued)

(a) Independent non-executive directors

10. 董事薪酬(續)

(a) 獨立非執行董事

		Fees	Equity-settled share option expense	Total remuneration
		袍金	以權益結算的 購股權開支	薪酬總額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
2022	2022年			
Mr. Choy Wai Shek, Raymond, MH, JP	蔡偉石先生， 榮譽勳章，太平紳士	420	91	511
Mr. Lo Chun Chiu, Adrian	羅俊超先生	420	91	511
Dr. Tong Ka Lok	唐嘉樂博士	420	91	511
		1,260	273	1,533
2021	2021年			
Mr. Choy Wai Shek, Raymond, MH, JP	蔡偉石先生， 榮譽勳章，太平紳士	420	—	420
Mr. Lo Chun Chiu, Adrian	羅俊超先生	420	—	420
Dr. Tong Ka Lok	唐嘉樂博士	420	—	420
		1,260	—	1,260

There were no other emoluments payable to the independent non-executive directors during the year (2021: nil).

年內並無應付獨立非執行董事的其他酬金(2021年：無)。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

10. DIRECTORS' REMUNERATION (continued)

(b) Executive directors and non-executive directors

10. 董事薪酬(續)

(b) 執行董事及非執行董事

		Fees	Salaries, bonuses, allowances and benefits in kind	Equity-settled share option expense	Pension scheme contributions	Total remuneration
		袍金 HK\$'000 千港元	薪金、花紅、津貼及實物利益 HK\$'000 千港元	以權益結算的購股權開支 HK\$'000 千港元	退休金計劃供款 HK\$'000 千港元	薪酬總額 HK\$'000 千港元
2022	2022年					
Executive directors:	執行董事：					
Mr. Zhu Yongjun	朱勇軍先生	—	1,800	91	18	1,909
Mr. Pan Yimin ⁽¹⁾	潘軼旻先生 ⁽¹⁾	—	589	778	—	1,367
Mr. Lee Tsi Fun Nicholas	李錫勳先生	—	1,320	1,052	18	2,390
Non-executive directors:	非執行董事：					
Mr. Sui Guanyi ⁽²⁾	隋廣義先生 ⁽²⁾	111	—	—	—	111
Dr. Zhang Lihui	張立輝博士	120	—	91	—	211
Dr. Ge Xiaolin	葛曉麟博士	360	—	91	—	451
		591	3,709	2,103	36	6,439
2021	2021年					
Executive directors:	執行董事：					
Mr. Zhu Yongjun	朱勇軍先生	—	1,800	—	18	1,818
Mr. Pan Yimin ⁽¹⁾	潘軼旻先生 ⁽¹⁾	—	9	—	—	9
Mr. Cai Jianwen ⁽³⁾	蔡建文先生 ⁽³⁾	—	600	—	9	609
Mr. Lee Tsi Fun Nicholas	李錫勳先生	—	1,200	—	18	1,218
Non-executive directors:	非執行董事：					
Dr. Zhang Lihui	張立輝博士	120	—	—	—	120
Dr. Ge Xiaolin ⁽⁴⁾	葛曉麟博士 ⁽⁴⁾	269	—	—	—	269
		389	3,609	—	45	4,043

Note:

- (1) Appointed on 24 March 2021.
 (2) Appointed on 15 October 2021.
 (3) Resigned on 30 September 2020.
 (4) Appointed on 2 July 2020.

During the year, no remuneration was paid or payable by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office (2021: nil).

There was no arrangement under which a director or a chief executive waived or agreed to waive any remuneration during the year (2021: nil).

附註：

- (1) 於2021年3月24日獲委任。
 (2) 於2021年10月15日獲委任。
 (3) 於2020年9月30日辭任。
 (4) 於2020年7月2日獲委任。

年內，本集團並無已付或應付董事薪酬，作為加入本集團或於加盟後的獎金或作為離職補償(2021年：無)。

年內，概無任何有關董事或最高行政人員放棄或同意放棄任何薪酬的安排(2021年：無)。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

11. FIVE HIGHEST PAID EMPLOYEES

The 5 highest paid employees during the year included 3 (2021: 2) directors, details of whose remuneration are set out in note 10 above. Details of the remuneration for the year of the remaining 2 (2021: 3) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Salaries, bonuses, allowances and benefits in kind	薪金、花紅、津貼及實物利益	2,468	4,176
Equity-settled share option expense	以權益結算的購股權開支	—	—
Pension scheme contributions (defined contribution schemes)	退休金計劃供款 (界定供款計劃)	39	54
		2,507	4,230

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

		2022	2021
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
		2	3

11. 五名最高薪僱員

年內，5位最高薪僱員中包括3名(2021年：2名)董事，彼等的薪酬詳情載於上文附註10。年內其餘2名(2021年：3名)既非本公司董事亦非最高行政人員的最高薪僱員的薪酬詳情如下：

薪酬介乎以下組別的非董事非最高行政人員最高薪僱員的人數如下：



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

12. INCOME TAX CHARGE/(CREDIT)

The amount of taxation in the consolidated statement of profit or loss represents:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Charge for the year	年內支出		
— Hong Kong	— 香港	—	—
— PRC	— 中國	—	152
PRC withholding tax	中國預扣稅	1,343	—
Deferred tax (note 31)	遞延稅項(附註31)	10,741	(3,392)
Total tax charge/(credit) for the year	年內稅項開支/(抵免) 總額	12,084	(3,240)

A reconciliation of the tax charge/(credit) applicable to profit/(loss) before tax at the Hong Kong statutory tax rate to the tax credit at the Group's effective tax rate is as follows:

採用香港法定稅率計算的除稅前溢利/(虧損)適用的稅項開支/(抵免)與按本集團實際稅率計算的稅項抵免的對賬如下:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Profit/(loss) before tax	除稅前溢利/(虧損)	29,169	(66,845)
Tax at the Hong Kong statutory tax rate of 16.5% (2021: 16.5%)	按香港法定稅率16.5% (2021年: 16.5%) 計算的稅項	4,813	(11,029)
Different tax rates enacted by specific countries/jurisdictions or local authorities	特定國家/司法權區或地方機關頒佈的不同稅率	3,385	(6,229)
Income not subject to tax	毋須課稅的收入	(421)	(19,659)
Expenses not deductible for tax	不可扣稅的開支	2,914	25,504
Tax losses not recognised	已確認的稅務虧損	214	8,086
Withholding tax	預扣稅	1,343	—
Others	其他	(164)	87
Total charge/(credit) at the Group's effective tax rate	按本集團實際稅率計算的稅項計入/(抵免) 總計	12,084	(3,240)



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

13. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

13. 歸屬於本公司擁有人的每股盈利／(虧損)

		2022 HK\$'000 千港元	2021 HK\$'000 千港元 (Re-presented) (經重列)
The calculations of basic and diluted earnings/(loss) per share are as follows:			
Profit/(loss)	溢利／(虧損)		
Profit/(loss) attributable to ordinary equity holders of the Company, used in the basic and diluted earnings/(loss) per share calculation	歸屬於本公司普通股持有人應佔溢利／(虧損)，用於計算每股基本及攤薄盈利／(虧損)	5,504	(54,998)
Shares	股份		
Weighted average number of ordinary shares in issue and issuable during the year, used in the basic earnings (loss) per share calculation	年內已發行及可發行普通股加權平均數，用於每股基本盈利(虧損)計算	1,035,351,300	759,614,548
Effect of dilutive potential ordinary shares:	潛在普通股攤薄影響：		
— Share options	— 購股權	8,725,587	—
Weighted average number of ordinary shares in issue and issuable during the year, used in diluted earnings/(loss) per share calculation	年內已發行及可發行普通股的加權平均數，用於計算每股攤薄盈利／(虧損)	1,044,076,887	759,614,548
		HK cents 港仙	HK cents 港仙
Earnings/(loss) per share:	每股盈利／(虧損)：		
Basic	基本	0.53	(7.24)
Diluted	攤薄	0.53	(7.24)

The weighted average number of ordinary shares for the purpose of the calculation of basic earnings/(loss) per share has been adjusted for the bonus elements in the issue of shares of the Company on 12 April 2021, 9 July 2021 and 21 April 2022 as if effective since 1 March 2020.

計算每股基本盈利／(虧損)的普通股加權平均數已就本公司於2021年4月12日、2021年7月9日及2022年4月21日發行的股份中的紅股成分進行調整，猶如自2020年3月1日起生效一樣。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Office premises	Plant and machinery	Furniture, fixtures and office equipment 傢俬、裝置及辦公室設備	Motor vehicles	Total
		辦公室物業	機器及機械	設備	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
31 March 2022	2022年3月31日					
At 31 March 2021 and at 1 April 2021:	於2021年3月31日及於2021年4月1日：					
Cost	成本	7,820	243,499	12,410	8,284	272,013
Accumulated depreciation	累計折舊	(6,811)	(151,182)	(10,387)	(3,274)	(171,654)
At 1 April 2021, net of accumulated depreciation	於2021年4月1日， 已扣除累計折舊	1,009	92,317	2,023	5,010	100,359
Additions	添置	6,389	9,538	206	377	16,510
Disposals	出售	(1,009)	(20,824)	(500)	(101)	(22,434)
Disposal of subsidiaries	出售附屬公司	—	(97)	—	—	(97)
Depreciation provided during the year	年內折舊撥備	(1,784)	(20,470)	(1,271)	(828)	(24,353)
Exchange realignment	匯兌調整	—	405	20	33	458
At 31 March 2022, net of accumulated depreciation	於2022年3月31日， 已扣除累計折舊	4,605	60,869	478	4,491	70,443
At 31 March 2022:	於2022年3月31日：					
Cost	成本	6,389	206,481	10,919	8,418	232,207
Accumulated depreciation	累計折舊	(1,784)	(145,612)	(10,441)	(3,927)	(161,764)
Net carrying amount	賬面淨額	4,605	60,869	478	4,491	70,443



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

14. PROPERTY, PLANT AND EQUIPMENT
(continued)

14. 物業、廠房及設備 (續)

		Office premises 辦公室物業 HK\$'000 千港元	Plant and machinery 機器及機械 HK\$'000 千港元	Furniture, fixtures and office equipment 傢俬、裝置及辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Land and building 土地及樓宇 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 March 2021	2021年3月31日						
At 31 March 2020 and at 1 April 2020:	於2020年3月31日及於2020年4月1日:						
Cost	成本	12,196	337,042	13,871	17,586	1,441	382,136
Accumulated depreciation	累計折舊	(4,486)	(178,184)	(8,856)	(8,723)	(196)	(200,445)
At 1 April 2020, net of accumulated depreciation	於2020年4月1日，已扣除累計折舊	7,710	158,858	5,015	8,863	1,245	181,691
Additions	添置	—	7,488	624	—	—	8,112
Disposals	出售	—	(13,025)	—	(72)	—	(13,097)
Disposal of subsidiaries (note 38)	出售附屬公司(附註38)	—	(64)	(276)	—	—	(340)
Discontinued operations (note 8(b))	已終止經營業務(附註8(b))	(4,376)	(36,899)	(14)	(2,626)	(1,245)	(45,160)
Transferred to assets held for sale (note 37)	轉撥至持作出售資產(附註37)	—	—	(690)	(313)	—	(1,003)
Depreciation provided during the year	年內折舊撥備	(2,325)	(24,752)	(2,760)	(926)	—	(30,763)
Exchange realignment	匯兌調整	—	711	124	84	—	919
At 31 March 2021, net of accumulated depreciation	於2021年3月31日，已扣除累計折舊	1,009	92,317	2,023	5,010	—	100,359
At 31 March 2021:	於2021年3月31日:						
Cost	成本	7,820	243,499	12,410	8,284	—	272,013
Accumulated depreciation	累計折舊	(6,811)	(151,182)	(10,387)	(3,274)	—	(171,654)
Net carrying amount	賬面淨額	1,009	92,317	2,023	5,010	—	100,359

Note:

As at 31 March 2022, plant and machinery at carrying values HK\$45,310,000 (2021: HK\$84,355,000) were pledged to the Group's other borrowings.

附註:

於2022年3月31日，賬面值45,310,000港元(2021年: 84,355,000港元)的廠房及機械已就本集團其他借貸抵押。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

14. PROPERTY, PLANT AND EQUIPMENT
(continued)**Right-of-use assets included in the Group's property, plant and equipment****14. 物業、廠房及設備 (續)****計入本集團的物業、機器及設備的使用權資產**

		Office premises 辦公室物業 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元
At 1 April 2020	於2020年4月1日	7,710	3,554
Depreciation	折舊	(2,325)	(407)
Discontinued operations	已終止經營業務	(4,376)	(2,339)
At 31 March 2021 and 1 April 2021	於2021年3月31日及 2021年4月1日	1,009	808
Additions	添置	6,389	—
Disposal	出售	(1,009)	—
Depreciation	折舊	(1,784)	(808)
At 31 March 2022	於2022年3月31日	4,605	—

As at 31 March 2021, the net carrying amount of the Group's motor vehicles includes an amount of HK\$808,000 of right-of-use asset, of which the ownership would be transferred to the Group by the end of the lease term with minimal consideration. As at 31 March 2022, the ownership of right-of-use asset was transferred the Group after the completion of lease term.

於2021年3月31日，本集團的汽車的賬面淨額包括808,000港元的使用權資產，其所有權將於租期結束時以極少代價轉移至本集團。於2022年3月31日，使用權資產的所有權於租期完成後轉撥至本集團。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

15. GOODWILL

15. 商譽

		HK\$'000 千港元
Cost at 1 April 2020	於2020年4月1日的成本	22,563
Impairment during the year	年內減值	(1,128)
Transfer to assets of a disposal group classified as held for sale (note 37)	轉撥至分類為持作出售的出售組別的資產 (附註37)	(22,334)
Exchange realignment	匯兌調整	899
At 31 March 2021, 1 April 2021 and 31 March 2022	於2021年3月31日、2021年4月1日及2022年3月31日	—
At 31 March 2021:	於2021年3月31日：	
Cost	成本	1,304
Accumulated impairment	累計減值	(1,304)
Net carrying amount	賬面淨額	—
At 31 March 2022:	於2022年3月31日：	
Cost	成本	—
Accumulated impairment	累計減值	—
Net carrying amount	賬面淨額	—

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the Taiyuan Tianrun cash-generating unit ("Taiyuan Tianrun CGU"). During the year ended 31 March 2021, impairment loss of approximately HK\$1,128,000 recognised on goodwill as Taiyuan Plant classified as disposal group held for sales in February 2021 and the fair value less cost to sell of the Taiyuan Tianrun CGU were determined to be lower than their carrying amount. See note 37 for the detail.

商譽減值測試

透過業務合併收購的商譽乃分配至太原天潤現金產生單位(「太原天潤現金產生單位」)。截至2021年3月31日止年度，已確認商譽減值虧損約1,128,000港元，因於2021年2月，太原項目分類為持作出售集團，且公平值減出售太原天潤現金產生單位的成本定為低於其賬面值所致。詳情請參閱附註37。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

*For the year ended 31 March 2022 截至2022年3月31日止年度***16. SERVICE CONCESSION ARRANGEMENTS**

The Group has entered into service concession arrangements with certain governmental authorities in Mainland China on a BOT basis in respect of the construction and operation of its kitchen waste treatment business. These service concession arrangements generally involve the Group as an operator in (i) constructing kitchen waste treatment plants (the “Facilities”) for those arrangement on a BOT basis; and (ii) operating and maintaining the Facilities at a specified level of serviceability on behalf of the relevant governmental authorities for periods ranging from 25 to 30 years (2021: 25–30 years) (the “Service Concession Periods”), and the Group will be paid for its services over the relevant periods of the service concession arrangements at prices stipulated through a pricing mechanism. The Group is generally entitled to use all the property, plant and equipment of the Facilities, however, the relevant governmental authorities as grantors will retain the beneficial entitlement to any residual interest in the Facilities at the end of the Service Concession Periods. Each of these service concession arrangements is governed by a contract and, where applicable, supplementary agreements entered into between the Group and the relevant governmental authority in Mainland China that set out, inter alia, performance standards, mechanisms for adjusting prices for the services rendered by the Group, specific obligations imposed on the Group to restore the Facilities to a specified level of serviceability at the end of the Service Concession Periods, and arrangements for arbitrating disputes.

16. 特許經營權安排

本集團已就建造及經營餐廚垃圾處理業務以BOT形式與中國內地若干政府機關訂立多項特許經營權安排。該等特許經營權安排一般涉及由本集團作為營運商，(i)以BOT形式為該等安排建造餐廚垃圾處理廠(「該等設施」)；及(ii)按照指定服務水平代表相關政府機關經營及維護該等設施，為期25至30年(2021年：25至30年)(「特許經營權期限」)，而本集團將於特許經營權安排的相關期限內按透過定價機制列明的價格就其服務收取款項。本集團一般有權使用該等設施的所有物業、機器及設備，然而，相關政府機關作為授予人將於特許經營權期限結束時保留其於該等設施任何剩餘權益的實益權利。各該等特許經營權安排受本集團與中國內地相關政府機關訂立的合約及(如適用)補充協議所規管，當中載明(其中包括)執行標準、本集團所提供服務的調價機制、本集團於特許經營權期限結束時為將該等設施恢復至指定服務水平而承擔的特定責任，以及仲裁糾紛的安排。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

16. SERVICE CONCESSION ARRANGEMENTS
(continued)

A summary of the major terms of the principal service concession arrangements is set out as follows:

Name of company as operator 作為經營商的公司名稱	Location 地點	Name of grantor 授予人名稱	Type of service concession arrangement 特許經營權安排類型	Service concession period 特許經營權期限
Taiyuan Tianrun*	Taiyuan, Shaxin province, the PRC	太原市容環境衛生管理局	BOT on kitchen waste treatment	30 years from 2013 to 2043
太原天潤*	中國山西省太原市	太原市容環境衛生管理局	餐廚垃圾處理的BOT	由2013年起至2043年止30年
Hefei Feifan	Hefei, Anhui province, the PRC	合肥市市容環境衛生管理局	BOT on kitchen waste treatment	25 years from 2013 to 2038
合肥非凡	中國安徽省合肥市	合肥市市容環境衛生管理局	餐廚垃圾處理的BOT	由2013年起至2038年止25年
Xuancheng#	Xuancheng, Anhui province, the PRC	宣城市西沖生物科技有限 公司	BOT on kitchen waste treatment	30 years after final expectance of construction inspection for the Plant
宣城#	中國安徽省宣城市	宣城市西沖生物科技有限 公司	餐廚垃圾處理的BOT	在廠房建築視察獲最終接納後的30年
Hancheng	Hencheng, Shanxi province, the PRC	韓城市供銷合作社聯合社	BOT on kitchen waste treatment	30 years from 2018 to 2047
韓城	中國陝西省韓城市	韓城市供銷合作社聯合社	餐廚垃圾處理的BOT	由2018年起至2047年止30年

* Classified as assets held for sales during the year ended 31 March 2021 and subsequently disposed during the year ended 31 March 2022

Newly set up during the year ended 31 March 2022 and still under construction as at 31 March 2022. The directors of the Company expects that the construction will be completed during the year ending 31 March 2023

Pursuant to the service concession agreements entered into by the Group, the Group are granted the rights to use the property, plant and equipment of the Facilities and the related land, which are generally registered under the names of the relevant subsidiaries of the Group, during the Service Concession Periods. The Group is generally required to surrender these assets to the grantors at a specified level of serviceability at the end of the respective Service Concession Periods.

16. 特許經營權安排 (續)

主要特許經營權安排的主要條款概要載列如下：

* 截至2021年3月31日止年度內分類為持作銷售的資產，隨後於截至2022年3月31日止年度被出售

截至2022年3月31日止年度內新成立，於2022年3月31日，仍在建設中。本公司董事預期，建設將於截至2023年3月31日止年度完成

根據本集團訂立的特許經營權協議，本集團獲授於特許經營權期限內使用該等設施的物業、機器及設備以及相關土地（一般以本集團相關附屬公司的名義登記）的權利。本集團一般須於各特許經營權期限結束時按指定服務水平將該等資產交回授予人。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

16. SERVICE CONCESSION ARRANGEMENTS
(continued)

As at 31 March 2021, the carrying amounts of the Group's receivables under services concession arrangements and operating concession of HK\$69,592,000 and HK\$80,636,000, respectively, were pledged to the Group's bank and other borrowings. There is no receivables under services concession arrangements and operating concession pledged to any borrowings as at 31 March 2022.

As further explained in the accounting policy for "Service concession arrangements" set out in note 4(h) to the financial statements, the consideration paid by the Group for a service concession arrangement is accounted for as an intangible asset (operating concession) or a financial asset (receivable under service concession arrangement) or a combination of both, as appropriate. The following is the summarised information of the intangible asset component (operating concessions) and the financial asset component (receivables under service concession arrangements) with respect to the Group's service concession arrangements:

(a) Operating Concessions

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
At 1 April	於4月1日	80,636	260,472
Additions	添置	97,385	2,277
Amortisation provided during the year	年內攤銷撥備	(4,006)	(5,809)
Transfer to inventories	轉撥至存貨	—	(37,345)
Transfer to asset classified as held for sale (note 37)	轉撥至分類為持作出售的資產(附註37)	—	(115,322)
Disposal of subsidiaries (note 38)	出售附屬公司(附註38)	—	(41,728)
Reversal of impairment	減值撥備	24,083	—
Exchange realignment	匯兌調整	3,774	18,091
At 31 March	於3月31日	201,872	80,636
At 31 March:	於3月31日:		
Cost	成本	249,773	145,754
Accumulated impairment loss	累計減值虧損	(28,712)	(54,941)
Accumulated amortisation	累計攤銷	(19,189)	(10,177)
Net carrying amount	賬面淨額	201,872	80,636

16. 特許經營權安排(續)

於2021年3月31日，本集團的特許經營權安排應收款項及經營特許權的賬面金額分別69,592,000港元及80,636,000港元已質押予本集團的銀行及其他借貸。於2022年3月31日，特許經營權安排及經營特許權下的應收款項並無就任何借貸質押。

誠如本財務報表附註4(h)所載「特許經營權安排」的會計政策所進一步闡述，本集團就特許經營權安排支付的代價入賬列為無形資產(經營特許權)或金融資產(特許經營權安排應收款項)或兩者結合(如適用)。以下為本集團特許經營權安排的無形資產組成部分(經營特許權)及金融資產組成部分(特許經營權安排應收款項)的資料概要：

(a) 經營特許權

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
At 1 April	於4月1日	80,636	260,472
Additions	添置	97,385	2,277
Amortisation provided during the year	年內攤銷撥備	(4,006)	(5,809)
Transfer to inventories	轉撥至存貨	—	(37,345)
Transfer to asset classified as held for sale (note 37)	轉撥至分類為持作出售的資產(附註37)	—	(115,322)
Disposal of subsidiaries (note 38)	出售附屬公司(附註38)	—	(41,728)
Reversal of impairment	減值撥備	24,083	—
Exchange realignment	匯兌調整	3,774	18,091
At 31 March	於3月31日	201,872	80,636
At 31 March:	於3月31日:		
Cost	成本	249,773	145,754
Accumulated impairment loss	累計減值虧損	(28,712)	(54,941)
Accumulated amortisation	累計攤銷	(19,189)	(10,177)
Net carrying amount	賬面淨額	201,872	80,636



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

16. SERVICE CONCESSION ARRANGEMENTS
(continued)**(a) Operating Concession (continued)****Impairment assessment**

The directors of the Company performed impairment testing for the Hefei Feifan cash-generating unit (“Hefei Feifan CGU”) and Xuancheng cash-generating unit (“Xuancheng CGU”). The recoverable amounts of these CGUs have been determined based on the value in use calculation using cash flow projections. Assumptions were used in the value in use calculation of the above CGUs for 31 March 2022 and 31 March 2021. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing.

The number of years used for Hefei Feifan CGU and Xuancheng CGU are based on its respective BOT contract period. The recoverable amount of the Hefei Feifan CGU and Xuancheng CGU has been determined by VIU calculation based on cash flow projections from formally approved budgets covering a 17 years (2021: 18 years) period and 30 years (2021: N/A) respectively, which is the remaining contractual period of the BOT on kitchen waste treatment. Management considered that the budgets should cover the remaining contractual period of the BOT on kitchen waste treatment as it reflects in the production plan of this CGU.

16. 特許經營權安排 (續)**(a) 經營特許權 (續)****減值評估**

本公司董事對合肥非凡現金產生單位(「合肥非凡現金產生單位」)及宣城現金產生單位(「宣城現金產生單位」)進行減值測試。該現金產生單位的可收回金額乃根據現金流預測的使用價值計算釐定。在計算上述現金產生單位於2022年3月31日及2021年3月31日的使用價值時採用若干假設。以下載列管理層進行減值測試所依據的現金流預測的各關鍵假設。

合肥非凡現金產生單位及宣城現金產生單位使用的年限乃基於其各自的BOT合約期。合肥非凡現金產生單位的可收回金額為公平值減出售成本與使用價值兩者中的較高者。合肥非凡現金產生單位及宣城現金產生單位的可收回金額乃根據現金流量預測以使用價值計算法釐定，此乃分別基於經正式批准的17年期(2021年：18年期)及30年期(2021年：不適用)(即餐廚垃圾處理BOT的餘下合約期)預算編製。管理層認為，由於餐廚垃圾處理BOT的餘下合約期反映此現金產生單位的生產計劃，故應計入預算內。



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16. SERVICE CONCESSION ARRANGEMENTS
(continued)(a) Operating Concession (continued)
Impairment assessment (continued)

The cash flow projections beyond the 5 years periods are extrapolated using a growth rate as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Hefei Feifan CGU	合肥非凡現金產生單位	—%	—%
Xuancheng CGU	宣城現金產生單位	—%	N/A 不適用

Zero growth was assumed for Hefei Feifan CGU and Xuancheng CGU based on utilisation of maximum Kitchen Waste processing capacity.

The discount rates applied to the cash flow projections are as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Hefei Feifan CGU	合肥非凡現金產生單位	12.56%	12.43%
Xuancheng CGU	宣城現金產生單位	12.34%	N/A 不適用

The discount rates used are pre-tax and reflect specific risk relating to the relevant units.

There is continuing increase in market demand and unit price of the by-product of kitchen waste treatment (i.e. used cooking oil) of Hefei Feifan CGU. The directors of the Group considered there is indication for reversal of impairment and conducted impairment assessment on recoverable amounts of Hefei Feifan CGU. Based on the result of the assessment, the directors of the Company determined that the recoverable amount of the CGU is higher than the carrying amount by HK\$24,083,000, a reversal of impairment of the intangible assets has been recognised during the year ended 31 March 2022.

During 31 March 2022, the directors of the Company determined no impairment loss on operation concessions related to Xuancheng CGU as the recoverable amount of the assets belonging to Xuancheng CGU over its carrying amounts.

16. 特許經營權安排 (續)

(a) 經營特許權 (續)
減值評估 (續)

5年後的現金流預測採用如下的增長率進行推斷：

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Hefei Feifan CGU	合肥非凡現金產生單位	—%	—%
Xuancheng CGU	宣城現金產生單位	—%	N/A 不適用

合肥非凡現金產生單位及宣城現金產生單位假定為零增長，乃根據最大廚餘垃圾處理能力的使用情況釐定。

適用於現金流預測的貼現率如下：

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Hefei Feifan CGU	合肥非凡現金產生單位	12.56%	12.43%
Xuancheng CGU	宣城現金產生單位	12.34%	N/A 不適用

使用的貼現率為稅前，反映了與相關單位有關的具體風險。

合肥非凡現金產生單位的餐廚垃圾處理的副產品(即廢用油)的市場需求及單價持續上升。本集團董事認為，有跡象顯示減值撥備及對合肥非凡現金產生單位的可收回金額進行減值評估。基於該評估的結果，本公司董事認為，現金產生單位的可收回金額高於賬面值約24,083,000港元，截至2022年3月31日止年度，無形資產的減值撥備獲確認。

於2022年3月31日，本公司董事確定與宣城現金產生單位有關的經營特許權並無減值虧損，因為屬於宣城現金產生單位的資產的可收回金額高於其賬面值金額。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

16. SERVICE CONCESSION ARRANGEMENTS
(continued)

(b) Receivables under service concession arrangements

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Receivables under service concession arrangements	特許經營權安排應收款項	70,871	69,592
Portion classified as current assets	分類為流動資產的部分	(11,423)	(8,409)
Non-current portion	非流動部分	59,448	61,183

Movements in the provision for impairment of receivables under service concession arrangements are as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
At beginning of year	於年初	422	2,335
Impairment losses, net	減值虧損淨額	503	(157)
Transfer to asset classified as held for sales	轉撥至歸類為持作出售資產	—	(1,634)
Disposal of subsidiaries	出售附屬公司	—	(156)
Exchange realignment	匯兌調整	16	34
At end of year	於年末	941	422

For receivable under service concession arrangements, the Group applies the simplified approach in measuring ECL, that is to recognise a loss allowance based on lifetime ECL at each reporting date. The Group has applied loss-rate method for calculating the ECL of receivables from service concession arrangements. Under this method, impairment is calculated using an estimated loss rate and multiplying it by the outstanding balance at the end of the reporting period.

16. 特許經營權安排 (續)

(b) 特許經營權安排應收款項

特許經營權安排應收款項減值撥備的變動如下：

就特許經營權安排應收款項而言，本集團運用簡化的方法計量預期信貸虧損，亦即於各報告日期基於全期預期信貸虧損確認虧損備抵。本集團已採用虧損率方法計算特許經營權安排應收款項的預期信貸虧損。根據此方法，減值乃於報告期末採用估計虧損率乘以未償還結餘計算。

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For the year ended 31 March 2022 截至2022年3月31日止年度

16. SERVICE CONCESSION ARRANGEMENTS
(continued)

(b) Receivables under service concession arrangements (continued)

Set out below is the information about the credit risk exposure on the Group's receivable under service concession arrangements:

As at 31 March 2022

		Loss rate — current portion 虧損率 — 流動部分：	Loss rate — Non-current portion 虧損率 — 非流動部分	Total 總計
Gross carrying amount (HK\$'000)	賬面總額(千港元)	11,439	60,373	71,812
Expected credit losses allowance (HK\$'000)	預期信貸虧損備抵(千港元)	17	924	941
Expected credit loss rate	預期信貸虧損率	0.15%	1.53%	

As at 31 March 2021

		Loss rate — current portion 虧損率 — 流動部分：	Loss rate — Non-current portion 虧損率 — 非流動部分	Total 總計
Gross carrying amount (HK\$'000)	賬面總額(千港元)	8,415	61,599	70,014
Expected credit losses allowance (HK\$'000)	預期信貸虧損備抵(千港元)	6	416	422
Expected credit loss rate	預期信貸虧損率	0.07%	0.68%	

16. 特許經營權安排 (續)

(b) 特許經營權安排應收款項(續)

下文載列有關本集團特許經營權安排應收款項信貸風險的資料：

於2022年3月31日

於2021年3月31日



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For the year ended 31 March 2022 截至2022年3月31日止年度

16. SERVICE CONCESSION ARRANGEMENTS
(continued)**(b) Receivables under service concession arrangements** (continued)**As at 31 March 2021** (continued)

For the receivable under service concession arrangements of a disposal group classified as held for sale (note 37):

		Loss rate — current portion 虧損率 — 流動部分	Loss rate — Non-current portion 虧損率 — 非流動部分	Total 總計
Gross carrying amount (HK\$'000)	賬面總額(千港元)	26,069	259,957	286,026
Expected credit losses allowance (HK\$'000)	預期信貸虧損備抵(千港元)	19	1,755	1,774
Expected credit loss rate	預期信貸虧損率	0.07%	0.68%	

(c) Contract assets under service concession arrangements
Xuancheng Plant**16. 特許經營權安排 (續)****(b) 特許經營權安排應收款項 (續)****於2021年3月31日 (續)**

持作出售的出售組別的特許經營權安排項下應收款項(附註37)：

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Contract assets under service concession arrangements*	特許經營權安排下的合約資產*	47,110	—
Portion classified as current assets	分類為流動資產的部分	—	—
Non-current portion	非流動部分	47,110	—

(c) 特許經營權安排下的合約資產
宣城項目

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For the year ended 31 March 2022 截至2022年3月31日止年度

16. SERVICE CONCESSION ARRANGEMENTS
(continued)

(c) Contract assets under service concession arrangements (continued)

*Movements in the provision for impairment of contract assets under service concession arrangements are as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
At beginning of year	於年初	—	—
Impairment losses, net	減值虧損淨額	1,375	—
Exchange realignment	匯兌調整	18	—
At end of year	於年末	1,393	—

* Management expects the part of construction work of Xuancheng Plant will be completed and accounted for as financial assets during the year ended 31 March 2023.

For contract assets under service concession arrangements, the Group applies the simplified approach in measuring ECL, which is to recognise a loss allowance based on lifetime ECL at each reporting date. The Group has applied loss-rate method for calculating the ECL of contract assets from service concession arrangements. Under this method, impairment calculated using an estimated loss rate and multiplying it by the outstanding balance at the end of the reporting period.

16. 特許經營權安排 (續)

(c) 特許經營權安排下的合約資產 (續)

*特許經營權安排下的合約資產減值撥備的變動情況如下：

* 管理層預計宣城項目的部分建築工程將於截至2023年3月31日止年度竣工及入賬列作金融資產。

對於特許經營權安排下的合約資產，本集團於計量預期信貸虧損時採用簡化方法，即於各報告日根據全期預期信貸虧損確認虧損撥備。本集團採用虧損率法計算特許經營權安排下的合約資產的預期信貸虧損。在此方法下，使用估計虧損率計算減值，並將其乘以報告期末的未償還結餘。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

16. SERVICE CONCESSION ARRANGEMENTS
(continued)**(c) Contract assets under service concession arrangements** (continued)

Set out below is the information about the credit risk exposure on the Group's contract assets under service concession arrangements:

As at 31 March 2022

		Loss rate — current portion 虧損率 — 流動部分：	Loss rate — Non-current portion 虧損率 — 非流動部分	Total 總計
Gross carrying amount (HK\$'000)	賬面總額(千港元)	—	48,503	48,503
Expected credit losses allowance (HK\$'000)	預期信貸虧損備抵 (千港元)	—	1,393	1,393
Expected credit loss rate	預期信貸虧損率	N/A 不適用	2.87%	

16. 特許經營權安排 (續)**(c) 特許經營權安排下的合約資產 (續)**

以下載列本集團於特許經營權安排下的合約資產的信貸風險資料：

於2022年3月31日

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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

17. OTHER INTANGIBLE ASSETS

17. 其他無形資產

		Customer list 客戶名單	Technologies 技術	Trademark 商標	Non-competive Agreement 不競爭協議	Patents 專利	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
31 March 2022	2022年3月31日						
Cost at 1 April 2021, net of accumulated amortisation	於2021年4月1日的成本，已扣除累計攤銷	—	—	—	—	2,413	2,413
Amortisation provided during the year	年內攤銷撥備	—	—	—	—	(552)	(552)
Exchange realignment	匯兌調整	—	—	—	—	110	110
At 31 March 2022	於2022年3月31日	—	—	—	—	1,971	1,971
At 31 March 2022:	於2022年3月31日：						
Cost	成本	—	—	—	—	2,696	2,696
Accumulated amortisation	累計攤銷	—	—	—	—	(725)	(725)
Net carrying amount	賬面淨額	—	—	—	—	1,971	1,971
31 March 2021	2021年3月31日						
Cost at 1 April 2020, net of accumulated amortisation	於2020年4月1日的成本，已扣除累計攤銷	21,351	26,123	3,793	518	—	51,785
Additions	添置	—	—	—	—	2,499	2,499
Amortisation provided during the year	年內攤銷撥備	—	—	—	—	(154)	(154)
Discontinued operation (note 8(b))	已終止經營業務(附註8(b))	(21,351)	(26,123)	(3,793)	(518)	—	(51,785)
Exchange realignment	匯兌調整	—	—	—	—	68	68
At 31 March 2021	於2021年3月31日	—	—	—	—	2,413	2,413
At 31 March 2021:	於2021年3月31日：						
Cost	成本	—	—	—	—	2,567	2,567
Accumulated amortisation	累計攤銷及減值	—	—	—	—	(154)	(154)
Net carrying amount	賬面淨額	—	—	—	—	2,413	2,413



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

18. CONSIDERATION RECEIVABLES

18. 應收代價

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Consideration receivables (Note a, b)	應收代價(附註a、b)	3,723	3,723
Impairment	減值	(3,723)	(3,723)
Current portion	流動部分	—	—

Note:

Movements in provision for impairment of consideration receivables are as follows:

附註:

應收代價減值撥備變動如下:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
At beginning of year	於年初	3,723	23,349
Impairment loss recognised	已確認減值虧損	—	8,658
Written-off	撇銷	—	(28,284)
At end of year	於年末	3,723	3,723

(a) Pursuant to the Vimab Agreement, the consideration for the Vimab Acquisition was to be satisfied as to (i) approximately HK\$23.0 million in cash; and (ii) approximately HK\$147.5 million by way of the allotment and issue of 42,137,142 new shares (the "Consideration Shares") at the issue price of HK\$3.5 per share. The Consideration Shares represented approximately 7.36% of the issued share capital of the Company as enlarged by them, and 19,488,428 new Shares out of the Consideration Shares are subject to a lock-up period, which will be released upon fulfilment of certain financial benchmarks by the Vimab Group for the financial year ended or ending (as the case may be) 31 December 2018 and 2019. Details of the lock-up arrangement are set out in the announcement of the Company dated 3 May 2018.

(a) 根據Vimab協議，Vimab收購事項的代價中(i)約23,000,000港元以現金清償；及(ii)約147,500,000港元以按每股股份3.5港元的發行價配發及發行42,137,142股新股份(「代價股份」)的方式清償。代價股份數目相當於本公司經代價股份擴大的已發行股本約7.36%，而代價股份中19,488,428股新股份設有禁售期，將於Vimab集團截至2018年及2019年12月31日止財政年度(視乎情況而定)的若干財務指標達成後解除。禁售安排的詳情載於本公司日期為2018年5月3日的公佈。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

18. CONSIDERATION RECEIVABLES
(continued)

Note: (continued)

(a) (continued)

As at 31 March 2020, the Group recognised a consideration receivable of HK\$3,723,000. As at 31 March 2021, impairment loss of HK\$3,723,000 was recognised on consideration receivable in related to Vimab Acquisition.

Since Vimab ceased to be a subsidiary of the Company upon enforcement of the Pledge as stated in note 8(b), the Company was unable to conduct audit on the Vimab Group to ascertain the audited EBITDA for 2018 and 2019. Therefore, the Company attempted to negotiate with the relevant parties to the acquisition agreement to resolve the matter.

(b) On 14 December 2016, the Group completed the Clear Industry Acquisition. As part of the sale and purchase agreement, the Group is entitled to receive contingent consideration, which is based on the amount of profit of the Clear Industry Company Limited and its subsidiaries ("Clear Industry EPC Group") during the years ended 31 March 2017, 2018 and 2019 (the "Guarantee Period").

As at 31 March 2019, the Guaranteed Period was completed. Based on the information available at that moment for the years ended 31 March 2017, 2018 and 2019 (excluding the profit attributable to the business contracted by the other members of the Group with the Clear Industry EPC Group), the profit guarantee in the Clear Industry Acquisition could not be fulfilled. The Group recognised a consideration receivables of HK\$37,232,000.

The special audit of the Clear Industry EPC Group as stipulated in the Clear Industry Acquisition was completed during the year 31 March 2020 and ascertained that the performance guarantee was not met.

As at 31 March 2020, an impairment of HK\$23,349,000 was recognised on the consideration receivables, assuming that HK\$13,883,000 could be recovered from the realisation of 18,982,992 consideration shares returned by the vendor and offset certain outstanding payables to the vendor.

The parties to the Clear Industry Acquisition entered into a settlement agreement on 28 May 2020, pursuant to which the Group agreed with the vendor to the consideration receivables by offset outstanding payable of HK\$8,949,000, and the consideration shares would not be returned to the Group. During the year ended 31 March 2021, impairment loss of HK\$4,935,000 was recognised on consideration receivable in related to Clear Industry Acquisition, and the provision for impairment of HK\$28,284,000 was fully written off.

18. 應收代價(續)

附註：(續)

(a) (續)

於2020年3月31日，本集團確認應收代價3,723,000港元。於2021年3月31日，有關Vimab收購事項的應收代價確認減值虧損3,723,000港元。

由於附註8(b)所述的質押執行後Vimab不再為本公司的附屬公司，本公司無法對Vimab集團進行審計，以確認2018年及2019年的經審核EBITDA。因此，本公司試圖與收購協議的相關方磋商以解決問題。

(b) 於2016年12月14日，本集團完成愷利爾收購事項。作為買賣協議的一部分，本集團有權收取基於Clear Industry Company Limited及其附屬公司（「愷利爾EPC集團」）截至2017年、2018年及2019年3月31日止年度（「擔保期」）的溢利金額計算的或然代價。

於2019年3月31日，擔保期已完結。基於當時可獲得資料，截至2017年、2018年及2019年3月31日止年度的愷利爾收購事項溢利保證（撇除本集團其他成員公司外判予愷利爾EPC集團的業務應佔的溢利）未能達成。本集團已確認應收代價37,232,000港元。

愷利爾收購事項內列明愷利爾EPC集團的特別審核已於截至2020年3月31日止年度完成，及確認表現保證尚未達到。

於2020年3月31日，假設變現賣方所退還的18,982,992股代價股份及抵銷若干未償還應付賣方款項可收回13,883,000港元，已確認應收代價減值23,349,000港元。

愷利爾收購事項訂約各方於2020年5月28日訂立和解協議，據此，本集團與賣方達成一致，透過抵銷未償還應付款項8,949,000港元結付應收代價，而代價股份將不會退還予本集團。截至2021年3月31日止年度，已就愷利爾收購事項的應收代價確認全數減值虧損4,935,000港元，而減值撥備28,284,000港元已全數撤銷。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

19. INVENTORIES

19. 存貨

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Finished goods arising in environmental protection business, at net realisable values 因環保業務產生的成品(按可變現淨值計算)	3,105	12,206

20. CONTRACT ASSETS AND CONTRACT LIABILITIES

20. 合約資產及合約負債

(a) Contract assets

(a) 合約資產

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Related to construction contracts 與建築合約相關	16,424	12,377
Impairment 減值	(403)	(162)
	16,021	12,215



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

20. CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)**(a) Contract assets (continued)**

Contract assets represents the Group's right to receive consideration for work completed but not yet billed because the rights are conditional upon the satisfaction by the customers on the construction work completed by the Group and the work is pending for the certification by the customers. The contract assets are transferred to the trade receivables when the rights become unconditional, which is typically at the time the Group obtains the certification of the completed construction work from the customers.

The Group classifies these contract assets under current assets because the Group expects to realise them in its normal operating cycle.

The movements in provision for impairment of contract assets are as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
At beginning of year	於年初	162	121
Impairment loss recognised	確認減值虧損	241	41
At end of the year	於年末	403	162

20. 合約資產及合約負債(續)**(a) 合約資產(續)**

合約資產指本集團就已完工但尚未開具發票的工程收取代價的權利，原因為相關權利須待客戶對本集團所完成建築工程表示滿意後方可作實，而該工程正待客戶認可。當該權利成為無條件時(通常於本集團取得客戶對所完成建築工程的認可的時間)，合約資產轉撥至貿易應收款項。

本集團將該等合約資產分類至流動資產項下，乃因本集團預期將於其一般經營週期內變現有關資產。

合約資產減值撥備的變動如下：



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

20. CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)**(a) Contract assets (continued)**

The Group has applied the simplified approach in HKFRS 9 to measure the loss allowance of contract assets at lifetime ECL. In view that contract assets have substantially the same risk characteristic as the trade debtors for the same types of contracts, the Group has therefore concluded that the expected loss rates for the trade debtors are a reasonable approximation of the loss rates for the contract assets. Credit-impaired contract assets are assessed for ECL individually.

A summary of the Group's exposure to credit risk for contract assets is as follows:

As at 31 March 2022

	Non credit-impaired 並無出現 信貸減值	Credit impaired 已出現 信貸減值	Total 總計
Gross carrying amount (HK\$'000) 賬面總額(千港元)	16,424	—	16,424
Expected credit losses (HK\$'000) 預期信貸虧損 (千港元)	403	—	403
Expected credit loss rate 預期信貸虧損率	2.45%		

As at 31 March 2021

	Non credit-impaired 並無出現 信貸減值	Credit impaired 已出現 信貸減值	Total 總計
Gross carrying amount (HK\$'000) 賬面總額(千港元)	12,377	—	12,377
Expected credit losses (HK\$'000) 預期信貸虧損 (千港元)	162	—	162
Expected credit loss rate 預期信貸虧損率	1.31%		

20. 合約資產及合約負債(續)**(a) 合約資產(續)**

本集團運用香港財務報告準則第9號的簡化方法按全期預期信貸虧損計量合約資產的虧損備抵。鑒於該等合約資產與同類合約貿易應收賬款具有大致相同的風險特徵，本集團因此認定貿易應收賬款的預期虧損率與合約資產虧損率合理地相若。已出現信貸減值的合約資產須個別接受預期信貸虧損評估。

本集團就合約資產須承受的信貸風險概述如下：

於2022年3月31日**於2021年3月31日**

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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

20. CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)

(b) Contract liabilities

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
<i>Contract liabilities arising from:</i> 由以下項目產生的合約負債：			
Construction works	建築工程	2,480	7,253
Current portion	流動部分	(2,480)	(7,253)
Non-current portion	非流動部分	—	—

Typical payment terms which impact on the amount of contract liabilities are as follows:

Construction works

Where discrepancies arise between the progress payments and the Group's assessment of the stage of completion, contract liabilities can arise.

Environmental protection

The Group receives deposits on sales of environmental protection equipment, which remains as a contract liability until delivery of equipment.

20. 合約資產及合約負債(續)

(b) 合約負債

對合約負債金額構成影響的典型付款條款如下：

建築工程

進度付款與本集團對完工階段的評估之間一旦出現落差，即可產生合約負債。

環保

本集團就銷售環保設備收取按金，其於交付設備前仍為合約負債。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

20. CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)

(b) Contract liabilities (continued)

Movements in contract liabilities

20. 合約資產及合約負債(續)

(b) 合約負債(續)

合約負債變動

		HK\$'000 千港元
At 1 April 2020	於2020年4月1日	4,854
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	因年內確認於年初計入合約負債的收入而導致合約負債減少	(4,854)
Increase in contract liabilities as a result of billing in advance of construction and manufacturing activities	因於建造及製造活動開始前預先收款而導致合約負債增加	7,253
At 31 March 2021 and 1 April 2021	於2021年3月31日及2021年4月1日	7,253
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	因年內確認於年初計入合約負債的收入而導致合約負債減少	(7,253)
Increase in contract liabilities as a result of billing in advance of construction and manufacturing activities	因於建造及製造活動開始前預先收款而導致合約負債增加	2,480
At 31 March 2022	於2022年3月31日	2,480



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

21. TRADE AND RETENTION RECEIVABLES

21. 貿易應收款項及應收保留金

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Trade receivables	貿易應收款項	87,283	89,653
Impairment	減值	(2,414)	(1,440)
		84,869	88,213
Retention receivables	應收保留金	29,850	54,602
Impairment	減值	(761)	(817)
		29,089	53,785
		113,958	141,998
Portion classified as current assets	分類為流動資產的部分	109,745	134,583
Non-current portion	非流動部分	4,213	7,415

The Group generally allows a credit period of not exceeding 60 days to its customers. Interim applications for progress payments on construction contracts are normally submitted on a monthly basis and are normally settled within 1 month. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade and retention receivable balances. Trade and retention receivables are non-interest-bearing.

Retention receivables held by customers arising from the Group's construction work are settled within a period ranging from 1 to 2 years after the completion of the construction work, as stipulated in the construction contracts.

本集團一般容許向客戶授出不超過60天的信貸期。有關建築合約的中期進度付款申請一般按月提交及於1個月內結算。本集團力求對未收回的應收款項維持嚴格控制，務求將信貸風險減至最低。高級管理層會定期檢討逾期結餘。本集團並無就貿易應收款項及應收保留金結餘持有任何抵押品或其他信貸提升物。貿易應收款項及應收保留金為不計息。

客戶所持有源自本集團的建築工程的應收保留金乃按建築合約所訂明於建築工程完成後1至2年內結算。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

21. TRADE AND RETENTION RECEIVABLES
(continued)

Ageing analysis of trade receivables (excluding retention receivables) as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Within 30 days	30天內	44,663	39,569
31 to 60 days	31至60天	25,229	21,001
61 to 90 days	61至90天	5,071	20,219
Over 90 days	超過90天	9,906	7,424
		84,869	88,213

The Group recognised impairment loss based on the accounting policy stated in note 4(j)(ii).

Movements in provision for impairment of trade and retention receivables are as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
At beginning of year	於年初	2,257	28,047
Provision on/(reversal of) impairment losses	計提/(撥回)減值虧損	907	(6,409)
Written off upon disposal	出售時撇銷	—	(18,846)
Transfer asset held for sales	轉撥持作出售資產	—	(318)
Written off upon discontinued operation	終止經營業務時撇銷	—	(242)
Exchange realignment	匯兌調整	11	25
At end of year	於年末	3,175	2,257

21. 貿易應收款項及應收保留金 (續)

於報告期末的貿易應收款項(不包括應收保留金)基於發票日期及扣除撥備後的賬齡分析如下:

本集團根據附註4(j)(ii)所列的會計政策確認減值虧損。

貿易應收款項及應收保留金減值撥備的變動如下:



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

21. TRADE AND RETENTION RECEIVABLES
(continued)

Ageing analysis of the trade and retention receivables that are not individually nor collectively considered to be impaired is as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Neither past due nor impaired	並無逾期亦無減值	44,663	85,938
1 to 30 days past due	逾期1至30天	25,229	21,001
31 to 90 days past due	逾期31至90天	5,071	20,219
Over 90 days past due	逾期超過90天	38,995	14,840
		113,958	141,998

For trade receivables and retention receivables, the Group applies simplified approach in measuring ECL, that is to recognise a loss allowance based on lifetime ECL at each reporting date. The Group has applied the probability of default based on that of counterparties with similar credit ratings, with adjustment to reflect current conditions and forecasts of future economic conditions through the use of financial market analysis. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

ECLs estimated by grouping the receivables based on shared credit risk characteristics and collectively assessed for likelihood of recovery, taking into account the service type, customer type and its geographical location. ECL rate is applied to the respective gross carrying amounts of the receivables.

21. 貿易應收款項及應收保留金 (續)

並非個別或共同被視為已減值的貿易應收款項及應收保留金的賬齡分析如下：

就貿易應收款項及應收保留金而言，本集團運用簡化的方法計量預期信貸虧損，亦即於各報告日期依據全期預期信貸虧損確認虧損備抵。本集團採用信貸評級類近的對手方所使用的違約概率，並利用金融市場分析予以調整，以反映當前狀況及對未來經濟狀況的預測。計算方法反映概率加權結果、貨幣時間價值及於報告日期就過往事件、當前狀況及對未來經濟狀況的預測可取得的合理及有理據支持資料。

本集團依據應收款項的共有信貸風險特性將其分組，藉以估計預期信貸虧損，並就收回款項的可能性進行集體評估，當中計及服務類別、客戶類別及其地理位置。預期信貸虧損率應用於應收款項各自的賬面總額。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

21. TRADE AND RETENTION RECEIVABLES
(continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables:

As at 31 March 2022

(i) Construction sector

Trade receivables By invoice date	貿易應收款項 按發票日期	91 days			Total 總計
		Within 90 days 90天內	to 365 days 91至365天	Over 365 days 超過365天	
Average ECL rate%	平均預期信貸虧損率%	2.45%	4.61%	—	
Gross carrying amount (HK\$'000)	賬面總額 (千港元)	70,280	10,344	—	80,624
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	1,723	478	—	2,201
Retention receivables By invoice date	應收保留金 按發票日期	Loss rate		Total 總計	
		— current portion 虧損率 — 即期部分	— Non- current portion 虧損率 — 非即期部分		
Average ECL rate%	平均預期信貸虧損率%	2.45%	3.11%		
Gross carrying amount (HK\$'000)	賬面總額 (千港元)	25,493	4,357	29,850	
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	625	136	761	

(ii) Environmental sector

Trade receivables By invoice date	貿易應收款項 按發票日期	91 days			Total 總計
		Within 90 days 90天內	to 365 days 91至365天	Over 365 days 超過365天	
Average ECL rate%	平均預期信貸虧損%	0.15%	N/A% 不適用%	68.92%	
Gross carrying amount (HK\$'000)	賬面總額 (千港元)	6,364	N/A 不適用	295	6,659
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	10	N/A 不適用	203	213

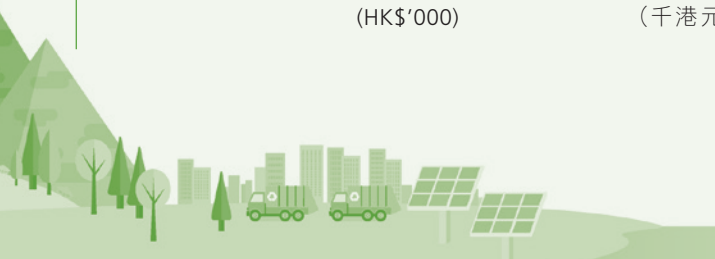
21. 貿易應收款項及應收保留金
(續)

下文載列有關本集團貿易應收款項信貸風險的資料：

於2022年3月31日

(i) 建築範疇

(ii) 環境範疇



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For the year ended 31 March 2022 截至2022年3月31日止年度

21. TRADE AND RETENTION RECEIVABLES
(continued)

As at 31 March 2021

(i) Construction sector

Trade receivables By invoice date	貿易應收款項 按發票日期	Within 90 days 90天內	91 days to 365 days 91至365天	Over 365 days 超過365天	Total 總計
Average ECL rate%	平均預期信貸虧損率%	1.31%	3.52%	—	
Gross carrying amount (HK\$'000)	賬面總額(千港元)	80,458	2,865	—	83,323
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	1,053	101	—	1,154
		Loss rate — current portion 虧損率 — 即期部分	Loss rate — Non-current portion 虧損率 — 非即期部分		Total 總計
Retention receivables	應收保留金				
Average ECL rate%	平均預期信貸虧損率%	1.31%	1.81%		
Gross carrying amount (HK\$'000)	賬面總值(千港元)	34,103	20,499		54,602
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	446	371		817

(ii) Environmental sector

21. 貿易應收款項及應收保留
金(續)

於2021年3月31日

(i) 建築範疇

Trade receivables By invoice date	貿易應收款項 按發票日期	Within 90 days 90天內	91 days to 365 days 91至365天	Over 365 days 超過365天	Total 總計
Average ECL rate%	平均預期信貸虧損%	1.66%	6.49%	64.49%	
Gross carrying amount (HK\$'000)	賬面總額(千港元)	5,900	154	276	6,330
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	98	10	178	286

(ii) 環境範疇



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

22. 預付款項、按金及其他應收款項

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	169,795	139,437
Less : Current portion	減：流動部分	(138,079)	(75,538)
Non-current portion	非流動部分	31,716	63,899

(a) Particulars of prepayment, deposits and other receivables are as follows:

(a) 預付款項、按金及其他應收款項的詳情如下：

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Non-current	非流動		
Hancheng Plant project costs	韓城項目成本	15,095	14,255
Hanzhong Plant project costs	漢中項目成本	14,086	17,050
Plant and machineries	廠房及機械	1,715	1,831
Deposits for proposed acquisition of Beijing TDR Environ-Tech Co., Ltd*	建議收購北京天地人環保科技有限公司的按金	—	30,763
Rental deposits	租金按金	820	—
		31,716	63,899



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

(a) Particulars of prepayment, deposits and other receivables are as follows: (continued)

22. 預付款項、按金及其他應收款項(續)

(a) 預付款項、按金及其他應收款項的詳情如下:(續)

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Current	流動		
Deposits to constructor of Xuancheng Plant	向宣城項目承建商的按金	36,679	—
Hanzhong Plant project costs	漢中項目項目成本	3,704	—
Deposits to relevant government authority for Xuancheng Plant	向相關政府的按金	1,235	—
Construction project deposits	建築項目按金	5,177	2,380
Advance to subcontractors	向分包商的墊款	9,938	—
PRC VAT receivables, net	應收中國增值稅淨額	14,445	25,191
Rental and utility deposits	租金及水電費按金	221	2,099
Tendering deposits	投標按金	4,062	994
Guarantee income receivables	應收擔保收入	194	2,274
Staff advances	員工墊款	129	499
Receivables from disposals of subsidiaries	出售附屬公司的應收款項	46,162	29,838
Others	其他	16,133	12,263
		138,079	75,538
Total	總計	169,795	139,437



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

(b) The movements in provision for impairment of other receivables are as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
At beginning of year	於年初	—	7,528
(Reversal of)/provision on impairment loss	(撥回)/計提減值虧損	—	(7,535)
Exchange realignment	匯兌調整	—	7
At end of year	於年末	—	—

23. LOAN RECEIVABLES

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Loan receivables impairment	應收貸款減值	11,861 (11,861)	11,367 (11,004)
		—	363

Loan receivables is non-interest bearing, as at 31 March 2022 and 2021. Loan receivables are either repayable on demand or within twelve months from the end of the reporting period.

Included in the Group's loan receivables as at 31 March 2022 and 31 March 2021 are loans to a company (the "Tianjin Company") which was principally engaged in the sludge treatment business in Tianjin, the PRC, with an aggregate outstanding loan principal RMB9,607,000 and RMB11,957,000 respectively.

The Tianjin Company was in default in interest and/or loan principal payments. During the year ended 31 March 2018, the Group received from the Tianjin Company an aggregate amount of RMB2,650,000 and RMB1,225,000 for the repayment of part of the loan receivables and the related interest, respectively. The Group initiated litigation claims against the Tianjin Company in relation to the default of the loan receivables and the related interest.

22. 預付款項、按金及其他應收款項 (續)

(b) 其他應收款項減值撥備的變動如下：

23. 應收貸款

於2022年及2021年3月31日，應收貸款免息。應收貸款須按的要求或於報告期末後12個月內償還。

於2022年3月31日及2021年3月31日，本集團的應收貸款包括授予一間公司（「天津公司」）的貸款。天津公司主要在中國天津市從事污泥處理業務。未償還貸款本金總額分別為人民幣9,607,000元及人民幣11,957,000元。

天津公司拖欠利息及／或貸款本金付款。於截至2018年3月31日止年度，本集團向天津公司收取合共人民幣2,650,000元及人民幣1,225,000元分別作為應收貸款及相關利息的部分還款。本集團已就拖欠應收貸款及相關利息向天津公司提出訴訟申索。



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23. LOAN RECEIVABLES (continued)

On 16 May 2018, the Group obtained a court order from the Binhai New Area People's Court of Tianjin Municipality (the "Tianjin Court") to freeze and deduct the remaining balance of the loan receivables from the bank accounts of the Tianjin Company. However, there was no available balance in the bank accounts of the Tianjin Company. On 30 May 2018, the Group also obtained from the Tianjin Court a dormant seizure order on the land and building of the Tianjin Company but they were subject to legal charges initiated by other parties.

As at 31 March 2018, an impairment of RMB11,975,000 (equivalent to approximately HK\$14,090,000) was recognised for the aggregate outstanding loan and interest receivables from the Tianjin Company, assuming that no amount could be recovered from the litigations and the valuation of the 20% equity interest in the Tianjin Company held as security for the loans was nil.

During the year ended 31 March 2020, the loan receivable of HK\$4,139,000 was partially repaid during the year and therefore the provision for impairment in respect of the repaid amount was reversed.

As at 31 March 2022 and 2021, the Group has assessed the recoverability and the loss allowance based on lifetime ECL. The management of Group believed that no amount would be recovered. The management of the Group made further ECL of HK\$375,000 during the year ended 31 March 2022.

Movements in provision for impairment of loan receivables are as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
At beginning of year	於年初	11,004	10,179
Provision for impairment	減值撥備	375	—
Exchange realignment	匯兌調整	482	825
At end of year	於年末	11,861	11,004

23. 應收貸款(續)

於2018年5月16日，本集團取得天津市濱海新區人民法院(「天津法院」)的法院命令，凍結天津公司的銀行賬戶並從中扣除應收貸款的餘下結餘。然而，天津公司的銀行賬戶中並無可用結餘。於2018年5月30日，本集團亦就天津公司的土地及樓宇取得天津法院的結業充公命令，惟該等土地及樓宇均受其他人士提出的法律押記規限。

於2018年3月31日，本集團假設訴訟無法收回任何金額，且持作貸款抵押的天津公司20%股權的估值為零，並已就天津公司的未償還應收貸款及利息總額確認減值人民幣11,975,000元(相等於約14,090,000港元)。

截至2020年3月31日止年度，應收貸款4,139,000港元於年內部分償還，因此，就償還金額的減值撥備被撥回。

於2022年及2021年3月31日，本集團基於全期預期信貸虧損評估可收回性及虧損撥備。本集團管理層認為，概無金額將被收回。截至2022年3月31日止年度，本集團管理層進一步作出預期信貸虧損約375,000港元。

應收貸款減值撥備的變動如下：



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For the year ended 31 March 2022 截至2022年3月31日止年度

24. DUE TO RELATED PARTIES

At 31 March 2022, the balances with related parties are unsecured and interest-free.

24. 應付關聯方款項

於2022年3月31日，與一名關聯方之間的結餘為無抵押及免息。

25. CASH AND CASH EQUIVALENTS**25. 現金及現金等價物**

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	117,458	66,686
Cash and cash equivalents	現金及現金等價物	117,458	66,686

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

存放於銀行的現金基於銀行的每日存款利率，按浮動利率賺取利息。銀行結餘存放於信譽良好且近期並無拖欠紀錄的銀行。



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For the year ended 31 March 2022 截至2022年3月31日止年度

26. TRADE AND RETENTION PAYABLES

26. 貿易應付款項及應付保留金

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Trade payables	貿易應付款項	150,575	103,045
Retention payables	應付保留金	10,451	15,888
		161,026	118,933
Classified as current liabilities	分類為流動負債	156,863	116,218
Non-current portion	非流動部分	4,163	2,715

The trade payables are non-interest-bearing and are normally settled on terms ranging from 30 to 180 days.

貿易應付款項為不計息，一般於介乎30至180天的期限內結清。

Retention payables held by the Group arising from the Group's construction work are settled with subcontractors within a period ranging from 1 to 2 years after the completion of the contract work by the subcontractors, as stipulated in the subcontracting contracts.

本集團所持有源自本集團建築工程的應付保留金乃按分判合約所訂明於分判商完成合約工程後1至2年內與分判商結算。

Retention payables held by the Group arising from the construction of plant operated under BOT are settled with constructors within a period ranging from 1 to 2 years after the completion of the construction work.

本集團所持有源自興建根據BOT經營的廠房的應付保留金乃於建築工程完成後1至2年內與承建商結算。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

26. TRADE AND RETENTION PAYABLES
(continued)

An ageing analysis of the trade payables (excluding retention payables) as at the end of the reporting period, based on the invoice date, is as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Within 30 days	30天內	104,543	29,484
31 to 60 days	31至60天	13,271	28,662
61 to 90 days	61至90天	7,179	17,126
Over 90 days	超過90天	25,582	27,773
		150,575	103,045

27. OTHER PAYABLES AND ACCRUALS**26. 貿易應付款項及應付保留金 (續)**

於報告期末的貿易應付款項(不包括應付保留金)基於發票日期的賬齡分析如下:

27. 其他應付款項及應計費用

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Current portion	流動部分		
Other payables (note (a))	其他應付款項(附註a)	98,561	167,454
Accruals	應計費用	1,700	3,926
		100,261	171,380
Non-current portion	非流動部分		
Other payables	其他應付款項	—	12,000
		—	12,000



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

27. OTHER PAYABLES AND ACCRUALS
(continued)

Notes:

- (a) Other payables are non-interest-bearing, except for:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Amounts due to related companies	應付關聯公司款項	37,019	17,350
Convertible bond classified as other payable (note (i))	歸類為其他應付款項的可換股債券(附註(i))	—	47,800
Interest rate for amount due to related companies are as follow		2022 HK\$'000 千港元	2021 HK\$'000 千港元
6%	6%	10,999	9,285
5%	5%	26,020	8,065
		37,019	17,350

- (i) During the year end 31 March 2019, convertible bond with principal of US\$5.0 million was classified as other payables upon the Company's shares suspended trading for more than 30 business days. As at 31 March 2021, the principal and accrued interest outstanding is approximately US\$6.1 million. The principal and relevant outstanding interests were fully settled during the year.

27. 其他應付款項及應計費用
(續)

附註：

- (a) 除下表所列外，其他應付款項不計息：

- (i) 於截至2019年3月31日止年度，本金額為5.0百萬美元的可換股債券在本公司股票停牌超過30個營業日後被歸類為其他應付款項。於2021年3月31日，本金及應計未付利息為約6.1百萬美元。本金及相關未付利息已在年內悉數結清。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

28. INTEREST-BEARING BANK AND OTHER BORROWINGS

28. 計息銀行及其他借貸

		2022			2021		
		Effective interest rate (%) 實際利率 (%)	Maturity 到期日	HK\$'000 千港元	Effective interest rate (%) 實際利率 (%)	Maturity 到期日	HK\$'000 千港元
Current	流動						
Portions of bank loans due for repayment within 1 year or on demand — secured (note b)	銀行貸款中於1年內到期或按 要求償還的部分 — 有抵押 (附註b)	—	—	—	4.75–5.6	2021–2022	9,109
Other borrowing for repayment within 1 year or on demand — secured (notes a & c)	於1年內到期或按 要求償還的其他借貸 — 有抵押 (附註a及c)	6%	2023	57,000	4.98–11.5	2022	81,000
Other borrowing — unsecured	其他借貸 — 無抵押	5%	2023	16,720	3.95–5.75	2022	33,577
				73,720			123,686

Notes:

- (a) Included in the above interest-bearing bank and other borrowings of the Group as at 31 March 2022 were term loans with a carrying amount of HK\$57,000,000 (2021: HK\$81,000,000). The loan agreements contained a repayment on demand clause giving the lender the unconditional right to call the loans at any time and therefore, for the purpose of the above maturity profile, the total amount was classified as “on demand”.

附註：

- (a) 於2022年3月31日，本集團上述計息銀行及其他借貸中包括賬面金額為57,000,000港元(2021年：81,000,000港元)的有期貸款。貸款協議載有按
要求償還條文，賦予貸款方無條件權利，隨時催收貸款，因此，就上述到期日分析而言，整筆款項分類為「按
要求」。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

28. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

Notes: (continued)

- (a) (continued)
Ignoring the effect of any repayment on demand clause and based on the maturity term on this term loan, the Group's bank and other borrowings are repayable:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Within 1 year	1年內	40,720	83,686
In the 2nd year	第2年	33,000	40,000
		73,720	123,686

- (b) As at 31 March 2021, a bank loan of HK\$9,109,000 was secured by the pledge of receivables under service concession and operating concession of HK\$69,592,000 (2022: nil) and HK\$80,636,000 (2022: nil) respectively (note 16(a) and (b)).

- (c) Certain other borrowing was secured by the share capital of certain subsidiaries and the property, plant and equipment of the Group.

In addition, certain of the Group's other borrowings are guaranteed by the Company and the executive director of the Company, Mr. Zhu Yongjun.

- (d) The Group's bank and other borrowings are denominated in the following currencies:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Hong Kong dollars	港元	73,720	114,577
Renminbi	人民幣	—	9,109
		73,720	123,686

28. 計息銀行及其他借貸(續)

附註：(續)

- (a) (續)
如不計及按要求償還條文的影響，按照此有期貨款的到期期限，本集團的銀行及其他借貸償還如下：

- (b) 於2021年3月31日，9,109,000港元的銀行貸款以特許經營權及經營特許權下的應收款項分別69,592,000港元(2022年：零)及80,636,000港元(2022年：零)的質押作抵押(附註16(a)及(b))。

- (c) 若干其他借貸以本集團的若干附屬公司的股本及物業、廠房及設備作抵押。

此外，本集團若干其他借貸由本公司執行董事朱勇軍先生擔保。

- (d) 本集團的銀行及其他借貸以下列貨幣計值：



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For the year ended 31 March 2022 截至2022年3月31日止年度

29. BONDS

The bonds bear interest at 6.5% (2021: 6.5%) per annum with maturity up to 3 years, and guaranteed by the chairman of the Board, an executive director and an indirect substantial shareholder of the Company.

During the year ended 31 March 2022, such bonds of HK\$25,500,000 were fully repaid.

30. PROVISION

Pursuant to the service concession agreements entered into by the Group, the Group has contractual obligations to maintain kitchen waste treatment under its operation to a specified level of serviceability and/or to restore the facilities to a specified condition before they are handed over to the grantors at the end of the Service concession period. These contractual obligations to maintain or restore the facilities, except for any upgrade element, are recognised and measured in accordance with HKAS 37, i.e., the best estimate of the expenditure that would be required to settle the present obligation at the end of the reporting period. The future expenditure on these maintenance and restoration costs is collectively referred to as "major overhaul". The estimation basis is reviewed on an ongoing basis, and revised where appropriate.

29. 債券

債券按年利率6.5% (2021年：6.5%) 計息，於3年內到期，由本公司董事會主席、執行董事及間接主要股東擔保。

截至2022年3月31日，25,500,000港元的該等債券已悉數償還。

30. 撥備

根據本集團訂立的特許經營權協議，本集團有合約責任維護其經營的餐廚垃圾處理於特定的可提供服務水平，及／或於特許經營權期限結束時，在移交設施予授予人前將設施修復至指定狀態。除任何升級元素外，維護或修復設施的合約責任乃按照香港會計準則第37號確認及計量，即對於報告期末履行現時義務所須的支出的最佳估計。有關該等維護及修復成本的未來支出統稱為「大修」。本集團會持續檢討並於適當時候修訂該估計基準。

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
At 1 April	於4月1日	10,737	45,712
Transfer to asset classified as held for sale (note 37)	轉撥至分類為持作出售資產(附註37)	—	(54,487)
Utilised during the year	年內已動用	(5,182)	—
Provision for the year	年內撥備	932	15,356
Exchange realignment	匯兌調整	414	4,156
At 31 March	於3月31日	6,901	10,737

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31. DEFERRED TAX LIABILITIES

The movements in deferred tax liabilities during the year are as follows:

		Depreciation allowances in excess of related depreciation	Temporary differences related to service concession revenue	Provision for major overhauls	Expected credit loss of financial assets	Losses available for offsetting against future taxable profits	Other intangible assets	Others	Total
		超過相關折舊的折舊備抵	有關特許經營權收入的暫時差額	大修撥備	金融資產的預期信貸虧損	可供抵銷未來應課稅溢利的虧損	其他無形資產	其他	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2020	於2020年4月1日	20,697	24,408	(11,428)	(4,042)	(14,525)	10,212	1,326	26,648
Deferred tax (credited)/charged to the statement of profit or loss during the year	年內(計入損益表)/自損益表扣除的遞延稅項	(3,616)	(4,404)	(3,769)	3,174	5,223	—	—	(3,392)
Discounted operation (note 8(b))	已終止經營業務(附註8(b))	(3,489)	—	—	105	—	(10,212)	(1,326)	(14,922)
Transferred to assets classified as held for sale (note 37)	轉撥至分類為持作出售資產(附註37)	—	(14,531)	13,622	153	—	—	—	(756)
Disposal of subsidiaries (note 38)	出售附屬公司(附註38)	16	(5,371)	—	292	—	—	—	(5,063)
Exchange realignment	匯兌調整	—	1,763	(1,109)	(85)	—	—	—	569
At 31 March 2021 and 1 April 2021	於2021年3月31日及2021年4月1日	13,608	1,865	(2,684)	(403)	(9,302)	—	—	3,084
Deferred tax (credited)/charged to the statement of profit or loss during the year	年內(計入損益表)/自損益表扣除的遞延稅項	(5,367)	10,989	(118)	(792)	6,029	—	—	10,741
Disposal of subsidiaries	出售附屬公司	—	1,492	1,181	—	—	—	—	2,673
Exchange realignment	匯兌調整	—	(627)	(103)	(8)	—	—	—	(738)
At 31 March 2022	於2022年3月31日	8,241	13,719	(1,724)	(1,203)	(3,273)	—	—	15,760

Deferred tax liabilities

At 31 March 2022, the Group had tax losses arising in Hong Kong of HK\$27,892,000 (2021: HK\$58,627,000), subject to the agreement by the respective taxation authorities, that were available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also had tax losses arising in Mainland China of HK\$51,455,000 (2021: HK\$105,364,000) that will expire in five years for offsetting against future taxable profits. Deferred tax assets had not been recognised in respect of the losses of HK\$51,455,000 (2021: HK\$105,834,000) due to unpredictability of future taxable profit streams.

31. 遞延稅項負債

年內，遞延稅項負債的變動如下：

遞延稅項負債

於2022年3月31日，本集團於香港產生稅務虧損27,892,000港元(2021年：58,627,000港元)，可供無限期限抵銷蒙受虧損的公司的未來應課稅溢利，惟有待各稅務機關協定作實。本集團亦於中國內地產生稅務虧損51,455,000港元(2021年：105,364,000港元)，可供抵銷未來應課稅溢利，將於五年內屆滿。由於難以預測未來應課稅溢利來源，故並無就51,455,000港元(2021年：105,834,000港元)的虧損確認遞延稅項資產。

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31. DEFERRED TAX LIABILITIES (continued)**Deferred tax liabilities (continued)**

Pursuant to the PRC Corporate Income tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China.

At 31 March 2022 and 2021, no deferred tax has been recognised for withholding taxes that would be payable on certain unremitted earnings of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

32. SHARE CAPITAL**Shares**

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Authorised:	法定：		
2,000,000,000 ordinary shares of HK\$0.1 each	2,000,000,000股每股面值0.1港元的普通股	200,000	200,000
Issued and fully paid:	已發行及繳足：		
954,022,134 (2021: 693,590,134) ordinary shares of HK\$0.1 each	954,022,134股(2021年：693,590,134股)每股面值0.1港元的普通股	95,402	69,359

31. 遞延稅項負債(續)**遞延稅項負債(續)**

根據中國企業所得稅法，於中國內地成立的外資企業向外國投資者宣派的股息須徵收10%預扣稅。倘中國內地與外國投資者所在司法權區之間訂有稅務條約，則可應用較低的預扣稅率。本集團的適用稅率為5%或10%。因此，本集團須就於中國內地成立的附屬公司分派的股息繳納預扣稅。

於2022年及2021年3月31日，本集團並無就其於中國內地成立的附屬公司的若干未匯出盈利應付的預扣稅確認遞延稅項。董事認為，該等附屬公司不大可能於可見將來分派該等盈利。

本公司向其股東派付股息並無附帶任何所得稅後果。

32. 股本**股份**

NOTES TO FINANCIAL STATEMENTS

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For the year ended 31 March 2022 截至2022年3月31日止年度

32. SHARE CAPITAL (continued)

Shares (continued)

A summary of movements in the Company's issued share capital is as follows:

		Notes 附註	Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
At 31 March 2020	於2020年3月31日		572,900,134	57,290
Debt conversion rights exercised	行使債務轉換權	42	20,000,000	2,000
Other issues at cash during the year (note i)	年內其他現金發行(附註i)		100,690,000	10,069
At 31 March 2021	於2021年3月31日		693,590,134	69,359
Debt conversion rights exercised	行使債務轉換權	42	64,716,000	6,472
Employee share options exercised	行使購股權之僱員	33	6,244,000	624
Other issues at cash during the year (note ii)	年內其他現金發行(附註ii)		189,472,000	18,947
At 31 March 2022	於2022年3月31日		954,022,134	95,402

Notes:

- i) On 10 June 2020 and 15 June 2020, the Company issued 49,768,000 and 50,922,000 placing shares at price HK\$0.221 and HK\$0.202 per share respectively.
- ii) On 12 April 2021 and 9 July 2021, the Company issued 20,000,000 and 169,472,000 placing shares at price HK\$0.2 per share and HK\$0.295 per share respectively.

Details of the Company's share option scheme and the share options issued under the scheme are included in note 33 to the financial statements.

32. 股本(續)

股份(續)

本公司已發行股本的變動概列如下：

Number of ordinary shares
普通股數目

Nominal value of ordinary shares
普通股面值
HK\$'000
千港元

附註：

- i) 於2020年6月10日及2020年6月15日，本公司分別按每股0.221港元及0.202港元的價格發行49,768,000股及50,922,000股配售股份。
- ii) 於2021年4月12日及2021年7月9日，本公司分別按每股0.2港元及每股0.295港元的價格發行20,000,000股及169,472,000股配售股份。

本公司的購股權計劃及根據該計劃發行的購股權的詳情載於本財務報表附註33。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

33. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors, including independent non-executive directors, other employees of the Group, consultants of the Group, suppliers of goods or services to the Group, customers of the Group, the Company's shareholders, and any non-controlling shareholder in the Company's subsidiaries. The Scheme became effective on 26 August 2014 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 7 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, commences after a vesting period and ends on a date which is not later than 10 years from the date of offer of the share options.

33. 購股權計劃

本公司營辦一項購股權計劃(「該計劃」)，旨在向對本集團成功營運作出貢獻的合資格參與者提供獎勵及回報。該計劃的合資格參與者包括本公司董事(包括獨立非執行董事)、本集團其他僱員、本集團諮詢人、為本集團提供貨品或服務的供應商、本集團客戶、本公司股東及本公司附屬公司的任何非控股股東。該計劃於2014年8月26日生效，除非被取消或修訂，否則將於由該日起計10年內有效。

現時允許根據該計劃授出的尚未行使購股權獲行使時可認購的股份數目，最多不得超過相等於本公司於任何時間的已發行股份10%的數額。該計劃的每名合資格參與者於任何12個月期間內行使購股權時可獲發行的最高股份數目，僅限於本公司於任何時間的已發行股份的1%。倘進一步授出超過該限額的購股權，則須於股東大會上取得股東批准。

向本公司董事、最高行政人員或主要股東或彼等的任何聯繫人授出購股權，須取得獨立非執行董事的事先批准。此外，倘於任何12個月期間內向本公司主要股東或獨立非執行董事或彼等的任何聯繫人授出的購股權超過本公司於任何時間的已發行股份的0.1%，或總值(基於本公司股份於授出日期的收市價計算)超過5,000,000港元，則須於股東大會上取得股東事先批准。

授出購股權的要約可於由要約日期起計7天內接納，接納時承授人須繳付合共1港元的象徵式代價。已授出購股權的行使期由董事釐定，於某一歸屬期後開始，於不遲於由購股權要約日期起計10年的日子結束。



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For the year ended 31 March 2022 截至2022年3月31日止年度

33. SHARE OPTION SCHEME (continued)

The exercise price of share options is determinable by the directors, but may not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets on the date of offer of the share options; (ii) the average of the closing prices of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of offer; and (iii) the nominal value of the Company's shares on the date of offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options under the Scheme were outstanding during the year:

33. 購股權計劃(續)

購股權的行使價由董事釐定，但不得少於以下項目中的最高者：(i)於購股權要約日期聯交所每日報價表所報本公司股份的收市價；(ii)於緊接要約日期前五個交易日聯交所每日報價表所報本公司股份的平均收市價；及(iii)於要約日期的本公司股份面值。

購股權並無賦予持有人收取股息或於股東大會上表決的權利。

年內，該計劃下未行使的購股權如下：

		2022		2021	
		Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
		加權平均行使價	購股權數目	加權平均行使價	購股權數目
		HK\$ per share	'000	HK\$ per share	'000
		每股港元	千份	每股港元	千份
At beginning of year	於年初	1.65	11,300	1.65	48,388
Granted during the year	年內授出	0.66	46,492	—	—
Exercised during the year	年內行使	0.69	(6,244)	—	—
Lapsed during the year	年內失效	0.42	(11,300)	1.65	(20,228)
Forfeit during the year	年內沒收	0.42	(6,600)	1.65	(16,860)
At end of year	於年末	0.42	33,648	1.65	11,300



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33. SHARE OPTION SCHEME (continued)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2022

Batch 批次	Number of options 購股權數目 '000 千份	Exercise price* 行使價*	Exercise period 行使期
1	8,448	0.42	19 April 2021 to 18 April 2023 2021年4月19日至2023年4月18日
2	12,600	0.42	19 April 2022 to 18 April 2024 2022年4月19日至2024年4月18日
3	12,600	0.42	19 April 2023 to 18 April 2024 2023年4月19日至2024年4月18日
	33,648		

2021

Number of options 購股權數目 '000 千份	Exercise price* 行使價*	Exercise period 行使期
11,300	1.65	5 March 2019 to 4 March 2022 2019年3月5日至2022年3月4日
11,300		

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

(a) 2019 Share Option

On 5 March 2019, the Company granted share options to certain Directors, employees and consultant to subscribe for a total of 51,100,000 ordinary shares of HK\$0.10 each in the hare capital of the Company under the Scheme. The exercise price of each option is HK\$1.65 per share with validity period of 2 years from the respective vesting dates. 30,120,000 options will vest immediately on the 5 March 2019 and remaining 20,980,000 options will vest 1 year after such date of grant.

33. 購股權計劃(續)

於報告期末未行使的購股權的行使價及行使期如下：

2022年

2021年

* 購股權的行使價或會於供股或發行紅股，或本公司股本出現其他類似變動時調整。

(a) 2019年購股權

於2019年3月5日，本公司根據該計劃向若干董事、僱員及顧問授出購股權，以認購本公司股本中合共51,100,000股每股面值0.10港元的普通股。每份購股權的行使價為每股1.65港元，有效期由各自的歸屬日期起計為期2年。30,120,000份購股權將於2019年3月5日即時歸屬，其餘20,980,000份購股權將於授出日期後1年歸屬。

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33. SHARE OPTION SCHEME (continued)**(a) 2019 Share Option (continued)**

The fair value of the share options granted on 5 March 2019 for 2 years and 3 years exercise period were HK\$9,100,000 (HK\$0.30197) and HK\$6,990,000 (HK\$0.33320) respectively. During the year, the remaining share options of such 2019 Share Option were lapsed (2021: nil).

The fair value of services received in return for share options granted is measured with reference to the fair value of share options granted. The estimate of the fair values of the share options is measured based on binomial lattice option pricing model. Lives of the options are incorporated into the model.

33. 購股權計劃 (續)**(a) 2019年購股權(續)**

於2019年3月5日授出的2年及3年行使期購股權的公平值分別為9,100,000港元(0.30197港元)及6,990,000港元(0.33320港元)。年內，2019年購股權的剩餘購股權已失效(2021年：零)。

以所授出購股權換取的所得服務的公平值乃參考所授出購股權的公平值計量。購股權的估計公平值乃根據二項式樹狀期權定價模型計量。購股權的年期已納入該模型。

		Options granted on 5 March 2019 (vest 1 year after grant date) 於2019年3月5日授出的購股權 (授出日期後1年歸屬) '000 千份	Options granted on 5 March 2019 (vest immediately) 於2019年3月5日授出的購股權 (即時歸屬)
Grant date share price	授出當日的股價	HK\$1.65 1.65港元	HK\$1.65 1.65港元
Exercise price	行使價	HK\$1.65 1.65港元	HK\$1.65 1.65港元
Expected life	預計年期	2 years 2年	3 years 3年
Expected volatility	預期波幅	35.47%	30.83%
Expected dividend yield (%)	預期股息率(%)	0%	0%
Risk-free interest rate (%)	無風險利率(%)	1.536%	1.580%



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33. SHARE OPTION SCHEME (continued)**(b) 2022 Share option**

On 19 April 2021, the Company granted share options to certain Directors, employees and consultant to subscribe for a total of 46,492,000 ordinary shares of HK\$0.10 each in the share capital of the Company under the Scheme. The exercise price of each option is HK\$0.42 per share. 16,892,000 options will vest immediately on the 19 April 2021 with validity period of 2 years from vesting date ("Batch 1"); 14,800,000 options will vest 1 year after the date of grant with validity period of 2 years from vesting date ("Batch 2") and remaining 14,800,000 options will vest 2 years after such date of grant ("Batch 3").

The fair value of the share options of respective Batches, were HK\$3,080,000 (approximately HK\$0.18 per option), HK\$3,230,000 (HK\$0.22 per option) and HK\$3,550,000 (HK\$0.24 per option) respectively, of which the Group has recognised share option expense of HK\$7,119,000 during the year.

During the year, 6,244,000 share options for Batch 1 with the fair value of approximately HK\$1,139,000 have been exercised, and 2,200,000 share options for Batch 1 with the fair value of approximately HK\$401,000 have been lapsed.

33. 購股權計劃 (續)**(b) 2022年購股權計劃**

於2021年4月19日，本公司根據該計劃向部分董事、僱員及顧問授出購股權，以認購本公司股本中合共46,492,000股每股面值0.10港元的普通股。每份購股權的行使價為每股0.42港元。16,892,000份購股權於2021年4月19日立時歸屬，並具由歸屬日期起計的兩年有效期（「第1批」）；14,800,000份購股權會於授出日期後一年內歸屬，並具由歸屬日期起計的兩年有效期（「第2批」）及餘下14,800,000份購股權於授出日期後兩年後歸屬（「第3批」）。

各批購股權的公平值分別為3,080,000港元（每份購股權約0.18港元）、3,230,000港元（每份購股權約0.22港元）及3,550,000港元（每份購股權約0.24港元），當中於年內，本集團已確認購股權開支7,119,000港元。

年內，第1批6,244,000份購股權（公平值約1,139,000港元）已獲行使及第一批2,200,000份購股權（公平值約401,000港元）已經失效。



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33. SHARE OPTION SCHEME (continued)

(b) 2022 Share option (continued)

		Options granted on 19 April 2021 (vest immediately)	Options granted on 19 April 2021 (vest 1 year after grant date) (Note)	Options granted on 1 April 2021 (vest 2 year after grant date) (Note)
		於2021年4月19日授出的購股權(即時歸屬)	於2021年4月19日授出的購股權(授出日期1年後歸屬)(附註)	於2021年4月1日授出的購股權(授出日期2年後歸屬)(附註)
Grant date share price	授出日期股份價格	HK\$0.42港元	HK\$0.42港元	HK\$0.42港元
Exercise price	行使價	HK\$0.42港元	HK\$0.42港元	HK\$0.42港元
Expected life	預計年期	2 years 年	3 years 年	3 years 年
Expected volatility	預期波幅	103.41%	100.10%	100.10%
Expected dividend yield (%)	預期股息率(%)	0%	0%	0%
Risk-free interest rate (%)	無風險利率(%)	0.95%	0.283%	0.283%

Note:

Share options are exercisable when the grantees retain employment in the Group until the end of the vesting period.

The expected volatility was based on the historical volatility (by reference to the weighted average remaining life of the share options), adjusted for any expected changes to future volatility by reference to publicly available information. Expected dividends were based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

The expected life of the options is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

附註:

購股權可於歸屬期完結前而承授人仍然受僱於本集團的情況下行使。

預期波幅以歷史波幅(經參照購股權加權平均剩餘年期)為基礎,並根據公開可得資料就未來波幅的任何預期變動作出調整。預期股息以過往股息為基礎。主觀輸入假設的變動可對公平值估計產生重大影響。

預計購股權年期不一定意味着可能出現的行使模式。預期波幅反映歷史波幅可表示日後走勢的假設,亦未必代表實際結果。

計量公平值時並無考慮已授出購股權的其他特質。

33. 購股權計劃(續)

(b) 2022年購股權計劃(續)

Options

Options granted on 19 April 2021 (vest immediately)

Options granted on 19 April 2021 (vest 1 year after grant date) (Note)

Options granted on 1 April 2021 (vest 2 year after grant date) (Note)

Options

於2021年4月19日授出的購股權(即時歸屬)

於2021年4月19日授出的購股權(授出日期1年後歸屬)(附註)

於2021年4月1日授出的購股權(授出日期2年後歸屬)(附註)

Grant date share price 授出日期股份價格 HK\$0.42港元 HK\$0.42港元 HK\$0.42港元

Exercise price 行使價 HK\$0.42港元 HK\$0.42港元 HK\$0.42港元

Expected life 預計年期 2 years 年 3 years 年 3 years 年

Expected volatility 預期波幅 103.41% 100.10% 100.10%

Expected dividend yield (%) 預期股息率(%) 0% 0% 0%

Risk-free interest rate (%) 無風險利率(%) 0.95% 0.283% 0.283%

Note:

Share options are exercisable when the grantees retain employment in the Group until the end of the vesting period.

The expected volatility was based on the historical volatility (by reference to the weighted average remaining life of the share options), adjusted for any expected changes to future volatility by reference to publicly available information. Expected dividends were based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

The expected life of the options is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

附註:

購股權可於歸屬期完結前而承授人仍然受僱於本集團的情況下行使。

預期波幅以歷史波幅(經參照購股權加權平均剩餘年期)為基礎,並根據公開可得資料就未來波幅的任何預期變動作出調整。預期股息以過往股息為基礎。主觀輸入假設的變動可對公平值估計產生重大影響。

預計購股權年期不一定意味着可能出現的行使模式。預期波幅反映歷史波幅可表示日後走勢的假設,亦未必代表實際結果。

計量公平值時並無考慮已授出購股權的其他特質。



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34. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 95 to 96 of the financial statements.

(a) Merger reserve

The merger reserve represents the share capital of New Concepts Foundation Limited acquired by the Company pursuant to a group reorganisation in August 2014.

(b) Share option reserve

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 4(p) to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to accumulated loss should the related options expire or be forfeited.

(c) Conversion option reserve

Convertible option reserve represents amount of proceeds on issue of convertible bond notes relating to the equity component (i.e. option to convert the debt into share capital).

34. 儲備

本集團本年度及過往年度的儲備金額及有關變動於本財務報表第95至96頁的綜合權益變動表呈列。

(a) 合併儲備

合併儲備指本公司於2014年8月根據集團重組收購的創業地基有限公司股本。

(b) 購股權儲備

購股權儲備包括按照本財務報表附註4(p)內就以股份為基礎支付的款項採用的會計政策進一步所述，已授出的未行使購股權的公平值。該款項將於相關購股權獲行使時轉撥至股份溢價賬或於相關購股權期滿或被沒收時轉撥至累計虧損。

(c) 可換股購股權儲備

可轉換購股權儲備指發行與股權部分(即將債務轉換為股本的購股權)有關的可換股債券的所得款項金額。



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For the year ended 31 March 2022 截至2022年3月31日止年度

34. RESERVES (continued)**(d) Exchange fluctuation reserve**

Exchange fluctuation reserve comprises all foreign currency exchange differences arising from the translation of the financial statements of foreign operations.

35. LEASES**Nature of leasing activities (in the capacity as lessee)**

The Group leases a number of buildings in the jurisdictions from which it operates. In those jurisdictions the periodic rent of property leases is fixed over the lease term. As at 31 March 2022, the rent for the office premises are fixed with lease term ranging from 3 years (2021: 3 years).

Leases liabilities

Future lease payments are due as follows:

34. 儲備 (續)**(d) 匯兌波動儲備**

匯兌波動儲備包括換算外國業務財務報表所產生的所有外幣匯兌差額。

35. 租賃**租賃活動(作為承租人)的性質**

本集團於營運所在司法權區租用若干樓宇。於該等司法權區，物業租賃於租期內的定期租金固定。於2022年3月31日，辦公室物業的租金於3年(2021年：3年)的租期內固定。

租賃負債

未來租賃付款的到期情況如下：

		Minimum lease payments 最低租賃付款	Interest 利息	Present value 現值
		31 March 2022 2022年3月31日	31 March 2022 2022年3月31日	31 March 2022 2022年3月31日
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
31 March 2022	2022年3月31日			
Not later than 1 year	不遲於1年	3,401	213	3,188
1-2 years	1-2年	1,503	32	1,471
		4,904	245	4,659



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

35. LEASES (continued)

Leases liabilities (continued)

		Minimum lease payments 最低租賃 付款	Interest 利息	Present value 現值
31 March 2021	2021年3月31日	31 March 2021 2021年 3月31日	31 March 2021 2021年 3月31日	31 March 2021 2021年 3月31日
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Not later than 1 year	不遲於1年	1,786	24	1,762

The present value of future lease payments are analysed as:

未來租賃付款的現值分析如下：

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Current liabilities	流動負債	3,188	1,762
Non-current liabilities	非流動負債	1,471	—
		4,659	1,762
		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Short term lease expense	短期租賃開支	2,699	5,787
Low value lease expense	低價值租賃開支	63	18



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

36. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

		2022	2021
Percentage of equity interest held by non-controlling interests:	非控股權益所持股權百分比：		
Hefei Feifan	合肥非凡	40%	40%

The following tables illustrate the summarised financial information of the above subsidiaries since the acquisition.

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Profit/(loss) for the year allocated to non-controlling interests:	分配至非控股權益的 年內溢利／(虧損)：		
Hefei Feifan	合肥非凡	12,506	(7,828)
Accumulated balances of non-controlling interests at the reporting date:	非控股權益於報告日期 的累計結餘：		
Hefei Feifan	合肥非凡	43,474	29,801

36. 擁有重大非控股權益的非全資附屬公司

本集團擁有重大非控股權益的附屬公司的詳情如下：

下表列示上述附屬公司自收購以來的財務資料概要：



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

36. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (continued)

36. 擁有重大非控股權益的非全資附屬公司(續)

		Hefei Feifan 合肥非凡	
		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Revenue	收入	37,498	21,486
Total expenses, net	總開支淨額	(6,232)	(40,091)
Profit/(loss) for the year	年內溢利/(虧損)	31,266	(18,605)
Total comprehensive income for the year	年內全面收益總額	34,934	(12,016)
Current assets	流動資產	58,811	50,223
Non-current assets	非流動資產	166,271	141,820
Current liabilities	流動負債	(106,747)	(111,894)
Non-current liabilities	非流動負債	(7,401)	(4,150)
Net cash flows from/(used in) operating activities	經營活動所得/(所用)的現金流量淨額	3,955	(2,302)
Net cash flows from investing activities	投資活動產生的現金流量淨額	—	—
Net cash flows from financing activities	融資活動產生的現金流量淨額	980	3,773
Net increase in cash and cash equivalent	現金及現金等價物增加淨額	4,935	1,471



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

37. ASSETS/LIABILITIES OF A DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

In February 2021, the Group entered into a disposal agreement to dispose the entire equity interests in Taiyuan Plant at a consideration of RMB120,000,000 (approximately HK\$141,982,000). Such disposal was yet to complete as at 31 March 2021, and Taiyuan Plant has been classified as disposal group held for sale and presented separately in the consolidated statement of financial position as at 31 March 2021.

The assets and liabilities of Taiyuan Plant as at 31 March 2021 were as follows:

37. 分類為持作出售的出售組別資產／負債

於2021年2月，本集團訂立一份出售協議，以人民幣120,000,000元(約141,982,000港元)的代價出售太原項目的全部股權。於2021年3月31日，有關出售事項尚未完成，太原項目已分類為持作出售的出售組別，並於2021年3月31日的綜合財務狀況表中單獨列示。

太原項目於2021年3月31日的資產及負債如下：

		Notes 附註	HK\$'000 千港元
Property, plant and equipment	物業、機器及設備	14	1,003
Operating concessions	特許經營權	16(a)	115,322
Goodwill	商譽	15	22,334
Trade receivables	貿易應收款項		12,680
Receivables under service concession arrangements	特許經營權安排應收款項		284,252
Inventories	存貨		1,209
Prepayments, deposit and other receivables	預付款項、按金及其他應收款項		18,070
Cash and cash equivalents	現金及現金等價物		2,590
Total assets classified as held for sale	分類為持作出售的總資產		457,460
Trade payables	貿易應付款項		(16,246)
Other payables and accruals	其他應付款項及應計費用		(47,734)
Interest-bearing borrowings and other borrowings	計息借貸及其他借貸		(134,327)
Provision	撥備	30	(54,487)
Deferred tax liabilities	遞延稅項負債	31	(756)
Total liabilities associated with assets classified as held for sale	與分類為持作出售的資產有關的負債總額		(253,550)
Net assets of a disposal group	出售組別的資產淨值		203,910



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

37. ASSETS/LIABILITIES OF A DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (continued)

The carrying amount of the net assets of the disposal group before impairment is HK\$143,110,000. In accordance with HKFRS 5, assets and liabilities of the disposal group have been written down to their fair value less costs to sell of approximately HK\$141,982,000. This is a non-recurring fair value measurement.

An impairment loss of approximately HK\$1,128,000 has been recognised in other expenses from continuing operations on the measurement of the disposal group to fair value less costs to sell. Impairment losses have been allocated to the goodwill of the disposal group. The carrying amount of the disposal group after impairment, excluding the amount due to the Group for approximately HK\$61,928,000, is approximately HK\$203,910,000.

The division does not constitute a discontinued operation as it does not represent a major line of business or geographical area of operation.

For the year ended 31 March 2021, the fair value less costs to sell of the disposal group was estimated using observed prices for recent sales of similar businesses and is classified within level 2 of the fair value hierarchy.

There are no cumulative income or expense included in other comprehensive income relating to the disposal group.

37. 分類為持作出售的出售組別資產／負債 (續)

出售組別的資產淨值減值前的賬面值為143,110,000港元。根據香港財務報告準則第5號，出售組別的資產及負債已撇減至其公平值減銷售成本約141,982,000港元。此乃非經常性公平值計量。

於計量出售組別為公平值減出售成本時，約1,128,000港元的減值虧損已於來自持續經營業務的其他開支中確認。減值虧損已分配至出售組別的商譽。出售組別減值後的賬面值（不計及應付本集團款項約61,928,000港元）約為203,910,000港元。

由於該分部並非主要的業務線或經營所在地，故並不構成已終止經營業務。

截至2021年3月31日止年度，出售組別的公平值減銷售成本乃使用相若業務近期銷售的觀察價格估算，並分類為公平值架構第二層。

概無有關出售組別的累計收入或開支計入其他全面收益。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

38. DISPOSAL OF SUBSIDIARIES

- (a) As disclosed in note 37, the Group entered into a disposal agreement to dispose the entire equity interests in Taiyuan Plant at a consideration of RMB120,000,000 (approximately HK\$141,976,000) in February 2021. The disposal was completed in August 2021 and such disposal resulted in a gain of approximately HK\$14,200,000.

In December 2021, the Group also entered into an agreement with an independent third party pursuant to which the Group disposed of its interest of its insignificant subsidiary, Beijing Yisheng Environmental Protection Energy Technology Company Limited ("BJ Yisheng"), for RMB600,000 (approximately HK\$741,000), and such disposal resulted in a loss of approximately HK\$653,000.

38. 出售附屬公司

- (a) 誠如附註37所披露，於2021年2月，本集團訂立一份出售協議，以人民幣120,000,000元（約141,976,000港元）的代價出售太原項目的全部股權。有關出售事項已於2021年8月完成及有關出售事項產生收益約14,200,000港元。

於2021年12月，本集團另外與一名獨立第三方訂立協議，據此，本集團以人民幣600,000元（約741,000港元）出售非重大附屬公司北京宜升環保能源科技有限公司（「北京宜升」）的權益，有關出售事項產生虧損約653,000港元。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

38. DISPOSAL OF SUBSIDIARIES (continued)

(a) (continued)

The assets and liabilities of Taiyuan Plant at the date of disposal were as follows:

38. 出售附屬公司 (續)

(a) (續)

太原項目於出售日期的資產及負債如下：

	Note	Taiyuan Plant 太原項目 HK\$'000 千港元
Property, plant and equipment		915
Operating concessions		115,346
Goodwill		22,333
Deferred tax assets		1,917
Trade receivables		10,790
Receivables under service concession arrangements		284,532
Inventories		2,289
Prepayments, deposit and other receivables		13,691
Cash and cash equivalents		8,891
Trade payables		(33,553)
Other payables and accruals		(140,119)
Interest — bearing borrowings and other borrowings		(99,137)
Provision		(60,119)
Net assets disposal of		127,776
(Loss)/gain on disposal of subsidiaries	7	14,200
Total consideration		141,976
Satisfied by:		
Cash		72,408
Other receivables		69,568
Total		141,976
Net cash inflow arising on disposal:		
Cash consideration		72,408
Cash and bank balances disposed of		(8,891)
		63,517

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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

38. DISPOSAL OF SUBSIDIARIES (continued)

- (b) In May 2020, the Group entered into a settlement agreement, pursuant to which the parties to the settlement agreement agreed to resolve the dispute over the outstanding consideration payable by the Group of RMB7,987,500 and the compensation in relation to the profit guarantee of Clear Industry EPC Group by, among others, the Group returning the shares of Clear Industry to the vendor, while the vendor paying the Group the cash refund of RMB36,000,000 (approximately HK\$39,933,000), and the cash proceeds from the disposal of consideration shares previously issued by the Company (“Consideration Shares”) of approximately HK\$3,797,000. Such transaction was accounted as disposal of subsidiaries for approximately HK\$43,730,000 and completed in July 2020 and resulted in a gain of approximately HK\$41,613,000.

In August 2020, the Group also entered into an agreement with an independent third party pursuant to which the Group disposed of the entire issued share capital of New Expansion Global Limited (“NEGL”) for HK\$24,000,000, NEGL is principally engaged in the business of civil engineering works and building works. Such disposal resulted in a gain of approximately HK\$2,675,000.

In September 2020, the Group entered into an agreement with the non-controlling interest of Loudi Fangsheng Environmental Technology Co. Ltd.* (婁底市方盛環保科技有限公司) (“Loudi Plant”) pursuant to which the Group agreed to acquire the remaining 20% equity interests in Loudi Plant at the consideration of RMB6,110,600 (approximately HK\$6,954,000). Such acquisition of 20% equity interests was for the purpose to facilitate possible disposal of the entire interests in Loudi Plant.

On 5 October 2020, the Group entered into a disposal agreement, pursuant to which the Group disposes 100% equity interest in the Loudi Plant at the consideration of RMB30,000,000 (approximately HK\$34,140,000). Such disposal resulted in a loss of approximately HK\$16,416,000.

38. 出售附屬公司 (續)

- (b) 於2020年5月，本集團訂立一份和解協議，據此，和解協議的訂約各方已同意解決涉及本集團應付的未償還代價人民幣7,987,500元及有關愷利爾EPC集團溢利保證的補償的糾紛，方法為(其中包括)本集團向賣方退還愷利爾股份，而賣方向本集團支付現金退款人民幣36,000,000元(約39,933,000港元)及出售本公司早前已發行的代價股份(「代價股份」)的現金所得款項約3,797,000港元。有關交易入賬為出售附屬公司約43,730,000港元，已於2020年7月完成，並錄得收益約41,613,000港元。

於2020年8月，本集團與一名獨立第三方訂立一份協議，據此，本集團以24,000,000港元出售新展環球有限公司(「新展環球」)全部已發行股本。新展環球主要從事土木工程及屋宇工程業務。有關出售事項錄得收益約2,675,000港元。

於2020年9月，本集團與婁底市方盛環保科技有限公司(「婁底項目」)的非控股權益訂立一份協議，據此，本集團同意以人民幣6,110,600元(約6,954,000港元)的代價收購婁底項目餘下20%股本權益。相關收購20%股權之目的為方便出售婁底項目全部權益。

於2020年10月5日，本集團訂立出售協議，據此，本集團出售婁底項目的100%股權，代價為人民幣30,000,000元(約34,140,000港元)。有關出售事項錄得虧損約16,416,000港元。



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

38. DISPOSAL OF SUBSIDIARIES (continued)

(b) (continued)

The assets and liabilities of Clear Industry EPC Group, NEGL and Loudi Plant at the date of disposal were as follows:

38. 出售附屬公司 (續)

(b) (續)

愷利爾EPC集團、新展環球及婁底項目於出售日期的資產及負債如下：

		Notes 附註	Clear Industry EPC Group 愷利爾EPC集團 HK\$'000 千港元	NEGL 新展環球 HK\$'000 千港元	Loudi Plant 婁底項目 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Property, plant and equipment	物業、機器及設備	14	77	—	263	340
Operating concessions	經營特許權	16(a)	—	—	41,728	41,728
Receivable under service concession arrangement	特許經營權安排應收款		—	—	23,580	23,580
Inventories	存貨		430	—	3	433
Trade and other receivables	貿易及其他應收款項		19,786	7,091	3,617	30,494
Cash and cash equivalents	現金及現金等價物		2,869	912	30	3,811
Net inter-group balances	集團間結餘淨額		3,007	20,388	(7,255)	16,140
Trade and other payables	貿易及其他應付款項		(22,303)	(7,090)	(6,039)	(35,432)
Deferred tax assets/(liabilities)	遞延稅項資產/(負債)	31	284	24	(5,371)	(5,063)
Net assets disposal of Non-controlling interests	所出售資產淨值 非控股權益		4,150	21,325	50,556	76,031
Gain/(loss) on disposal of subsidiaries	出售附屬公司的收益/ (虧損)	7	(2,033)	—	—	(2,033)
			41,613	2,675	(16,416)	27,872
Total consideration	總代價		43,730	24,000	34,140	101,870
Satisfied by:	支付方式：					
Cash	現金		5,548	—	22,761	28,309
Other receivables	其他應收款項		34,385	—	11,379	45,764
Cash proceeds from the consideration shares	代價股份的現金所得款 項		3,797	—	—	3,797
Settlement of other loan	結付其他貸款		—	24,000	—	24,000
Total	總額		43,730	24,000	34,140	101,870
Net cash inflow arising on disposal:	出售產生的現金流入淨 額：					
Cash consideration	現金代價		5,548	—	22,761	28,309
Cash and bank balances disposed of	所出售現金及銀行結餘 disposed of		(2,869)	(912)	(30)	(3,811)
			2,679	(912)	22,731	24,498

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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

39. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Changes in liabilities arising from financing activities

39. 綜合現金流量表附註

融資活動產生的負債變動

		Due to related parties	Bank and other loans	Lease liabilities	Bond	Convertible bond
		應付關聯方款項	銀行及其他貸款	租賃負債	債券	可換股債券
		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
At 1 April 2021	於2021年4月1日	212,482	123,686	1,762	25,500	—
Changes from financing cash flows:	融資現金流量變動：					
Proceeds from issue of convertible bonds	發行可換股債券所得款項	—	—	—	—	19,826
Net bank and other borrowings	銀行及其他借貸淨額	—	(49,966)	—	—	—
Repayment of bonds	償還債券	—	—	—	(25,500)	—
Capital element of lease liabilities payments	租賃負債付款的資本部分	—	—	(3,472)	—	—
Interest element of lease liabilities payments	租賃負債付款的利息部分	—	—	(178)	—	—
Interest paid	已付利息	(5,590)	(11,419)	—	(550)	(281)
Decrease in amount due to related parties	應付關聯方款項減少	(12,260)	—	—	—	—
Total change from financing cash flows	融資現金流量變動總額	(17,850)	(61,385)	(3,650)	(26,050)	19,545
Other charge:	其他費用：					
Finance cost	財務成本	5,590	11,419	178	550	281
Inception of new lease	新租賃開始	—	—	6,369	—	—
Equity component of convertible bonds	可換股債券的權益部分	—	—	—	—	(624)
Exercise of debt conversion rights	行使債務轉換權	—	—	—	—	(16,826)
At 31 March 2022	於2022年3月31日	200,222	73,720	4,659	—	2,376



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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

39. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

Changes in liabilities arising from financing activities (continued)

		Due to directors 應付董事 款項 HK\$'000 千港元	Due to related parties 應付關聯方 款項 HK\$'000 千港元	Bank and other loans 銀行及 其他貸款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Bond 債券 HK\$'000 千港元	Convertible bond 可換股債券 HK\$'000 千港元
At 1 April 2020	於2020年4月1日	9,296	217,345	388,696	11,247	25,500	—
Changes from financing cash flows:	融資現金流量變動：						
Proceeds from issue of convertible bonds	發行可換股債券所得款項	—	—	—	—	—	4,000
Net bank and other borrowings	銀行及其他借貸淨額	—	—	33,575	—	—	—
Repayment of bank and other borrowings	償還銀行及其他借貸	—	—	(39,401)	—	—	—
Capital element of lease liabilities payments	租賃負債付款的資本部分	—	—	—	(4,081)	—	—
Interest element of lease liabilities payments	租賃負債付款的利息部分	—	—	—	(234)	—	—
Interest paid	已付利息	—	(6,431)	(22,152)	—	(1,654)	—
Decrease in amount due to related parties	應付關聯方款項減少	—	(4,863)	—	—	—	—
Decrease in amount due to directors	應付董事款項減少	(9,120)	—	—	—	—	—
Total change from financing cash flows	融資現金流量變動總額	(9,120)	(11,294)	(27,918)	(4,305)	(1,654)	4,000
Other charge:	其他費用：						
Finance cost	財務成本	—	6,431	22,152	234	1,654	—
Foreign exchange movement	外匯變動	(176)	—	12,403	—	—	—
Deposit paid	已付按金	—	—	—	(464)	—	—
Discounted operation	已終止經營業務	—	—	(113,260)	(4,940)	—	—
Transfer to assets classified as held for sales	轉撥至分類為持作出售資產	—	—	(134,327)	—	—	—
Exercise of debt conversion rights	行使債務轉換權	—	—	—	—	—	(4,000)
Proceed from disposal of subsidiaries	出售附屬公司所得款項	—	—	(24,000)	—	—	—
At 31 March 2021	於2021年3月31日	—	212,482	123,686	1,762	25,500	—

40. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Indemnities given to financial institutions for performance bonds issued in relation to construction contracts undertaken by the Group	就本集團承接的建築合約發出履約保函向財務機構提供的彌償保證	8,484	35,361

39. 綜合現金流量表附註(續)

融資活動產生的負債變動(續)

40. 或然負債

於報告期末，並無於本財務報表內計提撥備的或然負債如下：



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

41. FINANCIAL GUARANTEE

The Group acted as a guarantor for an external borrowings made by an independent third party amounting up to RMB153,986,000, details of which are set out in the Company's announcement dated 14 July 2017. Such corporate guarantee provided to subsidiary was discharged along with the full repayment to CITIC Financial Leasing Co., Ltd. by such subsidiary in December 2021.

The directors of the Group are of the opinion that such guarantee will not result in any outflow of resources of, nor will any loss be incurred by, the Group.

Management of the Group estimated the fair value of the financial guarantee contracts as immaterial, financial guarantee contract was not recognised as financial liabilities as at 31 March 2021.

42. CONVERTIBLE BOND

The Company issued 6% convertible bonds with a principal amount of approximately HK\$16,826,000 during the year 31 March 2022. The convertible bonds are denominated in Hong Kong dollars. The bonds mature by 3 years from the issue date at their principal amount or can be converted into ordinary shares of the Company at the holder's option at the fixed rate of HK\$0.26 per share on the outstanding principal.

The Company issued 6% convertible bonds with a principal amount of HK\$3,000,000 in June 2021. The convertible bonds are denominated in Hong Kong dollars. The bonds mature by 3 years from the issue date at their principal amount or can be converted into ordinary shares of the Company at the holder's option at the fixed rate of HK\$0.20.

The fair values of the liability component and the equity conversion component were determined at the issuance of the convertible bond. The fair value of the liability component, included in non-current financial liabilities, was calculated using a market interest rate for an equivalent non-convertible bonds. The residual amount, representing the value of the equity conversion component, is included in shareholders' equity.

41. 財務擔保合約

本集團擔任一名獨立第三方作出的一筆外部借貸最多人民幣153,986,000元的擔保人，詳情載於本公司日期為2017年7月14日的公佈。向附屬公司提供的該公司擔保已於2021年12月隨著該附屬公司向中信金融租賃有限公司全數還款而獲解除。

本集團董事認為，該擔保不會導致本集團流出資源或產生任何虧損。

於2021年3月31日，本集團管理層估計財務擔保合約的公平值並不重大，故並無確認財務擔保合約為金融負債。

42. 可換股債券

本公司於截至2022年3月31日止年度發行本金額約為16,826,000港元的6%可換股債券。可換股債券以港元計價。債券從發行日期起3年內按其本金額到期，或可由持有人選擇按未償還本金額的固定利率每股0.26港元轉換為本公司普通股。

本公司於2021年6月發行本金額3,000,000港元的6%可換股債券。可換股債券以港元計價。債券從發行日期起3年內按其本金額到期，或可由持有人選擇固定利率每股0.20港元轉換為本公司普通股。

負債部分及股權轉換部分的公平值於發行可轉換債券時確定。負債部分的公平值計入非流動金融負債，乃使用同等的不可轉換債券的市場利率計算。以股權轉換部分價值列示的剩額計入股東權益。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

42. CONVERTIBLE BOND (continued)

The convertible bond recognised in the statement of financial position is calculated as follows:

42. 可換股債券(續)

於財務狀況表確認的可換股債券計算方法如下：

		Group and Company 集團及公司	
		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Equity component of convertible bonds based			
At 1 April	於4月1日	—	—
Equity component of convertible bonds issued during the year	於年內發行的可換股債券的權益部分	4,124	822
Debt conversion rights exercised	行使債務轉換權	(3,500)	(822)
Equity component of convertible bonds issued at 31 March	於3月31日發行的可換股債券的權益部分	624	—
Liability component			
At 1 April	於4月1日	—	—
Liability component on initial recognition during the year	於年內初始確認的債務部分	15,702	3,178
Interest expense (note 9)	利息開支(附註9)	281	189
Interest paid	已付利息	(281)	—
Debt conversion rights exercised	行使債務轉換權	(13,326)	(3,367)
Liability component at 31 March	於3月31日的債務部分	2,376	—

Interest expense on the convertible bonds is calculated using the effective interest method by applying the effective interest rate of 15% (2021: 15%) to the liability component.

可換股債券的利息開支採用實際利率法計算，並對負債部分採用15% (2021年：15%)的實際利率。

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財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

43. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Capital commitment for the Xuancheng 宣城市BOT項目的資本 BOT project 承擔	56,647	—
	56,647	—

43. 承擔

本集團於報告期末有以下資本承擔：

44. RELATED PARTY TRANSACTIONS

(a) In addition to the balances and transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Related companies*: 關聯公司*：		
Short-term lease expenses 短期租賃開支	2,699	3,084
Interest expenses 利息開支	5,590	6,431

* The related companies are controlled by Mr. Chu Shu Cheong, a key management personnel of the Company.

The above transactions were entered into based on terms mutually agreed between the relevant parties.

44. 關聯方交易

(a) 除本財務報表其他部分詳述的結餘及交易外，本集團於年內與關聯方進行以下重大交易：

* 該等關聯公司由本公司主要管理人員朱樹昌先生控制。

上述交易乃按相關訂約方相互協定的條款進行。



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For the year ended 31 March 2022 截至2022年3月31日止年度

44. RELATED PARTY TRANSACTIONS

(continued)

(b) Compensation of key management personnel of the Group

Remuneration of key management personnel of the Group, including directors' remuneration as disclosed in note 10 to the financial statements, is as follows:

44. 關聯方交易 (續)

(b) 本集團主要管理人員的補償

本集團主要管理人員的薪酬(包括財務報表附註10披露的董事薪酬)如下:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Short term employee benefits	短期僱員福利	7,369	7,556
Post-employment benefits	離職後福利	63	81
Equity-settled share option expense	以權益結算的購股權 開支	2,377	—
Total compensation paid to key management personnel	已付主要管理人員 補償總額	9,809	7,637



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For the year ended 31 March 2022 截至2022年3月31日止年度

45. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2022

Financial assets

		Financial assets at amortised cost 按攤銷成本計量的 金融資產 HK\$'000 千港元
Trade and retention receivables	貿易應收款項及應收保留金	113,958
Contract assets under service concession arrangements	特許經營權安排下的合約資產	47,110
Receivables under service concession arrangements	特許經營權安排下的應收款項	70,871
Financial assets included in deposits and other receivables	計入按金及其他應收款項的金融資產	168,080
Cash and cash equivalents	現金及現金等價物	117,458
		517,477

Financial liabilities

金融負債

		Financial liabilities at amortised cost 按攤銷成本計量的 金融負債 HK\$'000 千港元
Trade and retention payables	貿易應付款項及應付保留金	161,026
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	98,561
Due to related parties	應付關聯方款項	200,222
Interest-bearing bank and other borrowings	計息銀行及其他借貸	73,720
Convertible bonds	可換股債券	2,376
		535,905

45. 按類別劃分的金融工具

於報告期末，各類金融工具的賬面金額如下：

2022年

金融資產

		Financial assets at amortised cost 按攤銷成本計量的 金融資產 HK\$'000 千港元
Trade and retention receivables	貿易應收款項及應收保留金	113,958
Contract assets under service concession arrangements	特許經營權安排下的合約資產	47,110
Receivables under service concession arrangements	特許經營權安排下的應收款項	70,871
Financial assets included in deposits and other receivables	計入按金及其他應收款項的金融資產	168,080
Cash and cash equivalents	現金及現金等價物	117,458
		517,477

金融負債

		Financial liabilities at amortised cost 按攤銷成本計量的 金融負債 HK\$'000 千港元
Trade and retention payables	貿易應付款項及應付保留金	161,026
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	98,561
Due to related parties	應付關聯方款項	200,222
Interest-bearing bank and other borrowings	計息銀行及其他借貸	73,720
Convertible bonds	可換股債券	2,376
		535,905



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For the year ended 31 March 2022 截至2022年3月31日止年度

45. FINANCIAL INSTRUMENTS BY CATEGORY (continued) 2021

Financial assets

		Financial assets at amortised cost 按攤銷成本計量的金 融資產 HK\$'000 千港元
Trade and retention receivables	貿易應收款項及應收保留金	141,998
Receivables under service concession arrangements	特許經營權安排應收款項	69,592
Financial assets included in deposits and other receivables	計入按金及其他應收款項的 金融資產	103,787
Loan receivables	應收貸款	363
Cash and cash equivalents	現金及現金等價物	66,686
		382,426

Financial liabilities**金融負債**

		Financial liabilities at amortised cost 按攤銷成本計量的金 融負債 HK\$'000 千港元
Trade and retention payables	貿易應付款項及應付保留金	118,933
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的 金融負債	179,454
Due to related parties	應付關聯方款項	212,482
Interest-bearing bank and other borrowings	計息銀行及其他借貸	123,686
Bonds	債券	25,500
		660,055



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*For the year ended 31 March 2022 截至2022年3月31日止年度***46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group's principal financial instruments, other than derivatives, comprise cash and cash equivalents and interest-bearing bank and other borrowings. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as trade and retention receivables, receivables and contract assets under service concession arrangements, financial assets included in deposits and other receivables, loan receivables, trade and retention receivables, trade and retention payables, financial liabilities included in other payables and accruals, due to related parties, interest-bearing bank and other borrowings and convertible bonds, which mainly arise directly from its operations.

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

Interest rate risk

The Group's interest-rate risk mainly arises from interest-bearing bank and other borrowings as disclosed in note 28.

Interest-bearing bank and other borrowings were issued at fixed rates which expose the Group to interest-rate risk. The Group has no cash flow interest-rate risk as there are no borrowings which bear floating interest rates. The Group has not used any financial instruments to hedge potential fluctuations in interest rates. The Group mitigates this risk by closely monitoring the movements in interest rates and reviewing its available credit facilities and their utilisation regularly.

46. 財務風險管理目標及政策

本集團的主要金融工具(衍生工具除外)包括現金及現金等價物以及計息銀行及其他借貸。該等金融工具的主要用途乃為本集團營運集資。本集團有其他多項金融資產及負債,例如貿易應收款項及應收保留金、特許經營權安排應收款項及合約資產、計入按金及其他應收款項的金融資產、應收貸款、貿易應收款項及應收保留金、貿易應付款項及應付保留金、計入其他應付款項及應計費用的金融負債、應付關聯方款項、計息銀行及其他借款及可換股債券,主要自本集團營運直接產生。

本集團金融工具所產生的主要風險為利率風險、外幣風險、信貸風險及流動資金風險。董事會檢討及協定有關管理各風險的政策,現概述如下。

利率風險

本集團的利率風險主要來自附註28所披露的計息銀行及其他借貸。

計息銀行及其他借貸以固定息率發佈,使本集團承受利率風險。本集團並無現金流利率風險,因並無借貸以浮息計算。本集團並無使用任何金融工具對沖潛在利率風險。本集團密切監察利率變動,並定期檢討其可用信貸融資及動用情況,減輕有關風險。



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For the year ended 31 March 2022 截至2022年3月31日止年度

46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

The Group mainly operates in Hong Kong and PRC with most of the transactions denominated and settled in HK\$, Renminbi ("RMB"), which are the functional currencies of respective group companies. The Group's exposure to foreign currency risk primarily arise from certain financial instruments which are denominated in United States dollars ("US\$"), which are currencies other than the functional currency.

The Group has no significant foreign currency risk because the Hong Kong dollar is pegged to the United States dollar, the Group's exposure to foreign currency risk in respect of the assets and liabilities denominated in United States dollars is considered to be minimal. The Group does not use derivative financial instruments to hedge against its foreign currency risk. The Group mitigates this risk by closely monitoring the movements in foreign exchange rates.

Credit risk

The Group mainly transacts with creditworthy third parties. Receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise financial assets included in deposits and other receivables, loan receivables, and cash and cash equivalents, arises from default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments.

At the end of the reporting period, the Group had certain concentrations of credit risk as 36% (2021: 29%) and 59% (2021: 69%) of the Group's trade and retention receivables were due from the Group's largest debtor and the 5 largest debtors, respectively.

A detail analysis on the Group's credit policy and credit risk arising from trade and retention receivable, contract assets, receivables and contract assets under service concession arrangements are set out in note 21, note 20, note 16(b) and note 16(c) respectively.

46. 財務風險管理目標及政策 (續)

外幣風險

本集團主要於香港及中國經營業務，且大部分交易以相關集團公司的功能貨幣港元及人民幣計值及結算。本集團面對的外幣風險主要來自以美元(「美元」)(即功能貨幣以外貨幣)計值的若干金融工具。

由於港元與美元掛鈎，就以美元計值的資產及負債面對的外幣風險被視為微不足道，故本集團並無面對重大外幣風險。本集團並無使用衍生金融工具對沖外幣風險。本集團透過密切監察外幣匯率變動，減輕有關風險。

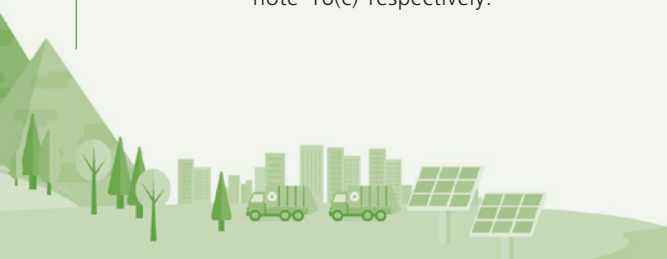
信貸風險

本集團主要與信譽可靠的第三方進行買賣。應收款項結餘乃按持續基準監察，而本集團所面臨的壞賬風險並不重大。

本集團其他金融資產(包括計入按金及其他應收款項的金融資產、應收貸款以及現金及現金等價物)的信貸風險來自對手方違約，最高風險等於該等工具的賬面金額。

於報告期末，由於本集團的36% (2021年：29%) 及59% (2021年：69%)貿易應收款項及應收保留金分別為應收本集團的最大及五大債務人，故信貸風險有一定的集中程度。

有關本集團來自貿易應收款項及應收保留金、合約資產、特許經營權安排應收款項及合約資產的信貸政策以及信貸風險的詳細分析分別載於附註21、附註20、附註16(b)及附註16(c)。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group monitors its risk to a shortage of funds by considering the maturities of both its financial liabilities and financial assets.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank and other borrowings. The Group aims to maintain sufficient cash and cash equivalents to meet its liquidity requirements. The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payment, is as follows:

46. 財務風險管理目標及政策 (續)

流動資金風險

流動資金風險是本集團因資金短缺而於履行財務責任時面對困難的風險。本集團的流動資金風險主要來自金融資產及負債償還期限錯配。本集團透過同時考慮金融負債及金融資產的償還期限，監察其資金短缺風險。

本集團的目標是透過使用銀行及其他借貸，維持資金延續性與靈活性之間的平衡。本集團旨在維持足夠現金及現金等價物以滿足流動資金需要。於報告期末，本集團的金融負債基於合約未貼現款項的償還期限分組如下：

		2022				
		Carrying amount	Total undiscounted cash flow	No fixed terms of repayment/on demand/		
				less than 1 year	1 to 5 years	Beyond 5 years
		賬面金額	未貼現現金流量總額	無固定還款期/按要求/一年內	一至五年	超過五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Trade and retention payables	貿易應付款項及應付保留金	161,026	161,026	156,863	4,163	—
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	98,561	98,561	98,561	—	—
Due to related parties	應付關聯方款項	200,222	209,835	4,807	205,028	—
Interest-bearing bank and other borrowings (note)	計息銀行及其他借貸(附註)	73,720	77,976	77,976	—	—
Convertible bonds	可換股債券	2,376	3,440	180	3,260	—
		535,905	550,838	338,387	212,451	—



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

46. FINANCIAL RISK MANAGEMENT
OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

46. 財務風險管理目標及政策
(續)

流動資金風險(續)

		2021				
		Carrying amount	Total undiscounted cash flow	No fixed terms of repayment/on demand/ less than 1 year	1 to 5 years	Beyond 5 years
		賬面金額	未貼現現金流量總額	無固定還款期/按要求/一年內	一至五年	超過五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Trade and retention payables	貿易應付款項及應付保留金	118,933	118,933	118,933	—	—
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	179,454	182,753	168,234	14,519	—
Due to related parties	應付關聯方款項	212,482	230,411	4,966	225,445	—
Interest-bearing bank and other borrowings (note)	計息銀行及其他借貸(附註)	123,686	127,353	127,353	—	—
Bonds	債券	25,500	27,562	408	27,154	—
		660,055	687,012	419,894	267,118	—

Note:

Notwithstanding the above clause, the directors did not believe that the loans would be called in their entirety within 12 months from the end of the reporting period, and they considered that the loans would be repaid in accordance with the maturity dates as set out in the loan agreements. This evaluation was made considering: the financial position of the Group at the date of approval of the financial statements; the lack of events of default; and the fact that the Group had made all previously scheduled repayments on time.

附註:

雖有上述條文，惟董事認為該等貸款不會於報告期末後12個月內被全數催繳，且認為該等貸款將按照貸款協議所載償還日期償還。有關評估已考慮：本集團於本財務報表的批准日期的財務狀況、不存在違約事件及本集團過去準時支付所有到期還款。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**Liquidity risk (continued)**

Note: (continued)

In accordance with the terms of the loans which contained a repayment on demand clause, the maturity profile of those loans as at the end of the reporting period, based on the contractual undiscounted payments and ignoring the effect of any repayment on demand clause, was as follows:

		Within 1 year or on demand 一年內或按要求	1 to 5 years 一至五年	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 31 March 2022	於2022年3月31日	42,996	34,980	77,976
As at 31 March 2021	於2021年3月31日	125,511	1,842	127,353

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to continue to provide returns for shareholders and benefits for other stakeholders.

The Group actively and regularly reviews and manages its capital structure and strives to maintain a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2022 and 31 March 2021.

Capital of the Group comprises all components of shareholders' equity.

46. 財務風險管理目標及政策 (續)**流動資金風險 (續)**

附註：(續)

於報告期末，按照載有按要求償還條文的貸款條款，該等貸款基於合約未貼現款項的償還期限分組(不考慮按要求償還條文的影響)如下：

資本管理

本集團資本管理的主要目標是保障本集團持續經營的能力，並維持穩健的資本比率，以繼續為股東提供回報及為其他權益人帶來利益。

本集團積極定期檢討及管理其資本結構，致力維持穩健的資本狀況，並因應經濟狀況的轉變及相關資產的風險特徵調整資本結構。本集團或會藉着向股東發還資本或發行新股以保持或調整資本結構。於截至2022年3月31日及2021年3月31日止年度，本集團管理資本的目標、政策或程序概無轉變。

本集團的資本包括股東權益的所有部分。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

46. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**Capital management (continued)**

The directors review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through new share issue as well as issue of new debts or repayment of existing debts. The net debts-to-equity ratios as at 31 March 2022 and 2021 were as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Total debts	債務總額		
Lease liabilities	租賃負債	4,659	1,762
Interest-bearing bank and other borrowings	計息銀行及其他借貸	73,720	123,686
Convertible bond	可換股債券	2,376	
Bonds	債券	—	25,500
Less: cash and cash equivalents	減：現金及現金等價物	(117,458)	(66,686)
Net debts	債務淨額	(36,703)	84,262
Equity attributable to owners of the Company	歸屬於本公司擁有人的權益	191,041	100,477
Net debts-to-equity ratio	債務淨額對權益比率	N/A 不適用%	83.9%

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

46. 財務風險管理目標及政策 (續)**資本管理 (續)**

董事定期檢討資本結構。於檢討時，董事會考慮資金成本及與各類資本相關的風險。根據董事的建議，本集團將藉發行新股以及發行新債或償還現有債務平衡整體資本結構。於2022年及2021年3月31日的債務淨額對權益比率如下：

本公司或其任何附屬公司概不受任何外界施加的資本規定限制。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 47. 本公司的財務狀況表

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

本公司於報告期末的財務狀況表資料如下：

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Investments in subsidiaries	附屬公司之投資	390	390
CURRENT ASSETS	流動資產		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	334	2,503
Due from subsidiaries	應收附屬公司款項	297,612	321,983
Cash and cash equivalents	現金及現金等價物	407	13
Total current assets	流動資產總額	298,353	324,499
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計費用	38,977	69,362
Due to subsidiaries	應付附屬公司款項	143,640	158,337
Bonds	債券	—	25,500
Interest-bearing borrowings	計息借貸	—	23,500
Total current liabilities	流動負債總額	182,617	276,699
NET CURRENT ASSETS	流動資產淨額	115,736	47,800
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	116,126	48,190
NON-CURRENT LIABILITIES	非流動負債		
Convertible bond	可換股債券	2,376	—
TOTAL NON-CURRENT LIABILITIES	非流動負債總額	2,376	—
NET ASSET	淨資產	113,750	48,190
EQUITY	權益		
Share capital	股本	95,402	69,359
Reserves (note)	儲備(附註)	18,348	(21,169)
Total equity	總權益	113,750	48,190



NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued) 47. 本公司的財務狀況表(續)

Notes:

附註：

A summary of the Company's reserves is as follows:

本公司儲備概要如下：

		Share premium account 股份溢價賬 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Convention option reserve 普通購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2020	於2020年4月1日	525,970	15,233	—	(473,983)	67,220
Loss for the year and total comprehensive income for the year	年內虧損及年內全面收入 總額	—	—	—	(101,106)	(101,106)
Issue of shares	發行股份	10,528	—	—	—	10,528
Issue of convertible bonds	發行可換股債券	—	—	822	—	822
Share issue upon exercise on debt conversion rights	行使債項轉換權時發行股份	2,189	—	(822)	—	1,367
Lapse of share options	購股權失效	—	(6,374)	—	6,374	—
Forfeit of share options	沒收購股權	—	(5,094)	—	5,094	—
At 31 March 2021 and 1 April 2021	於2021年3月31日及 2021年4月1日	538,687	3,765	—	(563,621)	(21,169)
Profit for the year and total comprehensive income for the year	年內溢利及年內全面收入 總額	—	—	—	(15,605)	(15,605)
Equity-settled share option arrangement	以權益結算的購股權安排	—	7,119	—	—	7,119
Issue of shares	發行股份	35,047	—	—	—	35,047
Issue of convertible bonds	發行可換股債券	—	—	4,124	—	4,124
Share issued upon exercise on debt conversion rights	行使債項轉換權時發行股份	10,334	—	(3,500)	—	6,834
Forfeit of share options	沒收購股權	—	(401)	—	401	—
Lapse of share options	購股權失效	—	(3,765)	—	3,765	—
Issue of share upon exercise of shares options	行使購股權後發行股份	3,137	(1,139)	—	—	1,998
At 31 March 2022	於2022年3月31日	587,205	5,579	624	(575,060)	18,348

NOTES TO FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

48. POST BALANCE SHEET EVENTS**1. Investment in production and research and development project**

In April 2022, the Group entered into a cooperation agreement with China Yixing Environmental Science and Technology Industrial Park Management Committee (中國宜興環保科技工業園管理委員會) for a proposed investment in a production and research and development base project of multiple effect membrane distillation (V-MEMD) technology in Yixing (宜興), Jiangsu province, PRC. The project is divided into 3 phases with a total project investment of approximately US\$160 million. The investment amount of phase 1 is approximately US\$40 million.

No construction has been commenced as at the date of this report.

2. Completion of issue of shares

The Company entered into subscription agreements with 6 subscribers on 28 March 2022 for allotment and issue of an aggregate of 185,748,000 subscription shares at the subscription price of HK\$0.40 each under the general mandate passed at the annual general meeting of the Company held on 16 August 2021. Such subscription of shares was completed on 21 April 2022, with gross proceeds from the subscription to be approximately HK\$74.30 million.

49. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current years' presentation.

50. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 29 June 2022.

48. 結算日後事項**1. 投資生產及研發項目**

於2022年4月，本集團與中國宜興環保科技工業園管理委員會訂立合作協議，擬在中國江蘇省宜興投資建設多效膜蒸餾(V-MEMD)生產及研發基地項目。該項目分為3期，總項目投資額約為160,000,000美元。第1期的投資額約為40,000,000美元。

截至本公佈日期，該工程尚未開始。

2. 完成股份發行

本公司於2022年3月28日與6名認購人訂立認購協定，以根據本公司於2021年8月16日舉行的股東周年大會上通過的一般授權，以每股0.40港元的認購價配發及發行合共185,748,000股認購股份。該等股份的認購已於2022年4月21日完成，認購所得款項總額約為74,300,000港元。

49. 比較數字

部分比較數字已經重列，以符合現有年度的呈列。

50. 批准財務報表

財務報表於2022年6月29日獲董事會批准及授權刊發。



FIVE YEARS FINANCIAL SUMMARY

五年財務概要

		Year ended 31 March 截至3月31日止年度				
		2022	2021	2020	2019	2018
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
RESULTS	業績					
Revenue	收入	654,851	591,523	837,168	1,021,729	928,457
Profit/(loss) before income tax	除所得稅前 溢利／(虧損)	29,169	(66,845)	(339,059)	(115,173)	(268,336)
Income tax (charge)/credit	所得稅(支出)／抵免	(12,084)	3,240	26,605	15,875	22,959
Profit/(loss) for the year	年內溢利／(虧損)	17,085	(63,605)	(312,454)	(99,298)	(245,377)
Profit/(loss) for the year attributable to:	年內溢利／(虧損) 歸屬於：					
— Owners of the Company	— 本公司擁有人	5,504	(54,998)	(295,679)	(92,663)	(224,790)
— Non-controlling interests	— 非控股權益	11,581	(8,607)	(16,775)	(6,635)	(20,587)
		17,085	(63,605)	(312,454)	(99,298)	(245,377)
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總值	812,604	1,083,365	1,302,100	1,817,028	1,638,876
Total liabilities	負債總額	(573,159)	(947,700)	(1,147,875)	(1,334,619)	(1,156,805)
Net assets	資產淨值	239,445	135,665	154,225	482,409	482,071
Equity attributable to:	權益歸屬於：					
— Owners of the Company	— 本公司擁有人	191,040	100,477	110,304	418,399	405,837
— Non-controlling interests	— 非控股權益	48,405	35,188	43,921	64,010	76,234
		239,445	135,665	154,225	482,409	482,071





創業集團(控股)有限公司

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