

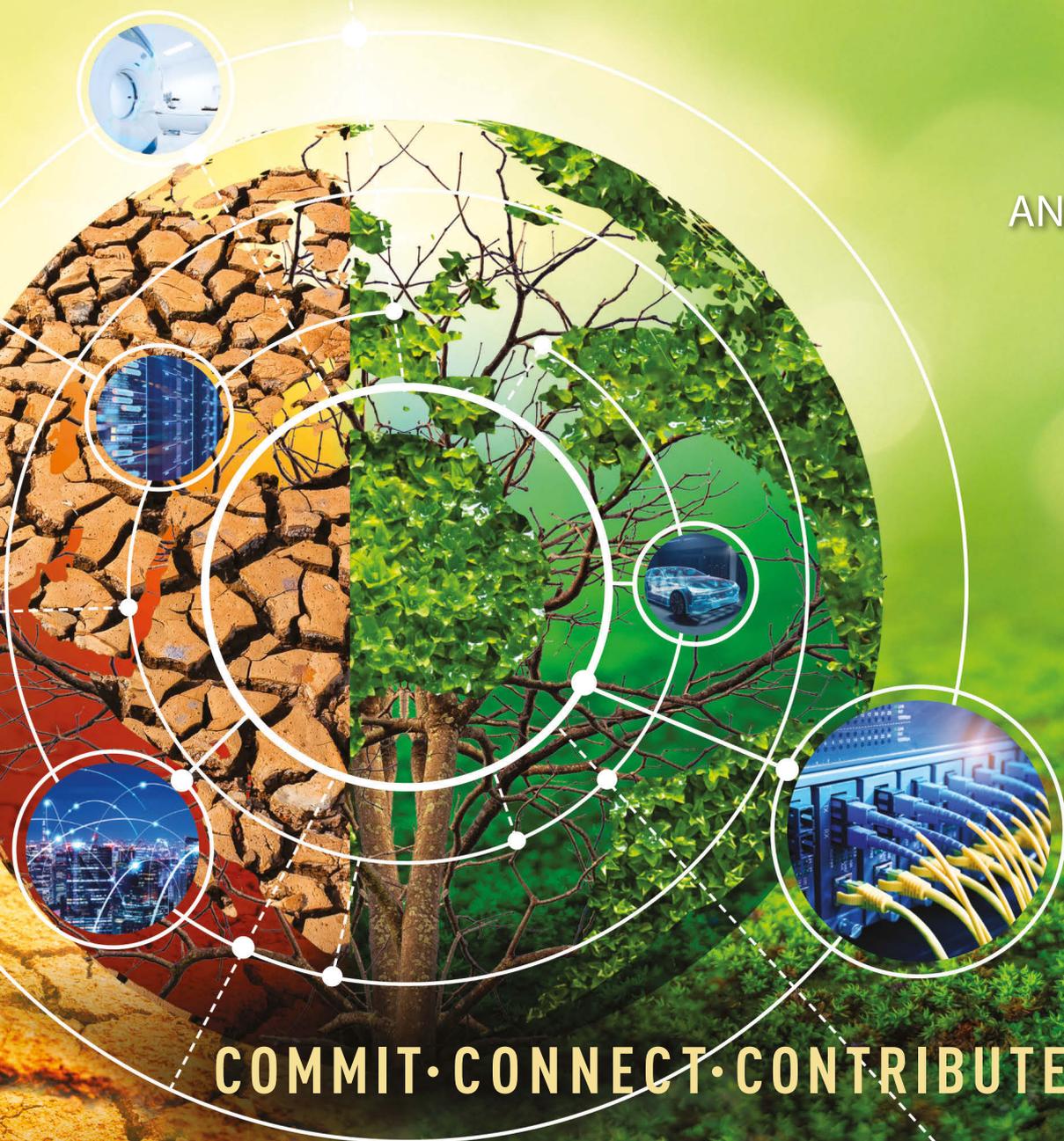


匯聚科技有限公司
TIME Interconnect Technology Limited

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

股份代號 Stock Code: 1729

2023
ANNUAL REPORT
年度報告



COMMIT·CONNECT·CONTRIBUTE

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GROUP PROFILE 集團簡介

Time Interconnect Technology Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is a well-established supplier of customised interconnect solutions with over 30 years’ experience in the industry. The Group is headquartered in Hong Kong, and has manufacturing facilities in Shanghai, Suzhou and Huizhou, the People’s Republic of China (“**PRC**”).

The Group currently manufactures and supplies a wide variety of copper & optical fiber cable assemblies, digital cable products and servers which are produced to the specifications and designs of its individual customer partners. Its products are used by a number of established PRC and international customers in a variety of market sectors, including telecommunication, data centre, industrial equipment, medical equipment, automotive wire harness and digital cables.

Its business features on customised cable products for a variety of specifications which are used in a wide range of applications. The Group supplies cable products on a Contract Manufacturing Services (CMS) basis, and its cable products are made-to-order, upon receipt of its customers’ orders.

VISION

To be a leading provider of electronic interconnect products, continually recognised as a “Preferred Supplier” capable of delivering world class quality, products and services – EACH and EVERY TIME.

STRATEGY

To become a Tier-1 supplier of cable products and high performance interconnect products to the market leaders in the 5G telecommunication, data communication, healthcare, transport and industrial sectors.

COMPETITIVE STRENGTHS

匯聚科技有限公司(「**本公司**」，連同其附屬公司統稱「**本集團**»)是一家信譽卓著的定制電線互連方案供應商，在行業擁有超過30年經驗。本集團的總部設於香港，並於中華人民共和國(「**中國**»)上海、蘇州及惠州擁有生產設施。

本集團目前製造及供應各種銅纜和光纜電線組件、數字電線產品及服務器，產品均根據個別客戶夥伴的詳述規格及設計而生產。產品已使用在包括電訊、數據中心、工業設備、醫療設備、汽車配線及數字電線在內的各種市場領域，均受不少商譽優良的中國及國際客戶所採用。

我們的業務特點為定制電線產品，適用於各種應用中的各種規格。本集團按合約生產服務(CMS)基準供應電線產品，有關產品在收到客戶訂單後定制生產。

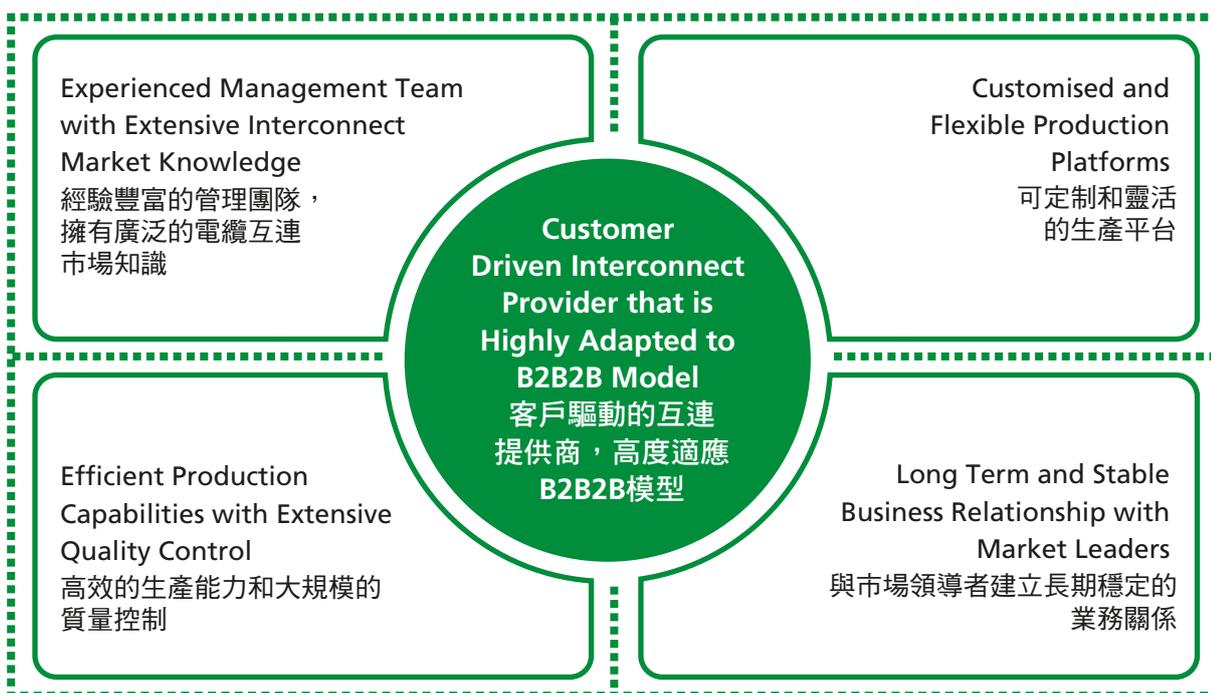
願景

成為電纜互連產品的領先供應商，持續公認為「優選供應商」，積極地提供世界一流的品質、產品和服務。

策略

成為5G電訊、數據通訊、醫療設備、運輸及工業領域市場領導者的電線產品和高性能互連產品的一級供應商。

競爭優勢



CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors:

Mr. Cua Tin Yin Simon (Chief Executive Officer)
Mr. Wong Chi Kuen

Non-executive Director:

Ms. Wang Laichun (Chairman)

Independent non-executive Directors:

Mr. Ho Hin Shun
Mr. Luk Wai Shing
Mr. Chan Chung Shun Eric

BOARD COMMITTEES

Audit Committee

Mr. Chan Chung Shun Eric (Chairman)
Mr. Ho Hin Shun
Mr. Luk Wai Shing

Remuneration Committee

Mr. Ho Hin Shun (Chairman)
Mr. Wong Chi Kuen
Mr. Luk Wai Shing
Mr. Chan Chung Shun Eric

Nomination Committee

Mr. Luk Wai Shing (Chairman)
Mr. Wong Chi Kuen
Mr. Ho Hin Shun
Mr. Chan Chung Shun Eric

COMPANY SECRETARY

Ms. Ng Hoi Ying

AUTHORISED REPRESENTATIVES

Mr. Wong Chi Kuen
Ms. Ng Hoi Ying

COMPLIANCE ADVISER

Frontpage Capital Limited
26/F, Siu On Centre, 188 Lockhart Road, Wan Chai, Hong Kong

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants
Registered Public Interest Entity Auditors
35/F, One Pacific Place, 88 Queensway, Hong Kong

LEGAL ADVISORS AS TO HONG KONG LAWS

CFN Lawyers in association with Broad and Bright
Units 4101-04, 41/F Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong

REGISTERED OFFICE IN THE CAYMAN ISLANDS

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 213-221, 2/F, Building 5E, 5 Science Park East Avenue
Hong Kong Science Park, Shatin, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

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

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

PRINCIPAL BANKS

Bank of China (Hong Kong) Limited
Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Limited
China CITIC Bank International Limited
United Overseas Bank Limited
Fubon Bank (Hong Kong) Limited
Australia and New Zealand Banking Group Limited
OCBC Bank (Hong Kong) Limited
Bank of Communications Co., Ltd.
China Construction Bank Corporation
Agricultural Bank of China Limited
Bank of China Limited
China Merchants Bank Co., Ltd.
Industrial and Commercial Bank of China Limited
Nanyang Commercial Bank (China) Limited

COMPANY'S WEBSITE

www.time-interconnect.com

STOCK CODE

1729

董事會

執行董事：

柯天然先生 (行政總裁)
黃志權先生

非執行董事：

王來春女士 (主席)

獨立非執行董事：

何顯信先生
陸偉成先生
陳忠信先生

董事委員會

審核委員會

陳忠信先生 (主席)
何顯信先生
陸偉成先生

薪酬委員會

何顯信先生 (主席)
黃志權先生
陸偉成先生
陳忠信先生

提名委員會

陸偉成先生 (主席)
黃志權先生
何顯信先生
陳忠信先生

公司秘書

吳愷盈女士

授權代表

黃志權先生
吳愷盈女士

合規顧問

富比資本有限公司
香港灣仔駱克道188號兆安中心26樓

核數師

德勤•關黃陳方會計師行
執業會計師
註冊公眾利益實體核數師
香港金鐘道88號太古廣場一期35樓

有關香港法律的法律顧問

陳馮吳律師事務所 (與世澤律師事務所聯營)
香港灣仔港灣道30號新鴻基中心41樓4101-04室

開曼群島註冊辦事處

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

香港總辦事處及主要營業地點

香港沙田香港科學園
科技大道東5號5E大樓213-221室

開曼群島股份過戶登記總處

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
香港夏慤道16號遠東金融中心17樓

主要往來銀行

中國銀行(香港)有限公司
恒生銀行有限公司
香港上海滙豐銀行有限公司
中信銀行(國際)有限公司
大華銀行有限公司
富邦銀行(香港)有限公司
澳新銀行集團有限公司
華僑銀行(香港)有限公司
交通銀行股份有限公司
中國建設銀行股份有限公司
中國農業銀行股份有限公司
中國銀行股份有限公司
招商銀行股份有限公司
中國工商銀行股份有限公司
南洋商業銀行(中國)有限公司

公司網站

www.time-interconnect.com

股份代號

1729

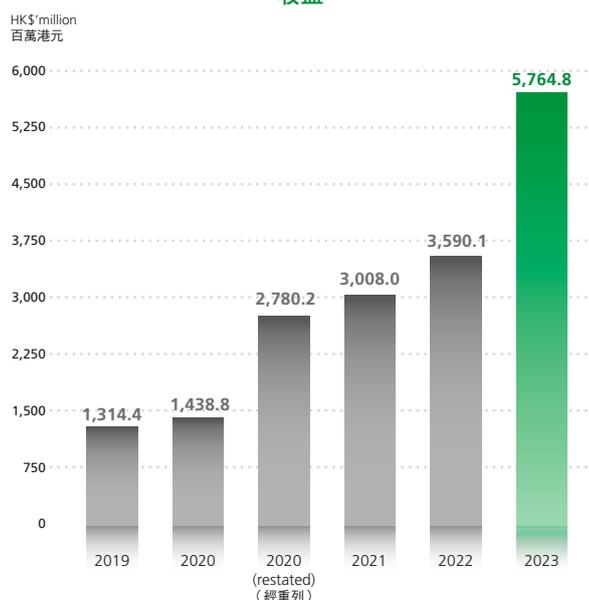
FINANCIAL HIGHLIGHTS 財務摘要

For the year ended 31 March	截至三月三十一日止年度	2023	2022	Change 變動
Operating results (HK\$'million)	經營業績(百萬港元)			
Revenue	收益	5,764.8	3,590.1	60.6%
Gross profit	毛利	624.7	588.1	6.2%
Profit for the year	年內溢利	215.9	168.3	28.3%
Adjusted profit for the year (Note)	經調整年內溢利(附註)	215.9	195.2	10.6%
Basic earnings per share (Hong Kong cents)	每股基本盈利(港仙)	11.1	9.1	22.0%
Adjusted basic earnings per share (Hong Kong cents) (Note)	經調整每股基本盈利(港仙)(附註)	11.1	10.6	4.7%
Financial position (HK\$'million)	財務狀況(百萬港元)			
Cash (used in) generated from operations	經營(所用)產生的現金	(1,393.4)	262.5	-630.8%
Bank balances and cash	銀行結餘及現金	288.0	220.9	30.4%
Shareholders' funds	股東資金	1,132.4	1,051.2	7.7%
Capital expenditure	資本開支	227.3	59.4	282.7%
Key ratios (%)	主要比率(%)			
Gross profit margin	毛利率	10.8	16.4	-5.6pts
Net profit margin	淨利潤率	3.7	4.7	-1.0pts
Adjusted net profit margin (Note)	經調整淨利潤率(附註)	3.7	5.4	-1.7pts
EBITDA/Revenue	EBITDA / 收益	7.0	9.6	-2.6pts
Adjusted EBITDA/Revenue (Note)	經調整EBITDA / 收益(附註)	7.0	9.8	-2.8pts
Return on shareholders' funds	股東資金回報	19.1	16.0	3.1pts

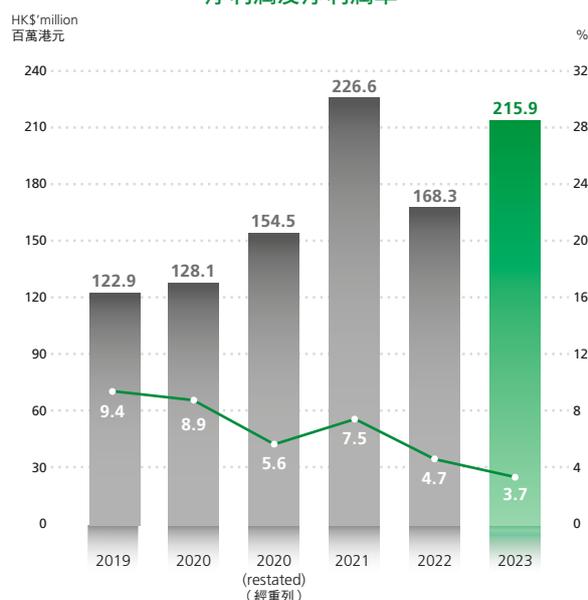
Note: For reconciliations of the reported results to an adjusted basis, including lists of adjustment items, see page 18.

附註：報告業績與經調整基準的對賬(包括一系列調整項目)載於第18頁。

Revenue 收益



Net profit and Net profit margin 淨利潤及淨利潤率



CHAIRMAN'S STATEMENT 主席報告

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors of the Company (the “**Directors**”), I am pleased to present to you the annual report of TIME Interconnect Technology Limited (and together with its subsidiaries) for the year ended 31 March 2023 (the “**Review Year**” or “**FY2023**”). During the Review Year, the novel coronavirus (COVID-19) pandemic had a certain impact on the flow of people and economic activities, and the continuous variant virus further challenged the stability of the global supply chain, which to a certain extent affected the demand for goods and services from China's trade partners. In addition, global inflation has once again exceeded expectations during the Review Year due to the increasingly tight supply chains and labour markets that are affected by international geopolitical conflicts. The situation has prompted central banks around the world to further tighten monetary policy and raise interest rates faster than expected, further dragging down overall economic growth. These policies finally led to the appreciation of US dollars. During the Review Year, the average foreign currency exchange rate from converting Renminbi into Hong Kong dollars has dropped. The decrease of the closing rate of Renminbi converting into Hong Kong dollars as at 31 March 2023 has finally created a significant exchange loss of the Group raised from RMB receivable and USD payable.

Until early 2023, inflation has declined as central banks have raised interest rates and food and energy prices have come down. Although side effects from the fast rise in policy rates are becoming apparent, policymakers have taken forceful actions to stabilize the banking system. As the global economy appears poised for a gradual recovery and China is rebounding strongly after normalisation, the Group maintains confidence in the industry.

During the Review Year, the average copper price decreased remarkably. Although the impact of the copper price fluctuation has been directly passed through to customers according to our existing quotation mechanism, with the amount of gross profit of the orders has not been affected, the gross profit margin has been changed finally. As the materials costs, which include PVC cost, packing materials cost and labour cost remain on the high side, the Group has adjusted the selling price (excluding copper component) again to our customers in May 2022.

Despite the challenges and the difficulties posed by the macroeconomic environment, the Company has made progress in improving the Group's business operations and financial position. In April 2022, the Group has stepped into the server business by setting up Time X-Ware Technology Limited, a wholly-owned subsidiary in Hong Kong. The server business and the existing wire and cable business have strong upstream-downstream linkages, as the products offered by the Group under the server business are mainly applied in data centres. We believe this new business will bring an opportunity to the Group to expand its existing converged wire and cable products to a larger customer portfolio, broaden its source of income and enhance value to the Shareholders.

致各股東：

本人欣然代表本公司董事（「董事」）會（「董事會」）向閣下呈列匯聚科技有限公司（連同其附屬公司）截至二零二三年三月三十一日止年度（「回顧年度」或「二零二三財政年度」）的年報。於回顧年度，新型冠狀病毒（2019冠狀病毒病）疫情對人員流動及經濟活動造成了一定的影響，持續的變種病毒進一步對全球供應鏈的穩定性造成了挑戰，一定程度上影響了中國貿易夥伴對商品和服務的需求。此外，受國際地緣政治衝突因素影響，供應鏈及勞動市場日益緊張，導致全球通脹於回顧年度再次超出預期。有關情況促使各國央行進一步收緊貨幣政策，加息步伐較預期為快，進一步拖累整體經濟增長。該等政策最終導致美元升值。於回顧年度，人民幣兌港元的平均匯率有所下跌。人民幣兌港元於二零二三年三月三十一日的收市匯率下降，最終導致本集團應收人民幣款項及應付美元款項產生重大匯兌虧損。

直至二零二三年年初，隨著央行提高利率以及糧食及能源價格下跌，通脹已有所下降。儘管政策利率急升的副作用日益明顯，政策制定者已採取有力措施以穩定銀行體系。由於全球經濟有望逐步復甦及中國恢復常態化後強勁回彈，本集團對行業保持信心。

於回顧年度，平均銅價顯著地下降。儘管銅價波動的影響已根據我們現行報價機制直接轉嫁予客戶，而訂單毛利金額亦未受影響，惟毛利率最終已被改變。由於PVC成本、包裝材料成本及勞工成本等材料成本仍然高企，本集團已於二零二二年五月再次向我們的客戶調整售價（不包括銅部件）。

儘管面對宏觀經濟環境帶來的挑戰及困難，本公司仍於改善本集團業務營運及財務狀況方面取得進展。於二零二二年四月，本集團已透過於香港成立全資附屬公司匯聚服務器科技有限公司，以踏足服務器業務。服務器業務與現有電線電纜業務擁有強大的上下游連繫，乃由於本集團於服務器業務項下提供的產品主要應用於數據中心。我們相信，該新業務將為本集團帶來良機使其現有電線電纜產品拓展至更大客戶組合，拓寬其收入來源及提升股東價值。

CHAIRMAN'S STATEMENT (CONT'D) 主席報告 (續)

On the other hand, following the acquisition by Luxshare Precision Limited (“**Luxshare Precision**”) in March 2022, Luxshare Precision and the Company carried out multi-dimensional operating integrations during the Review Year, including the integration of customer, supplier, market resources and sharing of equipment, facilities, technologies and R&D capabilities of Luxshare Group. Furthermore, an aggregate amount of HK\$1,962.3 million loans have been provided from Luxshare Precision for financing the Group’s operating working capital, so as to avoid the continually increasing interest rate and to lower the Group’s interest costs. Besides, after the acquisition by Luxshare Precision, the Company has been relocated to a new office at Hong Kong Science Park. We believe these operating integrations would enable the Group to further benefit from the development and synergies in the fields of consumer electronics, communications, healthcare, automobile industry in terms of products, customers, and marketing.

FINANCIAL REVIEW

During the Review Year, the Group recorded revenue amounting to HK\$5,764.8 million, representing an increase of HK\$2,174.7 million or 60.6% as compared with HK\$3,590.1 million for the year ended 31 March 2022 (the “**Previous Year**” or “**FY2022**”). The increase in revenue was mainly attributable to the new server business.

The Group recorded an increase of HK\$36.6 million or 6.2% in gross profit to HK\$624.7 million in FY2023 as compared to HK\$588.1 million recorded in FY2022. The gross profit margin decreased from approximately 16.4% for FY2022 to approximately 10.8% for FY2023. During the Review Year, the operating profit was HK\$315.3 million, representing an increase of HK\$38.3 million or 13.8%, as compared with HK\$277.0 million for the Previous Year, with the operating profit margin dropping 2.2% from 7.7% to 5.5% for the Review Year. The decrease of operating profit margin was mainly attributable to the average selling price of the server is much higher than that of the wire and cable business, and the profit margin was also lower than that of the wire and cable business, so the overall profit margin of the Group is inevitably pulled down. Net profit of the Review Year was HK\$215.9 million, representing an increase of HK\$47.6 million or 28.3%, as compared with HK\$168.3 million for the Previous Year, with the net profit margin dropped 1.0% from 4.7% to 3.7% for the Review Year.

After considering the Group’s short-medium term financial needs and its cash on hand, the Board has proposed to recommend to the Shareholders the payment of a final dividend in respect of FY2023 of HK0.5 cents (2022: HK1 cent) per share, amounting to a total of approximately HK\$9.7 million.

另一方面，隨著於二零二二年三月立訊精密有限公司（「**立訊精密**」）的收購後，立訊精密與本公司於回顧年度進行多元經營整合，包括整合客戶、供應商、市場資源以及共享立訊集團的設備、設施、技術與研發能力。此外，立訊精密已提供總額為1,962.3百萬港元的貸款作為本集團的經營營運資金，以避免利率持續上升，並降低本集團的利息成本。此外，於被立訊精密收購後，本公司已搬遷至香港科學園的一間新辦公室。我們相信，該等業務整合將使本集團進一步受惠於消費電子、通訊、醫療保健、汽車行業在產品、客戶及市場營銷方面的發展及協同效應。

財務回顧

於回顧年度，本集團錄得的收益為5,764.8百萬港元，較截至二零二二年三月三十一日止年度（「**上年度**」或「**二零二二財政年度**」）的3,590.1百萬港元增加2,174.7百萬港元或60.6%。該收益增加乃主要由於新服務器業務所致。

本集團於二零二三財政年度錄得毛利624.7百萬港元，較二零二二財政年度錄得的588.1百萬港元增加36.6百萬港元或6.2%。毛利率由二零二二財政年度約16.4%下降至二零二三財政年度約10.8%。於回顧年度，經營溢利為315.3百萬港元，較上年度的277.0百萬港元增加38.3百萬港元或13.8%，而回顧年度的經營利潤率則由7.7%下降2.2%至5.5%。該經營溢利率減少乃主要由於服務器的平均售價遠高於電線電纜業務，其利潤率亦低於電線電纜業務，因此不能避免地拖低本集團的整體利潤率。回顧年度的淨利潤為215.9百萬港元，較上年度的168.3百萬港元增加47.6百萬港元或28.3%，而回顧年度的淨利潤率則由4.7%下降1.0%至3.7%。

經考慮本集團的中短期財務需求及手頭現金後，董事會建議向股東派付二零二三財政年度末期股息每股0.5港仙（二零二二年：1港仙），總額約為9.7百萬港元。

CHAIRMAN'S STATEMENT (CONT'D) 主席報告 (續)

OUTLOOK

Looking ahead, although the global inflation is stickier than anticipated, it is showing signs of continuous improvement, and the global economy appears poised for a gradual recovery from the powerful blows of the pandemic and international geopolitical conflicts. China is also rebounding strongly after normalisation. Under these circumstances, the PRC has continuously made great efforts to accelerate the research and development of 5G technology, and has continued to boost the development of 5G-related and data centre business in recent years, which is expected to have a positive impact on the demand of cable assembly products and telecommunication sector. We remain confident in 5G-related and data centre business and has already planned to set up a new plant in Mexico to increase our market share in markets outside China and Asia.

At present, the global market is gradually recovering and the impact of the epidemic in the past years has made ordinary people pay more attention to their own health conditions, the demand for medical equipment is expected to continue to increase. As for the medical equipment sector, we expect the demand for medical equipment cables will continue to bring positive impact to the Group's medical equipment cables orders in FY2023.

China has remained the world's largest auto market and auto producer in the past few years. In October 2020, the State Council set a goal and stated that by 2025, the sales of new energy vehicles in China will reach 20% of the total sales of new vehicles. We believe that the automotive wiring products can help the Group to provide our customers with a broader product portfolio, which can capture opportunities brought by the booming electric vehicle market.

Besides, we will continue to expand our server business, to capture the great market potential of cloud service and communications in the PRC. Riding on the policy of the PRC government on "channeling computing resources from the eastern areas to the western regions" (東數西算), we believe the development of the server business is a good opportunity for the Group to further develop its business and will help diversify the Group's business as well as the Group's income stream.

展望

展望將來，儘管全球通脹比預期更棘手，但有持續好轉跡象，而全球經濟有望從疫情及國際地緣政治衝突中逐步復甦。中國亦於常態化後強勁回彈。在此等情況下，中國不斷大力加快5G技術研發，近年來持續促進及推動5G相關及數據中心的業務發展，預計將對電線組件產品及電訊分部的需求產生正面影響。我們對5G相關及數據中心業務仍然充滿信心，並已計劃於墨西哥設立新廠房，以增加我們於中國及亞洲以外市場的市場份額。

目前全球市場正在逐步恢復，而過去數年的疫情影響使普通人更為關注自身健康狀況，醫療設備的需求預計會持續增加。就醫療設備分部而言，我們預計醫療設備電纜的需求將繼續為本集團二零二三財政年度的醫療設備電纜訂單帶來正面影響。

中國於過去數年一直為全球最大汽車市場及汽車生產國。於二零二零年十月，國務院制定目標，提出至二零二五年，中國新能源汽車銷量將達至新汽車總銷量的20%。我們相信，汽車配線產品有助本集團為客戶提供更廣泛的產品組合，以把握電動汽車市場蓬勃發展帶來的機遇。

此外，我們將繼續擴大我們的服務器業務，以把握中國雲服務及通訊的巨大市場潛力。憑藉中國政府的「東數西算」政策，我們相信發展服務器業務是本集團進一步發展業務的良機，並將有助於實現本集團業務以及本集團收入來源多元化。

CHAIRMAN'S STATEMENT (CONT'D)

主席報告 (續)

APPRECIATION

Looking ahead to 2023, the Group will continue to adhere to its professional practices and efficient operations to grow its existing businesses through continuous integration of enterprise resources and product innovation. Meanwhile, we will seize more profitable investment opportunities, to generate possible additional revenue and business diversification. We aim to consolidate and expand the Group's competitive advantages, creating long-term and high-value returns for Shareholders.

Finally, I would like to take this opportunity to express my heartfelt thanks to the Board, the management team, business partners and all staff for their contributions.

Wang Laichun

Chairman

Hong Kong, 28 June 2023

致謝

展望二零二三年，本集團將透過持續整合企業資源及產品創新，繼續奉行專業守則及有效營運，以促進現有業務增長。與此同時，我們將把握更多具盈利的投資機遇，產生潛在額外收益，達致業務多元化。我們旨在強化及擴大本集團的競爭優勢，從而為股東締造高價值的長期回報。

最後，本人謹此衷心感謝董事會、管理團隊、業務夥伴及全體員工所作的努力。

王來春

主席

香港，二零二三年六月二十八日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS OVERVIEW

During the Review Year, COVID-19 outbreaks and mobility restrictions have disrupted economic activities widely and severely. Shanghai entered several strict lockdowns in April, May and December 2022, forcing citywide economic activities to halt. Since then, more contagious variants have driven a worrisome surge in COVID-19 cases. The worsening crisis in China's property sector is also dragging down real estate sales and investment. The economic slowdown in China has global consequences: lockdowns added to global supply chain disruptions and the decline in domestic spending were reducing demand for goods and services from China's trade partners. On the other hand, affected by the war in Ukraine, global food and energy prices have risen, causing food crises in low-income countries. In the context of increasingly tight supply chains and labour markets, global inflation has once again exceeded expectations, especially in developed economies, prompting central banks around the world to further tighten monetary policy and raise interest rates faster than expected, increasing long-term borrowing costs for companies, further dragging down overall economic growth. Until early 2023, inflation has declined as central banks have raised interest rates and food and energy prices have come down, underlying price pressures are proving sticky, with labour markets tight in a number of economies. Side effects from the fast rise in policy rates are becoming apparent, as banking sector vulnerabilities have come into focus and fears of contagion have risen across the broader financial sector, including non-bank financial institutions. Fortunately, policymakers have taken forceful actions to stabilize the banking system.

During the Review Year, the average copper price was USD8,536 per ton, representing a decrease of 11.9% as compared with USD9,689 for the Previous Year. Based on the existing quotation mechanism that the Group has used with customers, the selling price will be automatically adjusted with the price of copper, which means the impact of the copper price fluctuation has been directly passed through to customers. Even the amount of gross profit of the orders has not been affected by such copper price, the gross profit margin has been changed accordingly. As the materials costs, which include PVC cost, packing materials cost and labour cost remain on the high side, the Group adjusted the selling price (excluding copper component) again to its customers in a range of 5% to 10% in May 2022.

Meanwhile, central banks have tightened monetary policy further and raised interest rates, leading to the appreciation of US dollars. During the Review Year, the average foreign currency exchange rate from converting Renminbi into Hong Kong dollars was 5.7% lower than the Previous Year. The Renminbi revenue converted into Hong Kong dollars decreased by HK\$242.2 million, representing 4.2% of the Group's revenue. Furthermore, the closing rate of Renminbi converting into Hong Kong dollars as at 31 March 2023 was 7.9% lower than the one as at 31 March 2022, which created a significant exchange loss raised from RMB receivable and USD payable.

業務回顧

於回顧年度，2019冠狀病毒病爆發及人員流動限制對經濟活動造成了廣泛且嚴重影響。上海於二零二二年四月、五月及十二月實施多次嚴格封城，迫使全市經濟活動停擺。此後，更具傳染性的變種病毒導致2019冠狀病毒病個案激增，情況令人憂慮。中國房地產行業危機惡化，亦拖累了房地產的銷售及投資。中國經濟增長放緩對全球產生了影響：防疫封鎖措施加劇了全球供應鏈中斷，而國內消費下跌則正在減少中國貿易夥伴的商品及服務的需求。另一方面，受烏克蘭戰爭影響，全球糧食及能源價格上漲，導致低收入國家出現糧食危機。在供應鏈及勞動市場日益緊張的背景下，全球通脹再次超出預期（尤其是發達經濟體），促使各國央行進一步收緊貨幣政策，加息步伐亦較預期為快，導致企業長期借貸成本增加，進一步拖慢整體經濟增長。直至二零二三年年初，隨著各國央行實施加息以及糧食及能源價格下跌，通脹已有所下降，但潛在的價格壓力呈現出黏性，且一些經濟體的勞動力市場吃緊。鑑於銀行業的脆弱性已成為各方關注的焦點，且對蔓延至更廣泛金融業（包括非銀行金融機構）的憂慮加劇，導致政策利率急升的副作用日益明顯。幸運地，政策制定者已採取有力措施以穩定銀行體系。

於回顧年度，平均銅價為每噸8,536美元，較上年度的9,689美元下跌11.9%。根據本集團一直以來與客戶採用的現行報價機制，售價將按銅價自動調整，即銅價波動的影響已直接轉嫁予客戶。雖然訂單的毛利金額並未受到有關銅價影響，但毛利率已因此變更。由於PVC成本、包裝材料成本及勞工成本等材料成本仍然高企，本集團已於二零二二年五月再次向客戶調整售價（不包括銅部件）5%至10%。

與此同時，央行已進一步收緊貨幣政策及加息，導致美元升值。於回顧年度，人民幣兌港元的平均匯率較上年度下跌5.7%。換算為港元的人民幣收益減少242.2百萬港元，佔本集團收益的4.2%。此外，人民幣兌港元於二零二三年三月三十一日的收市匯率較於二零二二年三月三十一日的匯率下跌7.9%，導致應收人民幣款項及應付美元款項產生重大匯兌損失。

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

管理層討論及分析 (續)

In spite of the challenges and the difficulties posed by the macroeconomic environment, the Group strives to improve its business operations and financial position by proactively seeking potential investment opportunities that would diversify the Group's existing business portfolio, broaden its source of income and enhance value to the shareholders. In April 2022, the Group expanded its business to server business (the "New Business") by setting up a wholly-owned subsidiary, Time X-Ware Technology Limited, in Hong Kong. Our go-to-market strategy and business model is JDM/ODM model. The server business is deeply customized according to brand customers' requirements and the products offered by the Group under the New Business are mainly applied in data centres, which includes rack-mounted computing servers, edge servers, AI smart servers, storage servers, smart network cards, GPU cards, complete cabinet products, etc. The New Business and the existing wire and cable business have an upstream and downstream relationship, so the New Business represents an opportunity for the Group to expand its existing converged wire and cable products to a larger customer portfolio.

Following the acquisition by Luxshare Precision, Luxshare Group and the Group have carried out multi-dimensional operating integrations, which include enjoying in line purchase price and payment terms of the common suppliers; allowing the Group to share a part of Luxshare Group's banking facilities; leasing Luxshare Group's factory facilities to develop the Group's server business; purchasing automation equipment from Luxshare Group to improve the Group's production technology and efficiency; transferring some materials sourcing from Luxshare Group to secure a stable supply of raw materials; and supplying cable and wire to Luxshare Group from the Group to gain more stable source of income. Furthermore, an aggregate amount of HK\$1,962.3 million loans have been provided from Luxshare Group for financing the Group's operating working capital (including new server business), so as to avoid the interest rate continually increase and to lower the Group's interest costs. The loans were in 1- and 3-year terms and at a fixed interest rate of 3%. The Company has then fully repaid the club loan for the exclusive purpose of acquisition of the digital cable business and other bank loans. The Company believes that, these operating integrations would enable the Company to further benefit from the development and synergy in the fields of consumer electronics, communications, healthcare, automobile industry in terms of products, customers, and marketing, through integration of customer and market resources as well as technologies and R&D capabilities of Luxshare Group.

儘管面對宏觀經濟環境帶來的挑戰及困難，本集團仍致力積極尋求可使其現有業務組合多元化、拓寬收入來源及提升股東價值的潛在投資機會，從而改善本集團的業務營運及財務狀況。於二零二二年四月，本集團已透過於香港成立全資附屬公司匯聚服務器科技有限公司，以拓展其業務至服務器業務（「新業務」）。我們以JDM/ODM模式作為進入市場的策略及業務模式。服務器業務根據品牌客戶的需求進行深度定制，而本集團在新業務下提供的產品主要應用於數據中心，包括機架式算力服務器、邊緣服務器、AI智能服務器、存儲服務器、智能網卡、GPU卡及整機櫃產品等。新業務與現有電線電纜業務為上下游關係，故新業務為本集團提供良機使其現有電線電纜產品融合拓展至更大客戶組合。

於被立訊精密收購後，立訊集團與本集團進行多元經營整合，包括享有與共同供應商一致的採購價格及付款條件、允許本集團共用立訊集團的部分銀行融資、租賃立訊集團的廠房設施以發展本集團的服務器業務、向立訊集團購買自動化設備以提高本集團的生產技術及效率、從立訊集團轉讓部份供應材料以確保穩定的原材料供應以及由本集團向立訊集團供應電線及電纜以獲取更穩定的收入源。此外，立訊集團亦提供總額為1,962.3百萬港元的貸款作為本集團的經營營運資金（包括新服務器業務），以避免利率持續上升，並降低本集團的利息成本。貸款期限為1及3年，並以3%固定利率計息。本公司及後已悉數償還用於收購數字電線業務的聯合貸款及其他銀行部分貸款。本公司相信該等經營整合可使本公司整合客戶與市場資源，以及立訊集團的技術與研發能力，在產品、客戶及市場營銷方面進一步受惠於消費電子、通訊、醫療保健、汽車行業的發展及協同效應。

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D) 管理層討論及分析 (續)

Due to the acquisition by Luxshare Precision, the Company was not entitled to share the use of office of Linkz Industries Limited (previous ultimate holding company). Since 17 December 2022, the Company has been relocated to a new office at Hong Kong Science Park.

Since The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) published the amendments to Chapter 17 of the Listing Rules relating to share schemes and took effect on 1 January 2023, the Company has terminated the Existing Share Option Scheme and adopted the 2023 Share Option Scheme to replace the Existing Share Option Scheme. The purpose of the 2023 Share Option Scheme is to recognise the contribution or potential contribution of the eligible participants to the Group by granting options as incentive or reward and to enable the Group to attract, retain and motivate high-calibre eligible participants in line with the performance goals of the Group and the related entities. The adoption of the 2023 Share Option Scheme has taken effect on 21 March 2023.

For the Review Year, the Group recorded revenue amounting to HK\$5,764.8 million, representing an increase of HK\$2,174.7 million or 60.6% as compared with HK\$3,590.1 million for the Previous Year. Operating profit for the Review Year was HK\$315.3 million, representing an increase of HK\$38.3 million or 13.8%, as compared with HK\$277.0 million for the Previous Year, with the operating profit margin dropping 2.2% from 7.7% to 5.5% for the Review Year. The increase in operating profit was mainly attributable to the new server business. Net profit of the Review Year was HK\$215.9 million, representing an increase of HK\$47.6 million or 28.3%, as compared with HK\$168.3 million for the Previous Year, with the net profit margin dropping 1.0% from 4.7% to 3.7% for the Review Year.

由於被立訊精密收購，本公司無權繼續共用領先工業有限公司(前最終控股公司)的辦公室。自二零二二年十二月十七日起，本公司已搬遷至香港科技園的一間新辦公室。

自香港聯合交易所有限公司(「**聯交所**」)刊載上市規則第17章有關購股權計劃的修訂，並於二零二三年一月一日生效後，本公司已終止現有購股權計劃，並採納二零二三年購股權計劃，以取代現有購股權計劃。二零二三年購股權計劃旨在透過向合資格參與者授出購股權，作為認可彼等對本集團所作貢獻或日後作出貢獻之獎勵或回報，以及依據本集團及關聯實體的績效目標吸引、挽留及激勵高質素合資格參與者。採納二零二三年購股權計劃已於二零二三年三月二十一日生效。

於回顧年度，本集團錄得的收益為5,764.8百萬港元，較上年度的3,590.1百萬港元增加2,174.7百萬港元或60.6%。回顧年度經營溢利為315.3百萬港元，較上年度的277.0百萬港元增加38.3百萬港元或13.8%，而回顧年度的經營利潤率則由7.7%下跌2.2%至5.5%。經營溢利增加乃主要由於新服務器業務所致。回顧年度的淨利潤為215.9百萬港元，較上年度的168.3百萬港元增加47.6百萬港元或28.3%，而回顧年度的淨利潤率則由4.7%下跌1.0%至3.7%。

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

管理層討論及分析 (續)

RESULTS OF OPERATIONS

Financial Overview

For the year ended 31 March	截至三月三十一日止年度
Revenue	收益
Gross profit	毛利
Gross profit margin	毛利率
Other income and other gains and losses	其他收入及其他收益及虧損
Total operating expenses	經營開支總額
Total operating expenses as a percentage of revenue	經營開支總額佔收益百分比
Operating profit	經營溢利
Operating profit margin	經營利潤率
(Loss) gain on revaluation of land and buildings	土地及樓宇重估(虧損)收益
Professional fee for acquisition	收購專業費用
Finance costs	融資成本
Profit before taxation	除稅前溢利
Taxation	稅項
Effective tax rate	實際稅率
Profit for the year	年內溢利
Net profit margin	淨利潤率
Adjusted profit for the year	經調整年內溢利
Adjusted net profit margin	經調整淨利潤率

經營業績

財務回顧

2023 HK\$'million 百萬港元	2022 HK\$'million 百萬港元	Change 變動 HK\$'million 百萬港元
5,764.8	3,590.1	2,174.7
624.7	588.1	36.6
10.8%	16.4%	
5.5	10.8	(5.3)
(314.9)	(321.9)	7.0
5.5%	9.0%	
315.3	277.0	38.3
5.5%	7.7%	
(3.2)	0.4	(3.6)
-	(6.5)	6.5
(55.8)	(38.0)	(17.8)
256.3	232.9	23.4
(40.4)	(64.6)	24.2
15.8%	27.7%	
215.9	168.3	47.6
3.7%	4.7%	
215.9	195.2	20.7
3.7%	5.4%	

Revenue

During the Review Year, copper price has decreased from the average copper price USD9,689 per ton to USD8,536 per ton, which represented a decrease of 11.9% compared with the Previous Year. Based on the existing quotation mechanism that the Group has been using with customers, the selling price will be automatically adjusted to account for the price of copper, resulting in the impact of the copper price fluctuation being directly pass through to customers. As such, the copper price impact was approximately HK\$92.6 million, which represented 1.6% of the Group's revenue. On the other hand, RMB depreciation also lead to a reduction in revenue. During the Review Year, the average foreign currency exchange rate from converting Renminbi into Hong Kong dollars was 5.7% lower than the Previous Year. The Renminbi revenue converted into Hong Kong dollars decreased by HK\$242.2 million, representing 4.2% of the Group's revenue. The Group's revenue in FY2023 increased by HK\$2,174.7 million to HK\$5,764.8 million from HK\$3,590.1 million in the Previous Year, which represented an increase of 60.6% as compared to Previous Year. By excluding the copper price and Renminbi exchange rate impact, the Group's revenue increased by HK\$2,509.5 million or 69.9% as compared with the Previous Year. The increase in revenue was mainly attributable to the new server business.

收益

於回顧年度內銅價下跌，平均銅價由每噸9,689美元減少至每噸8,536美元，較上年度下跌11.9%。根據本集團向來與客戶採用的現行報價機制，售價將按銅價自動調整，即銅價波動的影響將直接轉嫁予客戶。因此，銅價的影響約為92.6百萬港元，佔本集團收益的1.6%。另一方面，人民幣貶值亦導致收益減少。於回顧年度，人民幣兌港元的平均匯率較上年度下跌5.7%。換算為港元的人民幣收益減少242.2百萬港元，佔本集團收益的4.2%。本集團於二零二三財政年度的收益由上年度3,590.1百萬港元增加2,174.7百萬港元至5,764.8百萬港元，較上年度增加60.6%。撇除銅價及人民幣匯率的影響，本集團的收益較上年度增加2,509.5百萬港元或69.9%。收益增加乃主要由於新服務器業務所致。

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

管理層討論及分析 (續)

For the year ended 31 March	截至三月三十一日止年度	2023		2022		Change 變動	
		HK\$'million 百萬港元	%	HK\$'million 百萬港元	%	HK\$'million 百萬港元	%
Market Sector	市場分部						
Cable assembly	電線組件						
Data centre	數據中心	790.9	13.7%	874.6	24.4%	(83.7)	-9.6%
Telecommunication	電訊	644.0	11.2%	559.6	15.6%	84.4	15.1%
Medical equipment	醫療設備	245.6	4.3%	257.8	7.2%	(12.2)	-4.7%
Industrial equipment	工業設備	47.4	0.8%	95.9	2.7%	(48.5)	-50.6%
Automotive	汽車	162.0	2.8%	88.3	2.4%	73.7	83.5%
		1,889.9	32.8%	1,876.2	52.3%	13.7	0.7%
Digital cable	數字電線						
Networking cable	網絡電線	1,254.7	21.8%	1,613.5	44.9%	(358.8)	-22.2%
Specialty cable	特種線	92.4	1.6%	100.4	2.8%	(8.0)	-8.0%
		1,347.1	23.4%	1,713.9	47.7%	(366.8)	-21.4%
Server	服務器	2,527.8	43.8%	-	-	2,527.8	100%
Total	總計	5,764.8	100.0%	3,590.1	100.0%	2,174.7	60.6%

Data centre sector: The revenue of data centre sector has decreased by HK\$83.7 million or 9.6% to HK\$790.9 million for FY2023 as compared to HK\$874.6 million for the Previous Year. Even the orders of data centre sector indicated a decrease, but it still maintained at a high shipment level during the year, and remained the highest revenue sector in the cable assembly business.

Telecommunication sector: It recorded a strong increase of revenue from HK\$559.6 million in the Previous Year to HK\$644.0 million for FY2023, representing an increase of HK\$84.4 million or 15.1%. The orders of 5G products have increased steadily and the profit margin has improved as these new products carry a higher margin.

Medical equipment sector: As local transmission of the virus was brought to low levels everywhere by the end of 2022 through a combination of better-targeted precautions and improved access to vaccines and therapies, the demand of medical equipment cables orders appeared to be trending back down. The revenue of medical equipment sector for FY2023 was HK\$245.6 million, representing a slight decrease of HK\$12.2 million or 4.7% as compared with HK\$257.8 million for the Previous Year.

Industrial equipment sector: Global inflation has exceeded expectations, prompting central banks around the world to further tighten monetary policy and raise interest rates faster than expected, increasing long-term borrowing costs for companies, further dragging down overall economic growth. The revenue of industrial equipment sector decreased by HK\$48.5 million or 50.6% from HK\$95.9 million for the Previous Year to HK\$47.4 million for FY2023.

Automotive sector: On 31 August 2021, the Group completed the acquisition of the business of manufacturing and sales of automotive wire harness. The revenue of automotive sector of HK\$88.3 million represented seven months revenue for the Previous Year. While for FY2023, the revenue of this sector was HK\$162.0 million, representing a significant increase of HK\$73.7 million or 83.5% as compared with the seven months revenue for the Previous Year. The Group believes that the automotive wiring products can help the Group to provide its customers with a broader product portfolio, and to step in new business sector by enriching the Group's business portfolio and broadening its unique customer base, so as to capture opportunities brought by the booming electric vehicle market.

數據中心分部：數據中心分部收益由上年度的874.6百萬港元減少83.7百萬港元或9.6%至二零二三財政年度的790.9百萬港元。即使數據中心分部的訂單有所減少，但其於年內仍維持於較高的出貨水平，為電線組件業務下維持最高收益的分部。

電訊分部：於二零二三財政年度，其收益錄得強勁增長，由上年度的559.6百萬港元增加84.4百萬港元或15.1%至644.0百萬港元。5G產品的訂單穩定增加及利潤率有所改善，原因為該等新產品帶有更高的利潤率。

醫療設備分部：由於透過採取更具針對性的預防措施與提高獲得疫苗及治療的能力雙管齊下，全球各國於二零二二年底前將本地病毒傳播率控制於較低水平，令醫療設備電線訂單的需求顯現回落趨勢。醫療設備分部於二零二三財政年度的收益為245.6百萬港元，較上年度的257.8百萬港元輕微減少12.2百萬港元或4.7%。

工業設備分部：全球通脹超出預期，促使各國央行進一步收緊貨幣政策，加息步伐亦較預期為快，導致企業長期借貸成本增加，進一步拖慢整體經濟增長。工業設備分部的收益由上年度的95.9百萬港元減少48.5百萬港元或50.6%至二零二三財政年度的47.4百萬港元。

汽車分部：於二零二一年八月三十一日，本集團完成收購汽車配線產品的製造及銷售業務。汽車分部的收益為88.3百萬港元，僅佔上年度七個月的收益。而二零二三財政年度，此分部的收益為162.0百萬港元，較上年度七個月的收益大幅增加73.7百萬港元或83.5%。本集團相信，汽車配線產品有助本集團為其客戶提供更廣泛的產品組合，並通過豐富本集團的業務組合及拓展其獨特的客戶群，踏足新業務領域，以把握電動汽車市場蓬勃發展帶來的機遇。

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

管理層討論及分析 (續)

Networking cable sector: COVID-19 outbreaks and mobility restrictions have disrupted economic activities widely and severely. Shanghai entered a strict lockdown in April, May and December 2022, forcing citywide economic activities to halt. The Group's factories in Shanghai and Suzhou had temporarily halted operations because of the lockdown. In addition, the war in Ukraine and the appreciation of US dollars have affected the demand of overseas orders. The revenue of networking cable for FY2023 was HK\$1,254.7 million, represented a decrease of HK\$358.8 million or 22.2% as compared with HK\$1,613.5 million for the Previous Year. As the copper price has dropped 11.9% during the Review Year, if the impact of copper price is excluded, the networking cable's revenue actually decreased by HK\$274.1 million or 17.0% as compared with the Previous Year.

Specialty cable sector: Specialty cable sector includes industrial communication cables, rail transit cables, HDBT Hi-Res data communication cables, etc. These products are widely used for networking communication system, smart buildings, security engineering, hi-fidelity digital audio and video system, industrial automation control system and rail transit communication system. For FY2023, the revenue of specialty cable was HK\$92.4 million, represented a decrease of HK\$8.0 million or 8.0% as compared with HK\$100.4 million for the Previous Year. By excluding the copper price impact, the specialty cable's revenue just slightly decreased by HK\$1.6 million or 1.6% as compared with the Previous Year.

Server sector: The Group has expanded its business to server business which is deeply customized according to brand customers' requirements. The products offered by the Group are mainly applied in data centres, which include rack-mounted computing servers, edge servers, AI smart servers, storage servers, smart network cards, GPU cards, complete cabinet products, etc. The new server business started from May 2022, the revenue of server sector of HK\$2,527.8 million represented eleven months revenue for FY2023.

Segment Information

Segmental information is presented for the Group as disclosed on Note 5 to the consolidated financial statements.

Gross Profit/Margin

Gross profit for FY2023 was HK\$624.7 million, representing an increase of HK\$36.6 million or 6.2% as compared with HK\$588.1 million for the Previous Year. It is because the average selling price of the server is much higher than that of the wire and cable business, and the profit margin was also lower than that of the wire and cable business, so the overall profit margin of the Group was inevitably pulled down. In the meantime, as the materials costs were still on the high side, such as PVC cost, packing materials cost and labour cost, the Group's profitability in certain sectors have been affected differently. Although the Group adjusted the selling price again to its customers in a range of 5% to 10% in May 2022, the Group's gross profit margin decreased from 16.4% to 10.8% as compared with the Previous Year. Manufacturing overhead increased by HK\$113.0 million or 24.6% for the year, in which HK\$88.5 million was attributable to the new server business and the rest of HK\$24.5 million was attributable to the cable business, which represented an increase of 5.3% as compared with the Previous Year.

網絡電線分部：2019冠狀病毒病爆發及人員流動限制對經濟活動造成了廣泛且嚴重影響。上海於二零二二年四月、五月及十二月實施多次嚴格封城，迫使全市經濟活動停擺。本集團在上海及蘇州的廠房因防疫封鎖措施而短暫暫停運作。此外，烏克蘭戰爭及美元升值影響了海外訂單需求。網絡電線於二零二三財政年度的收益為1,254.7百萬港元，較上年度的1,613.5百萬港元減少358.8百萬港元或22.2%。由於銅價於回顧年度下跌11.9%，若撇除銅價的影響，網絡電線的收益實際上較上年度減少274.1百萬港元或17.0%。

特種線分部：特種線分部包括工業通訊電纜、鐵路交通電纜、HDBT高解析度數據通訊電纜等。該等產品被廣泛應用於網絡通訊系統、智能樓宇、安全工程、高保真數字音視頻系統、工業自動化控制系統及鐵路交通通訊系統。於二零二三財政年度，特種線的收益為92.4百萬港元，較上年度的100.4百萬港元減少8.0百萬港元或8.0%。撇除銅價的影響，特種線的收益較上年度僅輕微減少1.6百萬港元或1.6%。

服務器分部：本集團已將業務拓展至可根據品牌客戶的需求進行深度定制的服務器業務。本集團提供的產品主要應用於數據中心，包括機架式算力服務器、邊緣服務器、AI智能服務器、存儲服務器、智能網卡、GPU卡及整機櫃產品等。新服務器業務於二零二二年五月展開，服務器分部收益為2,527.8百萬港元，相當於二零二三財政年度的十一個月收益。

分部資料

本集團呈列的分部資料如綜合財務報表附註5所披露。

毛利／毛利率

二零二三財政年度的毛利為624.7百萬港元，較上年度的588.1百萬港元增加36.6百萬港元或6.2%，此乃由於服務器的平均售價遠高於電線電纜業務，其利潤率亦低於電線電纜業務，因此不能避免地拖低本集團的整體利潤率。與此同時，由於PVC成本、包裝材料成本及勞工成本等材料成本仍然高企，本集團在若干分部的盈利能力受到不同程度的影響。儘管本集團已於二零二二年五月再次向其客戶調整售價5%至10%，惟本集團的毛利率仍由上年度的16.4%下降至10.8%。年內的生產費用增加113.0百萬港元或24.6%，其中88.5百萬港元是歸因於新服務器業務，而餘下的24.5百萬港元則是歸因於電線業務，較上年度增加5.3%。

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

管理層討論及分析 (續)

Operating Profit/Margin

Operating profit (before the loss on revaluation of building, professional fee for acquisition and finance costs) for FY2023 was HK\$315.3 million, representing an increase of HK\$38.3 million or 13.8% as compared with HK\$277.0 million recorded in the Previous Year. Operating profit margin was 5.5% for FY2023 compared to 7.7% in the Previous Year. EBITDA of FY2023 was HK\$404.1 million which represented an increase of HK\$59.4 million or 17.2% as compared with HK\$344.7 million for the Previous Year. The ratio of EBITDA to revenue for FY2023 decreased to 7.0% from 9.6% for the Previous Year.

Other income, which comprised primarily of bank interest income, government grants and handling income was in aggregate HK\$21.7 million for FY2023, representing an increase of HK\$15.8 million or 267.8% as compared with HK\$5.9 million for the Previous Year. Such increase was mainly attributable to the increase of bank interest income of HK\$11.1 million and the increase of government grants of HK\$2.8 million.

Other gains and losses recorded a loss of HK\$16.2 million for FY2023 compared to a gain of HK\$1.7 million for the Previous Year. Such loss was mainly due to the loss on disposal and written-off of property, plant and equipment of HK\$7.7 million and the net exchange loss from RMB depreciation of HK\$8.0 million, which was attributable to the Group's operations in the ordinary course of business, as compared to an exchange gain of HK\$0.6 million in the Previous Year.

The total operating expenses for FY2023 were HK\$314.9 million, representing a decrease of HK\$7.0 million or 2.2% compared to HK\$321.9 million recorded in the Previous Year. Total operating expenses as a percentage of Group's revenue decreased from 9.0% to 5.5%.

Distribution and selling expenses decreased from HK\$66.0 million to HK\$61.4 million during FY2023, representing a decrease of HK\$4.6 million or 7.0% as compared with the Previous Year. It was mainly attributable to the decrease in freight and transportation expenses of HK\$4.4 million related to the overseas sales volume decrease of digital cable. As a percentage of the Group's revenue, distribution and selling expenses decreased from 1.8% to 1.1% as compared to the Previous Year.

Administrative expenses increased from HK\$134.5 million to HK\$140.2 million, which represented an increase of HK\$5.7 million or 4.2% as compared with the Previous Year. The increase was mainly due to the increase of audit fee HK\$2.4 million for interim and annual reporting purpose for the Luxshare Group's consolidated financial statement as being subsidiaries of Luxshare Group, and the increase of bank charges HK\$2.2 million due to the repayment of club loan and other bank loans. Administrative expenses as a percentage of Group's revenue decreased from 3.7% to 2.4%.

During FY2023, the research and development expenses were HK\$109.9 million, which represented a decrease of HK\$11.5 million or 9.4% as compared with HK\$121.4 million in the Previous Year. It was mainly attributable to the decrease of materials cost and testing fee of HK\$9.8 million and the decrease of staff cost of HK\$1.5 million. Research and development expenses as a percentage of Group's revenue decreased from 3.4% to 1.9%. The Company continued to put great efforts into enhancing its R&D capabilities by expanding the R&D team, so as to launch more new products and technologies.

經營溢利／經營利潤率

二零二三財政年度的經營溢利(扣除樓宇重估虧損、收購專業費用及融資成本)為315.3百萬港元,較上年度錄得的277.0百萬港元增加38.3百萬港元或13.8%。二零二三財政年度的經營利潤率為5.5%,而上年度則為7.7%。二零二三財政年度的EBITDA為404.1百萬港元,較上年度的344.7百萬港元增加59.4百萬港元或17.2%。二零二三財政年度EBITDA佔收益比率由上年度的9.6%下降至7.0%。

二零二三財政年度的其他收入主要包括銀行利息收入、政府補助及手續費收入,合共為21.7百萬港元,較上年度的5.9百萬港元增加15.8百萬港元或267.8%。該增加乃主要歸因於銀行利息收入增加11.1百萬港元及政府補助增加2.8百萬港元。

其他收益及虧損於二零二三財政年度錄得虧損16.2百萬港元,而上年度則錄得收益1.7百萬港元。該虧損乃主要由於出售及撤銷物業、廠房及設備的虧損7.7百萬港元及人民幣貶值而錄得匯兌虧損淨額8.0百萬港元,該匯兌虧損乃產生自本集團日常業務過程中的經營,而上年度則錄得匯兌收益0.6百萬港元。

二零二三財政年度的經營開支總額為314.9百萬港元,較上年度錄得的321.9百萬港元減少7.0百萬港元或2.2%。經營開支總額佔本集團收益百分比由9.0%減少至5.5%。

於二零二三財政年度,分銷及銷售開支由66.0百萬港元減少至61.4百萬港元,較上年度減少4.6百萬港元或7.0%,乃主要由於有關海外數字電線銷量減少,導致貨運及運輸開支減少4.4百萬港元。分銷及銷售開支佔本集團收益百分比由上年度的1.8%減少至1.1%。

行政開支由134.5百萬港元增加至140.2百萬港元,較上年度增加5.7百萬港元或4.2%,該增加乃主要由於作為立訊集團附屬公司而增加就中期及年度報告之用的立訊集團綜合財務報表審核費用2.4百萬港元,及因償還聯合貸款及其他銀行貸款增加銀行手續費2.2百萬港元。行政開支佔本集團收益百分比由3.7%減少至2.4%。

於二零二三財政年度,研發開支為109.9百萬港元,較上年度121.4百萬港元減少11.5百萬港元或9.4%,乃主要歸因於材料成本及測試費用減少9.8百萬港元以及員工成本減少1.5百萬港元。研發開支佔本集團收益百分比由3.4%減少至1.9%。通過擴充研發團隊,本公司繼續致力加強其研發能力,旨在推出更多新產品及技術。

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

管理層討論及分析 (續)

Professional fee for acquisition

As at 31 August 2021, the Company completed the acquisition of the business of manufacturing and sales of automotive wire harness business engaged by GPIM Group (the relevant subsidiaries of GP Industries, being a previous controlling shareholder of the Company), at a final consideration of HK\$69.0 million. The expenses incurred in connection with this acquisition was approximately HK\$1.4 million for the Previous Year. In addition, approximately HK\$3.8 million professional fee incurred in connection with the possible spin-off and separate listing of Huizhou TIME. Besides, approximately HK\$1.3 million professional fee was incurred in connection with the acquisition of sale shares in the Company by Luxshare Precision and mandatory unconditional cash offers to acquire all the issued shares and to cancel all the outstanding options of the Company for FY2022.

Finance Costs

For FY2023, the finance costs were recorded at HK\$55.8 million against HK\$38.0 million for the Previous Year. The finance costs included (i) bank loan interest of HK\$22.9 million for short-term bank borrowings for the Group's operating working capital; (ii) bank loan interest of HK\$13.3 million for the bank loan financing its acquisition of the digital cable business and automotive wire harness business; (iii) interest expenses of HK\$16.3 million for several new loans from Luxshare Group for the operating working capital of the Group; and (iv) interest expenses of HK\$3.3 million on the lease liabilities under adoption of HKFRS 16 "Leases" effective from 1 April 2019.

Profit for the year and Earnings per Share

Profit before taxation for FY2023 was HK\$256.3 million, representing an increase of HK\$23.4 million or 10.0% as compared with HK\$232.9 million in the Previous Year.

Taxation represents the tax expenses arising from the assessable profit generated by the Group in Hong Kong and the PRC. Taxation was provided at the respective tax rate of 16.5% and 25% based on the profit from operating activities. The major manufacturing subsidiary, Huizhou TIME and Linkz Industries (Suzhou) Limited, were awarded the Advanced-Technology Enterprise Certificate and are eligible for tax concessionary rate of 15%. Taxation charges decreased from HK\$64.6 million in the Previous Year to HK\$40.4 million in FY2023. The effective tax rate decreased from 27.7% to 15.8%. Such decrease was mainly attributable to the preparation of spin-off and separate listing in the PRC last year which included the withholding tax of HK\$10.9 million charged at 5% of a dividend declared by Huizhou TIME and the withholding tax of HK\$9.5 million charged at 10% of capital gain related to internal reorganisation during last year.

Profit for the year of the Group for FY2023 was HK\$215.9 million, representing an increase of HK\$47.6 million or 28.3% as compared with HK\$168.3 million for the Previous Year. The net profit margin was recorded at 3.7% as compared to 4.7% for the Previous Year.

Basic earnings per share for FY2023 was HK11.1 cents as compared to the basic earnings per share of HK9.1 cents in the Previous Year.

收購專業費用

於二零二一年八月三十一日，本公司完成收購金山工業貿易集團(本公司前控股股東GP工業的相關附屬公司)所從事的汽車配線產品製造及銷售業務，最終代價為69.0百萬港元。該收購事項於上年度產生的開支約為1.4百萬港元。此外，惠州匯聚可能分拆及獨立上市所產生的專業費用約為3.8百萬港元。此外，有關於二零二二財政年度立訊精密收購本公司之銷售股份以及按強制性無條件現金要約收購本公司全部已發行股份及註銷全部未行使購股權所產生的專業費用約為1.3百萬港元。

融資成本

二零二三財政年度錄得融資成本為55.8百萬港元，而上年度則為38.0百萬港元。融資成本包括(i)用作本集團經營營運資金的短期銀行借款的銀行貸款利息22.9百萬港元；(ii)用於撥付數字電線業務及汽車配線業務收購事項的銀行貸款的銀行貸款利息13.3百萬港元；(iii)來自立訊集團用作本集團經營營運資金的若干新增貸款的利息開支16.3百萬港元；及(iv)採納香港財務報告準則第16號「租賃」(自二零一九年四月一日起生效)的租賃負債的利息開支3.3百萬港元。

年內溢利及每股盈利

二零二三財政年度的除稅前溢利為256.3百萬港元，較上年度的232.9百萬港元增加23.4百萬港元或10.0%。

稅項指自本集團於香港及中國的應課稅溢利產生的稅項開支。稅項根據經營活動所得溢利分別按16.5%及25%的稅率作出撥備。主要製造附屬公司惠州匯聚及華迅工業(蘇州)有限公司均獲得高新技術企業證書，符合資格享有15%的優惠稅率。稅項開支由上年度的64.6百萬港元減少至二零二三財政年度的40.4百萬港元。實際稅率由27.7%下降至15.8%。該減少乃主要歸因於去年有就準備分拆及在中國獨立上市，包括於去年惠州匯聚所宣派股息按5%稅率計算的預扣稅10.9百萬港元及就內部重組相關資本收益按10%稅率計算的預扣稅9.5百萬港元。

本集團於二零二三財政年度的年內溢利為215.9百萬港元，較上年度的168.3百萬港元增加47.6百萬港元或28.3%。淨利潤率錄得3.7%，而上年度則為4.7%。

於二零二三財政年度，每股基本盈利為11.1港仙，而上年度每股基本盈利則為9.1港仙。

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D) 管理層討論及分析 (續)

Dividends

The Directors recommend to the shareholders the payment of a final dividend in respect of FY2023 of HK0.5 cents (2022: HK1.0 cent) per share, amounting to a total of approximately HK\$9.7 million.

Dividend per share	每股股息
Interim	中期
Final*	末期*
Total	總計

* Final dividend proposed after the end of the reporting period

Adjusted Performance

The reported results are prepared in accordance with HKFRSs as detailed in our financial statements starting on page 90. The Company also presents alternative performance measures (the “**non-GAAP financial measures**”). These include adjusted performance, which the Company use to align internal and external reporting, identify and quantify items management believes to be significant, and provide insight into how management assesses period-on-period performance. The non-GAAP financial measures are not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with HKFRSs. The non-GAAP financial measures facilitate investors' assessment of the Group's operating performance, enhance the understanding of the Group's past performance as well as the future prospects and allow for greater visibility with respect to key metrics used by the management in their financial and operational decision-making. The non-GAAP financial measures are generally defined as profit for the year adjusted by excluding non-recurring and one-off items from continuing operations, which includes the professional fee for acquisition and the one-off withholding tax arising from the internal reorganisation relating to the preparation of spin-off and separate listing in the PRC.

The following information details the adjustments made to the reported results and the calculation of other alternative performance measures. All alternative performance measures are reconciled to the closest reported performance measure.

股息

董事建議向股東派付二零二三財政年度的末期股息每股0.5港仙(二零二二年：1.0港仙)，總額約為9.7百萬港元。

2023 HK cents 港仙	2022 HK cents 港仙
0.5	1.0
0.5	1.0
1.0	2.0

* 末期股息於報告期結束後提呈

經調整業績

呈報業績乃根據香港財務報告準則編製，詳見於第90頁起的財務報表。本公司亦呈列替代績效指標(「非公認會計準則之財務指標」)。這包括經調整業績，本公司用作使對內及對外匯報資料的方式保持一致、識別及量化管理層認為屬重大的項目，並反映管理層如何評估按期計算的業績。非公認會計準則之財務指標，不應被獨立地使用或者被視為替代根據香港財務報告準則所編製及呈列的財務資料。非公認會計準則之財務指標促進投資者評估本集團的經營業績、增強對本集團過往業績的理解以及未來展望及提高管理層在財務及經營決策中使用關鍵指標的可見性。非公認會計準則之財務指標一般定義為年內溢利，通過撇除持續經營中非經常性和一次性項目調整，其中包括收購專業費用及就準備分拆及在中國獨立上市內部重組所產生的一次性預扣稅。

下列資料詳述對呈報業績作出的調整以及其他替代績效指標的計算。所有替代績效指標均與最接近的呈報績效指標對賬。

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

管理層討論及分析 (續)

Reconciliations on Non-GAAP Financial Measures

非公認會計準則之財務指標對賬

		2023 HK\$'million 百萬港元	2022 HK\$'million 百萬港元	Change 變動
For the year ended 31 March	截至三月三十一日止年度			
Profit for the year	年內溢利	215.9	168.3	28.3%
Adjustment for Professional fee for acquisition	收購專業費用的調整	–	6.5	
Adjustment for One-off withholding tax	一次性預扣稅的調整	–	20.4	
Adjusted profit for the year	經調整年內溢利	215.9	195.2	10.6%
Revenue	收益	5,764.8	3,590.1	
Adjusted net profit margin (%)	經調整淨利潤率(%)	3.7	5.4	-1.7pts
Weighted average number of ordinary shares ('000)	普通股加權平均股份數目(千股)	1,945,952	1,849,527	
Adjusted basic earnings per share (Hong Kong cents)	經調整每股基本盈利(港仙)	11.1	10.6	4.7%
Total profit for the year	年內溢利總額	215.9	168.3	28.3%
Interest expense	利息開支	55.8	38.0	
Taxation	稅項	40.4	64.6	
Depreciation and amortisation	折舊及攤銷	92.0	73.8	
EBITDA	EBITDA	404.1	344.7	17.2%
Adjustment for Professional fee for acquisition	收購專業費用的調整	–	6.5	
Adjusted EBITDA	經調整EBITDA	404.1	351.2	15.1%
EBITDA/Revenue (%)	EBITDA / 收益(%)	7.0	9.6	-2.6pts
Adjusted EBITDA/Revenue (%)	經調整EBITDA / 收益(%)	7.0	9.8	-2.8pts

Adjusted profit for the year: By excluding the professional fee for acquisition and the one-off withholding tax arising from the internal reorganisation relating to the preparation of spin-off and separate listing in the PRC, the adjusted profit of FY2023 was HK\$215.9 million, representing an increase of HK\$20.7 million or 10.6% as compared with HK\$195.2 million for the Previous Year. The adjusted net profit margin was recorded at 3.7% as compared with 5.4% for the Previous Year.

Adjusted basic earnings per share: Adjusted basic earnings per share for FY2023 was HK11.1 cents as compared to the adjusted basic earnings per share of HK10.6 cents in the Previous Year.

Adjusted EBITDA: By excluding the professional fee for acquisition, the adjusted EBITDA of FY2023 was HK\$404.1 million, representing an increase of HK\$52.9 million or 15.1% as compared with HK\$351.2 million for the Previous Year. The ratio of adjusted EBITDA to revenue decreased to 7.0% from 9.8% for the Previous Year.

經調整年內溢利：扣除因收購的專業費用及有關分拆及在中國獨立上市準備的內部重組所產生的一次性預扣稅後，二零二三財政年度經調整溢利為215.9百萬港元，較上年度的195.2百萬港元增加20.7百萬港元或10.6%。經調整淨利潤率錄得3.7%，而上年度則為5.4%。

經調整每股基本盈利：二零二三財政年度經調整每股基本盈利為11.1港仙，而上年度經調整每股基本盈利則為10.6港仙。

經調整EBITDA：扣除收購專業費用後，二零二三財政年度經調整EBITDA為404.1百萬港元，較上年度的351.2百萬港元增加52.9百萬港元或15.1%。經調整EBITDA佔收益比率由上年度的9.8%下降至7.0%。

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D) 管理層討論及分析 (續)

OUTLOOK

According to the latest forecast of the “World Economic Outlook” issued by the “International Monetary Fund” in April 2023, the global economy appears poised for a gradual recovery from the powerful blows of the pandemic and of Russia’s unprovoked war on Ukraine. China is rebounding strongly following the reopening of its economy. Supply-chain disruptions are unwinding, while the dislocations to energy and food markets caused by the war are receding. Simultaneously, the massive and synchronous tightening of monetary policy by most central banks should start to bear fruit, with inflation moving back toward its targets. In their latest forecast, global growth will bottom out at 2.8% this year before rising modestly to 3.0% in 2024. Global inflation will decrease, although more slowly than initially anticipated, from 8.7% in 2022 to 7.0% this year and 4.9% in 2024.

However, turbulence is building, and the situation is quite fragile, as the recent bout of banking instability reminded us. Inflation is much stickier than anticipated even a few months ago. While global inflation has declined, that reflects mostly the sharp reversal in energy and food prices, but core inflation has not yet peaked in many countries. It is expected to decline to 5.1% this year, a sizable upward revision of 0.6 percentage point from their previous update, well above target. Risks to the outlook are heavily skewed to the downside, with the chances of a hard landing having risen sharply. Financial sector stress could amplify and contagion could take hold, weakening the real economy through a sharp deterioration in financing conditions and compelling central banks to reconsider their policy paths. Pockets of sovereign debt distress could, in the context of higher borrowing costs and lower growth, spread and become more systemic. The war in Ukraine could intensify and lead to more food and energy price spikes, pushing inflation up. Core inflation could turn out more persistent than anticipated, requiring even more monetary tightening to tame. Fragmentation into geopolitical blocs has the scope to generate large output losses, including through its effects on foreign direct investment.

However, the PRC has continuously made great efforts to accelerate the research and development of 5G technology. With the rapid development of the 5G cellular network technology and the 5G network deployment announced by various mobile operators in recent years, more and more 5G devices and equipment will be gradually and massively replaced in the coming years. It is expected to drive the demand of cable assembly products and telecommunication sector and benefit the Group’s business growth. In the meantime, the COVID-19 pandemic has changed many economic activities, such as work from home and online meetings have become a trend even not during the lockdown period and persistent social distancing, which will also directly increase the application and demand of network communication. So even when we are facing such challenges and difficulties in the macro-economic environment, the management remains confident in 5G-related business. The Group has already planned to set up a new plant in Mexico to increase its market share in markets outside China and Asia, the enlarged production capacity and well-established business fundamentals would enable the Group to capture market opportunities upon the arrival of this generation 5G network.

展望

根據「國際貨幣基金組織」於二零二三年四月發佈的《世界經濟展望》最新預測，全球經濟有望從疫情及俄羅斯對烏克蘭無端開戰的嚴重打擊中逐步復甦。中國於其經濟重新開放後正在強勁回彈。供應鏈中斷正在緩解，而由戰爭造成的能源及糧食市場混亂日漸消退。與此同時，大部份央行同步大規模收緊貨幣政策將開始取得成果，使通脹逐漸回歸目標水平。於其最新預測中，今年全球增長將在2.8%的水平上觸底回升，二零二四年將小幅上升至3.0%。儘管下降速度較最初的預期緩慢，全球通脹率將從二零二二年的8.7%下降至今年的7.0%及二零二四年的4.9%。

然而，近期銀行業的不穩事件已提醒我們湍流正在醞釀，而形勢相當脆弱。通脹較幾個月前所預期的更為棘手，全球通脹下降可主要反映出能源及糧食價格的大幅回落，但許多國家的核心通脹尚未見頂。預計全球核心通脹率今年將下降至5.1%，較之前更新大幅上調0.6個百分點，遠高於目標水平。經濟前景面臨的風險顯著偏向下行，硬著陸的可能性急劇上升。金融行業的壓力可能會擴大及蔓延，透過融資條件急劇惡化削弱實體經濟，並迫使央行重新考慮其政策方向。在借貸成本上升及增長放緩的情況下，主權債務困境可能會蔓延及變得更加系統性問題。烏克蘭戰爭可能會加劇，導致食品及能源價格進一步飆升，並推高通脹。核心通脹可能較預期持久，需要更多貨幣緊縮進行抑制。地緣政治塊分裂有可能產生巨大的產出損失，包括因外國直接投資受到影響而造成的損失。

然而，中國持續致力加快5G技術研發。隨著近年5G蜂窩網絡技術迅速發展以及各移動營運商紛紛宣佈進行5G網絡部署，未來幾年將有越來越多的5G設備逐步進行大規模更換，預計將帶動電線組件產品及電訊分部的需求，有利於本集團的業務增長。與此同時，2019冠狀病毒病疫情已改變許多經濟活動，例如即使並非封城及持續社交隔離期間居家工作及網絡會議已成為趨勢，亦將直接增加網絡通訊的應用及需求。因此，即使我們面對宏觀經濟環境中的有關挑戰及困難，管理層仍對5G相關業務充滿信心。本集團已計劃於墨西哥設立新廠房，以擴張其於中國及亞洲以外市場的市場份額，擴大產能及完善的業務基礎將使本集團能夠抓緊這一代5G網絡來臨所帶來的市場機會。

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

管理層討論及分析 (續)

Moreover, the utilisation rate of cloud technology in companies around the world is continuously increasing. In cloud computing, the computing storage network must be placed in the data centre, therefore, the growing cloud technology is expected to drive the development of data centre. Meanwhile, the development of 5G will boost the application of big data, IoT, internet gaming and video streaming through cloud platform. The Group remains very positive on the continuous growth of the business of data centre sector.

By the end of 2022, local transmission of the virus was brought to low levels everywhere through a combination of better-targeted precautions and improved access to vaccines and therapies. Various regions and countries continue to relax epidemic prevention measures and travel restrictions. The market seems to be restarting, and people are returning to normal activities and life. Having said that, there is still a risk of the virus mutating, and there may be a rebound phenomenon. In addition, people have paid more attention to health, the demand for medical equipment will continue to increase. As for the medical equipment sector, the Group expects the demand for medical equipment cables will continue to bring positive impact to the Group's medical equipment cables orders this year. Moving ahead, the Group believes that this sector will maintain its dynamic pace of growth, considering the arising demand from the medical equipment market. To catch up with the trend, the Group will continue to enhance its medical equipment customers base, as well as to strengthen its R&D capabilities.

Considering the vigorous development of the automotive and electric vehicle markets, China has remained the world's largest auto market and auto producer in the past few years. As the PRC government has launched certain industry plans that focus on technological improvements and fossil fuels are expected to be exhausted soon in the future, large PRC companies have announced their initiatives to develop electric vehicles and/or autonomous driving technologies. In October 2020, the State Council set a goal and stated that by 2025, the sales of new energy vehicles in China will reach 20% of the total sales of new vehicles. The Group believes that the automotive wiring products can help the Group to provide our customers with a broader product portfolio, and to step in new business sector by enriching the Group's business portfolio and broadening its unique customer base, helping the Group to capture opportunities brought by the booming electric vehicle market.

此外，世界各地公司的雲技術使用率不斷增加。在雲計算方面，由於計算存儲網絡必須置於數據中心，因此，雲技術的持續增長有望推動數據中心的發展。同時，5G發展將推動大數據、物聯網、網絡遊戲及雲平台視頻流的應用。本集團對數據中心分部業務的持續增長仍然非常樂觀。

於二零二二年底，透過採取更具針對性的預防措施與提高獲得疫苗及治療的能力雙管齊下，全球各國將本地病毒傳播率控制於較低水平。各地區及國家相繼放寬防疫措施及旅遊限制。市場似乎正在重啟，而人們正在回復正常的活動及生活。儘管如此，病毒變種風險仍然存在，並可能出現反彈現象。再者，人們更關注健康，醫療設備的需求會繼續增加。就醫療設備分部而言，本集團預計醫療設備電纜的需求將繼續為本集團本年度的醫療設備電纜訂單帶來正面影響。展望未來，考慮到醫療設備市場的需求不斷增長，本集團相信該分部將保持其動態增長速度。為跟上此趨勢，本集團將繼續擴大其醫療設備客戶群，並加強其研發能力。

考慮到汽車及電動汽車市場的蓬勃發展，中國在過去幾年一直保持全球最大汽車市場及汽車生產國的地位。隨著中國政府推出若干側重於技術改進的行業計劃及預計化石燃料將於不久的將來耗盡，中國大型企業相繼公佈研發電動汽車及／或自動駕駛技術的計劃。於二零二零年十月，國務院制定目標，提出至二零二五年，中國新能源汽車銷量將達新汽車總銷量的20%。本集團相信，汽車配線產品有助本集團為客戶提供更廣泛的產品組合，並通過豐富本集團的業務組合及拓展其獨特的客戶群，踏足新業務領域，以把握電動汽車市場蓬勃發展帶來的機遇。

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

管理層討論及分析 (續)

In view of the great market potential of cloud service, communications, transportation and electricity in the PRC, the Group set up a wholly-owned subsidiary, Time X-Ware Technology Limited, in April 2022 to commence a new server business, which is deeply customized according to brand customers' requirements. Our go-to-market strategy and business model will be JDM/ODM model. The products offered by the Group under the server business are mainly applied in data centres, which includes rack-mounted computing servers, edge servers, AI smart servers, storage servers, smart network cards, GPU cards, complete cabinet products, etc. The server business and the existing wire and cable business have an upstream and downstream relationship. It is expected that the server business will represent an opportunity for the Group to expand its existing converged wire and cable products to a larger customer portfolio. In addition, the Company considers there will be a degree of vertical integration with the existing production of the Group, allowing an optimized cost structure. Given that Luxshare Group has (i) a solid technical team with efficient operation management/automation capabilities; and (ii) good relationship with core customers in the PRC, it is expected that Luxshare Group will bring synergies to the Group to further expand the PRC market by increasing the share of orders from data centre customers in the market. Moreover, having considered that (i) China is actively conducting investment activities to build digital infrastructure; (ii) the PRC manufacturers continue to increase the share of local supply chain due to geopolitics relationship; and (iii) Luxshare Group has extensive technological knowhow and good customers' relationships, the Board is optimistic on the future potential growth of the server business. The Board believes the development of the server business is a good opportunity for the Group to further develop its business and will help to diversify the Group's business as well as the Group's income stream.

Riding on the PRC government's policy of "channelling computing resources from the eastern areas to the western regions" (東數西算), Luxshare Precision will deploy the platform advantages and market position of the Luxshare Group and introduce strategic resources to the Company with intention to further strengthen the Company's potential for continuous growth and core competitiveness in its market and to enable the Company to develop strategically to become an all-rounded network solutions and infrastructure provider, so as to create greater value for the shareholders. In this regard, Luxshare Precision is conducting a strategic review of the operations and financial position of the Company, and actively exploring business opportunities for the growth and development, in both organic and inorganic manners, of the Company. The Company believes that the strategic alliance between Luxshare Precision and the Company would enable the Company to further benefit from the development and synergy in the fields of consumer electronics, communications, healthcare, automobile industry, in terms of products, customers, and marketing, through integration of customer and market resources as well as technologies and R&D capabilities of the Luxshare Group.

鑑於中國在雲服務、通訊、交通及電力等領域的巨大市場潛力，本集團已成立全資附屬公司匯聚服務器科技有限公司以於二零二二年四月開展新服務器業務，其可根據品牌客戶的需求進行深度定制的服務器業務。我們將會以JDM / ODM的業務模式進入市場。本集團在服務器業務下提供的產品主要應用於數據中心，包括機架式算力服務器、邊緣服務器、AI智能服務器、存儲服務器、智能網卡、GPU卡及整機櫃產品等。服務器業務與現有電線電纜業務為上下游關係。預期服務器業務將為本集團提供良機使其現有電線電纜產品拓展至更大客戶組合。此外，本公司認為將與本集團現有生產有一定程度的垂直整合，從而優化成本結構。鑑於立訊集團擁有(i)具備高效營運管理／自動化能力的堅實技術團隊；及(ii)與中國核心客戶的良好關係，預期立訊集團將為本集團帶來協同效應，透過提高數據中心客戶訂單的市場份額，進一步拓展中國市場。此外，考慮到(i)中國正積極開展投資活動以建設數字基礎設施；(ii)中國製造商由於地緣政治關係而繼續提高本土供應鏈的比重；及(iii)立訊集團擁有廣泛的技術知識及良好的客戶關係，董事會對服務器業務的未來增長潛力抱持樂觀態度。董事會相信，發展服務器業務是本集團進一步發展業務的良機，並將有助於實現本集團業務及本集團收入來源多元化。

憑藉中國政府的「東數西算」政策，立訊精密將發揮立訊集團的平台優勢及市場地位，為本公司引入策略資源，進一步增強本公司在其市場上的持續增長潛力及核心競爭力，使本公司戰略發展成為全方位的網絡解決方案及基礎設施供應商，為股東創造更大的價值。對此，立訊精密正在對本公司的經營及財務狀況進行戰略檢討，並積極探索本公司內生性及外延式增長和發展的商機。本公司相信立訊精密與本公司兩者之間的戰略合作可以使本公司通過整合客戶與市場資源，以及立訊集團的技術與研發能力，在產品、客戶及市場營銷方面進一步受惠於消費電子、通訊、醫療保健、汽車行業的發展及協同效應。

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

管理層討論及分析 (續)

LIQUIDITY AND FINANCIAL RESOURCES

Shareholders' funds as at 31 March 2023 were approximately HK\$1,132.4 million, which represented an increase of HK\$81.2 million or 7.7% from HK\$1,051.2 million as at 31 March 2022. The increase was mainly due to the profit attributable to shareholders equity for the year HK\$167.6 million, although there was a decrease of HK\$108.8 million in the translation reserve from converting Renminbi into Hong Kong dollars as recorded in the financial statements of the PRC subsidiaries due to the depreciation of RMB at the reporting date. As a result, shareholders' funds per share increased by 1.8% from HK\$0.57 to HK\$0.58.

As at 31 March 2023, the Group had bank balances and cash of HK\$288.0 million, representing an increase of 30.4% as compared to HK\$220.9 million as of 31 March 2022. Such increase was mainly due to the loans provided from Luxshare Group for financing the Group's operating working capital. As at 31 March 2023, the Group's bank loan was HK\$1,348.1 million, representing an increase of HK\$285.9 million or 26.9% from HK\$1,062.2 million as at 31 March 2022. The Group believes it has sufficient committed and unutilised banking facilities as at 31 March 2023 to meet its current business operation and capital expenditure requirements.

Analysis of Cash Flow from Operations

For the year ended 31 March	截至三月三十一日止年度	2023 HK\$'million 百萬港元	2022 HK\$'million 百萬港元	Change 變動 HK\$'million 百萬港元
Operating profit	經營溢利	315.3	277.0	38.3
Professional fee for acquisition	收購專業費用	-	(6.5)	6.5
(Loss) gain on revaluation of land and buildings	土地及樓宇重估(虧損)收益	(3.2)	0.4	(3.6)
Depreciation and amortisation	折舊及攤銷	92.0	73.8	18.2
EBITDA	EBITDA	404.1	344.7	59.4
Interest income	利息收入	(11.9)	(0.8)	(11.1)
Impairment loss under expected credit loss on trade receivable	貿易應收款項之預期信貸虧損項下之減值虧損	3.4	-	3.4
Gain on change in fair value of financial assets	金融資產公平值變動收益	(0.2)	(0.2)	-
Loss (gain) on disposal of tangible assets	出售有形資產之虧損(收益)	7.7	(0.9)	8.6
Write-down of inventories	存貨撇減	27.0	4.9	22.1
Share based payments	以股份為基礎的付款	2.1	4.3	(2.2)
Gain on bargain purchase	議價購買收益	-	(3.2)	3.2
Loss (gain) on revaluation of land and buildings	土地及樓宇重估虧損(收益)	3.2	(0.4)	3.6
Working capital change	營運資金變動	(1,828.8)	(85.9)	(1,742.9)
Cash (used in) generated from operations	經營(所用)產生的現金	(1,393.4)	262.5	(1,655.9)

The Group's cash used in operations for FY2023 was HK\$1,381.1 million, a decrease of 626.1% as compared to HK\$262.5 million cash generated from operations in the Previous Year. The decrease was mainly attributable to the need of working capital for new server business.

流動資金及財務資源

於二零二三年三月三十一日，股東資金約為1,132.4百萬港元，較二零二二年三月三十一日的1,051.2百萬港元增加81.2百萬港元或7.7%。該增加乃主要由於年內股東權益應佔溢利167.6百萬港元，儘管中國附屬公司的財務報表中錄得因人民幣於報告日期貶值而產生的將人民幣兌換為港元匯兌儲備減少108.8百萬港元。因此，每股股東資金由0.57港元增加1.8%至0.58港元。

於二零二三年三月三十一日，本集團銀行結餘及現金為288.0百萬港元，較截至二零二二年三月三十一日的220.9百萬港元增加30.4%，該增加乃主要由於立訊集團為本集團的經營營運資金提供貸款所致。於二零二三年三月三十一日，本集團銀行貸款為1,348.1百萬港元，較二零二二年三月三十一日的1,062.2百萬港元增加285.9百萬港元或26.9%。本集團相信其於二零二三年三月三十一日有足夠已承諾及未動用的銀行融資額度，以滿足其目前的業務營運及資本開支需求。

經營所得現金流量分析

For the year ended 31 March	截至三月三十一日止年度	2023 HK\$'million 百萬港元	2022 HK\$'million 百萬港元	Change 變動 HK\$'million 百萬港元
Operating profit	經營溢利	315.3	277.0	38.3
Professional fee for acquisition	收購專業費用	-	(6.5)	6.5
(Loss) gain on revaluation of land and buildings	土地及樓宇重估(虧損)收益	(3.2)	0.4	(3.6)
Depreciation and amortisation	折舊及攤銷	92.0	73.8	18.2
EBITDA	EBITDA	404.1	344.7	59.4
Interest income	利息收入	(11.9)	(0.8)	(11.1)
Impairment loss under expected credit loss on trade receivable	貿易應收款項之預期信貸虧損項下之減值虧損	3.4	-	3.4
Gain on change in fair value of financial assets	金融資產公平值變動收益	(0.2)	(0.2)	-
Loss (gain) on disposal of tangible assets	出售有形資產之虧損(收益)	7.7	(0.9)	8.6
Write-down of inventories	存貨撇減	27.0	4.9	22.1
Share based payments	以股份為基礎的付款	2.1	4.3	(2.2)
Gain on bargain purchase	議價購買收益	-	(3.2)	3.2
Loss (gain) on revaluation of land and buildings	土地及樓宇重估虧損(收益)	3.2	(0.4)	3.6
Working capital change	營運資金變動	(1,828.8)	(85.9)	(1,742.9)
Cash (used in) generated from operations	經營(所用)產生的現金	(1,393.4)	262.5	(1,655.9)

本集團於二零二三財政年度經營所用的現金為1,381.1百萬港元，較上年度經營產生的現金262.5百萬港元減少626.1%。有關減少主要歸因於新服務器業務的營運資金需要。

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

管理層討論及分析 (續)

Working Capital Change

As at 31 March	於三月三十一日	2023 HK\$'million 百萬港元	Change 變動 HK\$'million 百萬港元	2022 HK\$'million 百萬港元
Stocks	存貨	2,050.6	1,397.0	653.6
Trade debtors	應收賬項	1,266.5	267.7	998.8
Other debtors, deposits and prepayments	其他應收款、按金及預付款項	274.7	183.3	91.4
Trade creditors	應付賬項	(867.3)	(72.2)	(795.1)
Other creditors and accruals	其他應付款及應計費用	(102.5)	(12.0)	(90.5)
Total working capital	營運資金總額	2,622.0	1,763.8	858.2

Stock as of 31 March 2023 increased to HK\$2,050.6 million from HK\$653.6 million as of 31 March 2022. The increase was mainly attributable to the increase from new server business. Since the average turnover days of server business was longer than cable business, the Group's turnover days increased from 69 days to 96 days.

營運資金變動

於二零二三年三月三十一日的存貨為2,050.6百萬港元，較二零二二年三月三十一日的653.6百萬港元有所增加。該增加乃主要由於新服務器業務增加。由於服務器業務平均周轉日數較電線業務長，本集團的周轉日數由69日增加至96日。

As at 31 March	於三月三十一日	2023 HK\$'million 百萬港元	2022 HK\$'million 百萬港元
Stock	存貨	2,050.6	653.6
Average stocks as a percentage of Cost of Goods Sold	平均存貨佔售出貨品成本百分比	26.3%	18.8%
Turnover days	周轉日數	96	69

Trade debtors as of 31 March 2023 increased to HK\$1,266.5 million from HK\$998.8 million as of 31 March 2022. The higher trade debtor balance was mainly due to the increase in revenue of new server business in FY2023 as compared to Previous Year. Since the average debtors' turnover days of server business was shorter than cable business, the debtors' turnover days of the Group decreased from 89 days to 72 days.

於二零二三年三月三十一日的應收賬項由二零二二年三月三十一日的998.8百萬港元增加至1,266.5百萬港元。應收賬項結餘增加主要由於二零二三財政年度的收益較上年度增加。由於服務器業務平均應收款的周轉日數較電線業務短，本集團應收款的周轉日數由89日減少至72日。

The Group has tight management on credit exposure, and has delegated a credit team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group has reviewed the recoverable amount of each individual trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced. The overdue balances greater than 90 days accounted for 0.06% of the gross trade debtors as of 31 March 2023.

本集團對信貸風險實行嚴格管理，並指派信貸團隊負責信貸限額之釐定、信貸額之批核，並設有其他監管程序，確保能採取跟進措施收回逾期債務。此外，本集團已於各報告期末檢討每筆應收賬項的可收回金額，以確保就不可收回金額提撥充足減值虧損。就此而言，董事認為，本集團的信貸風險顯著降低。於二零二三年三月三十一日，逾期超過90日的逾期結餘佔應收賬項總額的0.06%。

As at 31 March	於三月三十一日	2023 HK\$'million 百萬港元	2022 HK\$'million 百萬港元
Trade debtors and bills receivables	應收賬項及應收票據	1,266.5	998.8
Average trade debtors as a percentage of revenue	平均應收賬項佔收益百分比	19.7%	24.4%
Turnover days	周轉日數	72	89

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

管理層討論及分析 (續)

Other debtors, deposits and prepayments as of 31 March 2023 were HK\$274.7 million, increased from HK\$91.4 million as of 31 March 2022. It was mainly attributable to the increase of new server business.

於二零二三年三月三十一日的**其他應收款、按金及預付款項**為274.7百萬港元，較二零二二年三月三十一日的91.4百萬港元有所增加，乃主要由於新服務器業務增加。

Trade creditors as of 31 March 2023 were HK\$867.3 million, as compared to HK\$795.1 million as of 31 March 2022. It was mainly attributable to the increase of new server business. Since the average creditors' turnover days of server business was shorter than cable business, the creditors' turnover days of the Group decreased from 79 days to 59 days.

於二零二三年三月三十一日的**應付賬項**為867.3百萬港元，而二零二二年三月三十一日則為795.1百萬港元，乃主要由於新服務器業務增加。由於服務器業務的平均應付款的周轉日數較電線業務短，本集團應付款的周轉日數由79日減少至59日。

As at 31 March	於三月三十一日	2023 HK\$'million 百萬港元	2022 HK\$'million 百萬港元
Trade creditors and bills payables	應付賬項及應付票據	867.3	795.1
Average trade creditors as a percentage of Cost of Goods Sold	平均應付賬項佔售出貨品成本百分比	16.2%	21.7%
Turnover days	周轉日數	59	79

Other creditors and accruals as of 31 March 2023 increased to HK\$102.5 million from HK\$90.5 million as of 31 March 2022, which was mainly due to the increase of new server business.

於二零二三年三月三十一日的**其他應付款及應計費用**由二零二二年三月三十一日的90.5百萬港元增加至102.5百萬港元，主要由於新服務器業務增長所致。

Capital Expenditure

For FY2023, the Group invested HK\$227.3 million in the purchase of tangible assets including machinery and equipment, leasehold improvements and office equipment. All these capital expenditures were financed from internal resources.

資本開支

於二零二三年財政年度，本集團投資227.3百萬港元購置有形資產(包括機器及設備、租賃物業裝修及辦公室設備)。所有此等資本開支均由內部資源提供資金。

Charge on Group Assets

Save for the bank deposits that were pledged to secure the bills payables issued by the bank under the general banking facilities granted to the Group, as at 31 March 2023 and 2022, banking facilities extended to the Group were not secured with the Group's assets. Pledged bank deposits amounted to HK\$974.6 million and HK\$5.8 million as at 31 March 2023 and 2022 respectively.

集團資產抵押

除為獲取銀行根據授予本集團的一般銀行融資所發行的應付票據而抵押的銀行存款外，於二零二三年及二零二二年三月三十一日，本集團獲授的銀行融資並無以本集團資產作抵押。於二零二三年及二零二二年三月三十一日，已抵押銀行存款分別為974.6百萬港元及5.8百萬港元。

Gearing Ratio

Gearing ratio is calculated as net debt (defined as bank loans, loans from parent company and lease liabilities less bank balances and cash and pledged deposits) divided by the sum of net debt and total equity, and multiplied by 100%. As at 31 March 2023, the Group's gearing ratio was 64.9% as compared to the Previous Year 45.7%, the increase was mainly attributable to the loans provided from Luxshare Group for financing the Group's operating working capital.

負債比率

負債比率根據債務淨額(定義為銀行貸款、來自母公司的貸款及租賃負債減銀行結餘及現金及已抵押存款)除以債務淨額及總權益之和再乘以100%計算。於二零二三年三月三十一日，本集團的負債比率為64.9%，而上年度則為45.7%，增加主要歸因於立訊集團為本集團的經營營運資金提供貸款。

CAPITAL STRUCTURE

The shares of the Company were listed on the Main Board of the Stock Exchange. There has been no change in the capital structure of the Group since then. The share capital of the Group only comprises of ordinary shares.

股本架構

本公司股份在聯交所主板上市。自此，本集團股本架構概無任何變動。本集團的股本僅包括普通股。

As at 31 March 2023, the Company's issued share capital was HK\$19.5 million and the number of its issued ordinary shares were 1,945,952,000 of HK\$0.01 each.

於二零二三年三月三十一日，本公司的已發行股本為19.5百萬港元，而其已發行普通股數目為1,945,952,000股，每股面值0.01港元。

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D) 管理層討論及分析 (續)

FOREIGN EXCHANGE EXPOSURE

Most of the Group's receipts and payments are denominated in United States dollars, Hong Kong dollars, Renminbi and Euro. The Group's management monitors the risk of related foreign exchange exposure by entering into forward foreign exchange contracts. Foreign currency exchange rates are volatile and may have an impact on the Group's results. The Group's management evaluates the Group's foreign currency exposure on a continuing basis and takes actions to minimise the Group's exposure whenever necessary.

TREASURY POLICIES

As an internal treasury policy, the Group continues to implement a prudent policy on financial management policy and does not participate in any high-risk speculative activities. However, the Group's management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise. The Group will also monitor and maintain a Hong Kong dollar cash balance to minimise the need for unnecessary foreign exchange conversion which may result in exchange loss.

The reporting currency of the Group is presented in Hong Kong dollars, as the Directors consider that it is more relevant to the users of the consolidated financial statements as the Company listed its shares on the Stock Exchange.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As of 31 March 2023, the Group had not provided any form of guarantee for any company outside the Group and had not been involved in any material legal proceedings for which provision for contingent liabilities was required.

As at 31 March 2023, the capital commitment of the Group is as follows:

Capital expenditure in respect of the acquisition of property, plant and equipment contracted but not provided for in the consolidated financial statements	有關收購已訂約但尚未於綜合財務報表作出撥備的物業、廠房及設備的資本開支
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SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES AND PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this annual report, the Group did not have any significant investments held, material acquisitions or disposals of subsidiaries and associations for FY2023. There is no other plan for material investments or capital assets as at 31 March 2023.

外匯風險

本集團大部分收付款以美元、港元、人民幣及歐元計值。本集團管理層透過訂立遠期外匯合約監察其相關外匯風險。匯率波動可能對本集團業績產生影響。本集團管理層持續評估本集團的外幣風險並於必要時採取措施盡量降低本集團的風險。

庫務政策

作為內部庫務政策，本集團繼續就財務管理政策審慎實施政策，並無參與任何高風險投機活動。然而，本集團管理層會監察外匯風險，並將於需要時考慮對沖重大外幣風險。本集團亦將監察及維持港元現金結餘，以盡量減少對可能引致匯兌虧損的不必要外匯兌換的需求。

本集團的呈報貨幣為港元，乃由於董事認為，此舉對綜合財務報表的使用者更為貼合，原因為本公司股份於聯交所上市。

資本承擔及或然負債

於二零二三年三月三十一日，本集團並無向本集團以外任何公司以任何形式作擔保，亦無牽涉任何重大法律訴訟而須就或然負債作出撥備。

於二零二三年三月三十一日，本集團的資本承擔如下：

2023 HK\$'million 百萬港元	2022 HK\$'million 百萬港元
20.7	5.7

持有重大投資、重大收購及出售附屬公司及聯屬公司以及重大投資或資本資產計劃

除本年報所披露者外，於二零二三財政年度，本集團並無持有任何重大投資、重大收購或出售附屬公司及聯營公司。於二零二三年三月三十一日，概無其他重大投資或資本資產計劃。

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

管理層討論及分析 (續)

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors believe that there are certain risks and uncertainties involved in the operations of the Group, some of which are beyond the Group's control. The Directors believe the more significant risks relating to the business are as follows:

- the Group may experience labour shortage or unrest or may incur high labour costs;
- the Group is exposed to credit risk of its customers;
- fluctuations in the prices of the Group's major raw materials or commodity prices could materially and adversely affect its business, financial conditions and results of operations;
- if the Group fails to attract or retain its key managerial and technical personnel, the Group may compromise its ability to maintain strong relationships with its customers and suppliers, develop new products and effectively carry on the R&D and other efforts;
- any occurrence of natural disasters, widespread health epidemics or other events could have a material adverse effect on the business, financial condition and results of operations of the Group.

A detailed discussion of the risk factors is set forth in the section headed "Risk Factors" in the Prospectus.

EMPLOYEE

As of 31 March 2023, the total headcount for the Company was approximately 3,949, compared to 3,232 in the Previous Year. The increase was mainly driven by the increase of new server business and the increase of new hiring staff from Huizhou TIME. Fair and competitive remuneration package and benefits are offered to employees as well as discretionary bonus and share options. Various types of trainings were provided to the employees. Total employee benefit expenses including Directors' remuneration for FY2023 were approximately HK\$504.6 million, as compared to approximately HK\$459.4 million in the Previous Year. Remuneration is determined with reference to performance, skills, qualifications and experience of the staff concerned and in accordance with the prevailing industry practice.

主要風險及不確定因素

董事相信，本集團經營業務涉及若干風險及不確定因素，其中部分超出本集團的控制範圍。董事相信以下為與我們業務相關的較重大風險：

- 本集團或會遭遇勞動力短缺或勞資糾紛或可能承擔高昂勞動成本；
- 本集團面對其客戶的信貸風險；
- 本集團的主要原材料價格或商品價格波動可對其業務、財務狀況及經營業績造成嚴重不利影響；
- 倘本集團未能吸引或挽留其主要管理及技術人員，本集團在與其客戶及供應商維繫穩固關係、開發新產品及有效進行研發及其他方面的能力可能受損；
- 發生任何自然災害、危害健康的傳染病迅速擴散或其他事件或會對本集團的業務、財務狀況及經營業績構成重大不利影響。

有關風險因素的詳細論述載於招股章程「風險因素」一節。

僱員

截至二零二三年三月三十一日，本公司共有約3,949名僱員，而上年度則為3,232名。該增加主要受新服務器業務增加及惠州匯聚新招聘員工的增加所帶動。僱員獲提供合理及具競爭力的薪酬福利待遇、酌情花紅及購股權。僱員亦獲提供各類型的培訓。於二零二三財政年度的僱員福利開支總額(包括董事薪酬)約為504.6百萬港元，而上年度則約為459.4百萬港元。薪酬乃參考相關員工的表現、技能、資歷及經驗並根據現行行業慣例釐定。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷詳情

Biographical details of the Directors and the senior management of the Group are set out as follows:

EXECUTIVE DIRECTORS

Mr. Cua Tin Yin Simon (“Mr. Cua”), aged 61, joined the Group in 1992 and has been appointed as the chief executive officer (the “**Chief Executive Officer**”) and an executive Director since 10 July 2017. Mr. Cua has gathered extensive experiences in the electronics and cable industry in the PRC since the 1980s. Mr. Cua was honoured with the Young Industrialist Awards of Hong Kong. He is one of the founding members of the China Overseas Chinese Entrepreneurs Association (“**COCEA**”) and has been a member of COCEA since January 2008. He has also been elected as a council member of International Cablemakers Federation since 2014. He is currently a member of Hong Kong-Shanghai Economic Development Association, the director of Shanghai Chinese Overseas Friendship Association and the executive committee member of Hong Kong Electronic Industries Association and Hong Kong Electronics Industry Council. He also serves as a member of Ivey Asian Advisory Board of Ivey Business School of Asia of The University of Western Ontario. Mr. Cua holds a Master of Business Administration degree and an honorary Doctorate of Laws (LL.D.) degree from The University of Western Ontario, Canada.

Mr. Wong Chi Kuen (“Mr. Wong”), aged 58, joined the Group in 2010 and has been appointed as the chief financial officer (the “**Chief Financial Officer**”) and an executive Director since 10 July 2017. Mr. Wong has over 25 years of experience in management accounting and operation management. He first joined Linkz Industries Limited (“**Linkz Industries**”) (the former controlling shareholder of the Company) in 1994 and was transferred to LTK International Limited (a subsidiary of Belden Inc., a company listed on the Stock Exchange of New York (stock code: BDC)) following the disposal of Linkz’s electronic cables business in 2007. Mr. Wong re-joined Linkz Industries as financial controller in July 2010. Mr. Wong obtained a Bachelor of Business Administration from Hong Kong Metropolitan University (formerly known as The Open University of Hong Kong). Mr. Wong is currently a fellow member of the Association of International Accountants and a certified public accountant of the Hong Kong Institute of Certified Public Accountants. He was also admitted as International Accountant (FAIA) jointly by Association of International Accountants and China Association of Chief Financial Officers.

NON-EXECUTIVE DIRECTOR

Ms. Wang Laichun (“Ms. Wang”), aged 56, has been appointed as the chairman of the Board (the “**Chairman**”) and the non-executive Director since 19 April 2022.

Ms. Wang has over 30 years of experience in the electronics industry. She is the chairman and general manager of Luxshare Precision Industry Co., Ltd., a company incorporated in the PRC with limited liability and listed on the Shenzhen Stock Exchange (stock code: 002475). Ms. Wang had worked in Sanyo Electric (Shekou) Co., Ltd. from 1984 to 1986. Ms. Wang had worked in the Wiring Business Unit of Foxconn, a subsidiary of Hon Hai Technology Group (Foxconn) for nearly 10 years since 1988. Ms. Wang left Foxconn in 1997 to start her own business. In 1999, Ms. Wang and Mr. Wang Laisheng jointly purchased the shares of Luxshare Limited. In 2004, Ms. Wang founded Luxshare Precision Industry (Shenzhen) Co., Ltd. through Luxshare Limited and acted as the chairman of the board of directors. Ms. Wang holds an EMBA from the Shenzhen Graduate School of Tsinghua University.

董事及本集團高級管理層履歷詳情載列如下：

執行董事

柯天然先生（「柯先生」），61歲，於一九九二年加入本集團及自二零一七年七月十日起獲委任為行政總裁（「**行政總裁**」）兼執行董事。自一九八零年代起，柯先生於中國的電子及電線行業積累豐富經驗。柯先生曾榮獲香港青年工業家獎。彼自二零零八年一月起為中國僑商投資企業協會（「**中國僑商投資企業協會**」）的其中一位創始成員及會員。彼自二零一四年起亦獲選為國際線纜製造商聯盟的理事會成員。彼現為滬港經濟發展協會的會員、上海海外聯誼會的理事以及香港電子業商會及香港電子業總會的執行委員會成員。彼亦為西安大略大學亞洲毅偉商學院(Ivey Business School of Asia)毅偉亞洲顧問委員會(Ivey Asian Advisory Board)的成員。柯先生持有加拿大西安大略大學工商管理碩士學位及榮譽法學博士學位。

黃志權先生（「黃先生」），58歲，於二零一零年加入本集團及自二零一七年七月十日起獲委任為首席財務官（「**首席財務官**」）兼執行董事。黃先生擁有逾25年管理會計及營運管理經驗。彼最初於一九九四年加入領先工業有限公司（「**領先工業**」）（本公司前控股股東），於二零零七年出售領先電子線業務後轉職至樂庭國際有限公司（百通公司的附屬公司，百通公司為一家於紐約證券交易所上市公司，股份代號：BDC）。黃先生於二零一零年七月重返領先工業擔任財務總監。黃先生於香港都會大學（前稱香港公開大學）取得工商管理學士學位。黃先生現為國際會計師公會的資深會員及香港會計師公會的執業會計師。彼亦獲國際會計師公會及中國總會計師協會聯合授予國際會計師銜頭。

非執行董事

王來春女士（「王女士」），56歲，自二零二二年四月十九日起獲委任為董事會主席（「**主席**」）及非執行董事。

王女士於電子行業擁有逾30年經驗。彼為立訊精密工業股份有限公司（一間於中國註冊成立的有限責任公司，並於深圳證券交易所上市，股份代號：002475）的董事長兼總經理。王女士於一九八四年至一九八六年任職於三洋電機（蛇口）有限公司。王女士自一九八八年起於鴻海科技集團（富士康）的附屬公司富士康線裝事業部工作近10年。王女士於一九九七年離開富士康，開展其個人事業。於一九九九年，王女士及王來勝先生共同購買立訊有限公司的股權。於二零零四年，王女士通過立訊有限公司投資設立立訊精密工業（深圳）有限公司，並擔任董事長。王女士持有清華大學深圳研究生院高級管理人員工商管理碩士學位。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT (CONT'D)

董事及高級管理層履歷詳情 (續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ho Hin Shun (“Mr. Ho”), aged 58, has been appointed as the independent non-executive Director since 24 January 2018. Mr. Ho has over 30 years of experience in sales and marketing on electronics components and substantial management experience in multinational corporations. Mr. Ho obtained a Bachelor of Science degree in Engineering from the University of Hong Kong. He further obtained his Master of Business Administration from The Chinese University of Hong Kong.

Mr. Luk Wai Shing (“Mr. Luk”), aged 54, has been appointed as the independent non-executive Director since 24 January 2018. Mr. Luk has over 26 years’ experience of business development, marketing, customers relationship and compliance in banking industry. Mr. Luk obtained a Bachelor of Business Administration degree from The Chinese University of Hong Kong and has been a certified financial planner accredited by the Institute of Financial Planners of Hong Kong.

Mr. Chan Chung Shun Eric (“Mr. Eric Chan”), aged 57, has been appointed as the independent non-executive Director since 24 January 2018. Mr. Eric Chan has over 30 years’ experience in the senior positions of the finance and accounting field. He obtained a Master of Management Sciences degree from University of Hull. Mr. Eric Chan has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a fellow of The Association of Chartered Certified Accountants.

SENIOR MANAGEMENT

Mr. Chaung Kwai Wing (“Mr. Chaung”), aged 59, joined the Group in 2020 and is currently the Chief Operating Officer of the Group and a director of Linkz Industries (Suzhou) Limited (“**Linkz Ind (Suzhou)**”) and Linkz Industries (Shanghai) Limited (“**Linkz (Shanghai)**”). He has been engaging in the electronics and cable industry for over 36 years, taking senior positions in sales and marketing and general management. He first joined Linkz Industries in 1996 and was transferred to LTK International Limited following the disposal of Linkz’s electronic cables business in 2007. He re-joined the Group in 2020. Mr. Chaung holds a Master of Business Administration degree and a Bachelor of Science degree from The Chinese University of Hong Kong.

Mr. Li Ping Kuen, aged 57, joined the Group in 1993 and is currently the Chief Technology Officer of the Group. He has been engaging in the electronics and cable industry for over 34 years, dedicated to research and development of new products and technology. Mr. Li Ping Kuen holds a Bachelor of Science degree in Engineering from the University of Hong Kong.

Mr. Chan Ting Hei (“Mr. Chan”), aged 59, joined the Group in 1992 and is currently the Chief Procurement Officer of the Group and a director of Huizhou TIME, Linkz Ind (Suzhou) and Linkz (Shanghai). Mr. Chan has over 33 years’ working experience in the cable industry. He obtained a Master of Science degree in Management of Manufacture from Coventry Polytechnic (now known as Coventry University), a Master of Business Administration degree from the University of South Australia and a Master of Arts degree in International Business Management from the City University of Hong Kong.

獨立非執行董事

何顯信先生(「何先生」)，58歲，自二零一八年一月二十四日起獲委任為獨立非執行董事。何先生擁有逾30年電子元件銷售及市場營銷經驗，亦擁有豐富的跨國公司管理經驗。何先生於香港大學取得工程理學士學位。彼進一步於香港中文大學取得其工商管理碩士學位。

陸偉成先生(「陸先生」)，54歲，自二零一八年一月二十四日起獲委任為獨立非執行董事。陸先生於銀行業擁有逾26年業務發展、營銷、客戶關係及合規事宜的經驗。陸先生於香港中文大學取得工商管理學士學位，並獲香港財務策劃師學會頒授認可財務策劃師資歷。

陳忠信先生(「陳忠信先生」)，57歲，自二零一八年一月二十四日起獲委任為獨立非執行董事。陳忠信先生於財務及會計領域高級職位中擁有逾30年經驗。彼於赫爾大學取得管理科學碩士學位。陳忠信先生為香港會計師公會執業會計師以及特許公認會計師公會資深會員。

高級管理層

莊桂榮先生(「莊先生」)，59歲，於二零二零年加入本集團，現時為本集團的首席運營官及華迅工業(蘇州)有限公司(「**華迅工業(蘇州)**」)及領迅電線工業(上海)有限公司(「**領迅電線(上海)**」)的董事。彼從事電子及電線行業超過36年，於銷售、市場營銷及一般管理方面擔任高級職務。彼於一九九六年首次加入領先工業，於二零零七年出售領先電子線業務後轉職至樂庭國際有限公司，並於二零二零年重新加入本集團。莊先生持有香港中文大學工商管理碩士學位及理學士學位。

李炳權先生，57歲，於一九九三年加入本集團，現時為本集團的首席技術官。彼從事電子及電線行業超過34年，一直致力研發新產品及技術。李炳權先生持有香港大學工程理學士學位。

陳庭禧先生(「陳先生」)，59歲，於一九九二年加入本集團，現時為本集團首席採購官及惠州匯聚、華迅工業(蘇州)及領迅電線(上海)的董事。陳先生在電線行業擁有逾33年工作經驗。彼於考文垂理工學院(現稱考文垂大學)取得生產管理學碩士學位、於南澳大學取得工商管理碩士學位及於香港城市大學取得國際企業管理學碩士學位。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT (CONT'D)

董事及高級管理層履歷詳情 (續)

Mr. Chu Yi Fu (“Mr. Chu”), aged 57, joined the Group in April 2018 and is currently the General Manager of Time Interconnect Technology (Huizhou) Limited (“**Huizhou TIME**”) and a director of Time Interconnect Wire Technology (Huizhou) Limited (“**Time Wire Huizhou**”), Huizhou Chuangxiang Technology Limited (“**Huizhou Chuangxiang**”) and TIME Robotics Technology (Shanghai) Limited (“**Shanghai TIME**”). Mr. Chu has over 21 years’ working experience in the cable industry, taking senior positions in business development and factory management. He obtained an EMBA from Fudan University, PRC.

Mr. Zhan Yangwang (“Mr. Zhan”), aged 50, joined the Group in 2012 and is currently the Deputy General Manager of Huizhou TIME and Financial Controller of the Cable Assembly Business and a director of Time Wire Huizhou. Mr. Zhan has over 27 years’ working experience in the accounting and finance field. He obtained an Associate degree of Industrial Management Engineering in Industrial Accounting from Nanchang University and a Master of Business Administration degree from the Hong Kong Baptist University.

Mr. Zhong Xilin (“Mr. Zhong”), aged 43, joined the Group in 2003 and is currently the Assistant General Manager of Sales of the Cable Assembly Business. Mr. Zhong has over 23 years’ experience of sales and marketing in the cable industry. He completed a professional training in Plants Protection from Hengyang City Agricultural School and obtained an Associate degree in Business Administration from the Communication University of China.

Mr. Zhou Yinfa (“Mr. Zhou”), aged 58, joined the Group in 2005 and is currently the Assistant General Manager of Manufacturing of Huizhou TIME and Huizhou Chuangxiang. Mr. Zhou has over 34 years’ working experience in the cable industry. He obtained a Bachelor of Engineering degree from South China University of Technology and has been qualified as an electrical and mechanical engineer.

Mr. Li Yuezhong (“Mr. Li”), aged 53, joined the Group in 2003 and is currently the Assistant General Manager of Sales of Huizhou TIME. Mr. Li has over 30 years’ working experience in various cable companies. He obtained an Associate Degree in Secretarial Studies from Xiangtan University and a National Marketing Manager Qualification Certificate from the Marketing Professional Committee of China Business Manager Association.

Mr. Liu Zuhong (“Mr. Liu”), aged 73, joined the Group in 2020 and is currently the Assistant to CEO of the Digital Cable Business. Mr. Liu has over 32 years’ experience in the electronics and cable industry in PRC, taking senior positions in business development, domestic sales and factory management.

Mr. Yao Honglin (“Mr. Yao”), aged 57, joined the Group in 1999 and is currently the Assistant General Manager of Manufacturing of the Digital Cable Business. Mr. Yao has over 35 years of experience in technology development, quality control and production management. He obtained an Associate degree in Mechanical Engineering – Mechanical Manufacturing Technology and Equipment from Nantong University (formerly known as Nantong Textile Engineering College) and a Quality Professional certificate issued by the State General Administration of the People’s Republic of China for Quality Supervision and Inspection and Quarantine.

朱一夫先生 (「朱先生」)，57歲，於二零一八年四月加入本集團，目前為匯聚科技(惠州)有限公司(「**惠州匯聚**」)的總經理，以及匯聚線束科技(惠州)有限公司(「**匯聚線束惠州**」)、惠州創享科技有限公司(「**惠州創享**」)及輝炬機器人科技(上海)有限公司(「**上海輝炬**」)的董事。朱先生於電線行業擁有逾21年的工作經驗，在業務發展及工廠管理方面擔任高級職務。彼取得中國復旦大學高級管理人員工商管理碩士學位。

占陽旺先生 (「占先生」)，50歲，於二零一二年加入本集團，目前為惠州匯聚的常務副總經理、電線組件業務的財務總監及匯聚線束惠州的董事。占先生於會計及財務領域擁有逾27年的工作經驗。彼於南昌大學取得工業管理工程系工業會計專科學位及於香港浸會大學取得工商管理碩士學位。

鍾喜林先生 (「鍾先生」)，43歲，於二零零三年加入本集團，現時擔任電線組件業務的營業副總經理。鍾先生於電線行業擁有逾23年的銷售及市場營銷經驗。彼於衡陽市農業學校完成植物保護的專業培訓及於中國傳媒大學取得工商企業管理專科學歷。

周銀發先生 (「周先生」)，58歲，於二零零五年加入本集團，現時擔任惠州匯聚及惠州創享生產副總經理。周先生於電線行業擁有逾34年的工作經驗。彼於華南理工大學取得工程學學士學位，並為合資格機電工程師。

李岳忠先生 (「李先生」)，53歲，於二零零三年加入本集團，現時為惠州匯聚營業副總經理。李先生於多家電線公司擁有逾30年的工作經驗。彼於湘潭大學取得秘書課程專業學位及獲得中國商業技師協會市場營銷專業委員會頒發的全國市場營銷經理資格證書。

劉祖洪先生 (「劉先生」)，73歲，於二零二零年加入本集團，現時為數字電線業務行政總裁助理。劉先生在中國電子及電線行業擁有逾32年的經驗，於業務發展、國內銷售及工廠管理方面擔任高級職務。

姚宏林先生 (「姚先生」)，57歲，於一九九九年加入本集團，現時為數字電線業務製造副總經理。姚先生在技術開發、質量控制及生產管理方面擁有逾35年的經驗。姚先生取得南通大學(前稱南通紡織工學院)機械製造工藝及設備專科學位，並獲得由中華人民共和國國家質量監督檢驗檢疫總局頒發的質量專業證書。

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT (CONT'D)

董事及高級管理層履歷詳情 (續)

Mr. Liu Yaliang, aged 48, joined the Group in 2000 and is currently the Chief Engineer of the Digital Cable Business. Mr. Liu Yaliang has over 24 years' experience of manufacturing engineering and product development in the wire and cable industry, with his efforts committed to R&D of digital cables in the latest 18 years. He obtained a Bachelor of Engineering degree in Mechanical Electrical Engineering from Nanjing University of Science & Technology. Mr. Liu Yaliang has also been qualified as a Senior Engineer in Professor Level (正高級工程師) and appointed as a part-time tutor for master's degree students in electrical engineering of Harbin University of Science and Technology and a distinguished expert for the Research Centre of the Economic Operation of the Optical Fiber and Electric Cable and Optical Device Industry. He received a number of technical awards from Shanghai local authorities and reputable institutions of the industry.

Mr. Fu Kuanlin ("Mr. Fu"), aged 52, joined the Group in 2019 and is currently the Director of Manufacturing – Specialty Cables of the Digital Cable Business. Mr. Fu has over 29 years' working experience in the wire and cable industry. He holds a Master of Business Administration degree from Xi'an Jiaotong University and a Bachelor of Engineering degree in Mechanical Manufacturing Technology and Equipment from Hunan University.

Mr. Ling Zhen ("Mr. Ling"), aged 48, joined the Group in 1995 and is currently the Assistant Financial Controller of the Digital Cable Business. He is also the Supervisor of Linkz Ind (Suzhou), Linkz (Shanghai), Hover (Kunshan) Electronic Material Co., Limited and Kunshan Deqin Machinery Limited. Mr. Ling has over 27 years' working experience in the finance and accounting field. He holds an Associate degree in International Accounting from East China Normal University and an accountancy certificate issued and approved by the Ministry of Personnel and Ministry of Finance of the PRC.

COMPANY SECRETARY

Ms. Ng Hoi Ying ("Ms. Ng"), aged 36, has been appointed as the company secretary of the Company since 1 March 2019. Ms. Ng has over 14 years of experience in auditing, accounting and financial reporting. Ms. Ng is currently a company secretarial manager at Blooming (HK) Business Limited, a company primarily engaged in corporate advisory and company secretarial services. Ms. Ng is also the company secretary of seven companies listed on the Stock Exchange. Ms. Ng obtained a degree of Bachelor of Business Administration (Honours) in Accountancy from The Hong Kong Polytechnic University. Ms. Ng is a member of the Hong Kong Institute of Certified Public Accountants.

劉雅樑先生，48歲，於二零零零年加入本集團，現時為數字電線業務總工程師。劉雅樑先生在電線電纜行業擁有逾24年製造工程及產品開發的經驗，最近18年致力於數字電線的研發。彼取得南京理工大學機械電子工程學士學位。劉雅樑先生亦已獲得正高級工程師專業資格，並獲聘為哈爾濱理工大學電氣工程學科碩士研究生之兼職導師及光電線纜及光器件行業經濟運行情況研究中心之特聘專家。彼獲上海市地方政府及業內知名機構頒發多項技術獎。

傅寬林先生(「傅先生」)，52歲，於二零一九年加入本集團，現時為數字電線業務特種線製造總監。傅先生在電線電纜行業擁有逾29年的工作經驗。彼取得西安交通大學工商管理碩士學位及湖南大學機械製造工藝與設備工學學士學位。

凌真先生(「凌先生」)，48歲，於一九九五年加入本集團，現時為數字電線業務財務副總監。彼亦為華迅工業(蘇州)、領迅電線(上海)、豪和(昆山)電子材料有限公司及昆山市德勤機械有限公司的監督。凌先生於財務及會計領域擁有逾27年的工作經驗。彼取得華東師範大學國際會計專科學位，並取得由中國人事部及財政部頒發和認可的會計專業資格證書。

公司秘書

吳愷盈女士(「吳女士」)，36歲，自二零一九年三月一日起獲委任為本公司之公司秘書。吳女士於審計、會計及財務報告方面擁有逾14年的經驗。吳女士現時為Blooming (HK) Business Limited(一間主要從事企業顧問及公司秘書服務之公司)之公司秘書經理。吳女士亦為七間聯交所上市公司的公司秘書。吳女士於香港理工大學取得會計學(榮譽)工商管理學士學位。吳女士為香港會計師公會的會員。

DIRECTOR'S REPORT

董事會報告

The Board is pleased to present the annual report together with the audited consolidated financial statements of the Group for the year ended 31 March 2023.

PRINCIPAL ACTIVITIES

The Company is an investment holding company, and its subsidiaries are principally engaged in manufacture and sales of cable assembly, digital cable and server products (the “**Core Business**”). Details of the principal activities of its subsidiaries are set out in Note 35 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

BUSINESS REVIEW

The business review of the Group for the year is set out in the “Chairman's Statement” and “Management Discussion and Analysis” of this annual report.

DIVIDEND POLICY

The Board has adopted a dividend policy (the “**Dividend Policy**”) on 28 December 2018. Details of the Dividend Policy is disclosed as below.

The Company adopts a general dividend policy that aims to provide shareholders of the Company out of the Group's profit attributable to shareholders in any financial year, subject to the criteria set out below.

Such declaration and payment of dividends shall remain to be determined at the discretion of the Board and subject to all applicable requirements (including without limitation restrictions on dividend declaration and payment) under the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) and the memorandum and articles of association of the Company.

In proposing any dividend payout, the Board shall also take into account, inter alia:–

- the Group actual and expected financial performance;
- Shareholders' interests;
- retained earnings and distributable reserves of the Company and each of the other members of the Group;
- the level of the Group's debts to equity ratio, return on equity and financial covenants to which the Group is subject;
- possible effects on the Group's creditworthiness;
- any restrictions on payment of dividends that may be imposed by the Group's lenders;
- the Group's expected working capital requirements and future expansion plans;
- liquidity position and future commitments at the time of declaration of dividend;
- taxation considerations;
- statutory and regulatory restrictions;
- general business conditions and strategies;
- general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and
- other factors that the Board deems appropriate.

董事會欣然提呈截至二零二三年三月三十一日止年度的年報連同本集團的經審核綜合財務報表。

主要業務

本公司為一間投資控股公司，而其附屬公司主要從事製造及銷售電線組件，數字電線及服務器產品（「**核心業務**」）。其附屬公司的主要業務的詳情載於綜合財務報表附註35。本集團於年內的主要業務性質概無重大變動。

業務回顧

本集團於年內的業務回顧載於本年報的「主席報告」及「管理層討論及分析」內。

股息政策

董事會已於二零一八年十二月二十八日採納一項股息政策（「**股息政策**」）。股息政策詳情如下文所披露。

本公司採納一般股息政策，旨在於任何財政年度向本公司股東提供本集團之股東應佔溢利，惟須遵守下列標準。

有關宣派及派付股息仍由董事會酌情決定，並須遵守香港法例第622章《公司條例》及本公司組織章程大綱及細則的所有適用規定（包括但不限於股息宣派及派付限制）。

建議派付任何股息時，董事會亦應考慮（其中包括）：–

- 本集團的實際及預期財務業績；
- 股東權益；
- 本公司及本集團其他各成員公司的保留盈利及可分配儲備；
- 本集團之負債股權比率、股本回報率，以及施加於本集團的財務限制所處之水平；
- 對本集團信用可靠程度之潛在影響；
- 由本集團的貸款人可能施加的任何股息派付限制；
- 本集團之預期營運資金需求以及未來擴張計劃；
- 於宣派股息時之流動資金狀況及未來之承諾情況；
- 稅務考慮；
- 法定和監管限制；
- 整體商業條件及策略；
- 整體經濟狀況、本集團業務的商業週期，以及可能影響本公司業務或財務表現和狀況的其他內部或外部因素；及
- 董事會認為適當的其他因素。

DIRECTOR'S REPORT (CONT'D)

董事會報告 (續)

The Board may propose the payment of dividends, if any, with respect to the Company's shares on a per share basis.

In addition to cash, dividends may be distributed in the form of shares subject to and in accordance with the procedures set out in the Company's memorandum and articles of association.

Except for interim dividend, any dividends declared by the Company must be approved by an ordinary resolution of shareholders at the general meeting and must not exceed the amount recommended by the Board. The Board may from time to time pay to the shareholders such interim dividends as appear to the directors to be justified by the profits of the Company available for distribution.

The Company will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time, and the Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

Pursuant to the Code Provision F.1.1 under Appendix 14 Corporate Governance Code and Corporate Governance Report, the Company should disclose the policy on payment of dividend in the annual report.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 March 2023 are set out in the consolidated statement of profit or loss and other comprehensive income of this annual report. The state of affairs of the Group and the Company as at 31 March 2023 are set out in the consolidated statement of financial position and Note 34 to the consolidated financial statements respectively. The Board does recommend the payment of a final dividend of HK0.5 cents (2022: HK1.0 cent) per share, amounting to a total of approximately HK\$9.7 million (2022: HK\$19.5 million).

CLOSURE OF REGISTER OF MEMBER

The forthcoming annual general meeting is scheduled to be held on Monday, 28 August 2023 (the "2023 AGM"). For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 23 August 2023 to Monday, 28 August 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 22 August 2023.

In order to qualify for the entitlement to the proposed final dividend, the register of members of the Company will also be closed from Friday, 1 September 2023 to Wednesday, 6 September 2023, both days inclusive, during which period no transfer of shares in the Company will be registered. All transfer of shares, accompanied by the relevant share certificates, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 31 August 2023. If the resolution of the proposed final dividend is passed at the 2023 AGM, the proposed final dividend will be payable to Shareholders whose names appear on the register of members of the Company on Wednesday, 6 September 2023. The proposed final dividend is expected to be paid on or before Tuesday, 26 September 2023.

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the five financial years is set out on page 160 in this annual report. This summary does not form part of the audited consolidated financial statements of the Group.

董事會可就本公司股份以每股股份為基準建議派付股息(如有)。

除現金外，股息可以股份形式分派，惟須遵守及按照本公司組織章程大綱及細則規定的程序進行。

除中期股息外，本公司宣派的任何股息必須於股東大會上經股東的普通決議案予以批准，且不得超過董事會所建議的數額。倘董事認為本公司的可供分派溢利足以作出有關分派，董事會可不時向股東派付中期股息。

本公司將會持續審閱股息政策以及保留其唯一及絕對酌情權於任何時間更新、修訂及/或修改股息政策，並且股息政策並不構成具法律約束力的承諾使本公司將以任何具體金額派付股息，及/或並不使本公司有義務於任何時間或不時宣派股息。

根據附錄十四企業管治守則項下守則條文第F.1.1條及企業管治報告，本公司應於年報中披露有關派付股息的政策。

業績及股息

本集團截至二零二三年三月三十一日止年度的業績載於本年報的綜合損益及其他全面收益表。本集團與本公司於二零二三年三月三十一日的業務狀況分別載於綜合財務狀況表及綜合財務報表附註34。董事會建議派付末期股息每股0.5港仙(二零二二年：1.0港仙)，總金額約為9.7百萬港元(二零二二年：19.5百萬港元)。

暫停辦理股份過戶登記手續

應屆股東週年大會預定將於二零二三年八月二十八日(星期一)舉行(「二零二三年股東週年大會」)。為釐定出席股東週年大會並於會上投票的權利，本公司將由二零二三年八月二十三日(星期三)至二零二三年八月二十八日(星期一)(包括首尾兩日)期間暫停辦理股東登記手續，期間不會進行本公司的股份過戶登記。為出席股東週年大會並於會上投票，所有股份過戶文件連同相關股票須不遲於二零二三年八月二十二日(星期二)下午四時三十分前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(地址為香港夏慤道16號遠東金融中心17樓)。

為符合資格享有建議末期股息，本公司將由二零二三年九月一日(星期五)至二零二三年九月六日(星期三)(包括首尾兩日)期間暫停辦理股東登記手續，期間不會進行本公司的股份過戶登記。所有股份過戶文件連同相關股票須不遲於二零二三年八月三十一日(星期四)下午四時三十分前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(地址為香港夏慤道16號遠東金融中心17樓)。倘建議末期股息的決議案於二零二三年股東週年大會上獲通過，建議末期股息將派付予於二零二三年九月六日(星期三)名列本公司股東名冊的股東。建議末期股息預期將於二零二三年九月二十六日(星期二)或之前派付。

財務概要

本集團五個財政年度的業績、資產及負債概要載於本年報第160頁。本概要並不構成本集團經審核綜合財務報表的一部分。

DIRECTOR'S REPORT (CONT'D)

董事會報告 (續)

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in Note 15 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the Company's share capital during the year, together with the reasons thereof, are set out in Note 28 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out in consolidated statement of changes in equity and Note 34 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

At 31 March 2023, the Company's reserves available for distribution to owners comprising share premium account add accumulated profits, amounted to approximately HK\$338.5 million.

SHARE OPTION SCHEMES

The Company conditionally adopted a share option scheme on 24 January 2018 (the "2018 Share Option Scheme"). Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 21 March 2023, the Company conditionally adopted a new share option scheme (the "2023 Share Option Scheme") and terminated the 2018 Share Option Scheme. The summary of the 2023 Share Option Scheme are set out in a circular to the shareholders of the Company dated 2 March 2023. The terms of the 2023 Share Option Scheme are in accordance with the provisions of Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and other relevant rules and regulations. Further details of the 2023 Share Option Scheme are set out in Note 29 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive rights under the memorandum and articles of association of the Company or the laws of the Cayman Islands, being the jurisdiction of which the Company is incorporate, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

DONATION

Charitable donations made by the Group during the year ended 31 March 2023 amounted to approximately HK\$1,900 (2022: approximately HK\$45,900).

CHANGE OF CONTROLLING SHAREHOLDER AND THE OFFER

On 11 February 2022, Datatech Investment Inc. and Time Interconnect Holdings Limited (collectively, the "Sellers") and Luxshare Precision Limited ("Luxshare Precision") entered into the sale and purchase agreement, pursuant to which the Sellers agreed to sell and Luxshare Precision agreed to purchase a total of 1,380,000,000 shares, representing approximately 74.67% of the entire issued share capital of the Company at that time, for a total consideration of HK\$1,104,000,000 (equivalent to HK\$0.80 per sale share) (the "Sale and Purchase Agreement"). Following the completion of the Sale and Purchase Agreement which took place on 16 March 2022, Luxshare Precision became the controlling shareholder of the Company and was required under the Code on Takeovers and Mergers (the "Takeover Code") to make a mandatory unconditional cash offer to acquire all the issued shares (other than those already owned or agreed to be acquired by Luxshare Precision) at HK0.80 per offer share (the "Offer"). Pursuant to Rule 13 of the Takeover Code, Luxshare Precision is required to make an appropriate cash offer to the offer option holders to cancel all offer options.

物業、廠房及設備

有關本集團於年內的物業、廠房及設備變動的詳情載於綜合財務報表附註15。

股本

有關本公司於年內的股本變動的詳情及其原因載於綜合財務報表附註28。

儲備

有關本集團及本公司於年內的儲備變動的詳情分別載於綜合權益變動表及綜合財務報表附註34。

可供分派儲備

於二零二三年三月三十一日，本公司可供分派予擁有人的儲備(包括股份溢價賬及累計溢利)金額約為338.5百萬港元。

購股權計劃

本公司已於二零一八年一月二十四日有條件地採納購股權計劃("二零一八年購股權計劃")。根據本公司於二零二三年三月二十一日舉行之股東特別大會上通過之普通決議案，本公司已有條件地採納一個新購股權計劃("二零二三年購股權計劃")並終止二零一八年購股權計劃。二零二三年購股權計劃之概要載於日期為二零二三年三月二日致本公司股東之通函。二零二三年購股權計劃的條款符合聯交所證券上市規則("上市規則")第17章的條文及其他相關規則及規例。二零二三年購股權計劃的進一步詳情載於綜合財務報表附註29。

優先購買權

本公司組織章程大綱及細則或開曼群島(即本公司註冊成立的司法權區)法例並無載列優先購買權條文，以規定本公司須按比例向現有股東發售新股份。

捐款

本集團於截至二零二三年三月三十一日止年度作出的慈善捐款為約51,900 港元(二零二二年: 約45,900 港元)。

控股股東變更及要約

於二零二二年二月十一日，Datatech Investment Inc. 及Time Interconnect Holdings Limited (統稱「賣方」)與立訊精密有限公司(「立訊精密」)訂立買賣協議，據此，賣方同意出售，而立訊精密同意購買合共1,380,000,000股股份，相當於當時本公司全部已發行股本約74.67%，代價總額為1,104,000,000港元(相當於每股銷售股份0.80港元)(「買賣協議」)。於買賣協議在二零二二年三月十六日交割後，立訊精密成為本公司控股股東及須根據公司收購及合併守則(「收購守則」)作出強制性無條件現金要約，以每股要約股份0.80港元收購全部已發行股份(不包括立訊精密已經擁有者或同意收購者)(「要約」)。根據收購守則規則13，立訊精密須向要約購股權持有人作出適用現金要約以註銷所有要約購股權。

DIRECTOR'S REPORT (CONT'D)

董事會報告 (續)

The Offer was closed on 19 April 2022. Having made all reasonable enquiries and to the best knowledge and belief of the Board, Luxshare Precision held 1,380,594,000 shares immediately after the close of Offer on 19 April 2022. Between the commencement of the offer period and immediately prior to the close of the Offer a total of 77,736,000 Offer Options at the exercise price of HK\$0.349 per Share and 20,176,000 Offer Options at the exercise price of HK\$0.320 per Share had been exercised resulting in an allotment and issue of a total of 97,912,000 Shares as at the close of the Option Offer, and none of the Offer Options granted under the 2018 Share Option Scheme have not been exercised or cancelled pursuant to the acceptance of the Option Offer and would automatically lapse on the date falling one month from the date on which the Offers become or are declared unconditional (i.e. Friday, 29 April 2022).

Details of the change of controlling shareholder of the Company and the Offer were set out in the joint announcements dated 11 February 2022, 4 March 2022, 16 March 2022, 29 March 2022, 19 April 2022 and the composite document dated 29 March 2022 jointly issued by the Company and Luxshare Precision.

RELATED PARTY TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 March 2023, six non-exempt continuing connected transactions have been entered and will continue to be carried out between the Company and Luxshare Precision Industry Co., Limited (立訊精密工業股份有限公司) ("Luxshare Precision Industry") and Luxshare Electronic Technology (Kunshan) Co., Ltd. (立訊電子科技(昆山)有限公司) ("Luxshare Electronic").

The Luxshare Precision Master Supply Agreement

On 19 July 2022, the Company entered into the Luxshare Precision Master Supply Agreement with Luxshare Precision Industry, pursuant to which the Group agreed to sell Cable Products in accordance with specifications as requested by the Luxshare Precision Industry and its subsidiaries but excluding the Group ("Luxshare Precision Group"). The Luxshare Precision Master Supply Agreement has a fixed term from 19 July 2022 to 31 March 2025 (both days inclusive). For details, please refer to the announcement dated 19 July 2022.

The Luxshare Precision Master Purchase Agreement

On 19 July 2022, the Company entered into the Luxshare Precision Master Purchase Agreement with Luxshare Precision Industry, pursuant to which the Group agreed to purchase Raw Materials from Luxshare Precision Group, which comprise Server Product Raw Materials and Cable Product Raw Materials. The Luxshare Precision Master Purchase Agreement has a fixed term from 19 July 2022 to 31 March 2025 (both days inclusive). For details, please refer to the announcement dated 19 July 2022 and 5 September 2022 and circular dated 16 August 2022.

On 30 September 2022, the Company entered into the Supplemental Agreement with Luxshare Precision Industry to revise the existing annual caps for Server Product Raw Materials under the Luxshare Precision Master Purchase Agreement. Other than the revision of the existing annual caps, all other terms of the original Luxshare Precision Master Purchase Agreement shall remain unchanged and in full force pursuant to the Supplemental Agreement. For details, please refer to the announcement dated 30 September 2022 and 14 November 2022 and circular dated 24 October 2022.

要約已於二零二二年四月十九日截止。據董事會經作出一切合理查詢後所深知及確信，立訊精密於緊隨二零二二年四月十九日要約截止後持有1,380,594,000股股份。於要約期開始至緊接要約截止前期間，合共77,736,000份要約購股權(行使價為每股股份0.349港元)及20,176,000份要約購股權(行使價為每股股份0.320港元)已獲行使，導致於購股權要約截止時配發及發行合共97,912,000股股份。概無根據二零一八年購股權計劃授出之要約購股權未獲行使或根據接納購股權要約而註銷並將於要約成為或宣佈為無條件日期起一個月後自動失效(即二零二二年四月二十九日(星期五))。

本公司控股股東變更及要約的詳情載於本公司與立訊精密聯合刊發日期為二零二二年二月十一日、二零二二年三月四日、二零二二年三月十六日、二零二二年三月二十九日及二零二二年四月十九日的聯合公告以及日期為二零二二年三月二十九日的綜合文件。

關聯方交易及持續關連交易

於截至二零二三年三月三十一日止年度，本公司與立訊精密工業股份有限公司(「立訊精密工業」)及立訊電子科技(昆山)有限公司(「立訊電子」)已訂立六項非豁免持續關連交易並將持續進行。

立訊精密總供應協議

於二零二二年七月十九日，本公司與立訊精密工業訂立立訊精密總供應協議，據此，本集團同意按照立訊精密工業及其附屬公司(惟不包括本集團)(「立訊集團」)要求的規格銷售電纜產品。立訊精密總供應協議訂有固定年期，自二零二二年七月十九日起至二零二五年三月三十一日止(包括首尾兩日)。詳情請參閱日期為二零二二年七月十九日之公告。

立訊精密總採購協議

於二零二二年七月十九日，本公司與立訊精密工業訂立立訊精密總採購協議，據此，本集團同意向立訊集團購買原材料，當中包括服務器產品原材料及電纜產品原材料。立訊精密總採購協議訂有固定年期，自二零二二年七月十九日起至二零二五年三月三十一日止(包括首尾兩日)。詳情請參閱日期為二零二二年七月十九日及二零二二年九月五日之公告以及日期為二零二二年八月十六日之通函。

於二零二二年九月三十日，本公司與立訊精密工業訂立補充協議，以修訂立訊精密總採購協議項下服務器產品原材料的現有年度上限。除修訂現有年度上限外，根據補充協議，原立訊精密總採購協議的所有其他條款將保持不變並具有十足效力。詳情請參閱日期為二零二二年九月三十日及二零二二年十一月十四日之公告以及日期為二零二二年十月二十四日之通函。

DIRECTOR'S REPORT (CONT'D)

董事會報告 (續)

The Master Lease Agreement

On 19 July 2022, Da Chuang Precision Smart Manufacturing (Kunshan) Co., Ltd. (達創精密製造(昆山)有限公司) ("Da Chuang"), an indirect wholly-owned subsidiary of the Company, as tenant entered into the Master Lease Agreement with Luxshare Electronic, an indirect wholly-owned subsidiary of Luxshare Precision Industry, as landlord, pursuant to which Luxshare Electronic agreed to lease the premises to Da Chuang. The Master Lease Agreement has a fixed term from 1 August 2022 to 31 March 2025 (both days inclusive). For details, please refer to the announcement dated 19 July 2022.

The Equipment Purchase Agreement

On 19 July 2022, the Company entered into the Equipment Purchase Agreement with Luxshare Precision Industry, pursuant to which the Group agreed to purchase and the Luxshare Precision Group agreed to sell the equipment out of the list of Equipment at a total consideration of not more than HK\$25,000,000. The Luxshare Precision Group shall arrange delivery of the specified equipment out of the list of Equipment upon purchase order placed by the Group from 19 July 2022 and before 31 March 2025. For details, please refer to the announcement dated 19 July 2022.

Luxshare Precision Master Subcontracting Agreement

On 15 August 2022, the Company entered into the Luxshare Precision Master Subcontracting Agreement with Luxshare Precision Industry, pursuant to which the Luxshare Precision Group agreed to provide subcontracting services to the Group in respect of the production of the Group's server products from time to time. The Luxshare Precision Master Subcontracting Agreement has a fixed term from 15 August 2022 to 31 March 2025 (both days inclusive). For details, please refer to the announcement dated 15 August 2022.

Second Equipment Purchase Agreement

On 31 August 2022, the Company entered into the Second Equipment Purchase Agreement with Luxshare Precision Industry, pursuant to which the Group agreed to purchase and the Luxshare Precision Group agreed to sell the equipment out of the list of Equipment II (as defined in the announcement dated 31 August 2022) at a total consideration of not more than HK\$50,000,000. The Luxshare Precision Group shall arrange delivery of the specified equipment out of the list of Equipment II upon purchase order by the Group for the period from 31 August 2022 and ending on 31 March 2025. For details, please refer to the announcement dated 31 August 2022.

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

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transactions disclosed by the Group in this annual report in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

Save disclosed above, details of all the fully exempted and non-exempted continuing connected transactions set out in Note 33 to the consolidated financial statements that falls under the definition of "connected transaction" or "continuing connected transaction" in Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

總租賃協議

於二零二二年七月十九日，本公司的間接全資附屬公司達創精密製造(昆山)有限公司(「達創」)(作為承租人)與立訊精密工業的間接全資附屬公司立訊電子(作為業主)訂立總租賃協議，據此，立訊電子同意將物業租賃予達創。總租賃協議訂有固定年期，自二零二二年八月一日起至二零二五年三月三十一日止(包括首尾兩日)。詳情請參閱日期為二零二二年七月十九日之公告。

設備採購協議

於二零二二年七月十九日，本公司與立訊精密工業訂立設備採購協議，據此，本集團同意購買及立訊集團同意銷售設備清單中的設備，總代價不超過25,000,000港元。立訊集團須自二零二二年七月十九日起並於二零二五年三月三十一日前待本集團下達採購訂單後安排交付設備清單中的指定設備。詳情請參閱日期為二零二二年七月十九日之公告。

立訊精密總分包協議

於二零二二年八月十五日，本公司與立訊精密工業訂立立訊精密總分包協議，據此，立訊集團同意就本集團服務器產品的生產不時向本集團提供分包服務。立訊精密總分包協議訂有固定年期，自二零二二年八月十五日起至二零二五年三月三十一日止(包括首尾兩日)。詳情請參閱日期為二零二二年八月十五日之公告。

第二份設備採購協議

於二零二二年八月三十一日，本公司與立訊精密工業訂立第二份設備採購協議，據此，本集團同意購買及立訊集團同意銷售設備II(定義見日期為二零二二年八月三十一日之公告)清單中的設備，總代價不超過50,000,000港元。立訊集團須於自二零二二年八月三十一日起至二零二五年三月三十一日止期間待本集團下達採購訂單後安排交付設備II清單中的指定設備。詳情請參閱日期為二零二二年八月三十一日之公告。

董事(包括獨立非執行董事)認為，上述所有持續關連交易及其各自的年度上限屬公平合理，且該等交易已由及將由本集團根據一般商業條款在一般及日常業務中訂立，屬公平合理並符合本集團及股東的整體利益。

本公司核數師獲委聘根據香港會計師公會頒佈的香港核證委聘準則第3000號(經修訂)「審核或審閱過往財務資料以外的核證委聘」並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就本集團的持續關連交易作出報告。核數師已根據上市規則第14A.56條發出載有其對本集團於本年報所披露持續關連交易的事實及結論的無保留意見函件。本公司已將核數師函件副本呈交聯交所。

除上文所披露者外，符合上市規則第14A章「關連交易」或「持續關連交易」定義的所有全面豁免及非豁免持續關連交易之詳情載於綜合財務報表附註33。本公司已根據上市規則第14A章遵守披露規定。

DIRECTOR'S REPORT (CONT'D)

董事會報告 (續)

Disclosure Requirements under Rule 13.21 of the Listing Rules

On 30 June 2020, the Company entered into a four years term loan facility agreement for an aggregate amount of HK\$630.0 million (the "Loan") with four leading banks in Hong Kong (the "Club Loan Lenders") for the exclusive purpose of acquisition of the networking cables business. Pursuant to the terms of the facility agreement, it shall be an event of default if (i) Mr. Lo Chung Wai Paul ceases to be the single largest beneficial shareholder of the Company or beneficially own more than 51% of the issued share capital of Linkz Industries; (ii) Mr. Lo Chung Wai Paul ceases to be the chairman of the board of Directors or have control over the management and business of the Group; or (iii) Linkz Industries ceases to beneficially own more than 50% of the issued share capital of the Company (the "Restriction"). Upon the occurrence of an event of default, the entire outstanding amount of the facility shall be prepaid together with accrued interest.

On 11 February 2022, Datatech Investment Inc. and Time Interconnect Holdings Limited (collectively, the "Sellers") and Luxshare Precision entered into the Sale and Purchase Agreement, pursuant to which the Sellers agreed to sell and Luxshare Precision agreed to purchase a total of 1,380,000,000 shares, representing approximately 74.67% of the entire issued share capital of the Company at that time, for a total consideration of HK\$1,104,000,000 (equivalent to HK\$0.80 per sale share). Immediately after the close of the Offer and taking into account the valid acceptances in respect of 594,000 offer shares, Luxshare Precision is interested in 1,380,594,000 shares, representing approximately 70.95% of the entire issued shares as at 19 April 2022.

The Company has obtained the consent from the Club Loan Lenders for the waiver on the Restriction. The Company fully repaid the Loan in December 2022.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 March 2023, the percentage of the Group's aggregate turnover attributable to the Group's largest customer was approximately HK\$1,220.5 million (21.2%), while the percentage of the Group's total turnover attributable to the five largest customers in aggregate was approximately HK\$3,955.6 million (68.6%).

During the year ended 31 March 2023, the percentage of the Group's purchase amount attributable to the Group's largest supplier was approximately HK\$1,718.9 million (33.4%) of the total direct costs for the period, while the percentage of the Group's total purchase amount attributable to the five largest suppliers in aggregate was approximately HK\$3,375.4 million (65.7%) of the total direct costs.

None of the Directors, or any of their close associates or Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) has any beneficial interest in the Group's five largest customers or suppliers.

DIRECTORS

The directors of the Company during the year and up to the date of this annual report were as follow:

Executive Directors

Mr. Cua Tin Yin Simon (Chief Executive Officer)
Mr. Wong Chi Kuen

Non-executive Director

Ms. Wang Laichun (Chairman)

Independent non-executive Directors

Mr. Ho Hin Shun
Mr. Luk Wai Shing
Mr. Chan Chung Shun Eric

上市規則第13.21條項下的披露規定

於二零二零年六月三十日，本公司與香港四間主要銀行（「聯合貸款的貸款人」）就以收購網絡電線業務事項為唯一目的訂立總額為630.0百萬港元（「貸款」）的四年定期貸款協議。根據貸款協議的條款，倘出現以下情況，則構成違約事件：(i)羅仲煒先生不再為本公司的單一最大實益股東或實益擁有領先工業超過51%的已發行股本；(ii)羅仲煒先生不再為董事會主席或控制本集團的管理及業務；或(iii)領先工業不再實益擁有本公司超過50%的已發行股本（「限制」）。一旦發生違約事件，貸款的全部未償還金額連同應計利息須一併預付。

於二零二二年二月十一日，Datatech Investment Inc. 及Time Interconnect Holdings Limited（統稱「賣方」）與立訊精密訂立買賣協議，據此，賣方同意出售，而立訊精密同意購買合共1,380,000,000股股份，相當於當時本公司全部已發行股本約74.67%，代價總額為1,104,000,000港元（相當於每股銷售股份0.80港元）。緊隨要約結束後並經計及有關594,000股要約股份的有效接納，立訊精密擁有1,380,594,000股股份權益，相當於二零二二年四月十九日全部已發行股份約70.95%。

本公司已就豁免遵守限制取得聯合貸款的貸款人同意。本公司已於二零二二年十二月悉數償還貸款。

主要客戶及供應商

於截至二零二三年三月三十一日止年度，本集團最大客戶應佔本集團總營業額的百分比約為1,220.5百萬港元（21.2%），而五大客戶總計應佔本集團總營業額約為3,955.6百萬港元（68.6%）。

於截至二零二三年三月三十一日止年度，本集團向本集團最大供應商的採購金額佔期內直接總成本約1,718.9百萬港元（33.4%），而本集團向五大供應商的採購總金額合共佔直接總成本約3,375.4百萬港元（65.7%）。

董事或彼等的任何緊密聯繫人或股東（據董事所深知擁有本公司5%以上的已發行股本）概無於本集團五大客戶或供應商中擁有任何實益權益。

董事

於年內及直至本年報日期，本公司董事如下：

執行董事

柯天然先生（行政總裁）
黃志權先生

非執行董事

王來春女士（主席）

獨立非執行董事

何顯信先生
陸偉成先生
陳忠信先生

DIRECTOR'S REPORT (CONT'D)

董事會報告 (續)

In accordance with the article 108 of the memorandum and articles of association of the Company, at each annual general meeting one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation that every Director shall be subject to retirement by rotation at least once every three years. Such retiring Directors may, being eligible, offer themselves for re-election at the annual general meeting. All Directors appointed by the Board to fill a causal vacancy shall hold office until the first general meeting of Shareholders after their appointment and be subject to re-election at such meeting and all Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting.

PERMITTED INDEMNITY PROVISION

Pursuant to the memorandum and articles of association of the Company, the applicable laws and regulations, every Director shall be indemnified and secured harmless out the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in the execution of their duties in their offices.

Such provision was in force during the year ended 31 March 2023 and remained force as of the date of this annual report. The Company has taken out and maintained Directors' and officers' liabilities insurance throughout the year, which provides appropriate cover for the Directors.

DIRECTORS' SERVICE CONTRACTS

None of the Directors has a service contract with the Company or any of its subsidiaries which is not terminable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTEREST IN SIGNIFICANT CONTRACTS

Save as disclosed in the section "Related Party Transaction and Continuing Connected Transactions" in the Director's Report, no Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party during the year ended 31 March 2023.

CONTROLLING SHAREHOLDERS' INTEREST IN CONTRACTS

Save as disclosed in the section "Director's Report – Related Party Transaction and Continuing Connected Transactions" above, neither the Company nor any of its subsidiaries had entered into any contract of significance with the Company's controlling shareholders or their subsidiaries, or any contract of significance for the provision of services to the Company or any of its subsidiaries by the Company's controlling shareholders or their subsidiaries, during the year.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the paragraph headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" below and the share option scheme disclosures in Note 29 to the consolidated financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such Company's holding company a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

根據本公司組織章程大綱及細則第108條的規定，於每屆股東週年大會上，當時在任的三分之一董事須輪席退任（或倘董事人數並非三或三的倍數，則為最接近但不少於三分之一的人數），而所有董事須最少每三年輪席退任一次。該等退任董事如符合資格，可於股東週年大會上膺選連任。所有由董事會委任以填補臨時空缺的董事，其任期僅至獲委任後首個股東大會為止，並可於該大會上膺選連任，而所有獲董事會委任作為現有董事會新增成員的董事，其任期僅至下屆股東週年大會舉行為止，並將符合資格膺選連任。

於股東週年大會前三年並無輪值退任的任何董事須於該股東週年大會上輪值退任。

獲准彌償條文

根據本公司組織章程大綱及細則、適用法律及法規，各董事獲准以本公司資產及溢利作為彌償保證，以確保其不會因彼等或彼等任何一位於執行彼等於有關職位的職責時可能招致或遭受的一切訴訟、成本、收費、損失、損害及開支而受損。

有關條文於截至二零二三年三月三十一日止年度有效，並於本年報日期維持有效。本公司已於全年投購及維持董事及高級職員責任保險，為董事提供合適保障。

董事服務合約

董事與本公司或其任何附屬公司概無訂立不作出賠償（法定賠償除外）則不能於一年內由本集團終止的服務合約。

董事於重大合約的權益

除董事會報告中「關聯方交易及持續關連交易」一節所披露者外，概無董事於本公司、其控股公司或其任何附屬公司於截至二零二三年三月三十一日止年度內訂立並對本集團業務而言屬重大的任何合約中直接或間接擁有重大權益。

控股股東於合約的權益

除上文「董事會報告 – 關聯方交易及持續關連交易」一節所披露者外，本公司或其任何附屬公司於年內概無與本公司控股股東或其附屬公司訂立任何重大合約或有關本公司控股股東或其附屬公司向本公司或其任何附屬公司提供服務之任何重大合約。

董事購買股份或債權證的權利

除下文「董事及最高行政人員於股份、相關股份及債權證的權益及淡倉」一段所披露者及綜合財務報表附註29所載的購股權計劃披露事項外，於年內任何時間，概無任何董事或彼等各自的配偶或未滿18歲的女兒獲授權可藉收購本公司股份而獲益、或行使任何該等權利，而本公司控股公司亦無作出任何安排致使董事可於任何其他法人團體獲取該等權利。

DIRECTOR'S REPORT (CONT'D)

董事會報告 (續)

COMPETITION AND CONFLICT OF INTERESTS

None of the Directors or the controlling shareholders (as defined in the Listing Rules) of the Company (the "Controlling Shareholders") or their respective close associates has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group or has or may have any other conflict of interests with the Group during the year ended 31 March 2023.

EMOLUMENTS OF DIRECTORS AND SENIOR MANAGEMENT AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and five individuals with highest emoluments are set out in Note 11 to the consolidated financial statements. The emolument of the number of the highest paid individuals who are not the Directors of the Company for the year ended 31 March 2023 are set out in Note 11(b) to the consolidated financial statements.

The emoluments of the senior management of the Group for the year ended 31 March 2023 falls within the following band:

Emolument Band	酬金範圍	Number of Senior Management 高級管理層人數
HK\$0 to HK\$1,000,000	0港元至1,000,000港元	10
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	3
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	2
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	2

EMOLUMENT POLICY

The Remuneration Committee is set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices.

The Remuneration Committee will meet at least once for each year to discuss remuneration related matters (including the remuneration of Directors and senior management) and review the remuneration policy of the Group. It has been decided that Remuneration Committee would determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management.

RETIREMENT BENEFITS PLANS

Details of the Group's retirement benefit plans are set out in Note 31 to the consolidated financial statements.

MANAGEMENT CONTRACTS

Save for service contracts, no other contracts concerning the management and/or administration of the whole or any substantial part of the business of the Company were entered into or subsisting during the year ended 31 March 2023.

競爭及利益衝突

於截至二零二三年三月三十一日止年度，董事或本公司控股股東(定義見上市規則)(「控股股東」)或彼等各自的緊密聯繫人概無從事與本集團業務直接或間接構成競爭或可能構成競爭的任何業務或與本集團產生或可能產生任何其他利益衝突。

董事及高級管理層及五名最高薪酬人士的酬金

有關董事及五名最高薪酬人士酬金的詳情載於綜合財務報表附註11。截至二零二三年三月三十一日止年度並非本公司董事的最高薪酬人士的酬金載於綜合財務報表附註11(b)。

本集團高級管理層於截至二零二三年三月三十一日止年度的酬金屬於以下範圍：

薪酬政策

薪酬委員會之成立目的為參考本集團經營業績、個人表現及可比市場慣例後，檢討有關本集團的薪酬政策以及制定董事及本集團高級管理層的薪酬架構。

薪酬委員會每年至少舉行一次會議，討論薪酬相關事宜(包括董事及高級管理層的薪酬)及檢討本集團的薪酬政策。薪酬委員會獲委任負責釐定個別執行董事及高級管理層的薪酬待遇。

退休福利計劃

本集團的退休福利計劃詳情載於綜合財務報表附註31。

管理合約

除服務合約外，於截至二零二三年三月三十一日止年度，概無訂立或存在其他有關本公司全體或任何主要部分業務的管理及/或行政合約。

DIRECTOR'S REPORT (CONT'D)

董事會報告 (續)

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2023, the interests or short positions of each of the Directors and the chief executive in the shares of the Company, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have taken under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein or which will be required pursuant to the Model Code for Securities Transactions by Directors of Listed companies (the "Model Code") set out in Appendix 10 of the Listing Rules, to be notified to the Company and the Stock Exchange are set out as follows:

Long Position in shares of the Company

Name of Director	Capacity/Nature	Number of shares held/interested 所持/擁有權益的股份數目	Approximate percentage of interest 概約權益百分比
董事姓名	身份/性質		
Mr. Cua Tin Yin Simon 柯天然先生	Beneficial Owner 實益擁有人	10,488,000	0.54%
Mr. Wong Chi Kuen 黃志權先生	Beneficial Owner 實益擁有人	7,528,000	0.39%
Ms. Wang Laichun (Note) 王來春女士(附註)	Interest of controlled corporation 受控法團權益	1,380,594,000	70.95%
Mr. Ho Hin Shun 何顯信先生	Beneficial Owner 實益擁有人	1,000,000	0.05%
Mr. Luk Wai Shing 陸偉成先生	Beneficial Owner 實益擁有人	1,824,000	0.09%

Note:

Ms. Wang Laichun holds 50% of issued share capital of Luxshare Limited. Luxshare Limited holds 38.35% of the issued share capital of Luxshare Precision Industry, and Luxshare Precision is wholly-owned by Luxshare Precision Industry. Therefore, Ms. Wang Laichun is deemed, or taken to be, interested in all the shares held by Luxshare Precision for the purpose of the SFO. Ms. Wang Laichun is the sole director of Luxshare Precision and the chairperson and general manager of Luxshare Precision Industry.

Save as disclosed above, as at 31 March 2023, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

於二零二三年三月三十一日，董事及本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例該等條文彼等被當作或被視為擁有的權益及淡倉)，或須根據證券及期貨條例第352條登記於該條所述登記冊內的權益或淡倉，或根據上市規則附錄十所載上市公司的董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益或淡倉如下：

於本公司股份的好倉

Name of Director	Capacity/Nature	Number of shares held/interested 所持/擁有權益的股份數目	Approximate percentage of interest 概約權益百分比
董事姓名	身份/性質		
Mr. Cua Tin Yin Simon 柯天然先生	Beneficial Owner 實益擁有人	10,488,000	0.54%
Mr. Wong Chi Kuen 黃志權先生	Beneficial Owner 實益擁有人	7,528,000	0.39%
Ms. Wang Laichun (Note) 王來春女士(附註)	Interest of controlled corporation 受控法團權益	1,380,594,000	70.95%
Mr. Ho Hin Shun 何顯信先生	Beneficial Owner 實益擁有人	1,000,000	0.05%
Mr. Luk Wai Shing 陸偉成先生	Beneficial Owner 實益擁有人	1,824,000	0.09%

附註：

王來春女士持有立訊有限公司50%已發行股本。立訊有限公司持有立訊精密工業38.35%已發行股本，而立訊精密由立訊精密工業全資擁有。因此，根據證券及期貨條例，王來春女士被視為或當作於立訊精密持有的所有股份中擁有權益。王來春女士為立訊精密的唯一董事以及立訊精密工業的主席兼總經理。

除上文所披露者外，於二零二三年三月三十一日，概無董事及本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的任何權益或淡倉(包括根據證券及期貨條例該等條文彼等被當作或被視為擁有的權益或淡倉)，或已登記於本公司根據證券及期貨條例第352條須存置的登記冊的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

DIRECTOR'S REPORT (CONT'D)

董事會報告 (續)

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2023, the following persons/entities (other than the Directors and chief executives of the Company) had or were deemed to have an interest or a short position in the Shares or the underlying Shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under Section 336 of the SFO, or who were directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group:

Long positions in the shares

Name	Capacity/Nature	Number of shares held/interested	Approximate percentage of interest
名稱	身份/性質	所持/擁有權益的股份數目	概約權益百分比
Luxshare Precision 立訊精密	Beneficial Owner 實益擁有人	1,380,594,000	70.95%
Luxshare Precision Industry (Note 1) 立訊精密工業(附註1)	Interest of controlled corporation 受控法團權益	1,380,594,000	70.95%
Luxshare Limited (Note 2) 立訊有限公司(附註2)	Interest of controlled corporation 受控法團權益	1,380,594,000	70.95%
Mr. Wang Laisheng (Note 3) 王來勝先生(附註3)	Interest of controlled corporation 受控法團權益	1,380,594,000	70.95%

Notes:

- 1) Luxshare Precision, a limited liability company incorporated in Hong Kong which is wholly-owned by Luxshare Precision Industry. Therefore, Luxshare Precision Industry is deemed, or taken to be, interested in all the shares held by Luxshare Precision for the purpose of the SFO.
- 2) Luxshare Limited holds 38.35% of the issued ordinary share capital of Luxshare Precision Industry, and Luxshare Precision is wholly-owned by Luxshare Precision Industry. Therefore, Luxshare Limited is deemed to, or taken to be, interested in all the shares held by Luxshare Precision Industry for the purpose of the SFO.
- 3) Mr. Wang Laisheng holds 50% of issued share capital of Luxshare Limited. Luxshare Limited holds 38.35% of the issued share capital of Luxshare Precision Industry, and Luxshare Precision is wholly-owned by Luxshare Precision Industry. Therefore, Mr. Wang Laisheng is deemed, or taken to be, interested in all the shares held by Luxshare Precision for the purpose of the SFO. Mr. Wang Laisheng is the vice chairman of Luxshare Precision Industry.

Save as disclosed above, as at 31 March 2023, none of the substantial or significant shareholders or other persons, other than the Directors and chief executives of the Company whose interests are set out in the section "Directors' Report – Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, had or were deemed to have an interest or a short position in the shares or the underlying shares of the Company which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company remained to be kept under Section 366 of the SFO, or who were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group.

主要股東及其他人士於股份、相關股份及債權證的權益及淡倉

於二零二三年三月三十一日，以下人士／實體(董事及本公司最高行政人員除外)於本公司的股份或相關股份中擁有或被視為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，或已登記於本公司根據證券及期貨條例第336條須備存的登記冊內的權益或淡倉，或直接或間接持有附有權利可於任何情況下在本公司或本集團任何其他成員公司股東大會上投票的任何類別股本面值10%或以上的權益：

於股份的好倉

Name	Capacity/Nature	Number of shares held/interested	Approximate percentage of interest
名稱	身份/性質	所持/擁有權益的股份數目	概約權益百分比
Luxshare Precision 立訊精密	Beneficial Owner 實益擁有人	1,380,594,000	70.95%
Luxshare Precision Industry (Note 1) 立訊精密工業(附註1)	Interest of controlled corporation 受控法團權益	1,380,594,000	70.95%
Luxshare Limited (Note 2) 立訊有限公司(附註2)	Interest of controlled corporation 受控法團權益	1,380,594,000	70.95%
Mr. Wang Laisheng (Note 3) 王來勝先生(附註3)	Interest of controlled corporation 受控法團權益	1,380,594,000	70.95%

附註：

- 1) 立訊精密，一間於香港註冊成立的有限公司，由立訊精密工業全資擁有。因此，根據證券及期貨條例，立訊精密工業被視為或當作於立訊精密持有的所有股份中擁有權益。
- 2) 立訊有限公司持有立訊精密工業38.35%已發行普通股股本，而立訊精密由立訊精密工業全資擁有。因此，根據證券及期貨條例，立訊有限公司被視為或當作於立訊精密工業持有的所有股份中擁有權益。
- 3) 王來勝先生持有立訊有限公司50%已發行股本。立訊有限公司持有立訊精密工業38.35%已發行股本，而立訊精密由立訊精密工業全資擁有。因此，根據證券及期貨條例，王來勝先生被視為或當作於立訊精密持有的所有股份中擁有權益。王來勝先生為立訊精密工業的副主席。

除上文所披露者外，於二零二三年三月三十一日，概無主要股東或高持股量股東或其他人士(於上文「董事會報告 – 董事及最高行政人員於股份、相關股份及債權證的權益及淡倉」一節所載擁有權益的董事及本公司最高行政人員除外)於本公司的股份或相關股份中，擁有或被視為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及聯交所披露的權益或淡倉，或已登記於本公司根據證券及期貨條例第366條須備存的登記冊內的權益或淡倉，或直接或間接持有附有權利可於任何情況下在本公司或本集團任何其他成員公司股東大會上投票的任何類別股本面值10%或以上的權益。

DIRECTOR'S REPORT (CONT'D)

董事會報告 (續)

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2023.

CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 43 to 58 of this annual report.

EQUITY-LINKED AGREEMENTS

Save as disclosed in this annual report, there was no equity-linked agreement entered into by the Company during the year ended 31 March 2023.

SUFFICIENCY OF PUBLIC FLOAT

To the best knowledge of the Directors and based on information available in the public domain concerning the Company, at least 25% of the Company's issued share capital were held by the public as at the date of this annual report.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors annual written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all the independent non-executive Directors to be independent.

INDEPENDENT AUDITOR

The consolidated financial statements of the Group for the year ended 31 March 2023 were audited by Deloitte Touche Tohmatsu ("Deloitte"). Deloitte will retire as the auditor of the Company upon expiration of its current term of office at the conclusion of the forthcoming AGM to be held on 28 August 2023.

MATERIAL EVENT SINCE THE END OF THE FINANCIAL PERIOD

Save as disclosed in this annual report, there has been no other important event affecting the Group since 31 March 2023 and up to the date of this annual report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Company upholds high standards and meets relevant requirements under applicable laws or ordinances when conducting its business. The Company did not identify non-compliance or breach of relevant standards, rules and regulations during the year.

購買、出售或贖回本公司上市證券

於截至二零二三年三月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

企業管治

有關本公司企業管治常規的詳情載於本年報第43至58頁的企業管治報告。

股票掛鈎協議

除本年報所披露者外，於截至二零二三年三月三十一日止年度，本公司並無訂立股票掛鈎協議。

足夠公眾持股量

據董事所知及依照於公眾領域可得有關本公司的資料，於本年報日期，本公司已發行股本中最少25%由公眾人士持有。

獨立非執行董事的獨立性

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立性所發出的年度確認書。本公司認為所有獨立非執行董事均為獨立人士。

獨立核數師

本集團截至二零二三年三月三十一日止年度的綜合財務報表已經由德勤•關黃陳方會計師行(「德勤」)審核。德勤將於二零二三年八月二十八日舉行的應屆股東週年大會結束時於其現時任期屆滿後退任本公司核數師。

財政期末以來的重大事件

除本年度報告所披露者外，自二零二三年三月三十一日起直至本年度報告日期並無其他影響本集團的重要事件。

遵守相關法律及法規

本公司恪守於營運業務過程中維持高水平標準並符合適用法律或條例之相關規定。本公司於年內並無發現偏離或違反相關標準、規則及法規之情況。

DIRECTOR'S REPORT (CONT'D)

董事會報告 (續)

RELATIONSHIP WITH SUPPLIERS, CUSTOMERS AND OTHER STAKEHOLDERS

The Group has a strong, long-established relationship with its key customers, which include leading telecommunication equipment and network solutions provider in the PRC, global internet-related service provider and multinational medical equipment manufacturer that have extensive international coverage. The Group has developed multi-products strategy and also strengthened its scope of services to its global customers. The Group will continue to diversify its customer base and the Directors believe that the extent of customer concentration is likely to decrease in the future.

The Group maintains long-term relationships with suppliers and subcontractors. The Group has no concentration or a high level of dependency on a small group of suppliers. The Group carefully selects its suppliers based on certain assessment criteria, such as overall track record, scale and expertise, cost, product quality and quality control effectiveness, reliability, price, delivery punctuality, historical relationship with the Group, financial condition, reputation and aftersales services. During the selection process, the Group generally carries regular on-site examination of its potential suppliers to ensure that they meet its selection criteria. The Group carries out evaluation of the performance of its existing suppliers and identifies better third-party suppliers from time to time to replace the suppliers who fail to perform to its satisfaction.

The Group recognises and supports the culture of attracting, motivating and retaining talents. The Group provides competitive compensation and benefits for its employees. Remuneration packages are generally structured by reference to market and individual merits. Salaries are normally reviewed on an annual basis based on individual performance and financial performance of the Group. Those employees with outstanding performance are also awarded discretionary bonuses. The Group promotes open communications, encourages continuous learning and supports different kinds of training on leadership development programme.

ENVIRONMENTAL AND SOCIAL POLICIES

The Group is committed to creating a sustainable and greener environment and continues to explore ways to reduce carbon emissions, conserve energy and reduce wastage. The Group has implemented various environmental and sustainability initiatives in its factories and offices, such as using LED lighting in the Huizhou factory; adopting heat recovery system to recover the residual heat from the air compressor to heat up water supply in dormitory; encouraging video and phone conference to minimise carbon footprint created by business-related travel. Being a responsible global corporate citizen, the Group fully understand the positive impact of United Nations Sustainable Development Goals (SDG). The Group identified 6 key SDGs that are highly relevant to its business operations and put substantial efforts to resolve the related issues with non-profit organisation partners. The Group has been actively involved in non-profit community development programmes in the cities where its headquarters and factories are operating, and encourages the employees to participate in in-house and external community activities. During FY2023, the Group has received various recognitions, such as 15 Years+ Caring Company logo; Good MPF Employer 5 Years+; Happy Company; and Industry Cares Award. The Company's Environmental, Social and Governance Report (collectively the "ESG Report"), which discusses in detail its initiatives on environmental and social aspects and their performance, is set out in the ESG section of this annual report.

ON BEHALF OF THE BOARD

Time Interconnect Technology Limited
Cua Tin Yin Simon

Executive Director and Chief Executive Officer

Hong Kong, 28 June 2023

與供應商、客戶及其他持份者的關係

本集團與其主要客戶建立了穩健且長期的關係，客戶包括於中國領先的電訊設備及網絡解決方案供應商、全球互聯網相關服務供應商及擁有廣泛國際網絡的跨國醫療設備生產商。本集團已制定產品多元化策略，同時加強對其全球客戶的服務範疇。本集團將繼續擴大其客戶群，且董事認為，客戶集中程度於未來可能下降。

本集團與供應商及分包商維持長遠關係。本集團並無集中或高度依賴少數供應商。本集團根據整體往績記錄、規模及專業知識、成本、產品質量及質量控制成效、可靠性、價格、交貨準時程度、與本集團的過往關係、財務狀況、聲譽及售後服務等若干評估標準，小心選擇供應商。在選擇過程中，本集團一般定期對其潛在供應商進行現場考察，以確保彼等符合其選擇標準。本集團對其現有供應商的績效進行評估，並不時識別更好的第三方供應商，以取代並不符合要求的供應商。

本集團肯定並全力支持吸引、激勵並挽留人才之文化。本集團向其僱員提供具競爭力的薪酬待遇及福利。薪酬待遇一般參照市場及個人能力制定。薪金一般每年按照個人表現及本集團之財務表現而檢討。表現出色之僱員更會獲發酌情花紅。本集團促進開誠溝通，鼓勵持續學習，並支持各種領袖發展培訓課程。

環境及社會政策

本集團致力締造可持續發展及更綠化之環境，並不斷尋求方法以減少碳排放、節能及減廢。本集團已於其廠房及辦公室實施各類環保及可持續發展措施，如在惠州廠房使用LED燈具照明；以熱回收系統回收空氣壓縮機的剩餘熱力，為宿舍供水加熱；鼓勵使用視像及電話會議，以盡量降低業務相關差旅產生的碳足跡。身為負責任之世界企業公民，本集團深明聯合國可持續發展目標之積極影響，並辨識當中與其業務營運最為適切的6個目標範疇，與非牟利機構協力解決相關議題。本集團一直積極參與其總部及廠房營運所在城市的非牟利社會發展項目，並鼓勵僱員參加內部及外界社區活動。於二零二三財政年度，本集團獲授多項嘉許，如15年+商界關懷標誌；積金好僱主5年+；開心企業；及工業獻愛心獎。本公司的環境、社會及管治報告(統稱「環境、社會及管治報告」)載於本年報環境、社會及管治一節，當中詳細論述有關環境及社會方面的措施及其表現。

代表董事會

匯聚科技有限公司

柯天然

執行董事兼行政總裁

香港，二零二三年六月二十八日

CORPORATE GOVERNANCE REPORT

企業管治報告

INTRODUCTION

The Board and the management of the Company are committed to the maintenance of good corporate governance practices and procedures. The Company believes that good corporate governance provides a framework that is essential for effective management, a healthy corporate culture, successful business growth and enhancing shareholders' value. The corporate governance principles of the Company emphasise a quality Board, sound internal controls, transparency and accountability to all shareholders.

CORPORATE GOVERNANCE PRACTICE

The Company acknowledges the need and importance of corporate governance as one of the key elements in creating Shareholders' value. The Company is also committed to achieving high standard of corporate governance that can protect and promote the interests of all Shareholders and to enhance corporate value and accountability of the Company. For corporate governance purpose, the Company has adopted the Corporate Governance Code (the "CG Code") set out in Appendix 14 to the Listing Rules. During the year ended 31 March 2023, to the best knowledge of the Board, the Company had complied with all the applicable code provisions set out in the CG Code.

In December 2021, the Stock Exchange published the conclusions to its consultation on Review of Corporate Governance Code, Appendix 14 to the Listing Rules and the associated Listing Rules. Most of the amendments are applicable for financial year commencing on or after 1 January 2022. A good part of the new requirements under the amended Corporate Governance Code have long been adopted by the Group as our corporate governance practices over the years. These are highlighted in the following table:

New Requirements 新規定

Align the company's culture with its purpose, values and strategy (Code Provision A.1.1)
公司的文化與其宗旨、價值觀及策略保持一致(守則條文第A.1.1條)

Establish policy(ies) and system(s) that promote and support anti-corruption laws and regulations (Code Provision D.2.7)
制定促進及支持反貪污法律及法規的政策及制度(守則條文第D.2.7條)

Group's practices 本集團常規

A healthy corporate culture across the Group is vital for the Group to achieve its vision and mission towards sustainable growth. It is the Board's role to foster a corporate culture with two core principles to guide the behaviours of its employees, and ensure that the Company's vision, values and business strategies are aligned to it.
於本集團內營造健康的企業文化對本集團實現其可持續增長的願景及使命至關重要。董事會的責任營造揉合兩項核心原則的企業文化，從而為其僱員的行為提供指引，並確保本公司的願景、價值觀及業務策略與企業文化保持一致。

For details, please refer to "Culture and Values" section of this Corporate Governance Report.
詳情請參閱本企業管治報告中「文化及價值觀」一節。

The Group's corruption prevention policy has been introduced since the listing of the Company's shares on the Stock Exchange in 2018. The policy is included in the Group's staff handbook and covers activities such as anti-corruption, code of conduct, guidance on gifts, entertainment and gratuities, the Group's expectations and requirements of business ethics, as well as investigation and reporting mechanism of suspected corruption practices. Any convicted cases will be reported to the Board and the Audit Committee.
本集團的防範貪污政策自本公司股份於二零一八年在聯交所上市起推出。該政策載於本集團的員工手冊，並涵蓋反貪污、行為守則、餽贈、招待及酬金指引、本集團對商業道德的期望及要求，以及對涉嫌貪污行為的調查及匯報機制等活動。任何已定罪案件將向董事會及審核委員會匯報。

For details, please refer to "Risk Management and Internal Control – Anti-corruption Policy" section of this Corporate Governance Report.
詳情請參閱本企業管治報告中「風險管理及內部監控 – 反貪污政策」一節。

緒言

董事會及本公司管理層致力於維持良好的企業管治常規及程序。本公司相信，良好的企業管治為有效管理、健康的企業文化、成功的業務增長及提升股東價值提供必要的框架。本公司企業管治原則強調優質的董事會、完善的內部控制、具透明度及對全體股東負責。

企業管治常規

本公司確信企業管治是為股東創造價值之必要及重要元素之一，本公司亦致力於達致高水平的企業管治，以保障及提升全體股東的利益，提高本公司之企業價值與問責性。就企業管治目的而言，本公司已採納上市規則附錄十四所載的企業管治守則（「**企管守則**」）。截至二零二三年三月三十一日止年度，就董事會所深知，本公司一直遵守企管守則所載的所有適用守則條文。

於二零二一年十二月，聯交所公佈其對檢討上市規則附錄14企業管治守則及相關上市規則的諮詢總結。大部分的修訂適用於二零二二年一月一日或之後開始的財政年度。本集團多年來一直採納經修訂的企業管治守則中的大部分新規定為其企業管治常規。重點載於下表：

CORPORATE GOVERNANCE REPORT (CONT'D)

企業管治報告 (續)

New Requirements 新規定

Establish whistleblowing policy and system (Code Provision D.2.6)
制定舉報政策及制度 (守則條文第D.2.6條)

Group's practices 本集團常規

The Group's whistleblowing policy was introduced in May 2018.
本集團的舉報政策於二零一八年五月推出。

Any convicted cases will be reported to the chairman of the Audit Committee.
任何已定罪的案件將向審核委員會主席匯報。

For details, please refer to "Risk Management and Internal Control – Whistleblowing Policy" section of this Corporate Governance Report.
詳情請參閱本企業管治報告中「風險管理及內部監控 – 舉報政策」一節。

Communications with shareholders and annual review (Paragraph L of the Mandatory Disclosure Requirement)
與股東的溝通及年度檢討 (強制披露規定L段)

The Group's shareholders' communication policy (the "**Shareholders' Communication Policy**") sets out the Group's commitment of maintaining an effective ongoing dialogue with shareholders. The Shareholders' Communication Policy is reviewed by the Audit Committee on a regular basis.
本集團的股東溝通政策 (「**股東溝通政策**」) 載列本集團與股東保持有效持續對話的承諾。股東溝通政策由審核委員會定期檢討。

For details, please refer to "Communication with shareholders and investor relations" section of this Corporate Governance Report.
詳情請參閱本企業管治報告中「與股東的溝通及投資者關係」一節。

Equity-based remuneration (e.g. share options or grants) with performance related elements should not be granted to independent non-executive directors (Recommended Best Practice E.1.9)
不應給予獨立非執行董事包含績效相關元素的以股權為基礎的酬金 (如購股權或贈授股份) (建議最佳常規第E.1.9條)

We have a benchmarked approach in determining our non-executive Directors' fees, which does not involve equity-based remuneration with performance-related elements.
我們採用基準法釐定非執行董事的袍金，當中不涉及包含績效相關元素的以股權為基礎的酬金。

The level of fees payable to non-executive Directors (including independent non-executive Directors) is also subject to shareholders' approval.
應付非執行董事 (包括獨立非執行董事) 的袍金水平亦須經股東批准。

Annually review the board diversity policy; and disclose the mechanism(s) to ensure independent views and input are available to the board, and annual review of the implementation and effectiveness of such mechanism(s) (Code Provisions B.1.3 and B.1.4)
每年檢討董事會多樣性政策；及披露確保向董事會提供獨立觀點及意見的機制，以及每年檢討該機制的實施及有效性 (守則條文第B.1.3條及B.1.4條)

The Group's Board diversity policy (the "**Board Diversity Policy**") was adopted by the Board in December 2018 and is subject to annual review by the Nomination Committee.
董事會於二零一八年十二月採納本集團的董事會多樣性政策 (「**董事會多樣性政策**」)，並需由提名委員會每年檢討。

The Board Diversity Policy formally recognises the practice of ensuring that independent views and input are made available to the Board; details of which are explained in the section "Independent non-executive Directors" in this Corporate Governance Report. The Board is committed to assessing the independence of the independent non-executive Directors annually and ensuring that independent views and input are made available to the Board.
董事會多樣性政策正式肯定確保向董事會提供獨立觀點及意見的做法；有關詳情於本企業管治報告「獨立非執行董事」一節闡釋。董事會致力每年評估獨立非執行董事之獨立性，並確保向董事會提供獨立觀點及意見。

CORPORATE GOVERNANCE REPORT (CONT'D)

企業管治報告 (續)

New Requirements 新規定	Group's practices 本集團常規
<p>Gender diversity targets at board level and across workforce 董事會層面以至全體員工達致性別多樣性目標</p>	
<ul style="list-style-type: none"> Board level – to set and disclose numerical targets and timelines for achieving gender diversity. 董事會層面 – 設定並披露達致性別多樣性的目標數字和時間表。 Workforce level – to disclose and explain the gender ratio (including senior management), any plans or measurable objectives the company has set for achieving gender diversity. (Paragraph J of the Mandatory Disclosure Requirement) 員工層面 – 披露及解釋性別比率 (包括高級管理層)、公司為達致性別多樣性而設定的任何計劃或可計量目標。(強制披露規定J段) 	<p>The Board currently has one female Director (i.e. Ms. Wang Laichun), in which case the Board considered gender diversity has been achieved. Gender diversity at Board level is disclosed in this annual report. 董事會目前有一名女性董事 (即王來春女士)，於此情況下，董事會認為已達致性別多樣性。本年報披露董事會層面的性別多樣性。</p> <p>Gender diversity at workforce level (including the senior management of the Group) is disclosed in this annual report. 本年報披露員工層面 (包括本集團的高級管理層) 的性別多樣性。</p> <p>For details, please refer to “Employment” section of 2023 ESG Report. 詳情請參閱二零二三年環境、社會及管治報告中「僱傭」一節。</p>
<p>Nomination Committee chaired by the chairman of the board or an independent non-executive director and comprising a majority of independent non-executive directors (Listing Rule 3.27A) 由董事會主席或獨立非執行董事擔任主席的提名委員會，成員須由獨立非執行董事佔大多數 (上市規則第3.27A條)</p>	<p>The Nomination Committee, which comprises a majority of independent non-executive Directors, has been chaired by an independent non-executive Director since the Listing. 提名委員會 (由獨立非執行董事佔大多數) 自上市起一直由獨立非執行董事擔任主席。</p> <p>For details, please refer to “Nomination Committee” section of this Corporate Governance Report. 詳情請參閱本企業管治報告中「提名委員會」一節。</p>
<p>Elaborate the linkage between corporate governance and ESG (Introductory paragraph in the Corporate Governance Code, Principle D.2, Code Provisions D.2.2 and D.2.3) 闡述企業管治與環境、社會及管治之間的聯繫 (企業管治守則中的簡介段落，原則D.2條，守則條文第D.2.2條及D.2.3條)</p>	<p>The linkage is shown in “ESG Governance” section of 2023 ESG Report. 二零二三年環境、社會及管治報告中「環境、社會及管治之監督」一節展示相關聯繫。</p>
<p>Publish ESG reports at the same time as publication of annual reports (Listing Rule 13.91(5)(d) and paragraph 4(2)(d) of the ESG Reporting Guide) 在發佈年報的同時發佈環境、社會及管治報告 (上市規則第13.91(5)(d)條及ESG報告指引第4(2)(d)段)</p>	<p>The ESG Report has been published at the same time as the annual report for each year since the Listing. 自上市以來，環境、社會及管治報告每年與年報同時發佈。</p>

CORPORATE GOVERNANCE REPORT (CONT'D)

企業管治報告 (續)

CULTURE AND VALUES

A healthy corporate culture across the Group is integral to attain its vision and strategy. It is the Board's role to foster a corporate culture with the following core principles and to ensure that the Company's vision, values and business strategies are aligned to it.

1. Integrity and code of conduct

The Group strives to maintain high standards of business ethics and corporate governance across all our activities and operations. The Directors, management and staff are all required to act lawfully, ethically and responsibly, and the required standards and norms are explicitly set out in the training materials for all new staff and embedded in various policies such as the Group's employee handbook (including therein the Group's code of conduct), the anti-corruption policy and the whistleblowing policy of the Group. Trainings are conducted from time to time to reinforce the required standards in respect of ethics and integrity.

2. Commitment

The Group believes that the culture of commitment to workforce development, workplace safety and health, diversity, and sustainability is one where people have a feeling of commitment and emotional engagement with the Group's mission. This sets the tone for a strong, productive workforce that attracts, develops, and retains the best talent and produces the highest quality work. Moreover, the Company's strategy in the business development and management are to achieve long-term, steady and sustainable growth, while having due considerations from environment, social and governance aspects.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as the code of conduct regarding securities transactions by directors. Having made specific enquiry, all Directors have fully complied with the required standards set out in the Model Code and there was no event of non-compliance during the year ended 31 March 2023.

DIRECTORS' RESPONSIBILITIES AND DELEGATION

The Board is responsible for leading and controlling the business operations of the Group. It formulates strategic directions, oversees the operations and monitors the financial performance of the Group. The management is delegated power and authority given by the Board for the day-to-day management and operations of the Group. The management is accountable to the Board for the Company's overall operation. Under the terms of reference, the duties of the Board (or a committee or committees performing this function) in respect of corporate governance are as follows:

- 1) To develop and review the Group's policies and practices on corporate governance of the Group and make recommendations to the Board;
- 2) To review and monitor the training and continuous professional development of the Directors and the senior management;
- 3) To review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
- 4) To develop, review and monitor the code of conduct applicable to the Directors and the employees of the Group; and
- 5) To review the Group's compliance with the CG Code as set out in Appendix 14 to the Listing Rules and disclosure in the corporate governance report of the Company.

文化及價值觀

於本集團內營造健康的企業文化對實現其願景及策略是不可或缺的。董事會的責任營造揉合以下核心原則的企業文化，以確保本公司的願景、價值觀及業務策略與企業文化保持一致。

1. 誠信及操守準則

本集團致力於在所有活動及營運中維持高水平的商業道德及企業管治。董事、管理層及員工均須以合法、符合道德及負責任的方式行事，而所要求的標準及規範已明確載列於所有新員工的培訓資料中，並包括各項政策，例如本集團的員工手冊(包括本集團的行為守則)、本集團的反貪污政策及舉報政策等。本公司不時進行培訓，以加強道德操守及誠信方面的規定標準。

2. 承擔

本集團相信，致力於員工發展、工作場所安全與健康、多樣性及可持續性的文化使人們產生一種承擔感及對本集團使命的情感投入。此為打造強大高效的員工隊伍奠定了基調，可吸引、培養並挽留最優秀的人才，交付最優質的工作。此外，本公司於業務發展及管理的策略是實現長遠、穩定及可持續的增長，同時從環境、社會及管治方面作出適當的考慮。

董事進行證券交易之標準守則

本公司已採納標準守則作為有關董事進行證券交易之操守準則。經作出具體查詢後，全體董事已於截至二零二三年三月三十一日止年度全面遵守標準守則所載所須標準且並無出現不合規事件。

董事職責及授權

董事會負責領導及控制本集團的業務經營。其制定策略方向、監督營運及監控本集團的財務表現。管理層獲董事會指派權力及授權進行本集團的日常管理及經營。管理層就本公司的整體營運對董事會負責。根據職權範圍，董事會(或履行此職能的委員會)須履行之企業管治職能如下：

- 1) 制定及檢討本集團之企業管治政策及常規，並向董事會提出建議；
- 2) 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- 3) 檢討及監察本集團在遵守法律及監管規定方面之政策及常規；
- 4) 制定、檢討及監察適用於董事及本集團僱員之操守準則；及
- 5) 檢討本集團遵守上市規則附錄十四所載企管守則之情況及在本公司企業管治報告內之披露。

CORPORATE GOVERNANCE REPORT (CONT'D)

企業管治報告 (續)

BOARD COMPOSITION

The Board currently comprises two executive Directors, one non-executive Director and three independent non-executive Directors and the Board is accountable to shareholders. The management and control of the business of the Company is vested in its Board. It is the duty of the Board to create value to the shareholders of the Company.

Executive Directors

Mr. Cua Tin Yin Simon
Mr. Wong Chi Kuen

Non-executive Director

Ms. Wang Laichun

Independent non-executive Directors

Mr. Ho Hin Shun
Mr. Luk Wai Shing
Mr. Chan Chung Shun Eric

Biographical details of the Directors are set out in "Biographical Details of the Directors and Senior Management" on pages 27 to 30 of this annual report.

The proportion of which is higher than what is required by Rule 3.10A, 3.10 (1) and (2) of the Listing Rules whereby independent non-executive Directors of a listed issuer represent at least one-third of the Board. The three independent non-executive Directors represent more than one-third of the Board and at least one of whom has appropriate professional qualifications, or accounting or related financial management expertise. With the various experience of both the executive Directors, the non-executive Director and the independent non-executive Directors and the nature of the Group's business, the Board considered that the Directors have a balance of skills and experience for the business of the Board.

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy (the "Board Diversity Policy") since 28 December 2018 which sets out the basis to achieve diversity on the Board. Details of the Board Diversity Policy is disclosed as below.

1. Purpose

The Board Diversity Policy aims to set out the approach to achieve diversity on the Board.

2. Vision

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.

3. Policy

When determining the composition of the Board, the Company will consider board diversity in terms of, among other things, gender, age, experience, cultural and educational background, expertise, skills and know-how. All Board appointments will be based on merits, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

4. Measurable Objectives

Selection of candidates for Board membership will be based on a range of diversity perspectives, including but not limited to gender, age, experience, cultural and educational background, expertise, skills and know-how.

5. Monitoring and Reporting

The nomination committee of the Company (the "Nomination Committee") will disclose the composition of the Board annually in the corporate governance report and monitor the implementation of the Board Diversity Policy.

董事會組成

董事會現時由兩名執行董事、一名非執行董事及三名獨立非執行董事組成，且董事會對股東負責。本公司業務之管理及控制歸屬於董事會。董事會的職責乃為本公司股東創造價值。

執行董事

柯天然先生
黃志權先生

非執行董事

王來春女士

獨立非執行董事

何顯信先生
陸偉成先生
陳忠信先生

董事之履歷詳情載於本年報第27至30頁之「董事及高級管理層履歷詳情」一節。

比例高於上市規則第3.10A、3.10(1)及(2)條所規定之上市發行人之獨立非執行董事須佔董事會至少三分之一成員人數。三名獨立非執行董事佔董事會多於三分之一成員人數，且當中至少有一名具有合適的專業資格，或會計或相關財務管理專長。鑑於執行董事、非執行董事及獨立非執行董事的各種經驗及本集團之業務性質，董事會認為董事具備平衡之技術與經驗，有助本集團業務。

董事會多樣性政策

董事會自二零一八年十二月二十八日起採納董事會多樣性政策(「董事會多樣性政策」)，當中載有達致董事會多樣性的基準。董事會多樣性政策詳情披露如下。

1. 目的

董事會多樣性政策旨在載列董事會成員為達致多樣性而採取的方針。

2. 願景

本公司明白並深信董事會多樣性對提升本公司的表現質素裨益良多。

3. 政策

本公司在設定董事會組成時會從多個方面考慮董事會的多樣性，其中包括性別、年齡、經驗、文化及教育背景、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會多樣性的裨益。

4. 可計量目標

甄選董事會人選將按一系列多樣化範疇為基準，包括但不限於性別、年齡、經驗、文化及教育背景、專業經驗、技能及知識。

5. 監察及匯報

本公司提名委員會(「提名委員會」)將每年在企業管治報告中披露董事會組成，並監察董事會多樣性政策的執行。

CORPORATE GOVERNANCE REPORT (CONT'D)

企業管治報告 (續)

6. Review of the Board Diversity Policy

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

7. Disclosure of the Board Diversity Policy

A summary of the Board Diversity Policy together with the measurable objectives set for implementing the Board Diversity Policy, and the progress made towards achieving those objectives will be disclosed in the annual corporate governance report.

NOMINATION POLICY

The Board has adopted a nomination policy (the “**Nomination Policy**”) since 28 December 2018 which sets out the approach to guide the Nomination Committee in relation to the selection, appointment and re-appointment of the Directors. Details of the Nomination Policy is disclosed as below.

1 PURPOSE

- 1.1 the Nomination Policy aims to set out the approach to guide the Nomination Committee in relation to the selection, appointment and re-appointment of the Directors.
- 1.2 the Nomination Policy aims to ensure that the Board has a balance of skills, experience, knowledge and diversity of perspectives appropriate to the requirements of the Company's business.

2 CRITERIA

The Nomination Committee will evaluate, select and recommend candidate(s) for directorships to the Board by giving due consideration to criteria including but not limited to (collectively, the “**Criteria**”):

- (a) diversity in aspects including but not limited to gender, age, experience, cultural and educational background, expertise, skills and know-how;
- (b) sufficient time to effectively carry out their duties; their services on other listed and non-listed companies should be limited to reasonable numbers;
- (c) qualifications, including accomplishment and experience in the relevant industries the Company's business is involved in;
- (d) independence;
- (e) reputation for integrity;
- (f) potential contributions that the individual(s) can bring to the Board; and
- (g) commitment to enhance and maximize shareholders' value.

6. 檢討董事會多樣性政策

提名委員會將在適當時候檢討董事會多樣性政策，以確保董事會多樣性政策行之有效。提名委員會將討論可能需要進行的任何修改，並將任何該等修改向董事會作出推薦建議，以供其考慮及批准。

7. 董事會多樣性政策的披露

董事會多樣性政策概要連同為執行董事會多樣性政策而制定的可計量目標及達致該等目標的進度將於每年的企業管治報告內披露。

提名政策

董事會自二零一八年十二月二十八日起採納提名政策(「**提名政策**」)，其中載列提名委員會甄選、委任及重新委任董事的指引方法。提名政策的詳情披露如下。

1 目的

- 1.1 提名政策旨在載列提名委員會甄選、委任及重新委任董事的指引方法。
- 1.2 提名政策旨在確保董事會具備適當的技能、經驗、知識及多樣性觀點以切合本公司業務的需求。

2 標準

提名委員會將適當考慮下列標準(統稱為「**標準**」)以評估、甄選及向董事會推薦候選人擔任董事，標準包括但不限於：

- (a) 包括性別、年齡、經驗、文化及教育背景、專長、技能及知識等方面的多樣性；
- (b) 有充足時間以有效履行其職責，彼等於其他上市及非上市公司的服務應限於合理數目內；
- (c) 資格，包括在本公司的業務所涉及的有關行業之中的成就及經驗；
- (d) 獨立性；
- (e) 誠信方面的聲譽；
- (f) 該(等)人士可以為董事會帶來的潛在貢獻；及
- (g) 對提高及使股東價值最大化的承諾。

CORPORATE GOVERNANCE REPORT (CONT'D)

企業管治報告 (續)

3 RE-ELECTION OF DIRECTOR AT GENERAL MEETING

3.1 The Nomination Committee will evaluate and recommend retiring Director(s) to the Board for re-appointment by giving due consideration to the Criteria including but not limited to:

- (a) the overall contribution and service to the Company of the retiring director including his attendance of Board meetings and, where applicable, general meetings, and the level of participation and performance on the Board; and
- (b) whether the retiring Director(s) continue(s) to satisfy the Criteria in section 2.

3.2 The Nomination Committee and/or the Board shall then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting.

4 NOMINATION PROCESS

The Nomination Committee will recommend to the Board for the appointment of a Director in accordance with the following procedures and process:

- (a) the Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- (b) the Nomination Committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from an independent agency firm and proposals from shareholders of the Company with due consideration given to the Criteria;
- (c) the Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third-party reference checks;
- (d) upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- (e) the Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment and the proposed remuneration package; and
- (f) the Board will have the final authority on determining the selection of nominees and all appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) to be filed with the Companies Registry of Hong Kong.

3 於股東大會上重選董事

3.1 提名委員會將會妥為考慮以下標準以評核及向董事會建議一名或多名退任的董事接受再度委任，標準包括但不限於：

- (a) 該退任董事對本公司的整體貢獻及服務，包括出席董事會會議及(如適用)股東大會，以及在董事會的參與程度及表現；及
- (b) 該(等)退任董事是否繼續符合第2節的標準。

3.2 提名委員會及／或董事會屆時應就於股東大會上建議重選董事向股東作出推薦意見。

4 提名流程

提名委員會將根據下列程序及流程就委任董事一事向董事會作出建議：

- (a) 提名委員會在妥為考慮董事會的現有成員組成及規模下，將擬備一份理想的技能、觀點及經驗清單，以便從一開始能夠專注於物色工作；
- (b) 在妥為考慮標準下，提名委員會在物色或甄選合適候選人時可向其認為合適的任何來源查詢，例如：由現任董事轉介、刊登廣告、由第三方代理人公司推薦以及由本公司的股東建議；
- (c) 提名委員會在評核候選人的適合程度時可採納其認為合適的任何流程，例如：面試、背景查核、簡介申述及對於第三方轉介作出查核；
- (d) 在考慮某名候選人是否適合擔任董事一職之後，提名委員會將舉行會議及／或以書面決議案的方式(如其認為合適)批准向董事會建議作出委任；
- (e) 提名委員會其後將就建議委任及建議薪酬待遇向董事會作出推薦建議；及
- (f) 董事會對甄選獲提名人士將有最終決定權，全部董事委任工作將通過向香港公司註冊處提交相關董事的出任董事職位同意書(或任何其他類似需要有關董事承認或接受出任董事職位的備案，視情況而定)確認。

CORPORATE GOVERNANCE REPORT (CONT'D)

企業管治報告 (續)

5 RESPONSIBILITY

The Board will be ultimately responsible for the selection, appointment and re-appointment of Directors.

6 MONITORING AND REPORTING

The Nomination Committee will assess and report annually, in the corporate governance report, on the composition of the Board, and launch a formal process to monitor the implementation of the Nomination Policy as appropriate.

7 REVIEW OF THE NOMINATION POLICY

The Nomination Committee will launch a formal process to review the Nomination Policy periodically to ensure that it is transparent and fair, remains relevant to the Company's needs and reflects the current regulatory requirements and good corporate governance practice. The Nomination Committee will discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

8 DISCLOSURE OF THE NOMINATION POLICY

8.1 A summary of the Nomination Policy including the nomination procedures and the process and Criteria adopted by the Nomination Committee to select and recommend candidates for directorship during the year will be disclosed in the annual corporate governance report.

8.2 In the circular to shareholders for proposing a candidate as an independent non-executive director, it should also set out:

- the process used for identifying the candidate and why the Board believes the candidate should be elected and the reason why it considers the candidate to be independent;
- if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, the reason the board believes the candidate would still be able to devote sufficient time to the Board;
- the perspectives, skills and experience that the candidate can bring to the Board; and
- how the candidate can contribute to the diversity of the Board.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors play a significant role in the Board as they bring an impartial view on the Company's strategies, performance and control, as well as ensure that the interests of all shareholders are taken into account. All independent non-executive Directors possess appropriate academic, professional qualifications or related financial management experience. None of the independent non-executive Directors held any other offices in the Company or any of its subsidiaries or is interested in any shares of the Company. The Company has received from each independent non-executive Director an annual confirmation of his independence, and the Company considers such Directors to be independent in accordance with the criteria set out in Rule 3.13 of the Listing Rules.

5 責任

董事會對於甄選、委任及重新委任董事一事負上最終責任。

6 監察及匯報

提名委員會將在企業管治報告內每年評核及匯報董事會的組成，並推行正式流程以適當地監察提名政策的落實情況。

7 檢討提名政策

提名委員會將推行正式流程以定期檢討提名政策，以確保提名政策透明公正，一直切合本公司的需要，並且反映現有監管規定及企業管治常規良好。提名委員會將討論可能需要進行的任何修改，並將任何該等修改向董事會作出推薦建議，以供其考慮及批准。

8 提名政策的披露

8.1 提名政策概要(包括提名程序及流程以及提名委員會年內就甄選及推薦候選人擔任董事一職而採納的標準)將於每年的企業管治報告內披露。

8.2 於就建議候選人擔任獨立非執行董事而致股東之通函內，亦應載列：

- 用於物色候選人的流程及董事會認為候選人應當獲選的原因以及認為候選人具備獨立性的原因；
- 倘建議獨立非執行董事人選將擔任七間(或以上)上市公司的董事職位，董事會認為候選人仍將能夠向董事會投入充足時間的原因；
- 候選人能向董事會帶來的觀點、技能及經驗；及
- 候選人如何能向董事會的多樣性作出貢獻。

獨立非執行董事

獨立非執行董事於董事會扮演重大角色，原因為彼等為本公司的策略、業績及監控問題提供公正意見，並顧及全體股東的利益。全體獨立非執行董事均具備合適學歷、專業資格或相關財務管理經驗。獨立非執行董事概無於本公司或其任何附屬公司擔任任何其他職位，亦無於本公司任何股份中擁有權益。本公司已接獲各獨立非執行董事之年度確認書，確認其獨立性，本公司根據上市規則第3.13條所載準則，認為該等董事均為獨立人士。

CORPORATE GOVERNANCE REPORT (CONT'D)

企業管治報告 (續)

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

- required character, integrity, expertise, experience and stability to fulfill their roles;
 - time commitment and attention to the Company's affairs;
 - firm commitment to their independent roles and to the Board;
 - declaration of conflict of interest in their roles as independent non-executive Directors;
 - no involvement in the daily management of the Company nor in any relationship or circumstances which would affect the exercise of their independent judgement; and
 - the Chairman meets with the independent non-executive Directors regularly without the presence of other Directors.
- 履行其職責所需的品格、誠信、專業知識、經驗及穩定性；
 - 對本公司事務投入的時間及精力；
 - 堅決履行其獨立性的職責和投入董事會工作；
 - 就擔任獨立非執行董事申報利益衝突事項；
 - 不參與本公司日常管理，亦不存在任何關係或情況會影響其作出獨立判斷；及
 - 主席定期在其他董事避席的情況下與獨立非執行董事會面。

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors and non-executive Directors has entered into a service contract with the Company for an initial term of three years which may be terminated in accordance with their respective terms and is subject to retirement by rotation and re-election in accordance with the memorandum and articles of association of the Company.

Pursuant to the letter of appointment between the Company and each of the independent non-executive Directors, the independent non-executive Directors have been appointed for an initial term of three years which may be terminated in accordance with their respective terms.

According to the Article 108 of the memorandum and articles of association of the Company, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation at every annual general meeting of the Company, provided that every Director shall retire from office by rotation and are subject to re-election at annual general meeting at least once every three years. Article 112 of the memorandum and articles of association of the Company provides that any Directors who are appointed to fill casual vacancies shall hold office only until the next following general meeting after their appointment, and are subject to re-election by shareholders of the Company.

Mr. Cua Tin Yin Simon and Mr. Luk Wai Shing will retire from office at the forthcoming annual general meeting of the Company to be held on 28 August 2023. Mr. Cua Tin Yin Simon and Mr. Luk Wai Shing, being eligible, will offer themselves for re-election.

At the forthcoming annual general meeting of the Company, separate ordinary resolutions will be put forward to the shareholders of the Company in relation to the proposed re-election of Mr. Cua Tin Yin Simon as an executive Director and Mr. Luk Wai Shing as an independent non-executive Director, respectively.

為確保獨立非執行董事向董事會提供獨立的觀點及意見，提名委員會及董事會承諾每年評估董事的獨立性，與獨立非執行董事有關的所有相關因素包括以下各項：

- 履行其職責所需的品格、誠信、專業知識、經驗及穩定性；
- 對本公司事務投入的時間及精力；
- 堅決履行其獨立性的職責和投入董事會工作；
- 就擔任獨立非執行董事申報利益衝突事項；
- 不參與本公司日常管理，亦不存在任何關係或情況會影響其作出獨立判斷；及
- 主席定期在其他董事避席的情況下與獨立非執行董事會面。

委任及重選董事

各執行董事及非執行董事已與本公司簽訂服務合約，初步為期三年，可按照彼等各自的條款予以終止，並須根據本公司的組織章程大綱及細則輪值退任並膺選連任。

根據本公司與各獨立非執行董事的委任函，獨立非執行董事已獲委任，初步任期為三年並可按照彼等各自的條款予以終止。

根據本公司的組織章程大綱及細則第108條，當時在任的三分之一董事須在本公司每屆股東週年大會上輪值退任（或倘董事人數並非三或三的倍數，則為最近但不少於三分之一的人數），惟每位董事須最少每三年一次在股東週年大會上輪值退任並膺選連任。本公司組織章程大綱及細則第112條規定，任何獲委任以填補臨時空缺的董事，任期僅至其獲委任後的下屆股東大會止，並須經本公司股東重選後方可連任。

柯天然先生及陸偉成先生將於本公司謹定於二零二三年八月二十八日舉行之應屆股東週年大會上退任。符合資格的柯天然先生及陸偉成先生將膺選連任。

於本公司應屆股東週年大會上，將分別向本公司股東提呈有關建議重選柯天然先生為執行董事及陸偉成先生為獨立非執行董事的獨立普通決議案。

CORPORATE GOVERNANCE REPORT (CONT'D)

企業管治報告 (續)

TERM OF OFFICE OF NON-EXECUTIVE DIRECTORS

The initial term of office of each of the non-executive Directors (including independent non-executive Directors) is three years, subject to re-election.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to the code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The role of chairman remains separate from that of the chief executive officer to enhance their respective independence, accountability and responsibility. Ms. Wang Laichun is the Chairman and Mr. Cua is the Chief Executive Officer.

DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

The Group acknowledges the importance of adequate and ample continuing professional development for the Directors for a sound and effective internal control system and corporate governance. In this regard, the Group has always encouraged the Directors to attend relevant training courses to receive the latest new and knowledge regarding corporate governance.

The Company updates Directors on the latest developments and changes to the Listing Rules and the applicable legal and regulatory requirements concerning good governance practices. Reading materials on regulatory updates were also provided to the Directors for updating their knowledge on the relevant issues. The Company will, if necessary, provide timely and regular trainings to the Directors to ensure that they keep abreast of the current requirements under the Listing rules. The Group has also adopted a policy to reimburse the Directors for any relevant training costs and expenses incurred concerning corporate governance and internal control.

BOARD COMMITTEES

The Board has established three Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference, which are posted on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.time-interconnect.com. All the Board committees responsibly report to the Board on their decisions or recommendations made.

The practices, procedures and arrangements in conducting meetings of Board committees follow in line with, so far as practicable, those of the Board meetings set out above.

All Board committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstance, at the Company's expense.

The Board is responsible for performing the corporate governance duties set out in the CG Code which included developing and reviewing the Company's policies and practices on corporate governance, training and continuous professional development of Directors, and reviewing the Company's compliance with the code provision in the CG Code and disclosures in this annual report.

非執行董事的任期

各非執行董事(包括獨立非執行董事)的初步任期為三年，須重選。

主席與行政總裁

根據企管守則的守則條文第C.2.1條，主席與行政總裁的角色應有所區分，及不應由同一人士兼任。

主席與行政總裁的角色維持分立，以分別提高各自的獨立性、問責性及責任。王來春女士擔任主席，而柯先生為行政總裁。

董事的培訓及專業發展

本集團認同董事獲得足夠及充份的持續專業發展，對健全而及有效的內部監控系統與企業管治的重要性。為此，本集團一直鼓勵董事出席相關培訓課程，以獲取有關企業管治的最新消息及知識。

本公司向董事更新涉及良好企業管治常規之上市規則最新發展及修訂以及適用之法律及監管規定。最新監管資料之閱讀材料亦會提供予董事，以更新彼等對相關事宜之知識。本公司將按需要為董事提供適時及定期之培訓，以確保彼等緊貼上市規則之現行規定。本集團亦已採納一項政策，以實報實銷方式，付還董事就參與任何有關企業管治及內部監控之培訓所產生之相關費用及開支。

董事委員會

董事會已成立三個董事委員會，分別為審核委員會、薪酬委員會及提名委員會，以監察本公司特定範疇的事務。所有董事委員會於成立當時均具有明確的書面職權範圍，該等範圍刊載於聯交所網站 www.hkexnews.hk 及本公司網站 www.time-interconnect.com。所有董事委員會盡責地向董事會匯報其所作出的決定或推薦意見。

在實際可行情況下，董事委員會舉行會議的常規、程序及安排均與上文所載董事會會議的常規、程序及安排一致。

所有董事委員會均獲提供充足資源以履行其職務，並可應合理要求於適當情況下徵詢獨立專業意見，費用由本公司支付。

董事會負責履行企管守則所載之企業管治職務，當中包括制定及檢討本公司之企業管治政策及常規、董事的培訓及持續專業發展，以及檢討本公司有否遵守企管守則的守則條文及本年報所作的披露。

CORPORATE GOVERNANCE REPORT (CONT'D)

企業管治報告 (續)

AUDIT COMMITTEE

The Audit Committee was established on 24 January 2018. The chairman of the Audit Committee is Mr. Chan Chung Shun Eric, the independent non-executive Director, and other members include Mr. Ho Hin Shun and Mr. Luk Wai Shing, the independent non-executive Directors. The written terms of reference of the Audit Committee are posted on the website of the Stock Exchange and on the Company's website.

The Company has complied with Rule 3.21 of the Listing Rules in that at least one of the members of the Audit Committee (which must comprise a minimum of three members and must be chaired by an independent non-executive Director) is an independent non-executive Director who possesses appropriate professional qualifications or accounting-related financial management expertise.

The primary duties of the Audit Committee are to review the financial information and oversee financial reporting system, risk management and internal control systems, relationship with external auditors and review the arrangements to enable employees of the Company can use in confidence, to raise, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

During the year, the Audit Committee held two meetings to review and comment on the Company's 2022 annual results and 2022/2023 interim results as well as the Company's internal control procedures and risk management system.

The Group's consolidated financial statements for the year ended 31 March 2023 have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the consolidated financial statements of the Group for the year ended 31 March 2023 comply with applicable accounting standards, Listing Rules and that adequate disclosures have been made.

REMUNERATION COMMITTEE

The Remuneration Committee was established on 24 January 2018. The chairman of the Remuneration Committee is Mr. Ho Hin Shun, the independent non-executive Director, and other members include Mr. Luk Wai Shing and Mr. Chan Chung Shun Eric, the independent non-executive Directors and Mr. Wong Chi Kuen, the executive Director. The written terms of reference of the Remuneration Committee are posted on the website of the Stock Exchange and the Company's website.

The Remuneration Committee has been charged with the responsibility of making recommendations to the Board on the appropriated policy and structures for all aspects of Directors' and senior management's remuneration. The Remuneration Committee considers factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration. The Remuneration Committee held three meetings to review the remuneration packages and emoluments of Directors and senior management and considered that they are fair and reasonable and discussion of bonus distribution and salaries adjustments during the year ended 31 March 2023. No Director or any of his associates is involved in deciding his own remuneration.

審核委員會

審核委員會於二零一八年一月二十四日成立。審核委員會主席為獨立非執行董事陳忠信先生，而其他成員包括獨立非執行董事何顯信先生及陸偉成先生。審核委員會的書面職權範圍刊載於聯交所網站及本公司網站。

本公司已遵守上市規則第3.21條，即審核委員會(須由最少三名成員組成，且主席須為獨立非執行董事)成員至少須有一名具備適當專業資格或會計相關財務管理專長的獨立非執行董事。

審核委員會的基本職務為審閱財務資料及監督財務報告制度、風險管理及內部監控程序、與外部核數師的關係，以及檢討相關安排，令本公司僱員可以保密形式提出本公司財務匯報、內部監控或其他方面可能發生之不正當行為。

於本年度內，審核委員會舉行兩次會議，就本公司二零二二年年度業績及二零二二年／二零二三年中期業績以及本公司之內部監控程序及風險管理系統進行審閱並反映意見。

本集團截至二零二三年三月三十一日止年度的綜合財務報表已經由審核委員會審閱。審核委員會認為，本集團截至二零二三年三月三十一日止年度的綜合財務報表符合適用會計準則及上市規則，並已作出充足的披露。

薪酬委員會

薪酬委員會於二零一八年一月二十四日成立。薪酬委員會主席為獨立非執行董事何顯信先生，而其他成員包括獨立非執行董事陸偉成先生及陳忠信先生及執行董事黃志權先生。薪酬委員會的書面職權範圍刊載於聯交所網站及本公司網站。

薪酬委員會的職責為就董事及高級管理層薪酬各個方面的適當政策及架構向董事會提出建議。薪酬委員會考慮的因素包括可資比較公司支付之薪金、董事的付出時間及職責、本集團內其他職位之僱用條件及按表現發放薪金的可取性。截至二零二三年三月三十一日止年度，薪酬委員會舉行了三次會議以審閱董事及高級管理層的薪酬待遇，認為其公平合理，並討論花紅分派及薪金調整。概無董事或其任何聯繫人參與釐訂其自身的薪酬。

CORPORATE GOVERNANCE REPORT (CONT'D)

企業管治報告 (續)

NOMINATION COMMITTEE

The Nomination Committee was established on 24 January 2018. The chairman of the Nomination Committee is Mr. Luk Wai Shing, the independent non-executive Director, and other members include Mr. Ho Hin Shun and Mr. Chan Chung Shun Eric, the independent non-executive Directors and Mr. Wong Chi Kuen, the executive Director. The written terms of reference of the Nomination Committee are posted on the website of the Stock Exchange and on the Company's website.

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board and assess independence of the independent non-executive Directors and makes recommendations to the Board on appointment of new Directors of the Company. In recommending candidates for appointment to the Board, the Nomination Committee considers candidates on merit against objective criteria and with due regards to the benefits of diversity on the Board.

In designing the Board's composition, Board diversity has been considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision is based on merit and contribution that the selected candidates will bring to the Board.

During the year ended 31 March 2023, the Nomination Committee held one meeting to review and recommend the re-election of Directors.

BOARD AND GENERAL MEETINGS

The Board meet regularly for considering, reviewing and/or approving matters relating to, among others, the financial and operating performance, as well as, the overall strategies and policies of the Company. Additional meetings are held when significant events or important issues are required to be discussed and resolved.

During the year, the Chairman held a meeting with the independent non-executive Directors without the other Director present.

Details of all Directors' attendance at the Board meeting and Board Committees' meeting held during the year ended 31 March 2023 are as follows:

		Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	Annual General Meeting 股東週年大會	Extraordinary General Meeting 股東特別大會
		Number of Meetings Attended/Held 出席/舉行大會的次數					
Executive Directors	執行董事						
Mr. Cua Tin Yin Simon	柯天然先生	18/20	-	-	-	1/1	3/3
Mr. Wong Chi Kuen	黃志權先生	20/20	-	3/3	1/1	1/1	3/3
Non-executive Directors	非執行董事						
Ms. Wang Laichun (appointed on 19 April 2022)	王來春女士 (於二零二二年 四月十九日獲委任)	2/20	-	-	-	1/1	3/3
Mr. Lo Chung Wai Paul (resigned on 19 April 2022)	羅仲煒先生 (於二零二二年 四月十九日辭任)	-	-	-	-	-	-
Independent non-executive Directors	獨立非執行董事						
Mr. Ho Hin Shun	何顯信先生	4/20	2/2	3/3	1/1	1/1	3/3
Mr. Luk Wai Shing	陸偉成先生	4/20	2/2	3/3	1/1	1/1	3/3
Mr. Chan Chung Shun Eric	陳忠信先生	4/20	2/2	3/3	1/1	1/1	3/3

提名委員會

提名委員會於二零一八年一月二十四日成立。提名委員會主席為獨立非執行董事陸偉成先生，其他成員包括獨立非執行董事何顯信先生及陳忠信先生以及執行董事黃志權先生。提名委員會的書面職權範圍刊載於聯交所網站及本公司網站。

提名委員會的主要職責為檢討董事會的架構、人數及組成以及評核獨立非執行董事的獨立性，並就有關本公司新董事的委任向董事會提供推薦建議。向董事會推薦委任候選人時，提名委員會根據客觀標準考慮候選人的長處，並顧及董事會多樣性的裨益。

董事會作出成員甄選時，已從多方面觀點考慮董事會的多樣性，包括但不限於性別、年齡、文化和教育背景、行業經驗、技術及專業技能及/或資格、知識、服務年資及作為董事之可服務時間。本公司亦會考慮有關自身業務模式及不時的特殊需求之因素。最終決定乃基於候選人將帶給董事會的裨益及貢獻。

截至二零二三年三月三十一日止年度，提名委員會舉行了一次會議審閱及推薦重選董事。

董事會會議及股東大會

董事會定期召開會議，以考慮、審閱及/或批准有關(其中包括)本公司財務及營運表現，以及整體策略及政策。當需要討論及解決重大事項或重要事件時，本公司將另行舉行會議。

於本年度，主席在其他董事避席的情況下與獨立非執行董事舉行一次會議。

截至二零二三年三月三十一日止年度，全體董事出席董事會會議及董事委員會會議的詳情如下：

CORPORATE GOVERNANCE REPORT (CONT'D)

企業管治報告 (續)

COMPANY SECRETARY

The company secretary of the Company (the “**Company Secretary**”) assists the Board by ensuring the Board policy and procedures are followed. The Company Secretary is also responsible for advising that Board on corporate governance matters.

The Company engages an external service provider, Ms. Ng Hoi Ying as its Company Secretary. Ms. Ng possesses the necessary qualification and experience, and is capable of performing the functions of the Company Secretary. Mr. Wong Chi Kuen, the executive Director, is the primary contact person who Ms. Ng contacts.

For the year ended 31 March 2023, Ms. Ng undertook no less than 15 hours of relevant professional training to update her skill and knowledge. The biographical details of Ms. Ng are set out in the section headed “Biographical Details of the Directors and Senior Management” of this annual report.

INDEPENDENT AUDITOR'S REMUNERATION

During the year, the remuneration paid or payable to the external auditor of the Company, Deloitte Touche Tohmatsu, in respect of the audit and non-audit services were as follows:

Services rendered	所提供的服務	Remuneration paid/payable 已付/應付酬金 HK\$'000 千港元
Audit services	審核服務	
– Statutory audit services	– 法定審核服務	2,500
Non-audit services	非審核服務	
– Review interim report	– 審閱中期報告	498
		<u>2,998</u>

SHAREHOLDERS' RIGHT

One of the measures to safeguard Shareholders' interest and rights is to propose separate resolutions at Shareholders' meetings on each substantial issue, including the election of individual directors, for Shareholders' consideration and voting. All resolutions put forward at Shareholders' meeting will be voted by poll pursuant to the Listing Rules and the poll voting results will be posted on the website of the Stock Exchange and the Company's website after the relevant Shareholders' meeting.

Extraordinary general meeting may be convened by the Board on requisition of Shareholders holding not less than one-tenth of the paid up capital of the Company or by such Shareholders who made the requisition (the “**Requisitionists**”) (as the case may be) pursuant to Article 64 of the memorandum and articles of association of the Company. The Requisitionists shall be able to add resolutions to the meeting agenda. Such requisition must state the object of business to be transacted at the meeting and must be signed by the Requisitionists and deposited at the registered office of the Company or the Company's principal place of business in Hong Kong. Shareholders should follow the requirements and procedures as set out in such article for convening an extraordinary general meeting. Shareholders may put forward proposals with general meeting of the Company by sending the same to the Company at the head office of the Company in Hong Kong.

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company's principal place of business in Hong Kong at Units 213-221, 2/F, Building 5E, 5 Science Park East Avenue, Hong Kong Science Park, Shatin, Hong Kong or by email at ir@brightcommns.com.

公司秘書

本公司之公司秘書(「**公司秘書**」)協助董事會確保董事會的政策及程序得到奉行。公司秘書亦負責向董事會提出有關企業管治事宜的建議。

本公司委聘一名外聘服務供應商吳愷盈女士出任其公司秘書。吳女士具備所需資格及經驗，有能力履行公司秘書的職能。執行董事黃志權先生為吳女士主要聯絡的人士。

截至二零二三年三月三十一日止年度，吳女士已進行不少於15小時的相關專業培訓以更新她的技能及知識。吳女士之履歷詳情載於本年報「董事及高級管理層履歷詳情」一節。

獨立核數師酬金

於本年度，就審核及非審核服務已付或應付予本公司外聘核數師德勤•關黃陳方會計師行之酬金如下：

股東權利

於股東大會上就各項重大議題(包括推選個別董事)提呈個別決議案以供股東考慮及表決，乃保障股東利益及權利的措施之一。根據上市規則，於股東大會上提呈的所有決議案將按投票方式表決，而投票表決結果將於相關股東大會結束後刊載於聯交所網站及本公司網站。

根據本公司組織章程大綱及細則第64條，股東特別大會可由董事會按持有不少於本公司繳足股本十分之一的股東所提出的呈請，或由提出呈請的股東(「**呈請人**」)(視情況而定)召開。呈請人將可於會議議程中添加決議案。有關呈請須列明大會上須予處理的事務及須由呈請人簽署，並交回本公司註冊辦事處或本公司於香港的主要營業地點。股東須遵守有關細則所載召開股東特別大會的規定及程序。股東可於本公司股東大會上提呈動議，有關動議須送交本公司之香港總辦事處。

就向董事會作出提問而言，股東可將書面查詢發送給本公司。股東可將有關彼等權利的查詢或要求發送給本公司於香港的主要營業地點(地址為香港沙田香港科學園科技大道東5號5E大樓2樓213-221室)或發送電郵至 ir@brightcommns.com。

CORPORATE GOVERNANCE REPORT (CONT'D) 企業管治報告 (續)

RISK MANAGEMENT AND INTERNAL CONTROL

The Directors acknowledge that they have overall responsibility for overseeing the Company's internal control, financial control and risk management system and shall monitor its effectiveness on an ongoing basis. A review of the effectiveness of the risk management and internal control systems has been conducted by the Board at least annually.

Aimed at providing reasonable assurance against material errors, losses or fraud, the Company has established a risk management procedures which comprised the following steps:

- Identify risks: Identify major and significant risks that could affect the achievement of goals of the Group;
- Risk assessment: Assess and evaluate the identified risk according to its likely impact and the likelihood of occurrence;
- Risk mitigation: Develop effective control activities to mitigate the risks.

Risk identification and assessment is performed or updated annually, and the results of risk assessment, evaluation and mitigation of each functions or operation are documented in the Risk Registry to communicate to the Board and Management for reviews.

The Group's risk management and internal control systems are, however, designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

A review on the internal control systems of the Company, including financial, operational and compliance controls and risk management functions has been carried out by an independent consultancy company with staff in possession of relevant expertise to conduct an independent review.

The Audit Committee reviewed the internal control review report issued by the independent consultancy company and the Company's risk management and internal control systems in respect of the year ended 31 March 2023 and considered that they are effective and adequate. The Board assessed the effectiveness of internal control systems by considering the internal control review report and reviews performed by the Audit Committee and concurred the same.

Under Code Provision D.2.5, the Group should have an internal audit function. The Company has no internal audit function because the Company has maintained an internal control system and its implementation has been considered effective by the Audit Committee and the Board. In addition, the Audit Committee has communicated with external auditors of the Company to understand if there is any material control deficiency. Nevertheless, the Company will review the need for one on an annual basis.

風險管理及內部監控

董事明白彼等有全盤責任監督本公司內部監控、財務監控及風險管理系統，並須持續監察其有效性。董事會至少每年對風險管理及內部監控系統的有效性進行審閱。

本公司著力提供合理保證，避免出現重大錯誤、損失或造假，為此已成立風險管理程序，包括以下步驟：

- 識別風險：識別可能影響達成本集團目標之主要及重大風險；
- 風險評估：根據已識別風險的預料影響及出現之可能性作出評估及評核；
- 紓緩風險：策劃有效的監管活動，務求紓緩風險。

每年進行或更新風險識別及評估，風險評估、評核的結果及各功能或營運之紓緩措施會詳細記錄在風險資料冊內，以供董事會及管理層審閱。

然而，本集團之風險管理及內部監控系統之設計旨在管理而非消除未能達成業務目標之風險，僅可就重大失實聲明或損失提供合理而非絕對保證。

獨立顧問公司內具有相關專業知識進行獨立審閱的員工，對本公司的內部監控系統（包括財務、營運及合規監控及風險管理職能）進行審閱。

審核委員會已審閱由獨立顧問公司發佈的內部監控審閱報告，以及本公司截至二零二三年三月三十一日止年度的風險管理和內部監控系統，並認為其屬有效及充份。董事會透過考慮內部監控審閱報告及審核委員會所進行的審閱（並同意有關審閱），評估內部監控系統的有效性。

根據企管守則條文D.2.5，本集團須設有內部審核職能。本公司並無內部審核職能，因為本公司設有內部監控系統，而其推行經審核委員會及董事會審閱後認為行之有效。此外，審核委員會已與本公司外部核數師溝通，以了解有否出現任何重大監控缺陷。儘管如此，本公司仍會每年檢討是否需要成立內部審核職能。

CORPORATE GOVERNANCE REPORT (CONT'D)

企業管治報告 (續)

WHISTLEBLOWING POLICY

The Board adopted a whistleblowing policy (the “**Whistleblowing Policy**”) in May 2018. The Company is committed to maintaining good corporate governance and high standards of accountability, transparency, fairness and ethics. It is the responsibility of the Company to ensure that any undue behavior that compromises the interest of the stakeholders and the general public does not occur. The Whistleblowing Policy and system are therefore established to provide adequate reporting channels and guidance for the employees and business partners to raise serious concerns in confidence about suspected fraudulent activities, misconduct, malpractice or irregularity in any matters related to the Company without fear of reprisals. In case employees or other stakeholders notice any misconduct, malpractice or irregularity (e.g. fraud, corruption or financial irregularity) in any matters related to the Company, a report can be made to the chairman of the Audit Committee. No incident of fraud or misconduct that have material effect on the Group’s financial statements or overall operations for the year ended 31 March 2023 has been discovered. The Whistleblowing Policy is reviewed annually by the Audit Committee to ensure its effectiveness.

ANTI-CORRUPTION POLICY

The Board has adopted a corruption prevention policy (the “**Anti-corruption Policy**”) since the listing of the Company’s shares on the Stock Exchange in 2018. The Company believes that honesty, integrity and fair play are its important assets in business. All employees must ensure that the Company’s reputation is not tarnished by dishonesty, disloyalty or corruption. The Anti-corruption Policy forms an integral part of the Group’s corporate governance framework. The Anti-corruption Policy prohibits employees to solicit any advantage from clients, suppliers or any person in connection with the Company’s business. It demonstrates the Group’s commitment to the practice of ethical business conduct and the compliance of the anti-corruption laws and regulations that apply to its local and foreign operations. In line with this commitment and to ensure transparency in the Group’s practices, the Anti-corruption Policy has been prepared as a guide to all Group employees. The Anti-corruption Policy is reviewed and updated periodically to align with the applicable laws and regulations as well as the industry best practice.

DISCLOSURE OF INSIDE INFORMATION

The Group has in place a policy on disclosure of inside information which sets out the procedures and internal controls for handling and dissemination of inside information.

The policy provides guidelines to the Directors, officers and all relevant employees of the Group to ensure proper safeguards exist to prevent the Company from breaching the statutory disclosure requirements. It also includes appropriate internal control and reporting systems to identify and assess potential inside information.

Key procedures in place include:

- define the requirements of periodic financial and operational reporting to the Board and Company Secretary to enable them to assess inside information and make timely disclosures, if necessary;
- controls the access to inside information by employees on a need-to-know basis, and safeguarding the confidentiality of the inside information before it is properly disclosed to public;
- procedures of communicating with the Group’s stakeholders, including shareholders, investors, analysts, etc. in ways which are in compliance with the Listing Rules.

The Group has also established and implemented procedures to handle enquiries from external parties related to the market rumours and other Group’s affairs.

To avoid uneven dissemination of inside information, the dissemination of inside information of the Company shall be conducted by publishing the relevant information on the Stock Exchange’s website and the Company’s website.

舉報政策

董事會於二零一八年五月採納舉報政策(「**舉報政策**」)。本公司致力於維持良好的企業管治及高標準的問責、透明度、公平及道德。本公司有責任確保不會發生任何損害持份者及公眾利益的不當行為。因此，我們制定舉報政策及制度以為僱員及業務夥伴提供充足的舉報渠道及指引，讓彼等在不用擔心遭到報復的情況下，密切關注任何與本公司涉嫌欺詐活動、不當行為、瀆職或違規行為有關的事項。倘僱員或其他持份者發現與本公司有關的任何事宜中存在任何不當行為、瀆職或違規(如欺詐、貪污或財務違規)，可向審核委員會主席報告。截至二零二三年三月三十一日止年度，並無發現對本集團財務報表或整體營運有重大影響的欺詐或不當行為。審核委員會每年檢討舉報政策，以確保其有效性。

反貪污政策

董事會自本公司股份於二零一八年在聯交所上市起採納防範貪污政策(「**反貪污政策**」)。本公司相信誠實、誠信及公平競爭是其重要的業務資產。所有僱員必須確保本公司的聲譽不因不誠實、不忠誠或貪污而受損。反貪污政策是本集團企業管治框架不可缺少的一部分。反貪污政策禁止僱員向客戶、供應商或任何與本公司業務有關的人士索取任何利益。由此可見本集團於商業道德行為實踐上的承諾，並遵守適用於其本地及海外業務的反貪污法律及法規。為貫徹此承諾及確保本集團實踐上的透明度，本集團已制定反貪污政策，作為本集團所有僱員的指引。反貪污政策定期檢討及更新，以符合適用法律及法規以及行業最佳慣例。

披露內幕消息

本集團備有內幕消息披露政策，列載處理及發放內幕消息的程序及內部監控。

政策為向董事、職員及本集團所有有關僱員提供指引，確保具恰當的保護措施，以免本公司違反法定披露要求。政策亦包括適當的內部監控及申報系統，以辨別及評估潛在的內幕消息。

已設有的主要步驟包括：

- 向董事會及公司秘書界定定期財務及經營申報的規定，致使彼等可評估內幕消息及作適時披露(如有需要)；
- 按須知基準控制僱員獲悉內幕消息的途徑，向公眾恰當披露時前確保內幕消息絕對保密；
- 與本集團持份者(包括股東、投資者、分析師等)溝通步驟，方式均遵從上市規則。

涉及市場傳言及其他本集團事務，本集團已設立及實行步驟，處理外部人士的查詢。

為免出現不公平發放內幕消息，本公司發放內幕消息時，會於聯交所網站及本公司網站刊載有關資料。

CORPORATE GOVERNANCE REPORT (CONT'D) 企業管治報告 (續)

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company has adopted shareholders communication policy with objective of ensuring that the shareholders and potential investors are provided with ready, equal and timely access to balanced and understandable information about the Company.

The Company has established several channels to communicate with the shareholders as follows:

- (i) Corporate communications such as annual reports, interim reports and circulars are issued in printed form and are available on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.time-interconnect.com;
- (ii) Periodic announcements are made through the Stock Exchange and published on the respective websites of the Stock Exchange and the Company;
- (iii) Corporate information is made available on the Company's website;
- (iv) Annual and extraordinary general meetings provide a forum for the Shareholders to make comments and exchange views with the Directors and senior management; and
- (v) The Hong Kong share registrar of the Company serves the Shareholders in respect of share registration, dividend payment and related matters.

The Company keeps on promoting investor relations and enhancing communication with the existing shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public. Enquires to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong.

The company has reviewed the implementation and effectiveness of the shareholders communication policy during the Review Year. Having considered that effective shareholders communication channels are in place and shareholders are provided with regular updates of the Group's financial performance, strategic direction and material business development, the Board is of the view that the Company has established an effective communication channel with its shareholders and considers that the Company's Shareholders' Communication Policy and its implementation are effective.

During the year ended 31 March 2023, there is no significant change in the memorandum and articles of association of the Company.

與股東的溝通及投資者關係

本公司已採納股東溝通政策，目標乃確保股東及有意投資者可便利、平等及及時地獲得均衡及可理解的本公司資料。

本公司已設立以下多個途徑與股東溝通：

- (i) 企業通訊如年報、中期報告及通函均以印刷形式刊發，同時於聯交所網站 www.hkexnews.hk 及本公司網站 www.time-interconnect.com 可供瀏覽；
- (ii) 定期透過聯交所作出公告，並將公告分別刊載於聯交所及本公司的網站；
- (iii) 於本公司網站提供企業資料；
- (iv) 股東週年大會及股東特別大會為股東提供平台，向董事及高級管理層反映意見及交流觀點；及
- (v) 本公司的香港股份過戶登記處可為股東提供股份過戶登記、股息派付及相關事宜的服務。

本公司不斷促進與投資者的關係，並加強與現有股東及有意投資者的溝通。本公司歡迎投資者、持份者及公眾人士提供意見。向董事會或本公司作出的查詢可郵寄至本公司之香港主要營業地點。

本公司已於回顧年度內審閱股東通訊政策的實行情況及成效。經考慮有效的股東溝通渠道及向股東定期提供本集團財務表現、策略方向及重大業務發展的資料，董事會認為，本公司已建立與其股東的有效溝通渠道，並認為本公司的股東溝通政策及其執行有效。

截至二零二三年三月三十一日止年度，本公司的組織章程大綱及細則概無重大變動。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

INTRODUCTION

The Group is committed to maintaining high standards of business practices in relation to environmental protection, social responsibility and related governance. In order to uphold shareholders' confidence and understanding in the Group's efforts in achieving corporate sustainability, the Group annually releases ESG Report in a transparent and open manner for public review. All information in this ESG Report reflects the Group's related performance in the Review Year.

Reporting Scope

During the Review Year, the Group has expanded its business to server business which is already incorporated into this ESG Report. This ESG Report covers environmental, social and governance performance (the "ESG performance") of the headquarters in Hong Kong (the "headquarters") and the production facilities in Huizhou, Shanghai and Kunshan City (the "PRC production facilities"). After establishing a comprehensive data collection system and deepening environmental, social and governance ("ESG") work, the Group is able to disclose various environmental and social Key Performance Indicators ("KPIs") during the Review Year. Considering the differences in business nature and operations, the digital cable business unit adopts production volume whereas the cable assembly business unit, server business unit and headquarters adopt the average number of employees for emission intensity calculation, KPIs presentation and the emission reduction target formulation. Due to business nature, the emissions generated by the Group are not significant. Therefore, both emissions and the intensity are presented in kilogram (kg) in the Review Year.

Reporting Standards

This ESG Report is prepared in accordance with the "Environmental, Social and Governance Reporting Guide" ("ESG Guide") as set out in Appendix 27 of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the "Listing Rules") and provides a simplified overview on the ESG performance of the Group. The information in this ESG Report is derived from the Group's official documents and statistics, as well as the integration and summary of monitoring, management and operational information.

緒言

本集團致力於環境保護、社會責任及相關管治方面維持高水準的業務常規。為加強股東對本集團在達成企業可持續發展所作努力的信心及了解，本集團每年以透明及公開的方式發佈《環境、社會及管治報告》，以供各界查閱。本環境、社會及管治報告中的所有資料均反映本集團於回顧年度的相關績效。

報告範圍

於回顧年度，本集團已擴展其業務至服務器業務，並已納入本環境、社會及管治報告中。本環境、社會及管治報告涵蓋香港總部（「總部」）及惠州、上海和昆山市生產設施（「中國的生產設施」）的環境、社會及管治表現（「環境、社會及管治表現」）。於建立一個全面的資料收集系統，以及深化環境、社會及管治（「環境、社會及管治」）的工作後，本集團能夠於回顧年度披露其各種環境及社會關鍵績效指標（「關鍵績效指標」）。考慮到業務性質與營運的差異，數字電線業務分部採用產量，而電線組件業務分部、服務器業務分部及總部則採用平均員工人數分別進行排放密度計算、關鍵績效指標表述及減排目標制定。因業務性質，本集團的整體排放量不多，故於回顧年度內排放量及密度均以公斤表述。

報告準則

本環境、社會及管治報告是依循香港聯合交易所有限公司主板證券上市規則（「上市規則」）附錄二十七所載的《環境、社會及管治報告指引》（「環境、社會及管治指引」）而編製，並提供本集團的環境、社會及管治表現的簡明概覽。本環境、社會及管治報告中的資料來自本集團的正式文件和統計數據，以及根據監測、管理和營運資料整合匯報。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

ESG Governance

The Group has established sustainability strategies and related policies with aims to create sustainable values to the stakeholders, thereby strengthening the Group's contribution to the environment and the community. The Board has ultimate responsibilities for ensuring the effectiveness of the Group's ESG strategies and policies. In order to fully implement the Group's sustainability strategies, an ESG working team composed of key members of senior management of the Group has been set up at the corporate level in planning, advocating and managing the ESG-related issues which includes addressing climate change and identifying opportunity for further acceleration, so as to sustain the Group's long-term development. On the operational level, a dedicated team composed of staff from relevant departments has been established at each PRC production facility to manage the local ESG issues, enforce and implement the relevant ESG tactics and policies cascading from the corporate level. The ESG working team would at least annually report to the Board, assist in the assessment and identification of potential ESG risk and whether its internal control system is appropriate and effective. During the Review Year, the Group has reviewed the progress of ESG-related goals and targets, as well as committed to monitoring the achievement progress in future by formulating corresponding measures in due course to enable realisation of the goals of sustainable development of the Company. With the forward-looking guidance and well-designed plans of action to address underlying ESG matters, the management and responsible teams keep reviewing and enhancing the Group's sustainability policies to satisfy the ever-changing expectation of the stakeholders. The Group is committed to achieving an excellent performance in ESG management while also maintains competitive advantages in the industry. Details of the Group's management approaches in both the environmental and social aspects are elaborated in different sections of this ESG Report. For the corporate governance, please kindly refer to the Corporate Governance Report of this Annual Report.

Stakeholder Engagement

The Stock Exchange has set forth four reporting principles for preparing the ESG Report: materiality, quantitative, balance and consistency. The Group believes that stakeholder engagement is crucial for identifying and analysing material ESG issues. Stakeholders refer to groups and individuals materially influenced or affected by the Group's business. The Group's internal stakeholders include employees, management and Directors; whereas external stakeholders include customers, suppliers, investors, regulatory authorities and various types of community groups.

The Group has established a mechanism to maintain good communication with the key stakeholders by a variety of channels. Through stakeholder engagement, the Group can understand wide-ranging views from the perspective of stakeholders, be aware of the impact of the Group's business on the material environmental and social issues in order to formulate effective policies to sustain the Group's long-term development and growth.

環境、社會及管治之監督

本集團已制定可持續發展策略及相關政策，旨在為持份者創造可持續價值，從而增強本集團對環境及社區作出貢獻。董事會負有確保本集團環境、社會及管治政策有效性的最終責任。為全面實施本集團的可持續發展策略，本集團已於企業層面上成立由本集團主要高級管理層成員組成的環境、社會及管治工作小組，負責規劃、倡導及管理環境、社會及管治相關議題，包括應對氣候變化及尋求進一步提升的機會，以維持本集團的長期發展。在運作層面上，本集團於各中國的生產設施均已成立由相關部門員工組成的專責團隊管理其環境、社會及管治議題，執行及實施企業層面傳達的相關環境、社會及管治策略及政策。環境、社會及管治工作小組將至少每年向董事會報告，協助評估及識別潛在的環境、社會及管治風險以及其內部監控系統是否適當及有效。於回顧年度，本集團已檢討環境、社會及管治相關目標及指標的進展情況，並透過適時制定相應措施，致力監察未來的達成進度，以實現本公司可持續發展的目標。透過前瞻性指引及精心設計的行動計劃處理相關環境、社會及管治事宜，管理層及專責團隊持續檢討及提升本集團的可持續發展政策，以滿足持份者不斷變化的期望。本集團致力於在環境、社會及管治管理方面爭取卓越表現，同時保持在業內的競爭優勢。本環境、社會及管治報告不同章節已闡述了本集團在環境及社會方面的管理方針。關於企業管治部份的內容，請參考本年報內的企業管治報告。

持份者參與

聯交所已設定四項匯報原則作為編製環境、社會及管治報告的基礎：重要性、量化、平衡及一致性。本集團認為持份者參與識別及分析重大環境、社會及管治議題至關重要。持份者指對本集團業務產生重大影響或受本集團業務重大影響的團體及個人。本集團的內部持份者包括僱員、管理層及董事，而外界持份者則包括客戶、供應商、投資者、監管機構及各類社區團體。

本集團已建立透過多種渠道與主要持份者保持良好溝通的機制。透過持份者參與，本集團可從持份者的角度知悉眾多不同意見，並了解本集團業務對重大環境及社會議題的影響，以制定有效政策維持本集團的長遠發展及增長。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

Figure 1: Stakeholders and engagement channels
圖1：持份者及參與渠道

Stakeholders 持份者	Bank 銀行 	Community 社區 	Customers 客戶 
Interests and concerns 利益及關注	<ul style="list-style-type: none"> • Business growth 業務增長 • Corporate sustainability 企業可持續發展 • Legal compliance 符合法規 • Stable ownership structure 穩定的股權結構 • Timely information of financial performance 財務表現的及時資訊 	<ul style="list-style-type: none"> • Business ethics 商業道德 • Environmental protection 環境保護 • Legal compliance 符合法規 • Occupational safety and health 職業安全及健康 • Social investment 社會投資 	<ul style="list-style-type: none"> • Corporate governance 企業管治 • Cost competitiveness 成本競爭力 • Environmental protection 環境保護 • Occupational safety and health 職業安全及健康 • Operational performance 營運表現 • Product safety and quality 產品安全及質量 • Protection of intellectual property 知識產權保護 • Supply chain management 供應鏈管理
Engagement channels 參與渠道	<ul style="list-style-type: none"> • Annual and interim reports 年度及中期報告 • Due diligence interview 盡職審查 • ESG Report 環境、社會及管治報告 • Non-periodic meetings 非定期會議 • On-site visits at the PRC production facilities 中國的生產設施實地視察 	<ul style="list-style-type: none"> • Collaboration with non-profit making organisations 與非牟利團體的合作 • Donation and sponsorship 捐贈及贊助 • ESG Report 環境、社會及管治報告 • Non-periodic meetings 非定期會議 	<ul style="list-style-type: none"> • Annual and interim reports 年度及中期報告 • Communications in daily operation 日常營運中的溝通 • Non-periodic client visits and audits 非定期客戶拜訪及審查 • Purchase Order Portal 採購訂單門戶

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

Stakeholders 持份者	Employees 僱員 	Shareholders 股東及投資者 	Suppliers 供應商 
Interests and concerns 利益及關注	<ul style="list-style-type: none"> • Career growth and personal development 職業成長及個人發展 • Employee rights and diverse equality 僱員權利和多元化平等 • Hazardous substances management 有害物品處理 • Legal compliance 符合法規 • Occupational health and safety 職業健康及安全 • Remuneration and benefits 薪酬及福利 • Work-life balance 工作與生活平衡 	<ul style="list-style-type: none"> • Corporate governance and sustainability 企業管治及可持續性 • Development strategy 發展策略 • Legal compliance 符合法規 • Operational performance 營運表現 • Return on investment and dividends 投資回報及股息 	<ul style="list-style-type: none"> • Corporate governance 企業管治 • Financial position 財務狀況 • Legal compliance 符合法規 • Order volume, seasonality and profitability 訂單量、季節性及盈利能力 • Payment terms 付款條件 • Supplier management 供應商管理
Engagement channels 參與渠道	<ul style="list-style-type: none"> • Communication in daily operation 日常營運中的溝通 • Human resources policies and practises 人力資源政策及措施 • Performance appraisal 績效考評 • Staff handbook 員工手冊 • Town hall meetings 員工大會 • Training and development programs 培訓和發展計劃 • Weekly e-newsletter 每週電子通訊 • Whistleblowing policy 舉報政策 	<ul style="list-style-type: none"> • Announcements and circulars 公告及通函 • Annual and interim reports 年度及中期報告 • Annual General Meetings 年度股東大會 • Corporate website 企業網站 • Non-periodic investor conferences 非定期投資者會議 	<ul style="list-style-type: none"> • Annual supplier assessment 供應商年度評估 • Communications in daily operation 日常營運中的溝通 • On-site visits at suppliers' offices and factories 供應商辦公室及工廠實地視察 • Supplier Portal 供應商門戶 • Trade fairs and forums 行業展覽及論壇

Materiality Analysis

The Group values stakeholders' opinions and always undertakes stakeholder engagement activities to understand the materiality of various ESG aspects. Topics of the greatest interest will be illustrated to the stakeholders. The Group also commissions a professional consultancy firm to conduct the materiality analysis by conducting online survey in accordance with the identified material ESG aspect. With expert advice, the Group is able to identify the material ESG aspects which are used to formulate the sustainability roadmap. The Group is committed to addressing the material ESG issues raised by stakeholders to enhance the Group's operational efficiency and practices accordingly.

During the Review Year, taking into consideration of the newly established server business, the materiality has been re-assessed to better address future ESG-related risks and opportunities. The Group has integrated a series of material issues from global standards and initiatives, business conditions and media reports in which 19 material issues were selected, prioritised and positioned according to the influence on stakeholders and the business in the Review Year.

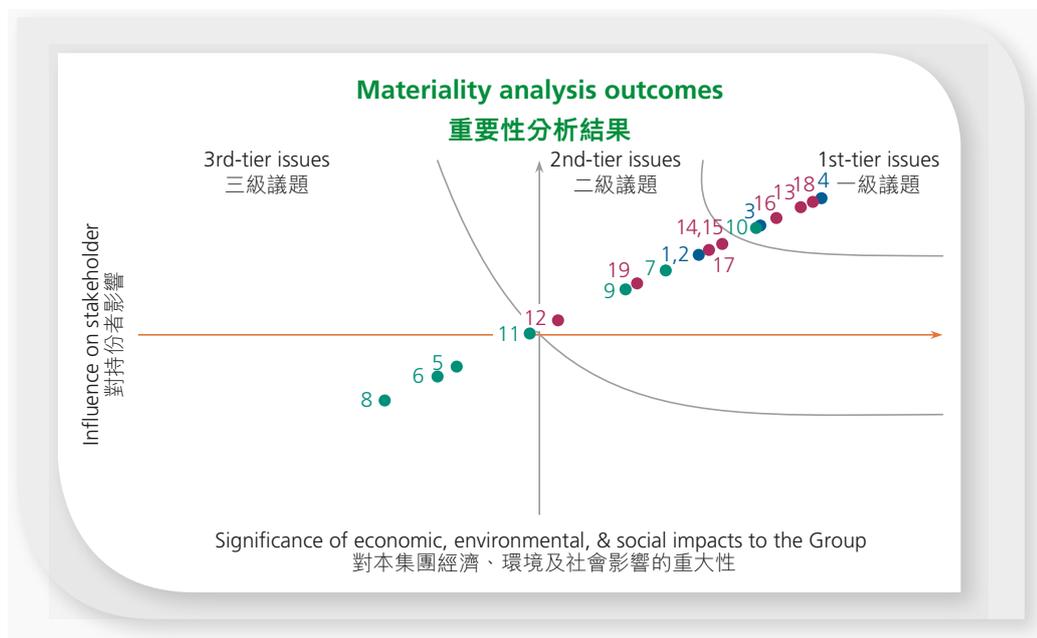
重要性分析

本集團重視持份者的意見，經常推行持份者參與的活動，以了解環境、社會及管治各方面的重要性，並向持份者闡明具重大利益關係的議題。本集團亦委託專業顧問公司根據已識別的的重大環境、社會及管治議題，以線上調查方式進行重要性分析。根據專家意見，本集團可識別重大的環境、社會及管治議題，藉此用於制定可持續發展的路線圖。本集團致力於解決持份者提出的重大的環境、社會及管治議題，並據此改進本集團的營運效率及常規。

於回顧年度，本集團考慮到新建立的服務器業務，已重新評估重要性，以更完善地應對未來與環境、社會及管治相關的風險和機遇。本集團已根據全球標準及倡議、業務情況及媒體報導綜合多項重要性議題，選出其中19項為回顧年度的重要性議題，並選出其對持份者及業務的影響進行重要性排序及定位。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D) 環境、社會及管治報告 (續)

Figure 2: Materiality analysis outcomes
圖2：重要性分析結果



Categories 類別	Governance and economy 管治及經濟	Environment 環境	Society 社會
Interests and concerns 利益及關注	<ol style="list-style-type: none"> 1. Business model and innovation 業務模式及創新 2. Corporate governance and compliance 企業管治及合規 3. Ethical business practices 營商操守 4. Product safety and quality management 產品安全及質量管理 	<ol style="list-style-type: none"> 5. Circular economy 循環經濟 6. Climate stewardship 氣候管理 7. Effective use of natural and renewable resources 有效利用自然資源和可再生資源 8. Energy management 能源管理 9. Product stewardship 產品監管 10. Waste and hazardous material management 廢棄物及有害物料管理 11. Water and sewage management 用水及污水管理 	<ol style="list-style-type: none"> 12. Community development and corporate citizenship 社區發展及企業公民責任 13. Data security and confidentiality 數據安全及保密 14. Employee equality and diversity 僱員平等和多元化 15. Human capital 人力資本 16. Human rights 人權 17. Labour practices 勞工常規 18. Occupational health and safety 職業健康及安全 19. Responsible sourcing and supply chain management 責任採購及供應鏈管理

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

According to the results of the materiality matrix, the Group has identified six most important material issues which are the main concerns for our stakeholders:

- Product safety and quality management
- Occupational health and safety
- Data security and confidentiality
- Human rights
- Waste and hazardous material management
- Ethical business practices

The Group will continue to manage these critical issues by adopting policies and guidelines to further enhance the Group's ESG performance. Under the current dynamic business environment, the Group has to respond to the market very rapidly for sustaining the competitiveness and therefore stakeholders' opinions are increasingly important. The Group will maintain close communication with stakeholders continuously, collect opinions from stakeholders through different channels more extensively and make materiality analysis more substantive and comprehensive. At the same time, the Group will enhance the reporting principles of materiality, quantitative, balance and consistency to determine contents of the ESG Report and presentation of the information that are more in line with the stakeholders' expectation.

ENVIRONMENTAL PROTECTION

Emissions

Emissions from daily operational activities

The Group's daily operation generates the emissions of nitrogen oxides ("NO_x"), sulphur oxides ("SO_x"), and particulate matter ("PM"). Also, the use of electricity and the business air travel by employees generate greenhouse gas ("GHG"). The approximate amount of NO_x, SO_x and PM produced from the operation are shown in the table below:

Figure 3: Emissions from daily operational activities

圖3：日常營運活動產生的排放物



Compared to the Previous Year, the air emissions decreased due to the reduction in usage of electric generators as electricity restriction during the Previous Year did not recur in the Review Year. In respect of reducing the NO_x, SO_x and PM emissions, the Group is committed to ensuring the efficient usage of private cars by implementing the following environmental friendly measures: (i) encourage the use of public transport; (ii) optimise the vehicle usage by carpooling with different employees; (iii) avoid peak hour traffic; and (iv) encourage the use of bicycle. To ensure the emission from private cars in reasonable level, the Group regularly reviews their conditions and makes necessary arrangements to avoid excessive emission. The Group also plans to replace some diesel-powered forklift with electric ones in the next four years.

根據重要性矩陣的結果，本集團識別出六個最重要的重要性議題，其為集團持份者主要關注的問題：

- 產品安全及質量管理
- 職業健康及安全
- 數據安全及保密
- 人權
- 廢棄物及有害物料管理
- 營商操守

本集團將不斷採取各項政策及指引管理該等主要問題，以進一步提高本集團的環境、社會及管治表現。在當前瞬息萬變的營商環境下，本集團必須非常迅速地應對市場以維持其競爭力，因此持份者的意見越來越重要。本集團將與持份者持續緊密溝通，並透過不同渠道更廣泛地收集持份者的意見，令重要性分析更為實質及全面。同時，本集團將會加強重要性、量化、平衡及一致性的匯報原則，以更符合持份者期望的方式制定環境、社會及管治報告的內容及資訊的呈列。

環境保護

排放物

日常營運活動產生的排放物

本集團的日常營運產生氮氧化物(「氮氧化物」)、硫氧化物(「硫氧化物」)及顆粒物(「顆粒物」)排放。此外，使用電力及僱員乘坐飛機公幹亦會產生溫室氣體(「溫室氣體」)。下表所示為本集團由營運產生的氮氧化物、硫氧化物及顆粒物概約量：

與上年度相比，空氣排放物有所減少，乃因回顧年度內並無如上年度般出現電力管制使得發電機的使用量減少所致。就減少氮氧化物、硫氧化物及顆粒物排放，本集團致力於確保有效使用私家車，並實施了以下環保措施：(i)鼓勵使用公共交通工具；(ii)安排不同僱員拼車以善用車輛；(iii)避免於交通高峰時段用車；及(iv)鼓勵使用自行車。為確保私家車排放量維持於合理水平，本集團定期檢討私家車狀況，並作出必要安排避免超標排放。本集團亦計劃於未來四年以電動叉車取代部分柴油叉車。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

The Group has set the intensity of air emission reduction target on 2% by 2025 compared with 2021 base year for digital cable business unit, cable assembly business unit and headquarters.

Regarding the target setting for the server business unit, as the business unit is in the early stage of development, the Group is working on establishing of quantitative environmental targets to promote its sustainable development and anticipated that the target formulation process will be completed within the coming year.

During the Review Year, the Group was not aware of any material non-compliance with the environmental laws and regulations in respect of emissions in the course of operation and vehicle usage.

Greenhouse Gas ("GHG") Emissions

During the course of operation, there are GHG emissions principally resulting from the combustion of fuels in stationary sources (e.g. electric generators), combustion of fuels in mobile source (e.g. private cars, light goods vehicle and forklift), electricity consumed in the PRC production facilities and aircraft navigation. The major of GHG emissions of the Group comes from energy consumption. The Group manages to minimise energy consumption by adopting policies and procedures on energy saving mentioned in the section "Use of Resources".

Scope 1 – Direct emissions

Due to the usage of private cars, light goods vehicle, forklift and electric generators, a certain amount of GHG is emitted.

The Group strictly controls the emissions of GHG through the establishment of a comprehensive data collection system and green approach guideline. This system and guideline facilitate the Group to monitor the monthly usage of all vehicles and maintain the efficiency at a prominent level.

Scope 2 – Energy indirect emissions

Apart from the direct emissions, the Group has also incurred indirect GHG emissions (Scope 2), mainly generated from electricity used in the PRC production facilities.

Scope 3 – Other indirect emissions

Other indirect GHG emissions of the Group are principally generated from aircraft navigation during employees' business trip.

Figure 4: Summary of GHG emissions

圖4：溫室氣體排放概要

	SCOPE 1 Direct emissions 範圍1 直接排放	SCOPE 2 Energy indirect emissions 範圍2 能源間接排放	SCOPE 3 Other indirect emissions 範圍3 其他間接排放	Intensity per km of cable products for digital cable business unit 數字電線業務分部 電線產品生產 每公里的密度	Intensity per employee for cable assembly business unit and headquarters 電線組件業務分部 及總部每名僱員的 密度	Intensity per employee for server business unit 服務器業務分部 每名僱員的密度
2023 (kg 公斤)	149,410	34,502,679	59,912	28.03	2,981.53	28,403.66
2022 (kg 公斤)	329,885	34,668,136	44,040	24.46	3,283.21	N/A ¹ 不適用 ¹

Note 1: In the Review Year, the Group has established server business and therefore the figures of 2022 are not presented.

就數字電線業務分部、電線組件業務分部及總部而言，本集團已將其二零二五年或之前的空氣排放減排密度目標設定為較二零二一年基準年下降2%。

至於設定服務器業務分部的目標，由於該業務分部正處於早期發展階段，本集團正著手制定其量化的環境目標，以促進其可持續發展，且預計於未來一年內完成目標制定過程。

於回顧年度，本集團在營運過程中及使用車輛方面，並無發現任何重大違反有關排放物的環境法律及法規的情況。

溫室氣體 ("溫室氣體") 排放

於營運過程中的溫室氣體排放主要為靜態污染源 (如發電機) 的燃料燃燒、動態污染源 (如私家車、輕型貨車及叉車) 的燃料燃燒、中國的生產設施的耗電及航空旅程。本集團的主要溫室氣體排放來自能源消耗。本集團透過採用「資源使用」一節所述的節能政策及程序盡量減低能源消耗。

範圍1 – 直接排放

由於使用私家車、輕型貨車、叉車及發電機所產生若干溫室氣體排放。

本集團透過設立綜合數據收集系統及環保措施指引，嚴格監控溫室氣體排放。該系統及指引可幫助本集團監控每月所有汽車的使用情況，並維持優良水平的效率。

範圍2 – 能源間接排放

除了直接排放外，本集團亦產生間接溫室氣體排放物 (範圍2)，主要源於中國的生產設施所使用的電力。

範圍3 – 其他間接排放

本集團的其他間接溫室氣體排放主要源於僱員公幹時的航空旅程。

附註1：於回顧年度，本集團已設立服務器業務，故而並無呈列二零二二年的數據。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

Compared to the Previous Year, the Scope 1 GHG emissions have decreased mainly attributed by the reduction in usage of electric generators. Meanwhile, the Scope 3 emission has increased due to demand for business visits and meetings to develop closer partnership with customers after easing of COVID-19 restrictions. It was also contributed by the frequent business travel in newly established server business.

The Group has set the following reduction targets for digital cable business unit, cable assembly business unit and headquarters:

- Maintain the intensity of Scope 1, 2 GHG emissions by 2025 as compared to 2021 base year.
- Maintain the intensity of Scope 3 GHG emissions by 2025 as compared to 2019 base year.

Noise Pollution

The Group engaged licensed third party to perform regular inspection at the noise level to check whether the Group has complied with Measurement of Physical Agents in Workplace Part 8: Noise (GBZ/T 189.8-2007). Various checking points have been set at different parts in the PRC production facilities. No material non-compliance has been found.

Even though the PRC production facilities recorded no significant impact on noise pollution to the surrounding community, the Group always commits to maintaining communication with the community nearby about the potential noise issue. The Group provides appropriate protective gears (such as earplug and etc.) to the workers in order to protect their hearing.

Hazardous Waste and Non-Hazardous Waste Produced

The Group's rule for waste control is aimed at minimising generation of waste for disposal as far as reasonably practicable and managing waste disposal properly to prevent environmental pollution and effective use of resource.

The Group's production processes involved the following hazardous waste produced:

Figure 5: Hazardous waste
圖5：有害廢棄物

	Mineral oil contaminated waste rags 礦物油污染廢棄布料	Organic solvents contaminated waste rags and used containers for chemical materials 有機溶劑污染廢棄布料及已使用化學材料容器	Wire-drawing lubricants 拉絲潤滑劑	Waste batteries 廢棄電池	Total 總計	Intensity per km of cable products for digital cable business unit 數字電線業務分部電線產品生產每公里的密度	Intensity per employee for cable assembly business unit and headquarters 電線組件業務分部及總部每名僱員的密度	Intensity per employee for server business unit 服務器業務分部每名僱員的密度
2023 (kg 公斤)	509	20,635	2,078	17	23,239	0.01	1.25	47.66
2022 (kg 公斤)	1,180	17,518	2,620	20	21,338	0.01	2.05	N/A ² 不適用 ²

Note 2: In the Review Year, the Group has established server business and therefore the figures of 2022 are not presented.

與上年度相比，溫室氣體範圍1的排放量有所減少，主要歸因於發電機的使用量減少。同時，範圍3的排放量有所增加，乃因2019冠狀病毒病管控放寬後，需要進行商務訪問及會晤以與客戶建立更緊密的合作關係。新設立的服務器業務使得商務旅行頻繁，亦是原因之一。

本集團已就數字電線業務分部、電線組件業務分部及總部制定下列減排目標：

- 於二零二五年或之前保持與二零二一年基準年相若的範圍1、2的溫室氣體排放密度。
- 於二零二五年或之前保持與二零一九年基準年相若的範圍3的溫室氣體排放密度。

噪音污染

本集團委聘持牌的第三方對噪音水平進行定期檢測，以檢查本集團是否遵守《工作場所物理因素測量第8部分：噪聲》(GBZ/T 189.8-2007)。本集團於中國的生產設施內設立多個檢測點，並無發現任何重大違規事宜。

即使中國的生產設施並未對鄰近社區造成重大噪音污染影響，本集團也一直努力就有可能的噪音問題與附近社區保持溝通。本集團向工人提供合適的防護裝備(例如耳塞等)，以保護工人的聽力。

所產生的有害廢棄物及無害廢棄物

本集團的廢棄物管控規則旨在盡可能在合理可行的範圍內盡量減少廢棄物的產生，並妥善管理廢棄物的處置，以防止污染環境並有效使用資源。

本集團的生產過程涉及以下所產生的有害廢棄物：

附註2：於回顧年度，本集團剛設立服務器業務，故而並無呈列二零二二年的數據。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

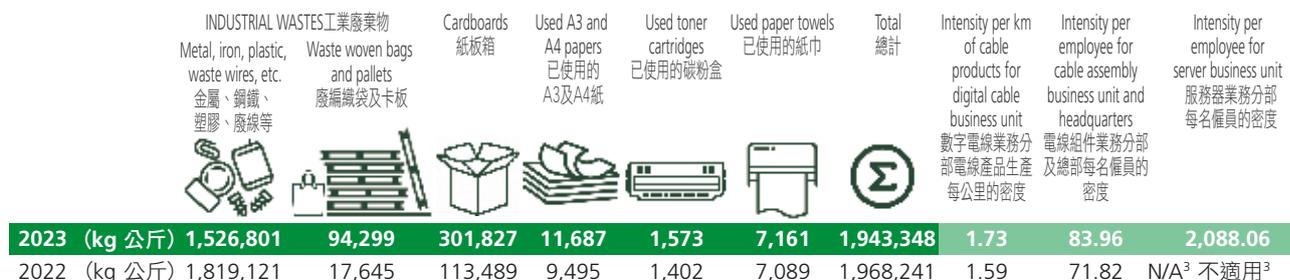
環境、社會及管治報告 (續)

With the impact from the establishment of new server business, the generation of overall hazardous waste in the Review Year has increased slightly as compared to the Previous Year. Amounting to approximately 10,000kg of hazardous waste produced by the new server business unit offset the impact of overall hazardous waste reduction contributed by the cable assembly and digital cable business unit.

In alignment with the national policy, the local governments will further strengthen the environmental protection regulations and policies. As a result, more and more materials will be classified as hazardous waste in future. The Group will continue the dedication to proper management of the hazardous waste. Specific area is assigned for the temporary storage of hazardous waste for safety purpose. Licensed third party is engaged for the collection of hazardous waste for proper handling.

Apart from that, the Group has also produced non-hazardous waste during the course of production as follows:

Figure 6: Non-hazardous waste
圖6：無害廢棄物



Note 3: In the Review Year, the Group has established server business and therefore the figures of 2022 are not presented.

Compared to the Previous Year, the total amount of non-hazardous waste produced in the Review Year remained stable. The increase in waste woven bags and pallets, also cardboards, was due to the establishment of new server business. The effect has been off-set by the overall decrease in other non-hazardous waste which was attributable to implementation of waste reduction measures.

In addition to reducing the hazardous waste, the Group also strives to eliminate the non-hazardous waste, such as the usage of papers, printing toners as well as paper towels. With the effort contributed by every employee in the Group, it is believed the usage of non-hazardous waste will continue to decrease.

The Group will continue the effort to maintain the target intensity on hazardous waste and non-hazardous waste generated by 2025 compared with 2022 and 2021 respectively for digital cable business unit, cable assembly business unit and headquarters by adopting the following measures:

- Continuously improve production process in order to decrease the generation of both hazardous waste and non-hazardous waste;
- Increase investment in research and development, promote technological innovation and strengthen process training in order to reduce scrap; and
- Promote paperless office.

受設立新服務器業務的影響，回顧年度的整體有害廢棄物總量較上年度稍有增加。新服務器業務分部產生的有害廢棄物約10,000公斤抵銷了電線組件及數字電線業務分部為減少整體有害廢棄物總量所作貢獻。

為配合國策，中國各地政府將進一步加強環保法規及政策。因此，日後將會有更多物料被分類為有害廢棄物。本集團將繼續致力於適當管理有害廢棄物。為確保安全，已在指定區域劃作臨時存儲有害廢棄物，以及由持牌的第三方負責收集有害廢棄物以進行適當處理。

除此之外，本集團於生產過程中亦會產生無害廢棄物，詳情如下：

附註3：於回顧年度，本集團剛設立服務器業務，故而並無呈列二零二二年的數據。

與上年度相比，回顧年度產生的無害廢棄物總量維持穩定。廢編織袋及卡板，以及紙板箱增加乃因設立新服務器業務所致，其影響為採取各項措施減少廢棄物以致其他無害廢棄物整體減少所抵銷。

除減少有害廢棄物外，本集團亦致力於減少無害廢棄物，如紙張、印刷墨粉及紙巾的使用。在本集團每位員工的努力下，無害廢棄物的使用量將勢必繼續減少。

就數字電線業務分部、電線組件業務分部及總部而言，本集團將採取以下措施繼續努力於二零二五年或之前保持與二零二二年的有害廢棄物及二零二一年的無害廢棄物相若的目標密度：

- 不斷改進生產程序，減少產生有害廢棄物及無害廢棄物；
- 加大研發投入，推進技術創新及加強程序培訓，以減少廢料；及
- 推行無紙化辦公。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

Use of Resources

The Group has established guideline for energy management to give its employees a general direction on the efficient use of resources. The Group adheres to the concept of energy conservation and emissions reduction for green production. The major resources consumed by the Group are principally attributed to electricity and water used in the PRC production facilities. The Group commits to achieving low-carbon practices and emissions reduction throughout the production and operations, and striving to save the resources.

The total water consumption in cubic metres by region during the Review Year is shown in the table below:

Figure 7: Water consumption by region

圖7：按地區劃分的耗水量

	PRC Water consumption 中國耗水量	Intensity per km of cable products for digital cable business unit 數字電線業務分部 電線產品生產 每公里的密度	Intensity per employee for cable assembly business unit and headquarters 電線組件業務分部及總部 每名僱員的密度	Intensity per employee for server business unit 服務器業務分部 每名僱員的密度
2023 (cubic metres 立方米)	378,819	0.15	70.33	389.19
2022 (cubic metres 立方米)	316,631	0.10	91.37	N/A ⁴ 不適用 ⁴

Note 4: In the Review Year, the Group has established server business and therefore the figures of 2022 are not presented.

Compared to the Previous Year, the total volume of water consumption has increased mainly attributed by the establishment of new server business. A water recycling system has been installed in Linkz Ind (Suzhou) so that large volume of water is saved by reusing the cooling water in the production process. The Group will keep using the current monitoring mechanism to ensure sustainable water consumption and promote reduction of usage by adopting the following initiatives:

- Arouse employees' awareness of water conservation;
- Conduct daily inspection of major infrastructure, promptly takes corrective and preventive measures when leaking problems are found.

The Group has initiated a target of 4% reduction on water consumption intensity by 2025, using 2021 as a baseline for digital cable business unit, cable assembly business unit and headquarters.

資源使用

本集團已制定能源管理指引，全面指導員工高效地使用資源。本集團秉持節能減排的理念，實踐綠色生產。本集團主要耗用的資源為中國的生產設施所用的電力和水。本集團致力在生產和經營中實踐低碳工序和減排，並致力節省資源。

於回顧年度，按地區劃分的總耗水量(立方米)載於下表：

附註4：於回顧年度，本集團剛設立服務器業務，故而並無呈列二零二二年的數據。

與上年度相比，耗水總量有所增加，主要因新近設立服務器業務所致。華迅工業(蘇州)已安裝水循環系統，透過重用生產過程中的冷卻水可節省大量用水。本集團將繼續採用現行的監察機制，以確保用水的可持續性，並採取下列措施促進減少使用量：

- 提升僱員的節水意識；
- 對主要基礎設施進行日常檢查，發現洩漏問題後及時採取糾正和預防措施。

就數字電線業務分部、電線組件業務分部及總部而言，本集團以二零二一年為基準，設定於二零二五年或之前將耗水密度降低4%的目標。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

To identify energy saving opportunities, the Group measures and records the energy consumption level regularly. The total energy consumption by type is shown in the table below:

為識別節能契機，本集團定期計量及記錄能源消耗水平。按類型劃分的總能源消耗載於下表：

Figure 8: Direct and/or indirect energy consumption by type
圖8：按類型劃分的直接及／或間接能源消耗

	Non-renewable fuel 不可再生燃料	Renewable energy 可再生能源	Purchase of energy 購買能源	Total 總計	Intensity per km of cable products for digital cable business unit 數字電線業務分 部電線產品生產 每公里的密度	Intensity per employee for cable assembly business unit and headquarters 電線組件業務分部及 總部每名僱員的密度	Intensity per employee for server business unit 服務器業務分部 每名僱員的密度
2023 (kWh 千瓦時)	1,106,412	4,656,234	42,387,056	48,149,702	40.00	4,150.90	35,250.30
2022 (kWh 千瓦時)	1,984,211	3,530,682	42,597,578	48,112,471	34.24	4,172.85	N/A ⁵ 不適用 ⁵

Note 5: In the Review Year, the Group has established server business and therefore the figures of 2022 are not presented.

附註5：於回顧年度，本集團剛設立服務器業務，故而並無呈列二零二二年的數據。

Compared to the Previous Year, the energy consumption intensity for server business unit has recorded 35,250.30kWh per employee primary due to the nature of business which require intensive use of machinery and relatively low labour force.

與上年度相比，服務器業務分部的能源消耗密度為每名僱員35,250.30千瓦時，主要因該業務需要使用大量機器及少量勞動力的性質使然。

The Group targets to maintain the intensity of energy consumption by 2025 as compared to 2021 for digital cable business unit, cable assembly business unit and headquarters.

就數字電線業務分部、電線組件業務分部及總部而言，本集團設定於二零二五年或之前保持與二零二一年相若的能源消耗密度為目標。

The Group determines to maximise energy conservation throughout the production by promoting efficient use of energy and adopting green technologies including the following measures:

本集團致力通過推廣有效用電及採納綠色科技使生產過程更有效節約能源，措施如下：

- Frequency conversion air compressors are installed to reduce electricity consumption;
- Upgrade machinery and equipment such as purchasing electrical appliances with high energy efficiency label and using LED lighting in order to accelerate energy efficiency;
- Switch off equipment after office hours or when leaving the workplace except for production needs;
- Promote energy efficiency and raise employees' awareness of environmental protection;
- Promote Total Productive Maintenance to reduce production scrap and energy consumption per unit product;
- Linkz Ind (Suzhou) continues to purchase renewable energy from a solar energy company;
- Linkz Ind (Suzhou) is equipped with water recycling system and solar photovoltaic system. Sky windows, High Volume Low Speed energy saving ceiling fans are also installed to maximise energy efficiency;
- The production facilities in the Huizhou have initiated procurement of renewable energy from a solar energy company; and
- Energy saving non-polluting water curtain is installed in Linkz Ind (Suzhou) and Linkz (Shanghai) to increase the air humidity as well as purify the dust and particles carried by the outside air.
- 安裝變頻空氣壓縮機以減少耗電量；
- 升級機械及設備，如購買具有高能源效益標籤的電器及使用LED照明，以提高能源效益；
- 除生產需要外，於下班後或離開工作場所時關掉設備；
- 提高能源效益及提升僱員的環保意識；
- 促進全面生產維護，以減少生產廢料及每單位產品的能源消耗量；
- 華迅工業(蘇州)繼續向太陽能公司購買可再生能源；
- 華迅工業(蘇州)已配備水循環系統及太陽能光伏系統，亦已安裝天窗、慢轉速大風量的節能吊扇，以提高能源效益；
- 惠州的生產設施已開始從太陽能公司採購可再生能源；及
- 華迅工業(蘇州)及領迅電線(上海)已安裝節能的無污染水簾，以增加空氣濕度及淨化由外部空氣帶來的灰塵及粒子。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

The Group has also used various packaging materials for the operation. During the Review Year, the Group recorded the following packaging materials usage:

本集團亦於營運過程中使用各種包裝材料。於回顧年度，本集團記錄以下包裝材料用量：

Figure 9: Packaging materials usage⁶

圖9：包裝材料用量⁶

	Paper cartons 紙箱 	Plastic bags 塑料袋 	Cable reels 線軸 	Total 總計 
2023 (kg 公斤)	1,851,649	209,081	1,663,628	3,724,358
2022 (kg 公斤)	2,169,992	190,604	2,069,514	4,430,110

Note 6: In the Review Year, the Group uses kg as unit for packaging material. Therefore, the figures in 2022 are restated.

附註6：於回顧年度，本集團已採用公斤作為包裝材料用量單位。因此，二零二二年的數據經已重列。

The Group is dedicated to minimising the usage of packaging materials. It is the Group's practice to implement production planning in a timely basis to assess the approximate amount of packaging materials needed before mass production.

本集團致力於盡量降低包裝材料使用量。本集團的慣例是適時實施生產計劃，並於大量生產之前評估所需包裝材料的概算數量。

The Environment and Natural Resources

To develop a green approach, minimise environmental impact and natural resources consumption, some of the PRC production facilities have adopted a heat recovery system to recover the residual heat from the air compressor to heat up the water supply in dormitory. Besides, the Group has also developed and implemented a management software to move forward to paperless operation in the production line. Video and phone conferences are encouraged to minimise carbon footprint created by business-related travel.

環境和自然資源

為建構綠色作業、降低對環境的影響及自然資源消耗，部份中國的生產設施已採納熱回收系統，以回收空氣壓縮機的剩餘熱量，為宿舍供水加熱。此外，本集團亦已開發及安裝管理軟件，推動生產線無紙化營運，並鼓勵利用視像及電話會議，以降低業務相關差旅產生的碳足跡。

As a socially responsible enterprise, protecting the environment has become an integral part of the Group's corporate culture and important value. The Group constantly looks for ways to maximise benefits with minimal resource consumption and environmental impact, and continue to strive for sustainable development.

作為一家肩負社會責任的企業，保護環境已成為本集團的企業文化及重要價值不可或缺的一部分。為達致最大的效益，本集團不斷尋求降低資源消耗和環境影響的方法，並不斷努力實現可持續發展。

The PRC production facilities have successfully accredited the ISO14064 Greenhouse Gas verification which fully reflects the Group's unremitting efforts in strengthening environmental protection.

中國的生產設施已成功獲得ISO14064溫室氣體認證，充分體現本集團在加強環保方面作出的不懈努力。

The Group has also set up an environmental system management task force as part of the effort to develop an environmental management system that supports sustainable development, and has obtained the certification of ISO14001 Environmental Management Systems.

本集團亦為貫徹可持續發展，致力於發展環境管理體系，因而成立環境體系管理小組，並取得了ISO14001環境管理體系專業認證。

Climate Change

Climate change is one of the most critical and complicated challenges faced globally in the new century. Global warming leads to more frequent extreme weather conditions including changes in precipitation mode, droughts, floods and bushfires. Rise in sea level may inundate coastal areas. Faced with all sorts of natural disaster, individuals, corporations and governments must take immediate actions to tackle climate change.

氣候變化

氣候變化是新世紀全球所面臨最嚴峻和複雜的挑戰之一。全球暖化導致出現更頻繁的極端天氣狀況，包括降雨模式變化、乾旱、水災和叢林大火。水位上升將可能淹沒沿海地區。面對各種自然災害，個人、企業和政府必須立即採取行動應對氣候變化。

In response to the climate change related risks and opportunities that brings to the operation of the Group, the Board at least annually holds meeting to oversee climate-related strategies, policies, actions and disclosure, and develops the related measures responding to the identified risks, in order to mitigate the negative impact. The measures will be reviewed regularly to assess their effectiveness.

為應對氣候變化給本集團運營帶來的風險與機遇，董事會至少每年召開一次會議，監督與氣候相關的策略、政策、行動及披露，並制定相關措施應對已識別的風險，以降低負面影響。該等措施將會被定期審查，以評估其是否有效執行。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

Over-emission of greenhouse gases is the main factor in causing global climate change. To achieve a low carbon economy, the Group is committed to reducing the greenhouse gas emissions through the approaches of mitigation and adaptation. For example, the Group has strived to mitigate the risks brought by climate change through the adoption of various environmental policies and measures; and promoting energy saving practices. The Group has also considered potential physical risks of climate change to the daily operations such as storms, fires or heatwaves and implemented the relevant protection measures to minimise the risks.

The Group has identified the following significant climate-related issues which have impacted and/or may impact on the operations:

Figure 10: Significant climate-related issues

圖10：重大氣候相關議題

Physical Risk 實體風險	Acute risk: Extreme weather such as typhoon, torrential rain and sandstorm 急性風險： 颱風、暴雨、沙塵暴等極端天氣	Chronic risk: Continuous high temperature, drought, etc. 慢性風險： 持續高溫、乾旱等
Risk 風險	<ul style="list-style-type: none"> • Interruption of public transportation systems will affect staff commuting. 公共交通系統中斷將對員工通勤造成影響。 • Under the extreme weather conditions, the supply chain will be affected due to transportation interruption. Production delay will occur due to suspension of operations. 在極端天氣情況下，供應鏈將會因運輸中斷而受到影響。生產亦將由於停工而出現延誤。 • Weather-related events such as storms, floods, fires or landslides that cause damage to production plants, equipment and inventories. 與天氣相關的事件，如風暴、洪水、火災或土石流，會對生產廠房、設備及庫存造成損害。 	<ul style="list-style-type: none"> • High temperature will badly affect the working environment and production efficiency; and cause possible health issues such as heat stroke. 高溫將會嚴重影響工作環境，導致生產效率下降，亦可能導致中暑等健康問題。 • High temperature will lower the lifespan of production materials; and equipment, and eventually increase the operating cost. 高溫將會縮短生產材料及設備的壽命，最終導致營運成本增加。 • Power and water shortage may interrupt operation. 水電短缺可能導致營運中斷。
Response 回應	<ul style="list-style-type: none"> • Adopt flexible working arrangements in case of adverse weather conditions if necessary. 在惡劣天氣情況下，必要時採取靈活的工作安排。 • Communicate with customers and suppliers in real time to ensure the timeliness of material and product delivery. 與客戶及供應商進行實時溝通，確保物料及產品及時交付。 • Formulate emergency response plans and continuously improve emergency response mechanisms for natural disasters. 制定應急預案，不斷完善自然災害應急應對機制。 • Upgrade drainage system in the PRC production facilities, install water baffles at building, and reserve emergency supplies such as fine sand and sandbags. 升級中國的生產設施排污系統，在大樓安裝擋水板、儲備細沙及沙袋等應急物資。 	<ul style="list-style-type: none"> • Apply more energy efficient cooling equipment and measures. 採用更節能的降溫設備及措施。 • Provide periodic health check to labour. 為勞工提供定期健康檢查。 • Upgrade equipment that can operate under high temperature. 提升可以在高溫下運作的新設備。 • Maintain comprehensive insurance coverage on assets. 對資產維持全面保險。 • Perform periodic equipment inspection and maintenance. 對設備定期進行檢查及維護。

溫室氣體的過度排放是造成全球氣候變化的主要因素。為實現低碳經濟，本集團致力於通過緩和及適應方針減少溫室氣體排放。舉例而言，本集團通過採取各種環境政策和措施，致力減輕氣候變化所帶來的風險；並推廣節能作業。本集團亦已考慮氣候變化對其日常營運帶來實際的潛在風險，如風暴、火災或熱浪，並實施相關保護措施將風險降至最低。

本集團已識別下列對其營運已經造成影響及/或可能造成影響的重大氣候相關議題：

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

Transition Risk 過渡風險	Policy risk 政策風險 	Legal risk 法律風險 	Market risk 市場風險 
Interests and concerns 利益及關注	<ul style="list-style-type: none"> Mandates on and regulation of existing products and services as of the tightened environmental and safety laws and standards. 有關當局收緊環境和安全法律及標準，對現有產品及服務施加規定及進行規管。 	<ul style="list-style-type: none"> The government may introduce more stringent policies and regulations to mitigate climate change, which would increase our compliance workload or subject us to litigation or claims. 政府可能會推出更嚴謹的政策及法規以緩解氣候變化問題，因而會增加我們的合規工作量或使我們面臨訴訟或索償。 	<ul style="list-style-type: none"> More customers are concerned about climate-related issues, which may lead to changes in customer preference. 更多客戶關注氣候相關議題，可能導致客戶偏好產生變化。
Response 回應	<ul style="list-style-type: none"> Monitored the updates in environmental laws, regulations and policies, and respond to them in a timely manner. 關注環境法律、法規及政策的最新情況並及時響應。 	<ul style="list-style-type: none"> Monitored the updates in environmental laws, regulations and policies, and respond to them in a timely manner. 關注環境法律、法規及政策的最新情況並及時響應。 	<ul style="list-style-type: none"> Prioritise the climate change as a high concern in the market decisions to show the Group is concerned about the issues of climate change. 將氣候變化列為市場決策中高度關注的優先事項，以反映本集團對氣候變化問題的關注。

Moving forward, the Group will continue to implement proactive measures that minimise any adverse impacts on the environment including reducing emissions in the operations, engaging suppliers to reduce emissions in supply chain, strengthening the resilience of the business and advocating for collective action. In the coming year, the Group will arrange employees to participate seminars on climate change related issues and on-site visits at resource centres to further strengthen the knowledge of the issue.

展望未來，本集團將繼續採取積極措施，以盡量減少對環境造成的任何不利影響，包括減少營運中產生的排放量、促使供應商減少供應鏈中的排放量、加強業務的復原能力，以及倡導集體行動。來年，本集團將安排員工參加有關氣候變化問題的研討會，及實地考察資源中心，以深入了解有關問題。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

SOCIAL

Employment

Human capital is the most valuable asset of an enterprise and also the cornerstone for sustaining corporate development and enhancing competitive advantages. It is the Group's initiative to attract, retain and develop quality talents through various human resources strategies and tactics, e.g. efficient recruitment and selection, fair and competitive remuneration and benefits, effective performance management, systematic staff development and training, holistic health and safety management, etc. The Group always reviews the human resources policies and practices in order to maintain the competition and attractiveness in the job market as well as ensure sufficient human capital for the Group's sustainable growth.

Being a corporate citizen, the Group always gives timely assistance and solicitude to those needy employees. During the Review Year, the Group has organized an internal fund raising activity with employees and labor union to provide financial support to a former employee who urgently need medical treatment. Also the Group actively assists in fostering young talents for the community by offering the Employee Children Scholarship Program to employees' children who are taking full-time bachelor degree at reputable universities. 19 employees of the Group were awarded this scholarship in the Review Year.

The Group aims to refrain from any form of harassment and discrimination with respect to age, gender, race, nationality, religion, marital status or disability in the workplace. Hence, the ratio of male to female employees show that gender inequality does not exist.

The Group always strictly observes the relevant legislations in the PRC and Hong Kong regarding the equal employment opportunities, child labour and forced labour. The Group abides by the employment regulations, relevant policies and guidance of the jurisdictions where it operates, including the "Labour Law of the People's Republic of China" and the "Labour Contract Law of the People's Republic of China" in the PRC; the "Employment Ordinance" and the "Employees' Compensation Ordinance" in Hong Kong.

The Group has also developed rigorous and systematic measures for recruitment and selection to prevent itself from illegally hiring child labour and ensure that the employment has in compliance with relevant laws and regulations. Furthermore, the Group has the human resources information system to record employees' information in order to review employment practices systematically and regularly.

Huizhou TIME offers shuttle service that takes employees between the public transit hubs and their workplaces. The shuttle service helps attracting more new hires, and encourages friendship building with other colleagues and creates a sense of belongings.

The Group also strives to establish harmonious labour relationships, create a happy working environment, promote a positive and healthy lifestyle, and strengthen the sense of belongings. With the COVID-19 outbreak gradually under control, the Group resumed to organise spring dinner, recreation activities, and continued to arrange lucky draws, gifts for employees during festival. As such, the headquarters has been recognised as "Happy Company" (See Figure 11) by the Hong Kong Productivity Council and the Promoting Happiness Index Foundation. Moreover, the Group has been granted the certificate of "Good MPF Employer 5 Years+" (See Figure 12) by the Mandatory Provident Fund Schemes Authority.

The Group commits to improving employees healthcare. During the Review Year, the Group has organised several events to promote employees' health such as Hiking Activity (See Figure 13) and Chinese Medicine Seminar (See Figure 14). The Group also organised sports games such as Basketball Competition, Badminton Competition and Tug of War (See Figure 15), etc.

社會

僱傭

人力資本是企業最寶貴的資產，亦是維持企業發展及提升競爭優勢的基石。本集團透過各種人力資源戰略和策略吸引、挽留和發展優質人才，包括具效率的招聘和選拔、公平和具競爭力的薪酬福利待遇、有效的績效管理、有系統的員工發展和培訓、全面的健康及安全管理等。本集團經常檢討人力資源政策及措施，以保持其在人力市場上的競爭力和吸引力，並確保提供充足的人力資本予本集團的持續發展。

作為企業公民，本集團經常給予有需要的僱員及時的幫助及慰問。於回顧年度，本集團組織了一次內部籌款活動，與僱員和工會一起為一位急需醫療救助的前僱員提供經濟支援。本集團亦積極協助社區培育年輕人才，為僱員於知名大學就讀全日制學士學位的子女提供「僱員子女獎學金」。於回顧年度，本集團共有19名僱員獲授此項獎學金。

本集團旨在避免工作場所出現任何年齡、性別、種族、國籍、宗教、婚姻狀況或殘疾等的相關騷擾及歧視。因此，男女僱員比例顯示不存在性別不平等。

本集團一直嚴格遵守中國和香港有關平等就業機會、童工及強迫勞動的相關法律。本集團遵守營運所在司法管轄區的僱傭規例、相關政策及指引，包括中國的《中華人民共和國勞動法》和《中華人民共和國勞動合同法》；香港的《僱傭條例》及《僱員補償條例》。

本集團並已制定一套嚴謹及有系統的招聘及篩選措施，以防止非法聘用童工，並確保聘用僱員時遵循相關法律法規。此外，本集團具有一套人力資源資訊系統記錄僱員的資料，以便更有系統地定期檢討僱傭措施。

惠州匯聚提供班車接送服務，在公交站與其工作場所之間往返接送僱員。接送服務有助吸引更多新僱員，鼓勵同事聯誼及凝聚歸屬感。

本集團亦致力於建立和諧的勞資關係、創建一個愉快的工作環境，促進積極及健康的生活方式及提升歸屬感。隨著2019冠狀病毒病逐漸得到控制，本集團恢復組織春晚、娛樂活動，並繼續為僱員安排節日抽獎、禮品等。因此，總部獲香港生產力促進局與香港提升快樂指數基金頒發「開心企業」證書(見圖11)。此外，本集團亦獲強制性公積金計劃管理局頒發「積金好僱主5年+」證書(見圖12)。

本集團致力改善僱員的醫療保健。於回顧年度，本集團舉辦了登山活動(見圖13)、中醫醫療講座(見圖14)等多項活動，以促進僱員的健康。本集團亦積極組織了各項體育賽事，如籃球比賽、羽毛球比賽及拔河比賽(見圖15)等。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)
環境、社會及管治報告 (續)

Figure 11: Happy Company
 圖11：開心企業



Figure 12: Good MPF Employer 5 Years+
 圖12：積金好僱主5年+



Figure 13: Hiking Activity
 圖13：登山活動



Figure 14: Chinese Medicine Seminar
 圖14：中醫食療講座



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

Figure 15: Tug of War
圖15：拔河比賽



During the Review Year, the Group was not aware of any material non-compliance with the labour requirements set out in relevant laws, regulations and standards.

於回顧年度，本集團並無發現任何重大違反相關勞工法例法規及準則的規定。

Figure 16: Employment
圖16：僱傭

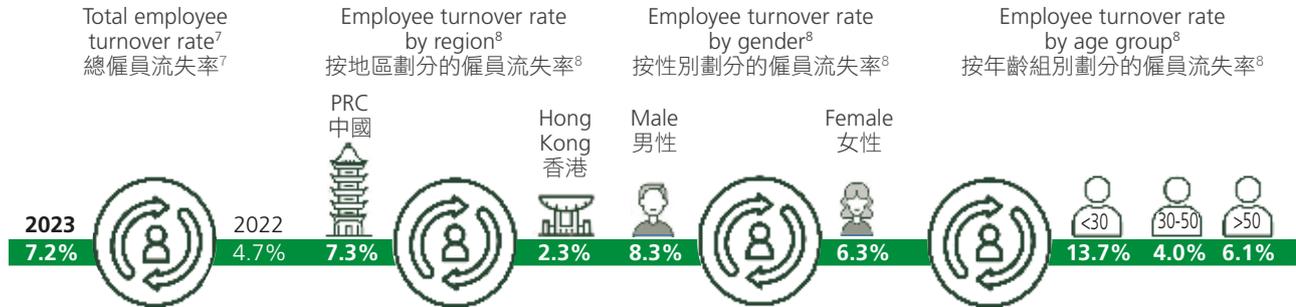
Total number of employees and workforce structure as at 31 March 2023
於二零二三年三月三十一日的僱員總人數及整體勞動力結構

Region 地區	Gender 性別	Age 年齡			Number of employees by gender 按性別劃分的 僱員人數	Total number of employees 僱員 總人數	2023 Ratio of number of male to female employees 二零二三年 男女僱員比例	2022 Ratio of number of male to female employees 二零二二年 男女僱員比例
		<30	30-50	>50				
PRC 中國	Male 男性	732	955	67	1,754	3,902	0.82:1	
	Female 女性	710	1,426	12	2,148			
Hong Kong 香港	Male 男性	2	9	16	27	47	1.35:1	
	Female 女性	-	7	13	20			
Total 總計	Male 男性	734	964	83	1,781	3,949	0.82:1	
	Female 女性	710	1,433	25	2,168			
	Overall 整體	1,444	2,397	108	3,949			

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

Employee turnover rate in the Review Year 於回顧年度僱員流失率



Note 7: Total employee turnover rate = number of left employees / ((number of employees at the beginning of the Review Year + number of employees at the end of the Review Year) / 2) * 100

附註7：總僱員流失率 = 離職僱員人數 / ((回顧年度初僱員人數 + 回顧年度末僱員人數) / 2) * 100

Note 8: Employee turnover rate in the specified category = number of left employees in the specified category / ((number of employees in the specified category at the beginning of the Review Year + number of employees in the specified category at the end of the Review Year) / 2) * 100

附註8：特定類別僱員流失率 = 特定類別離職僱員人數 / ((回顧年度初特定類別僱員人數 + 回顧年度末特定類別僱員人數) / 2) * 100

Health and Safety

The Group strongly believes that ensuring a stable and safe production environment is the most important social responsibility to the stakeholders and also one of the major priorities in the corporate management. The health and safety measures listed below are some examples already taken in place within the Group:

- Comprehensive occupational health and safety management systems have been established in the PRC production facilities;
- Canopies and other protection devices have been installed to ensure the safe operation of production machinery and equipment;
- Trainings on fire safety and fire drills are organised at the PRC production facilities;
- Health checks are conducted on a regular basis at the PRC production facilities to monitor employees' health;
- Comprehensive medical insurance including outpatient treatments and other wellness is provided to the headquarters' employees;
- Fire-fighting facilities, e.g. fire extinguishers, smoke detectors and etc., are equipped at the PRC production facilities and headquarters;
- Exhaust air treatment system has been installed in Linkz Ind (Suzhou) to eliminate volatile organic compounds emissions generated during production processes; and
- The production facilities in the Huizhou installed a total of eight activated carbon filter boxes on the rooftop. All the exhaust gases produced in the factory, such as solder dust and injection gas, were filtered through the filter boxes and then discharged at high altitude.

健康與安全

本集團堅信，維持一個穩定與安全的生產環境是本集團對持份者最重要的社會責任，亦是企業管理的優先重任之一。下列為本集團內部已實施的部分健康及安全措施例子：

- 在中國的生產設施建立了周全的職業健康及安全管理體系；
- 已安裝保護罩及其他防護設施以確保生產機器及設備安全運作；
- 於中國的生產設施組織有關消防安全及火警演習的培訓；
- 中國的生產設施定期為僱員進行健康檢查，以監測僱員健康狀況；
- 為總部僱員提供包括門診及其他健康的全面保險；
- 中國的生產設施及總部已安裝了防火設備，例如滅火筒、煙霧感應器等；
- 華迅工業(蘇州)已安裝廢氣處理系統以消除生產過程中所產生的揮發性有機化合物排放；及
- 惠州的生產設施已在屋頂上安裝合共八個活性炭過濾箱。廠房產生的所有廢氣，如焊料粉塵及注塑廢氣，都經過過濾箱過濾，然後在高空排放。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

Also, the Group has assigned relevant department to inspect daily operations by the established risk assessment program which consists of a series of steps such as risk identification, analysis, evaluation, treatment, monitoring and reviewing and thus non-compliance will be identified and rectified timely.

Although the outbreak of COVID-19 is gradually under control, the Group continued to arrange frequent and intensive cleaning and disinfection in the headquarters and PRC production facilities. The Group will continue to host various health workshops and seminars to maintain employees' health awareness regularly.

The Group makes every effort to create a healthy, safe, stable and harmonised working environment effectively. Every case of injury (if any) is required to be reported to the Human Resources Department immediately and be assessed under internal guidelines. The Group is pleased to report that the rate of accidents and injuries during the Review Year was extremely low with zero fatal accident in the past 3 years. The total number of lost days due to work injury is 109 (2022: 579 days) for the Group.

During the Review Year, the Group was not aware of any material noncompliance with the health and safety laws and regulations.

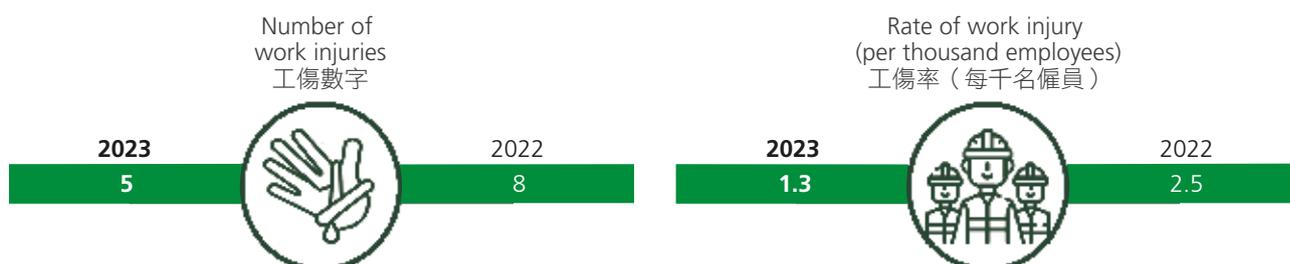
此外，本集團已指定相關部門透過已建立的風險評估計劃進行日常營運檢查，包括一系列的步驟，如風險識別、分析、評估、處理、監督及檢討等，故任何不合規的情況將可及時識別和糾正。

2019冠狀病毒病雖已逐漸得到控制，本集團仍持續在總部及中國的生產設施安排頻繁、深入的消毒。本集團將繼續定期舉辦各種健康講座及研討會，使僱員保持健康意識。

本集團竭盡所能有效建立一個健康、安全、穩定及和諧的工作環境。每宗受傷個案(如有)均須立即向人力資源部匯報，並根據內部指引程序作出評估。本集團欣然報告，於回顧年度內的意外及受傷比率極低，且過去3年並無發生致命意外。本集團因工傷損失工作總日數為109天(二零二二年：579天)。

於回顧年度，本集團並無發現任何重大違反健康及安全法律法規的情況。

Figure 17: Health and safety
圖17：健康及安全



Development and Training

The Group recognises the importance of skilled and professionally trained employees to the business growth and future success. Therefore, the Group advocates the culture of lifelong learning through providing tuition fee subsidy and encouraging employees to participate in personal development and job-related training courses. During the Review Year, the Group organised quality assurance training in production processes, inspection assurance of materials received from supplier, health and safety precautions in using production equipment and machinery. Moreover, in order to maintain the highest standard of professionalism among employees, the Group also formulated training programs on quality and environment management, including IATF16949, ISO9001, ISO14001, ISO14064 as well as ISO14064 internal audit, among others, to ensure employees are informed of the latest international standard set by the International Automotive Task Force (IATF) or International Organisation for Standardisation (ISO).

In daily operations, the Group provides induction training for new employees and experienced employees act as mentors to guide new recruits. The Group believes such arrangement can facilitate communication and team spirit, improve technical skills and managerial capability, encourage the learning and further development of employees at all levels.

The Group also provides relevant training to develop and enhance the employees in all management aspects, e.g. leadership, communication skills, team building and motivation, meeting skills and etc., to train them as the potential leaders and successors for the management team.

發展及培訓

本集團認為，具備熟練技能及經專業培訓之僱員為帶領業務增長及未來成功的關鍵。因此，本集團倡導終生學習的文化，並為僱員提供進修課程津貼，鼓勵其參與個人發展及工作相關的培訓課程。於回顧年度，本集團舉辦了生產過程的質量保證培訓、自供應商取得的原材料的檢測保證、使用生產設備及機器時的健康安全預防措施。此外，為維持僱員的最高專業水平，本集團亦制定了質量管理及環境管理培訓計劃，包括IATF16949、ISO9001、ISO14001、ISO14064等標準，以及ISO14064內部審核，讓僱員了解國際汽車工作組(IATF)或國際標準化組織(ISO)制定的最新國際標準。

於日常營運中，本集團向新僱員提供入職培訓及讓有經驗的僱員擔任導師，為新僱員提供指導。本集團相信，此舉能促進溝通及團隊精神，可提高技術及管理的能力，以及鼓勵所有職級的僱員不斷學習及發展。

本集團亦為僱員提供有關全面發展及提升管理技巧的培訓，如領導、溝通技巧、團隊建設與激勵、會議技巧等，以培養僱員成為將來的領導人及管理團隊接班人。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

The Group will continue to intensify the efforts to promote and develop employee training programs. It believes that by means of offering comprehensive training opportunities, it could help to provide sufficient talent capital for corporate development. The Group annually evaluates the training needs to ensure that employees are provided with suitable and appropriate training according to their job nature, position, required and potential competences for further development.

本集團將繼續加大力度推廣及設計僱員培訓計劃。本集團相信，通過提供全面的培訓機會，有助於為企業發展提供充足的人才資本。本集團每年評估培訓需求，以確保根據僱員的工作性質、職位、進一步發展的所需及潛在能力提供適當的培訓。

Figure 18: Development and training
圖18：發展及培訓

Percentage of employees trained in the Review Year 於回顧年度已受訓僱員人數所佔百分比

Gender 性別	Managers or above ⁹ 經理或以上 ⁹	Supervisors and general staff ⁹ 主管及一般僱員 ⁹	Workers ⁹ 工人 ⁹	Percentage of employees trained by gender ⁹ 按性別劃分的受訓僱員所佔百分比 ⁹	2023 Overall percentage of employees trained ¹⁰ 二零二三年受訓僱員所佔整體百分比 ¹⁰	2022 Overall percentage of employees trained ¹⁰ 二零二二年受訓僱員所佔整體百分比 ¹⁰
Male 男性	2%	5%	40%	47%	 91%	 84%
Female 女性	1%	4%	48%	53%		

Note 9: Percentage of employees trained in the specified category = Number of employees in the specified category who took part in training/Total number of employees who took part in training during the Review Yearx100

附註9：特定類別的受訓僱員所佔百分比=於回顧年度，特定類別的受訓僱員人數/受訓僱員總人數x100

Note 10: Overall percentage of employees trained = Total number of employees who took part in training/Total number of employees during the yearx100

附註10：受訓僱員所佔整體百分比=於該年度，受訓僱員總人數/僱員總人數x100

Average training hours completed per employee in the Review Year 於回顧年度每名僱員完成受訓的平均時數

Gender 性別	Managers or above ¹¹ 經理或以上 ¹¹	Supervisors and general staff ¹¹ 主管及一般僱員 ¹¹	Workers ¹¹ 工人 ¹¹	Average training hours by gender ¹¹ 按性別劃分的平均培訓時數 ¹¹	2023 Overall average training hours ¹² 二零二三年整體平均培訓時數 ¹²	2022 Overall average training hours ¹² 二零二二年整體平均培訓時數 ¹²
Male 男性	8	14	26	24	 24	 22
Female 女性	11	13	25	24		
Overall 整體	8	14	25			

Note 11: Average training hours in the specified category = Number of training hours of the specified category/Total number of employees under the specified category during the Review Year.

附註11：特定類別的平均培訓時數=於回顧年度，該特定類別的培訓時數/該特定類別的僱員總人數。

Note 12: Overall Average training hours per employee = Total number of training hours/Total number of employees during the year.

附註12：每名僱員的整體平均培訓時數=於該年度，總培訓時數/僱員總人數。

Figure 19: Leadership Training
圖19：領導力培訓



Supply Chain Management

Optical fibres, copper wires, connectors, central processing units and hard disks; copper and plastic are major materials used by the PRC production facilities in the cable assembly, digital cable and server manufacturing respectively.

The Group implements supplier management in accordance with the principles of sustainable procurement and internal guidance which governs the engagement of suppliers. Suppliers are chosen not only subjecting to comprehensive screening and evaluation procedures on the quality and price but also field visits and investigations to ensure suppliers' capability in quality assurance, safety and environmental responsibility. The investigation reviews all the measures related to production capacity, technology level, quality assurance capability, supply capacity, safety and environmental management qualifications, and social responsibility. Only highly qualified suppliers complied with regulatory requirements are eligible for the selection of supplier by the Group. The Group also conducts regular assessment on suppliers' overall capabilities, assets position, nature of business, reputation in the industry, quality of products, goods delivery and compliance with laws and regulations. Furthermore, the selected suppliers are required to sign a set of agreements in which some of the terms cover the area related to integrity, confidentiality, quality and environmental protection.

The Group has obtained Quality Management System Certification (ISO9001) and Automotive Quality Management System (IATF16949) that are formulated by the International Organisation for Standardisation and International Automotive Task Force respectively. The Group emphasises defect prevention and reduction of variation and waste in the supply chain and strictly requires employees to comply with the quality management policies to provide continual improvement.

As customers are becoming more concerned about environmental issues and the importance of using environmentally friendly materials, the Group will continue to communicate and emphasise the importance of environmental issues to the suppliers. The Group aims at strengthening the cooperation with suppliers, collaborating with them in product trials and producing socially responsible products.

Each supplier and subcontractor would be reviewed after completion of their contracts. In case of major non-performance, the Group will review their suitability to remain on the approved supplier list.

供應鏈管理

光纖、銅線、連接器、中央處理器及硬盤；銅及塑料分別為中國的生產設施用作生產電線組件、數字電線及服務器的主要材料。

本集團根據可持續採購的原則及內部指引實施供應商管理以規管供應商的委聘。選擇供應商除了根據品質及價格進行綜合篩選及評估程序外，為確保供應商在品質保證、安全及環境責任等方面的能力符合集團的要求，本集團更會進行實地探訪及調查，審核所有有關生產能力、技術水平、品質保證能力、供應能力、安全和環境管理資格及社會責任的措施。只有符合監管要求的高質量供應商才符合資格供本集團篩選。本集團亦對供應商的整體能力、擁有的資產、業務性質、行業聲譽、產品品質、貨物交付及遵守法律和法規情況進行定期評估。此外，被選中的供應商還需要簽署一套協議文件，其中一些條款涵蓋了誠信、保密、品質和環境保護相關的領域。

本集團取得國際標準化組織及國際汽車工作組的質量管理體系認證 (ISO9001) 及全球汽車品質管理系統標準 (IATF16949)。本集團著重於次品的防範、減少在供應鏈中的差異和浪費，並嚴格要求僱員遵守質量管理政策，持續改進。

隨著客戶越來越關注環境問題及使用環保材料的重要性，本集團將持續與供應商溝通，並強調環境問題的重要性。本集團旨在加強與供應商的合作，共同進行產品測試及生產具社會責任的產品。

各供應商及分包商於完成合約後均會進行檢討，倘表現嚴重不符要求，本集團將檢討其是否適合保留在認可供應商名單上。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

In 2022, the Group has compiled and adopted "Responsible Conflict Minerals Sourcing Policy" which required our suppliers to declare that the corporation has complied with the "Code of Conduct" established by the Responsible Business Alliance. The "Code of Conduct" outlines standards for labour, health and safety, environment, business ethics and management system with reference to international norms. Looking forward, the Group will continue to monitor its supply chain regarding the environmental and social standards and promote the sustainable development of the industry as a whole.

The number of critical suppliers of major direct materials by region during the Review Year is as follows:

Figure 20: Number of critical suppliers

圖20：重要供應商數目



Product Responsibility

The Group is committed to pursuing product and service of high quality by setting up implementing stringent and comprehensive quality control procedures, and achieved the standard of Restriction of Hazardous Substances Directive 2002/95/EC. The Group has formulated quality control manual throughout the production processes from purchase of raw materials to product packaging. Raw materials are inspected to ensure the quality and in a good condition before proceeding to production to minimise possible disruptions during the operation.

Huizhou TIME has obtained the ISO13485 Quality Management System – Medical Devices that consistently meets customer requirements and regulatory requirements applicable to medical devices and related services. Annual testing has been performed by the licensed third party to ensure Huizhou TIME has complied with the relevant requirements.

The Group has developed guidelines to set out procedures for product recall and prevent misuse of defective product. There were no substantiated complaints received relating to the provision and use of products and services that have a significant impact on the Group's operations. The number of defective products produced by the Group was minimal and complaints by customers in respect of defective products were insignificant.

Protection of Intellectual Property Right And Consumer Privacy

The Group recognises the importance of the protection over intellectual property right and consumer privacy. Proper licences for software and information are obtained by the Group before used in the business operation. Disciplinary action is taken immediately if use of unlicensed or infringed software occurs.

Meanwhile, the Group handles all information provided by clients, business partners and employees in accordance with non-disclosure agreement, Personal Data (Privacy) Ordinance, related laws and regulations and internal guidelines of intellectual property and privacy to ensure the information is under proper protection.

於二零二二年，本集團制定並採納了「負責任的衝突礦產採購政策」，要求供應商聲明其公司遵守負責任商業聯盟制定的「操守準則」。「操守準則」參照國際規範，概述勞工、健康與安全、環境、商業道德及管理制度的標準。展望未來，本集團將繼續監控其供應鏈的環境與社會標準，並促進整個行業的可持續發展。

於回顧年度，按地區劃分的主要直接材料重要供應商數目如下：

產品責任

本集團致力於通過設立及實施嚴格及全面的質量控制程序以追求高質量的產品及服務，並滿足歐盟有害物質限制指令的標準。本集團已制定從採購原材料到產品包裝整個生產流程的質量控制手冊。本集團會檢測原材料以確保質量及保證投產前的良好狀況，以降低營運期間的可能中斷。

惠州匯聚已取得ISO13485醫療器材質量管理體系，持續符合客戶要求及適用於醫療器材及相關服務的監管規定。持牌的第三方已進行年度檢測，確保惠州匯聚已遵守相關規定。

本集團已就產品召回流程及防止次品濫用程序制定指引。本集團並無收到任何有關提供及使用並對本集團營運有重大影響的產品及服務的屬實投訴。本集團生產之次品數量極低，客戶對次品之投訴亦並不顯著。

保護知識產權及客戶私隱

本集團深明保護知識產權及客戶私隱的重要性。本集團已取得適當的軟件及資訊許可證，以供其業務營運使用。如使用未經許可或侵權的軟件，將立即採取紀律處分。

同時，本集團根據保密協議、個人資料(私隱)條例，相關法律及法規和有關知識產權及私隱的內部指引處理客戶、業務夥伴及僱員提供的所有資料，以確保該等資料受到適當保護。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

Anti-corruption

The Group is committed to maintaining the integrity of the corporate culture. Employees are not allowed to solicit or accept any advantages. The Group sets out the relevant policies and guides the employees to abide by the code of conduct which provides a clear definition on the provision and acceptance of interests, such as gifts and souvenirs, and ways to deal with conflicts of interest.

When joining the Group, employees are required to sign a Notice of Integrity Commitment which set out the prohibited conducts including misappropriation of assets, leaking of sensitive information, acceptance of interests; engaging in prohibited commercial activities, etc. to promote corporate integrity culture.

Directors and employees are also required to make a declaration to the management through the reporting channels when actual or potential conflicts of interest arise. Employees cannot receive any gifts from any external parties (e.g. customers, suppliers, contractors, etc.) unless prior approval is obtained from the management. A training program, collaborated with the Hong Kong ICAC, to enhance vigilance of senior management and frontline employees to the problem of corruption originally planned in the Review Year has been postponed due to the outbreak of COVID-19. The Group plans to organise the training in the near future.

To show the unwavering commitment to anti-corruption, the Group has adopted an "Integrity and Honesty Management System". Suppliers are required to sign an Undertaking of Integrity before entering contractual relationship. The Group also regularly delivers the message to all the suppliers to reiterate the integrity and honesty business philosophy and secure the alignment with the Group for fair procurement.

The Group has whistle-blowing procedures in effect, encouraging employees and all other stakeholders to report directly to the chairman of the Audit Committee about any misconduct and dishonest behaviour, such as bribery, fraud and other offences. Furthermore, it is specified in the staff handbook that the Group is entitled to terminate the employment contract with any employee who is bribed with money, gifts or commission, etc., and reserves the right to take further legal actions.

During the Reporting Period, the Group has complied with the relevant laws and regulations regarding anti-corruption and money-laundering and has no legal case regarding corrupted practices brought against the issuer or the employees.

Community Investment

The Group is committed to creating sustainable prosperity that brings long-term social and economic benefits to all stakeholders, particularly to maintain the relationship with interest groups which are relevant to business operation.

The Group has been actively promoting strategic partnerships among business and social service partners, encouraging employees to participate in external community activities and fostering corporate social responsibility through caring for the community, employees and the environment.

During the Review Year, the Group supported Junior Chamber International Apex, a leadership development organisation in Hong Kong, as one of the corporate sponsors. Except for the continued participation in various charity activities, including the Mooncake donation to the Hong Kong Down Syndrome Association and "World Sight Day 2022" of ORBIS Hong Kong, etc., employees in Shanghai production facilities have participated in a blood donation campaign in order to create shared value for the community.

反貪污

本集團致力於維護廉正的企業文化。僱員不得索取或收受任何利益。本集團制定相關政策，並指引僱員遵守操守準則，明確界定了禮物及紀念品等利益的提供及接受，以及如何處理利益衝突。

加入本集團時，僱員須簽署《誠信承諾書》，其中載列各種被禁止的行為，包括挪用資產、洩露敏感資料、收受利益，及從事被禁止的商業活動等，以促進企業誠信文化。

董事及僱員亦必須在發生實際或潛在利益衝突時通過報告途徑向管理層作出聲明。除非事先獲得管理層的批准，否則僱員不得接受任何外界人士(例如客戶、供應商、承包商等)的任何禮物。由於爆發2019冠狀病毒病疫情，原定於回顧年度與香港廉政公署合作舉辦以提升高級管理層及前線僱員對貪污問題意識的培訓計劃已經押後。本集團計劃於不久的將來舉辦培訓。

為堅決履行反貪污承諾，本集團採用「廉潔誠信管理制度」。供應商須簽署廉潔誠信承諾書後才建立合約關係。本集團亦定期向全體供應商傳達訊息重申本集團廉潔誠信的業務理念，確保他們與本集團理念保持一致，實現公平採購。

本集團建立了舉報程序，鼓勵僱員及所有其他持份者直接向審核委員會主席報告任何不當行為及不誠實活動，例如貪污、舞弊，以及其他犯罪行為。另外，本集團於員工手冊中明確指出，倘僱員收受金錢、禮品或佣金等賄賂，本集團有權終止與該僱員的僱傭合約並保留法律追究的權利。

於報告期間，本集團已遵守反貪污及反洗黑錢相關法例及法規，且並無任何對其發行人或僱員所提出的貪污訴訟案件。

社區投資

本集團致力創造可持續繁榮，為所有持份者帶來長期社會及經濟利益，尤其是維持與業務營運相關的利益團體的關係。

本集團向來積極推動商業及社會服務夥伴的戰略性合作，鼓勵僱員參加外界社區活動，並通過關懷社區、僱員及環境，促進企業社會責任。

於回顧年度，本集團為晉峰青年商會(香港領導才能培訓機構)的企業贊助之一。除繼續參與各項慈善活動外，包括向香港唐氏綜合症協會捐贈月餅以及參與奧比斯香港「世界視覺日2022」等，上海生產設施的僱員亦參與了獻血活動，為社區創造共享價值。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

The Group has been granted the following awards from various parties as the recognition of the efforts in fulfilling social responsibility:

- The “15 Years+ Caring Company” logo by The Hong Kong Council of Social Service (See Figure 21);
- The “Industry Cares” Award presented by the Federation of Hong Kong Industries (See Figure 22);
- The “HSBC Living Business ESG Awards 2022 – Certificate of Excellence” presented by the Business Environment Council (See Figure 23);
- The “Hong Kong Sustainability Award 2022 – Certificate of Excellence” presented by the Hong Kong Management Association (See Figure 24);
- The “Social Capital Builder Logo Award” presented by the Community Investment and Inclusion Fund and Home and Youth Affairs Bureau (See Figure 25)

本集團榮獲下列由各方頒發的獎項，以表揚其對履行社會責任所作出的努力：

- 香港社會服務聯會頒發的「15年+商界展關懷」標誌(見圖21);
- 香港工業總會頒發的「工業獻愛心」獎(見圖22);
- 商界環保協會頒發的「二零二二年度滙豐營商新動力環境、社會及管治獎 – 傑出獎」(見圖23);
- 香港管理專業協會頒發的「二零二二年度香港可持續發展獎 – 傑出獎」(見圖24)；
- 社區投資共享基金與民政及青年事務局頒發的「社會資本動力標誌獎」(見圖25)

Figure 21: 15 Years+ Caring Company

圖21：15年+商界展關懷

Figure 22: Industry Cares

圖22：工業獻愛心

Figure 23: HSBC Living Business ESG Awards 2022 – Certificate of Excellence

圖23：二零二二年度滙豐營商新動力環境、社會及管治獎 – 傑出獎



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

Figure 24: Hong Kong Sustainability Award 2022 – Certificate of Excellence
圖24：二零二二年度香港可持續發展獎 – 傑出獎



Figure 25: Social Capital Builder Logo Award
圖25：社會資本動力標誌獎



UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS

The Group has integrated the sustainability strategies into the initiative of United Nations Sustainable Development Goals (“SDG”) and identified 6 key SDGs that are highly relevant to the business operations. Substantial efforts are put to resolve the related issues with non-profit organisation partners.

聯合國可持續發展目標

本集團已將其可持續發展策略與聯合國可持續發展目標（「可持續發展目標」）倡議結合，辨識當中與其業務營運最為適切的6項主要可持續發展目標，並與非牟利機構夥伴致力解決相關議題。與非牟利機構夥伴致力解決相關議題。



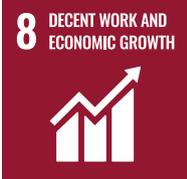
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

Goal 目標	Potential impact 潛在影響	The Group's status 本集團狀況	Future direction 未來方向
 <p>3 GOOD HEALTH AND WELL-BEING</p> <p>Good Health and Well-being 良好的健康及福祉</p>	<ul style="list-style-type: none"> Provide and maintain a safe and healthy work environment 提供並維持一個安全健康的工作環境 Establish an effective workplace safety culture 建設有效的工作場所安全文化 Promote healthy lifestyles 倡導健康的生活方式 	<p>During the Review Year, the Group has sponsored the following programs of JCI Apex: 於回顧年度，本集團贊助了晉峰青年商會的以下活動：</p> <ul style="list-style-type: none"> Survey on the Emotional Health of Hong Kong School Children 2023 二零二三年香港學齡兒童心理健康狀況調查 “Love Without Boundary – You’re Not Alone” to arouse the international community’s awareness of depression (See Figure 26) 「讓愛全接觸 – 與您同行」，以喚起國際社會對抑鬱症的關注(見圖26) <p>The production facilities in the PRC have arranged employees to participate in the following programs: 中國的生產設施安排了僱員參與以下活動：</p> <ul style="list-style-type: none"> Blood Donation of Anting Town, Jiading District, Shanghai 上海市嘉定區安亭鎮無償獻血活動 “Identification of 9 Constitution Types in Chinese Medicine and Medicinal Diet” seminar 「中醫9種體質的辨識與藥膳調理」研討會 	<p>Strengthen internal promotion on high standards of workplace health & safety, and support health-related projects of non-profit organisations 加強對高標準工作場所健康與安全的內部推廣，並支持非牟利機構與健康相關的活動</p>
 <p>4 QUALITY EDUCATION</p> <p>Quality Education 優質教育</p>	<p>Offer training programs and/or other tuition fee subsidy to all employees and encourage lifelong learning 向全體僱員提供培訓課程及／或其他進修課程津貼，並鼓勵終身學習</p>	<p>The Group advocates the culture of lifelong learning, and provides tuition fee subsidy for employees and scholarship program for all applicable employees’ children 本集團提倡終身學習的文化，並為僱員提供進修課程津貼及為所有合適僱員的子女提供獎學金計劃</p> <p>During the Review Year, the Group has sponsored the following programs of JCI Apex: 於回顧年度，本集團贊助了晉峰青年商會的以下活動：</p> <ul style="list-style-type: none"> “Life Planning Workshop” for students of Sir Ellis Kadoorie Secondary School (West Kowloon) (See Figure 27) 為官立嘉道理爵士中學(西九龍)學生開展的「生活計劃工作坊」(見圖27) “You Are Superstar” – A series of public speaking skills training 「你是超級巨星」公開演說技巧培訓系列 	<p>Encourage and support employees to improve their technical and vocational skills and professional knowledge, and provide training service support to non-profit organisations 鼓勵及支持僱員提升彼等技術與職業技能及專業知識，並為非牟利機構提供培訓服務的支援</p>

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

Goal 目標	Potential impact 潛在影響	The Group's status 本集團狀況	Future direction 未來方向
 <p>8 DECENT WORK AND ECONOMIC GROWTH</p> <p>Decent Work and Economic Growth 體面工作和經濟增長</p>	<p>Offer career opportunities and assist in the economic development of local communities 提供就業機會，並協助當地社區的經濟發展</p>	<p>The headquarters in Hong Kong has arranged Winter Solstice Luncheon; Spring Dinner and lucky draws after easing of COVID restrictions. 於冠狀病毒病管控制放寬後，香港總部已安排冬至午餐、新春晚宴及幸運抽獎。</p> <p>During the Review Year, the Group has sponsored the following programs of JCI Apex: 於回顧年度，本集團贊助了晉峰青年商會的以下活動：</p> <ul style="list-style-type: none"> • “Workplace Communications and Mediation” webinar 「跨世代：三代同堂之職場溝通與調解」網絡研討會 • “The New Normal: Business Opportunities after Pandemic” Seminar and Business Exchange 「網絡新常態：疫後商機」研討會及商務交流 	<p>Provide employment and business opportunities to a wide range of stakeholders and indirect build wealth in local community 為廣大持份者提供就業及商業機會，並在當地社區間接積累財富</p>
 <p>12 RESPONSIBLE CONSUMPTION AND PRODUCTION</p> <p>Responsible Consumption and Production 負責任消費和生產</p>	<p>Ensure the sustainable use and management of resources 確保資源的可持續使用及有效管理</p>	<p>The production facilities in the Huizhou installed a total of eight activated carbon filter boxes on the rooftop. All the exhaust gases produced in the factory, such as solder dust and injection gas, were filtered through the filter boxes and then discharged at high altitude. 惠州的生產設施已在屋頂上安裝合共八個活性炭過濾箱。廠房產生的所有焊錫煙塵、注塑廢氣等，都經過過濾箱過濾，然後在高空排放。</p> <p>Linkz Ind (Suzhou) has carried out a packaging material improvement project. It recycled the packaging boards used by suppliers, and used them on the Company's product shipping packaging to reduce waste generation. A total of 251 boards were recovered during the year. 華迅工業(蘇州)已開展包裝材料改進項目，回收了供應商使用的包裝卡板，並將其用於本公司的產品運輸包裝，以減少廢棄物的產生。年內，合共回收包裝卡板251塊。</p>	<p>Facilitate employee participation in the promotion of sustainable development through various means 透過不同渠道，鼓勵僱員參與，以推動可持續發展</p>
 <p>13 CLIMATE ACTION</p> <p>Climate Action 氣候行動</p>	<p>Monitor and reduce the CO₂ emissions and waste water discharge generated from the use of resources and product manufacturing 監督及減少在使用資源及產品生產過程中產生的二氧化碳及污水排放</p>	<p>In order to strengthen the promotion of environmental protection, the Group has launched internal “Collage Making Competition” 為了加強環境保護宣傳，本集團於內部舉辦了「拼貼小創意環保大意義」拼貼畫比賽。</p> <p>During the Review Year, the Group has sponsored the following program of JCI Apex: 於回顧年度，本集團贊助了晉峰青年商會的以下活動：</p> <ul style="list-style-type: none"> • “UNSDG Board Game” workshop 「聯合國可持續發展目標桌遊」工作坊 	<p>Explore other means to contribute more to the environment and strive to facilitate the building of a healthy and sustainable society in the future 尋求其他途徑以加強對環境的貢獻，並致力促進健康及可持續社會的未來發展</p>

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)
環境、社會及管治報告 (續)

Goal 目標	Potential impact 潛在影響	The Group's status 本集團狀況	Future direction 未來方向
<p>17 PARTNERSHIPS FOR THE GOALS</p>  <p>Partnerships for the goals 促進目標實現的夥伴關係</p>	<p>Partner with non-profit organisations to contribute to the local community 與非牟利機構合作為當地社區作出貢獻</p>	<p>The Group has established long-term strategic partnership with non-profit organisations to create shared value for the betterment of community 本集團已與非牟利機構建立長遠戰略夥伴關係，為改善社區創造共享價值</p> <p>During the Review Year, the Group has participated in/sponsored the following programs: 於回顧年度，本集團參與/贊助了以下活動：</p> <ul style="list-style-type: none"> • “World Sight Day 2022” of the Orbis 奧比斯:「世界視覺日2022」 • “Skip Lunch Day 2023” of the Community Chest 公益金:「公益行善『折』食日2023」 • “Earth Hour 2023” of WWF Hong Kong 世界自然基金會香港分會:「地球一小時2023」 • “S.H.I.N.E with Diversity” of JCI Apex (See Figure 28) 晉峰青年商會:「點亮•多元」(見圖28) • 52 staff members participated the “Clean City Campaign”, a volunteer service at Anting Town, Jiading District, Shanghai (See Figure 29) 52名員工參加了上海市嘉定區安亭鎮的「『嘉』淨城區」義工服務(見圖29) 	<p>Strengthen cooperation with non-profit organisations and explore more community investment projects that can help creating shared value 加強與非牟利機構的合作，並發掘更多可創造共享價值的社區投資項目</p>

Figure 26: Love Without Boundary-You're Not Alone
圖26：讓愛全接觸 – 與您同行



Figure 27: Life Planning Workshop
圖27：生涯規劃工作坊



Figure 28: S.H.I.N.E. with Diversity
圖28：點亮•多元



Figure 29: Clean City Campaign Volunteer Service
圖29：「嘉」淨城區義工服務



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

Environmental performance indicators

環境績效指標

Aspect A1: Emissions	層面A1：排放物			Stock Exchange ESG Reporting Guide KPI 聯交所環境、 社會及管治報告 指引關鍵績效指標
Performance indicator	績效指標	2023	2022	
Emissions	排放物			
Total NOx emissions (kg)	氮氧化物總排放(公斤)	34,949	42,167	A1.1
Total SOx emissions (kg)	硫氧化物總排放(公斤)	0,887	1,997	A1.1
Total PM emissions (kg)	顆粒物總排放(公斤)	2,096	2,513	A1.1
Total GHG emissions – Scope 1 (kg)	溫室氣體總排放 – 範圍1 (公斤)	149,410	329,885	A1.2
Total GHG emissions – Scope 2 (kg)	溫室氣體總排放 – 範圍2 (公斤)	34,502,679	34,668,136	A1.2
Total GHG emissions – Scope 3 (kg)	溫室氣體總排放 – 範圍3 (公斤)	59,912	44,040	A1.2
Hazardous waste	有害廢棄物			
Mineral oil contaminated waste rags, organic solvents contaminated waste rags, used containers for chemical materials, wire-drawing lubricants and waste batteries (kg)	礦物油污染廢棄布料、有機溶劑污染廢棄布料、已使用化學材料容器、拉絲潤滑劑及廢棄電池(公斤)	23,239	21,338	A1.3
Non-hazardous waste	無害廢棄物			
Industrial waste	工業廢棄物			
Metal, iron, plastic, waste wires, etc (kg)	金屬、鋼鐵、塑膠、廢線等(公斤)	1,526,801	1,819,121	A1.4
Waste woven bags and pallets (kg)	廢編織袋及卡板(公斤)	94,299	17,645	A1.4
Cardboard (kg)	紙板箱(公斤)	301,827	113,489	A1.4
Used A3 and A4 paper (kg)	已使用的A3及A4紙(公斤)	11,687	9,495	A1.4
Used toner cartridge (kg)	已使用的碳粉盒(公斤)	1,573	1,402	A1.4
Used paper towel (kg)	已使用的紙巾(公斤)	7,161	7,089	A1.4
Aspect A2: Use of resources	層面A2：資源使用			
Performance indicator	績效指標	2023	2022	Stock Exchange ESG Reporting Guide KPI 聯交所環境、 社會及管治報告 指引關鍵績效指標
Type of energy consumption	能源消耗類型			
Non-renewable fuel (kWh)	不可再生燃料(千瓦時)	1,106,412	1,984,211	A2.1
Renewable energy (kWh)	可再生能源(千瓦時)	4,656,234	3,530,682	A2.1
Purchase of energy (kWh)	購買能源(千瓦時)	42,387,056	42,597,578	A2.1
Water	水			
Total water consumption (cubic metres)	總耗水量(立方米)	378,819	316,631	A2.2
Packaging materials	包裝材料			
Total packaging materials (kg)	包裝材料總量(公斤)	3,724,358	4,430,110	A2.5

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)

環境、社會及管治報告 (續)

Social performance indicators

社會績效指標

Aspect B1: Employment	層面B1：僱傭			Stock Exchange ESG Reporting Guide KPI 聯交所環境、 社會及管治報告 指引關鍵績效指標
Performance indicator	績效指標	2023	2022	
Number of employees as at 31 March	於三月三十一日的 僱員人數			
Gender:	性別：			B1.1
Male	男性	1,781	1,443	
Female	女性	2,168	1,789	
Age	年齡			B1.1
< 30	< 30	1,444	878	
30 - 50	30 - 50	2,397	2,198	
> 50	> 50	108	156	
Region	地區			B1.1
PRC	中國	3,902	3,176	
HK	香港	47	56	
Employee turnover rate	僱員流失率	7.2%	4.7%	B1.2
Aspect B2: Health and safety	層面B2：健康與安全			Stock Exchange ESG Reporting Guide KPI 聯交所環境、 社會及管治報告 指引關鍵績效指標
Performance indicator	績效指標	2023	2022	
Number of work injuries	工傷數字	5	8	B2.1
Rate of work injury (per thousand employees)	工傷率 (每千名僱員)	1.3	2.5	B2.1
Aspect B3: Development and training	層面B3：發展及培訓			Stock Exchange ESG Reporting Guide KPI 聯交所環境、 社會及管治報告 指引關鍵績效指標
Performance indicator	績效指標	2023	2022	
Percentage of employees trained	受訓僱員百分比			
Gender	性別			B3.1
Male	男性	47%	47%	
Female	女性	53%	53%	
Employee category	僱員類別			B3.1
Managers or above	經理或以上	3%	4%	
Supervisors and general staff	主管及一般僱員	9%	12%	
Workers	工人	88%	84%	
Average training hours completed per employee	每名僱員完成受訓的平均 時數			
Gender	性別			B3.2
Male	男性	24	22	
Female	女性	24	22	
Employee category	僱員類別			B3.2
Managers or above	經理或以上	8	9	
Supervisors and general staff	主管及一般僱員	14	14	
Workers	工人	25	24	

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONT'D)
環境、社會及管治報告 (續)

Social performance indicators (Continued)

社會績效指標 (續)

Aspect B5: Supply Chain Management		層面B5：供應鏈管理			
Performance indicator	績效指標	2023	2022	Stock Exchange ESG Reporting Guide KPI 聯交所環境、社會及管治報告 指引關鍵績效指標	
Number of critical suppliers by geographical region	按地區劃分的主要供應商數目				
By region	按地區劃分				B5.1
PRC	中國	18	17		
Hong Kong	香港	11	7		
Taiwan	台灣	—	—		
United States	美國	—	2		
Japan	日本	—	1		



TO THE MEMBERS OF TIME INTERCONNECT TECHNOLOGY LIMITED
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Time Interconnect Technology Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 90 to 159, which comprise the consolidated statement of financial position as at 31 March 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

致匯聚科技有限公司股東
(於開曼群島註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審計載列於第90至159頁的匯聚科技有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表,其中包括於二零二三年三月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

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

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「《香港審計準則》」)進行審計。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」一節中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」),我們獨立於貴集團,並已履行守則中的其他道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

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

INDEPENDENT AUDITOR'S REPORT (CONT'D) 獨立核數師報告 (續)

KEY AUDIT MATTERS (continued)

Key audit matter

關鍵審計事項

Valuation of right-of-use assets and property, plant and equipment measured at revaluation model **按重估模式計量使用權資產及物業、廠房及設備估值**

We identified the valuation of right-of-use assets and property, plant and equipment measured at revaluation model as a key audit matter due to the inherent level of subjective judgements and complex estimates required in determining the revalued values.

The Group's leasehold land (included under right-of-use assets) and buildings (included under property, plant and equipment) located in the People's Republic of China (the "Land and Buildings") are accounted for using revaluation model. As at 31 March 2023, the carrying amount of the Group's Land and Buildings at revaluation model are HK\$284,552,000 (included in right-of-use assets) and HK\$262,459,000 (included under property, plant and equipment) respectively, which represented approximately 5% and 4% of the Group's total assets, respectively. The resulting net revaluation gain of HK\$2,434,000, comprising the revaluation gain of HK\$9,750,000 arising from property, plant and equipment and revaluation loss of HK\$7,316,000 arising from right-of-use assets, has been credited to the other comprehensive income and the resulting net revaluation loss of HK\$3,161,000, comprising the revaluation gain of HK\$583,000 arising from property, plant and equipment and revaluation loss of HK\$3,744,000, has been debited to the profit and loss for the year ended 31 March 2023.

As further disclosed in notes 4, 15 and 16 to the consolidated financial statements, in estimating the fair value of these Land and Buildings, the Group engaged an independent qualified valuer (the "Valuer"), to carry out the valuation. The management of the Group provided information to the Valuer and the Valuer established and determined the appropriate technique and inputs to the valuation model. The significant unobservable input of the approach is the price per square metre of comparable properties. Changes in the comparable properties adopted may result in a significant increase or decrease in fair value.

由於在釐定重估價值時涉及固有的主觀判斷及複雜估計，我們將按重估模式計量使用權資產及物業、廠房及設備的估值識別為關鍵審計事項。

貴集團位於中華人民共和國的租賃土地(計入使用權資產)及樓宇(計入物業、廠房及設備)(「土地及樓宇」)乃採用重估模式入賬。於二零二三年三月三十一日，貴集團按重估模式估值的土地及樓宇的賬面值分別為284,552,000港元(計入使用權資產)及262,459,000港元(計入物業、廠房及設備)，分別佔貴集團總資產約5%及4%。截至二零二三年三月三十一日止年度，包括來自物業、廠房及設備的重估收益9,750,000港元及來自使用權資產的重估虧損7,316,000港元所產生的淨重估收益2,434,000港元，已計入其他全面收益，而包括來自物業、廠房及設備的重估收益583,000港元及重估虧損3,744,000港元所產生的淨重估虧損3,161,000港元，已自損益中扣除。

誠如綜合財務報表附註4、15及16進一步披露，於估計該等土地及樓宇之公平值時，貴集團已委聘合資格獨立估值師(「估值師」)進行估值。貴集團管理層向估值師提供資料，而估值師確立及釐定適用於估值模式的技術及輸入數據。該方法之重大不可觀察輸入數據為可資比較物業的每平方米價格。所採用可資比較物業的變動可導致公平值大幅上升或下降。

關鍵審計事項(續)

How our audit addressed the key audit matter

我們的審計如何對關鍵審計事項進行處理

Our procedures in relation to the management's valuation of the Land and Buildings measured at revaluation model included:

- Evaluating the competence, capability, and objectivity of the Valuer;
- Obtaining understanding from the Valuer about the valuation methodology, significant unobservable inputs and data used in the valuations;
- Assessing the reasonableness of the price per square metre of comparable properties and information used by the Valuer and management of the Group in the valuation model, including adjustment factors for conditions of the properties, in order to assess the appropriateness of these inputs and comparing the comparable properties adopted with fair market unit price; and
- Checking the mathematical accuracy of the valuation calculations.

我們就管理層按重估模式計量對土地及樓宇估值進行的程序包括：

- 評估估值師的資格、能力及客觀程度；
- 向估值師了解估值方法、重大不可觀察輸入數據及估值時所採用的數據；
- 評估估值師及貴集團管理層於估值模式所用可資比較物業的每平方米價格及資料(包括就物業狀況作出的調整因素)的合理性，以評估該等輸入數據的合適性，並按公平市場單位價格與所採用可資比較物業進行比較；及
- 檢查估值計算的算術準確性。

INDEPENDENT AUDITOR'S REPORT (CONT'D)

獨立核數師報告 (續)

OTHER INFORMATION

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

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

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

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

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

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

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

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

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

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

其他資料

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

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

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

董事及治理層就綜合財務報表須承擔的責任

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

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

治理層須負責監督 貴集團的財務報告過程。

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不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照我們商定的業務約定條款僅向全體股東出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。我們不會就本報告的內容對任何其他人士承擔或接受任何責任。合理保證是高水準的保證，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該等風險，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。

INDEPENDENT AUDITOR'S REPORT (CONT'D) 獨立核數師報告 (續)

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Tsang Chi Wai.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
28 June 2023

核數師就審計綜合財務報表承擔的責任 (續)

- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 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相關交易和事項。
- 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。

除其他事項外，我們與治理層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。

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，為消除威脅而採取的行動或應用的防範措施。

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

出具本獨立核數師報告的審計專案合夥人是曾志偉。

德勤•關黃陳方會計師行
執業會計師
香港
二零二三年六月二十八日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益表

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

		NOTES 附註	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Revenue	收益	6	5,764,839	3,590,117
Cost of goods sold	售出貨品成本		(5,140,174)	(3,002,020)
Gross profit	毛利		624,665	588,097
Other income	其他收入	7	21,729	5,873
Other gains and losses	其他收益及虧損	8	(16,253)	1,716
(Loss) gain on revaluation of property, plant and equipment, and right-of-use assets, net	物業、廠房及設備及使用權資產重估(虧損)收益淨額	15	(3,161)	361
Gain on bargain purchase	議價購買收益	32	–	3,201
Impairment losses under expected credit loss (“ECL”) on trade receivables	貿易應收款項之預期信貸虧損(「預期信貸虧損」)項下之減值虧損		(3,425)	–
Distribution and selling expenses	分銷及銷售開支		(61,402)	(66,043)
Administrative expenses	行政開支		(140,153)	(134,459)
Professional fees and costs relating to acquisition of business and business restructuring	有關收購業務及業務重組的專業費用及成本		–	(6,496)
Research and development expenses	研發開支		(109,939)	(121,352)
Finance costs	融資成本	9	(55,821)	(38,043)
Profit before taxation	除稅前溢利	10	256,240	232,855
Taxation	稅項	12	(40,354)	(64,582)
Profit for the year	年內溢利		215,886	168,273
Other comprehensive income (expense)	其他全面收益(開支)			
<i>Items that will not be reclassified to profit or loss:</i>	<i>不予重新分類至損益的項目：</i>			
Gain (loss) on revaluation of right-of-use assets and property, plant and equipment	使用權資產及物業、廠房及設備重估收益(虧損)		2,434	(36,170)
Deferred tax arising from revaluation of right-of-use assets and property, plant and equipment	使用權資產及物業、廠房及設備重估產生的遞延稅項		(660)	8,497
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益的項目：</i>			
Fair value gain on hedging instruments designated as cash flow hedge	指定為現金流量對沖的對沖工具公平值收益		–	417
Reclassification on hedging instruments to profit or loss	重新分類對沖工具至損益		–	(417)
Exchange differences arising on translating foreign operations	海外業務匯率換算時出現的匯兌差額		(109,911)	63,832
Other comprehensive (expense) income for the year	其他年內全面(開支)收益		(108,137)	36,159
Total comprehensive income for the year	年內全面收益總額		107,749	204,432
Profit for the year attributable to:	下列人士應佔年內溢利：			
Owners of the Company	本公司擁有人		215,140	168,223
Non-controlling interests	非控股權益		746	50
			215,886	168,273
Total comprehensive income for the year attributable to:	下列人士應佔年內全面收益總額：			
Owners of the Company	本公司擁有人		108,254	204,127
Non-controlling interests	非控股權益		(505)	305
			107,749	204,432
Earnings per share	每股盈利	13		
– Basic (HK cents)	– 基本(港仙)		11.06	9.10
– Diluted (HK cents)	– 攤薄(港仙)		11.05	9.01

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

AT 31 MARCH 2023 於二零二三年三月三十一日

	NOTES 附註	2023 HK\$'000 千港元	2022 HK\$'000 千港元	
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	880,187	786,902
Right-of-use assets	使用權資產	16	343,650	383,731
Deposits paid for acquisition of property, plant and equipment	就收購物業、廠房及設備已付按金		7,744	3,499
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	17	6,542	6,284
Rental deposits	租賃按金		2,102	1,690
			1,240,225	1,182,106
Current assets	流動資產			
Inventories	存貨	18	2,050,559	653,649
Trade and other receivables	貿易及其他應收款項	19	1,541,265	1,090,174
Contract assets	合約資產	20	4,583	29,708
Taxation recoverable	可收回稅項		7,680	450
Pledged bank deposits	已抵押銀行存款	21	974,649	5,769
Bank balances and cash	銀行結餘及現金	21	288,003	220,906
			4,866,739	2,000,656
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	22	969,786	885,572
Contract liabilities	合約負債	23	2,227	4,413
Amounts due to related companies	應付關連公司款項	26	508,328	–
Lease liabilities	租賃負債	24	19,159	10,584
Taxation payable	應付稅項		10,691	14,843
Bank borrowings	銀行借款	25	1,295,258	788,147
Loans from related companies	來自關連公司的貸款	26	1,465,186	–
			4,270,635	1,703,559
Net current assets	流動資產淨值		596,104	297,097
Total assets less current liabilities	總資產減流動負債		1,836,329	1,479,203
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	24	49,721	48,251
Bank borrowings	銀行借款	25	52,812	274,016
Loans from related companies	來自關連公司的貸款	26	498,998	–
Deferred tax liabilities	遞延稅項負債	27	90,728	93,491
			692,259	415,758
Net assets	資產淨值		1,144,070	1,063,445
Capital and reserves	資本及儲備			
Share capital	股本	28	19,460	19,460
Reserves	儲備		1,112,892	1,031,714
Equity attributable to owners of the Company	本公司擁有人應佔權益		1,132,352	1,051,174
Non-controlling interests	非控股權益		11,718	12,271
Total equity	總權益		1,144,070	1,063,445

The consolidated financial statements on pages 90 to 159 were approved and authorised for issue by the Board of Directors on 28 June 2023 and are signed on its behalf by:

第90至159頁的綜合財務報表已獲董事會於二零二三年六月二十八日批准及授權刊發，並由下列人士代為簽署：

Cua Tin Yin Simon
柯天然
Executive Director
執行董事

Wong Chi Kuen
黃志權
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 2023 截至二零二三年三月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔												
		Share capital	Share premium	PRC statutory reserves 中國	Special reserves	Capital reserve	Hedging reserve	Property revaluation reserve 物業	Share options reserve	Translation reserve	Accumulated profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	法定儲備	特別儲備	資本儲備	對沖儲備	重估儲備	購股權儲備	匯兌儲備	累計溢利	總計	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元
				(Note a) (附註a)	(Note b) (附註b)	(Note c) (附註c)								
At 1 April 2022	於二零二二年四月一日	19,460	323,485	62,076	(642,504)	37,939	-	214,738	2,817	149,097	884,066	1,051,174	12,271	1,063,445
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	-	215,140	215,140	746	215,886
Gain (loss) on revaluation of right-of-use assets and property, plant and equipment	使用權資產及物業、廠房及設備重估收益(虧損)	-	-	-	-	-	-	2,658	-	-	-	2,658	(224)	2,434
Deferred tax arising from revaluation of right-of-use assets and property, plant and equipment	使用權資產及物業、廠房及設備重估產生的遞延稅項	-	-	-	-	-	-	(716)	-	-	-	(716)	56	(660)
Exchange differences arising on translating foreign operations	海外業務匯率換算時出現的匯兌差額	-	-	-	-	-	-	-	-	(108,828)	-	(108,828)	(1,083)	(109,911)
Total comprehensive (expense) income for the year	年內全面(開支)收益總額	-	-	-	-	-	-	1,942	-	(108,828)	215,140	108,254	(505)	107,749
Transfer	轉撥	-	-	23,298	-	-	-	-	-	-	(23,298)	-	-	-
Dividends declared (note 14)	已宣派股息(附註14)	-	-	-	-	-	-	-	-	-	(29,190)	(29,190)	-	(29,190)
Change of interest in a subsidiary	於一間附屬公司的權益變動	-	-	-	(42)	-	-	-	-	-	-	(42)	(48)	(90)
Recognition of equity-settled share-based payment (note 29)	按權益結算以股份為基礎的付款之確認(附註29)	-	-	-	-	-	-	-	2,156	-	-	2,156	-	2,156
Cancellation of share options (note 29)	註銷購股權(附註29)	-	-	-	-	-	-	-	(4,973)	-	4,973	-	-	-
At 31 March 2023	於二零二三年三月三十一日	19,460	323,485	85,374	(642,546)	37,939	-	216,680	-	40,269	1,051,691	1,132,352	11,718	1,144,070
At 1 April 2021	於二零二一年四月一日	18,404	272,137	35,616	(642,546)	37,939	-	242,059	14,644	85,872	788,349	852,474	11,927	864,401
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	-	168,223	168,223	50	168,273
Loss on revaluation of right-of-use assets and property, plant and equipment	使用權資產及物業、廠房及設備重估虧損	-	-	-	-	-	-	(35,699)	-	-	-	(35,699)	(471)	(36,170)
Deferred tax arising from revaluation of right-of-use assets and property, plant and equipment	使用權資產及物業、廠房及設備重估產生的遞延稅項	-	-	-	-	-	-	8,378	-	-	-	8,378	119	8,497
Fair value gain on hedging instruments designated as cash flow hedge	指定為現金流量對沖的對沖工具公平值收益	-	-	-	-	-	417	-	-	-	-	417	-	417
Reclassification on hedging instruments to profit or loss	重新分類對沖工具至損益	-	-	-	-	-	(417)	-	-	-	-	(417)	-	(417)
Exchange differences arising on translating foreign operations	海外業務匯率換算時出現的匯兌差額	-	-	-	-	-	-	-	-	63,225	-	63,225	607	63,832
Total comprehensive (expense) income for the year	年內全面(開支)收益總額	-	-	-	-	-	-	(27,321)	-	63,225	168,223	204,127	305	204,432
Transfer	轉撥	-	-	26,460	-	-	-	-	-	-	(26,460)	-	-	-
Dividends declared (note 14)	已宣派股息(附註14)	-	-	-	-	-	-	-	-	-	(46,046)	(46,046)	-	(46,046)
Change of interest in a subsidiary	於一間附屬公司的權益變動	-	-	-	42	-	-	-	-	-	-	42	39	81
Recognition of equity-settled share-based payment	按權益結算以股份為基礎的付款之確認	-	-	-	-	-	-	-	4,335	-	-	4,335	-	4,335
Exercise of share options	行使購股權	1,056	51,348	-	-	-	-	-	(16,162)	-	-	36,242	-	36,242
At 31 March 2022	於二零二二年三月三十一日	19,460	323,485	62,076	(642,504)	37,939	-	214,738	2,817	149,097	884,066	1,051,174	12,271	1,063,445

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONT'D)

綜合權益變動表 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

Notes:

- (a) The People's Republic of China (the "PRC") statutory reserves are non-distributable and the transfer to these reserves are determined according to the relevant laws in the PRC and by the board of directors of the PRC subsidiaries in accordance with the articles of association of these subsidiaries. They can be used to make up for previous years' losses or convert into additional capital of the PRC subsidiaries of the Company.
- (b) The special reserves represent
- (i) the amounts arising from group reorganisation in 2017 and 2020 by using merger accounting and
 - (ii) the effects of changes in ownership in certain subsidiaries when there is no change in control.
- (c) The amounts represent (i) deemed capital contribution arising from waiver of current accounts by the group companies in prior years, (ii) deemed capital contribution arising from the cash reimbursed for partial listing expenses by the then ultimate holding company upon public offer and placing.

附註：

- (a) 中華人民共和國(「中國」)法定儲備不可用作分派，而轉撥至該等儲備的款項須按照中國相關法律及由中國附屬公司董事會根據該等附屬公司的組織章程細則釐定。中國法定儲備可用於彌補上年度的虧損或轉撥為本公司中國附屬公司的額外資本。
- (b) 特別儲備為
- (i) 以合併會計法處理於二零一七年及二零二零年的集團重組所產生的金額及
 - (ii) 在控制權並無變動下於若干附屬公司所有權變動的影響。
- (c) 該等金額指(i)於過往年度受當時集團公司豁免的往來賬目產生的視作資本出資，(ii)當時最終控股公司於公開發售及配售時作出的部分上市開支的現金補償產生的視作資本出資。

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

	NOTE 附註	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Operating activities	經營活動		
Profit before taxation	除稅前溢利	256,240	232,855
Adjustments for:	下列各項作調整：		
Interest income	利息收入	(11,907)	(776)
Interest expense	利息開支	55,821	38,460
Impairment losses under ECL on trade receivables	貿易應收款項之預期信貸虧損 項下之減值虧損	3,425	-
Gain on change in fair value of derivative financial instrument	衍生金融工具公平值變動收益	-	(417)
Gain on change in fair value of financial assets at fair value through profit or loss	按公平值計入損益的金融資產的 公平值變動收益	(229)	(218)
Loss (gain) on revaluation of property, plant and equipment and right-of-use assets, net	物業、廠房及設備及使用權資產 重估虧損(收益)淨額	3,161	(361)
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備的虧損 (收益)	7,737	(933)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	68,695	55,897
Depreciation of right-of-use assets	使用權資產折舊	23,300	17,892
Write-down of inventories	存貨撇減	26,978	4,929
Equity-settled share-based payments	按權益結算以股份為基礎的款項	2,156	4,335
Gain on bargain purchase	議價購買收益	-	(3,201)
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	435,377	348,462
Increase in inventories	存貨增加	(1,474,380)	(127,820)
Increase in trade and other receivables and rental deposits	貿易及其他應收款項以及租賃按金 增加	(503,622)	(174,432)
Decrease (increase) in contract assets	合約資產減少(增加)	25,125	(26,848)
Increase in trade and other payables	貿易及其他應付款項增加	126,128	243,939
Decrease in contract liabilities	合約負債減少	(2,069)	(769)
Cash generated from operations	經營產生的現金	(1,393,441)	262,532
Hong Kong Profits Tax paid	已付香港利得稅	(25,719)	(20,195)
PRC Enterprise Income Tax paid	已付中國企業所得稅	(28,832)	(11,108)
Withholding tax in the PRC paid	已付中國預扣稅	-	(20,382)
Net cash (used in) from operating activities	經營活動(所耗)產生的現金淨額	(1,447,992)	210,847
Investing activities	投資活動		
Placement of pledged bank deposits	存放已抵押銀行存款	(2,137,404)	(30,586)
Release of pledged bank deposits	解除已抵押銀行存款	25,733	32,198
Purchase of property, plant and equipment	購買物業、廠房及設備	(205,759)	(56,526)
Proceeds from disposal of property, plant and equipment	來自出售物業、廠房及設備的所得 款項	2,542	1,872
Deposits paid for acquisition of property, plant and equipment	就收購物業、廠房及設備已付按金	(7,703)	(2,827)
Interest received	已收利息	11,863	733
Acquisition of business	收購業務	-	(55,823)
Net cash used in investing activities	投資活動所耗的現金淨額	(2,310,728)	(110,959)

CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D) 綜合現金流量表 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

		NOTE	2023	2022
		附註	HK\$'000	HK\$'000
			千港元	千港元
Financing activities	融資活動			
Loans raised from related companies	來自關連公司產生的貸款		3,749,630	–
Repayment of loans from related companies	償還來自關連公司的貸款		(1,785,613)	–
Advance from related companies	來自同關連公司墊付款項		508,942	–
Bank borrowings raised	已籌集銀行借款		2,576,006	1,186,587
Repayment of bank borrowings	償還銀行借款		(1,121,105)	(1,152,103)
Interest paid	已付利息		(53,889)	(38,460)
Dividends paid	已付股息		(29,190)	(46,046)
Payment of lease liabilities	支付租賃負債		(10,426)	(9,491)
(Payment for) proceeds from change of interest in a subsidiary	(支付一間附屬公司權益變動的款項)/一間附屬公司權益變動的所得款項		(90)	81
Net settlement of interest rate swap	利率掉期結算淨額		–	417
Repayment to related companies	償還予關連公司的款項	32	–	(22,344)
Proceeds from exercise of share options	行使購股權所得款項		–	36,242
Net cash generated from (used in) financing activities	融資活動所產生(所耗)的現金淨額		3,834,265	(45,117)
Net increase in cash and cash equivalents	現金及現金等價物的淨增加		75,545	54,771
Cash and cash equivalents at beginning of the year	年初現金及現金等價物		220,906	156,483
Effect of foreign exchange rate changes	匯率變動的影響		(8,448)	9,652
Cash and cash equivalents at end of the year	年末現金及現金等價物		288,003	220,906
Analysis of balances of cash and cash equivalents:	現金及現金等價物結餘分析：			
Bank balances and cash	銀行結餘及現金		288,003	220,906

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

1. GENERAL INFORMATION

Time Interconnect Technology Limited (the “Company”) is a limited company incorporated in the Cayman Islands and its shares are listed on Main Board of The Stock Exchange of Hong Kong Limited (the “HK Stock Exchange”). The addresses of the registered office and the principal place of business of the Company are disclosed in the “Corporate Information” section of the annual report.

Prior to 16 March 2022, the immediate holding company of the Company was Time Interconnect Holdings Limited which was incorporated in the British Virgin Islands (“BVI”). The ultimate holding company was Linkz Industries Limited (“Linkz Industries”), which was incorporated in Hong Kong. Its ultimate controlling shareholder was Mr. Lo Chung Wai Paul (“Mr. Paul Lo”), who was also a former non-executive director of the Company. On 16 March 2022, Luxshare Precision Limited completed the acquisition of 1,380,000,000 issued share capital of the Company, representing approximately 72% of total issued share capital of the Company. Details of the transaction are set out in the Company’s announcement dated 16 March 2022. The immediate holding company of the Company is then changed to Luxshare Precision Limited. The Company’s intermediate holding company is then changed to Luxshare Precision Industry Co., Ltd. (“Luxshare”), a company incorporated in the People’s Republic of China (the “PRC”) with its shares listed on the Shenzhen Stock Exchange. In the opinion of the directors of the Company, the ultimate controlling shareholder of Luxshare and the Company is Luxshare Limited, a company incorporated in Hong Kong.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in note 35.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) while the functional currency of the Company is United States dollars (“USD”). The reason for selecting HK\$ as the Company’s presentation currency is that the directors of the Company (“Directors”) consider that it is more relevant to the users of the consolidated financial statements as the Company listed its shares on the HK Stock Exchange.

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

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 April 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018 – 2020

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

1. 一般資料

匯聚科技有限公司(「本公司」)為於開曼群島註冊成立之有限公司，其股份於香港聯合交易所有限公司(「香港聯交所」)主板上市。本公司註冊辦事處及主要營業地點的地址在年報「公司資料」一節中披露。

於二零二二年三月十六日前，本公司的直接控股公司為Time Interconnect Holdings Limited，該公司於英屬處女群島(「英屬處女群島」)註冊成立。最終控股公司為領先工業有限公司(「領先工業」)，該公司於香港註冊成立。其最終控股股東為羅仲煒先生(「羅仲煒先生」)，彼亦為本公司之前任非執行董事。於二零二二年三月十六日，立訊精密有限公司完成收購本公司1,380,000,000股已發行股本，相當於本公司已發行股本總數的約72%。交易的詳情載於本公司日期為二零二二年三月十六日的公告內。本公司的直接控股公司隨即變更為立訊精密有限公司。本公司的中間控股公司隨即變更為立訊精密工業股份有限公司(「立訊」，為一間於中華人民共和國(「中國」)註冊成立之公司，其股份於深圳證券交易所上市)。本公司董事認為，立訊及本公司之最終控股股東為立訊有限公司(一間於香港註冊成立的公司)。

本公司為一間投資控股公司。其主要附屬公司之主要業務載於附註35。

綜合財務報表以港元(「港元」)呈列，而本公司的功能貨幣為美元(「美元」)。選擇港元作為本公司呈列貨幣乃由於本公司董事(「董事」)認為對綜合財務報表的使用者更為貼合，原因為本公司將其股份於香港聯交所上市。

2. 應用香港財務報告準則(「香港財務報告準則」)修訂本

本年度強制生效的香港財務報告準則修訂本

為編製綜合財務報表，於本年度，本集團首次應用由香港會計師公會(「香港會計師公會」)頒佈並於二零二二年四月一日開始的本集團年度期間內強制生效以下香港財務報告準則修訂本：

香港財務報告準則第3號修訂本	概念框架之引用
香港會計準則第16號修訂本	物業、廠房及設備 – 擬定用途前的所得款項
香港會計準則第37號修訂本	有償合約 – 履行合約的成本
香港財務報告準則修訂本	二零一八年至二零二零年香港財務報告準則之年度改進

於本年度應用香港財務報告準則修訂本對本集團於本年度及過往年度的財務狀況及表現及/或該等綜合財務報表所載的披露並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³
Amendments to HKAS 1 Amendments to HKAS 1 and HKFRS Practice Statement 2	Non-current Liabilities with Covenants ³ Disclosure of Accounting Policies ¹
Amendments to HKAS 8 Amendments to HKAS 12	Definition of Accounting Estimates ¹ Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

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

² Effective for annual periods beginning on or after a date to be determined

³ Effective for annual periods beginning on or after 1 January 2024

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

Amendments to HKAS 1 "Classification of Liabilities as Current or Non-current" and related amendments to Hong Kong Interpretation 5 (2020) (the "2020 Amendments") and Amendments to HKAS 1 "Non-current Liabilities with Covenants" (the "2022 Amendments")

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 "Financial Instruments: Presentation".
- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within 12 months.

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding workings with no change in conclusion.

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the requirements introduced by the 2020 Amendments have been modified by the 2022 Amendments. The 2022 Amendments specify that only covenants with which an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

2. 應用香港財務報告準則(「香港財務報告準則」)修訂本(續)

已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本公司並無提早應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第17號 (包括於二零二零年十月及二零二二年二月的香港財務報告準則第17號修訂本)	保險合約 ¹
香港財務報告準則第10號及香港會計準則第28號修訂本	投資者與其聯營公司或合營企業之間的資產出售或注資 ²
香港財務報告準則第16號修訂本	售後租回的租賃負債 ³
香港會計準則第1號修訂本	將負債分類為流動或非流動以及香港詮釋第5號(二零二零年)之相關修訂 ³
香港會計準則第1號修訂本 香港會計準則第1號及香港財務報告準則實務聲明第2號修訂本	附帶契諾的非流動負債 ³ 會計政策披露 ¹
香港會計準則第8號修訂本 香港會計準則第12號修訂本	會計估計之定義 ¹ 與單一交易所產生的資產及負債有關的遞延稅項 ¹

¹ 於二零二三年一月一日或之後開始的年度期間生效

² 於待定日期或之後開始的年度期間生效

³ 於二零二四年一月一日或之後開始的年度期間生效

除下文所述香港財務報告準則修訂本外，本公司董事預期應用所有其他新訂及經修訂香港財務報告準則於可預見將來將不會對財務報表產生重大影響。

香港會計準則第1號修訂本「將負債分類為流動或非流動」以及香港詮釋第5號(二零二零年)之相關修訂(「二零二零年修訂本」)及香港會計準則第1號修訂本「附帶契諾的非流動負債」(「二零二二年修訂本」)

二零二零年修訂本為延期結算權利評估提供澄清及補充指導，從報告日期起計至少十二個月內將負債分類為流動或非流動，其中：

- 闡明倘負債具有可由對手方選擇透過轉讓實體本身的權益工具進行結清之條款，則僅當實體應用香港會計準則第32號「金融工具：呈列」將選擇權單獨確認為權益工具時，該等條款才不會影響其分類為流動或非流動。
- 訂明負債應根據報告期末存在之權利分類為流動或非流動。具體而言，該等修訂本澄清分類不應受管理層意圖或期望於12個月內清償負債所影響。

此外，香港詮釋第5號因香港會計準則第1號修訂本而予以修訂，以使相應措辭一致，但結論不變。

就延後自報告日期起計至少十二個月結算的權利(以遵守契諾為條件)而言，二零二零年修訂本引入的規定已被二零二二年修訂本修改。二零二二年修訂本訂明，僅實體須於報告期末或之前遵守的契諾方會影響實體於報告日期後最少十二個月內延期結算負債的權利。僅須於報告期後遵守的契諾不影響該權利是否於報告期末存在。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

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

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

Amendments to HKAS 1 “Classification of Liabilities as Current or Non-current” and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 “Non-current Liabilities with Covenants” (the “2022 Amendments”) (continued)

In addition, the 2022 Amendments specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if the entity classify liabilities arising from loan arrangements as non-current when the entity’s right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

The 2022 Amendments also defer the effective date of applying the 2020 Amendments to the Group’s annual reporting period beginning on 1 April 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for the Group’s annual reporting period beginning on 1 April 2024, with early application permitted. If an entity applies the 2020 Amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

Based on the Group’s outstanding liabilities as at 31 March 2023, the application of the 2020 Amendments and 2022 Amendments will not result in reclassification of the Group’s liabilities.

Amendments to HKAS 1 “Presentation to Financial Statements” and HKFRS Practice Statement 2 “Disclosure of Accounting Policies”

HKAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 “Making Materiality Judgements” (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies. The impacts of application, if any, will be disclosed in the Group’s future financial statements.

Amendments to HKAS 8 “Definition of Accounting Estimates”

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

2. 應用香港財務報告準則(「香港財務報告準則」)修訂本(續)

已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

香港會計準則第1號修訂本「將負債分類為流動或非流動」以及香港詮釋第5號(二零二零年)之相關修訂(「二零二零年修訂本」)及香港會計準則第1號修訂本「附帶契諾的非流動負債」(「二零二二年修訂本」)(續)

此外，二零二二年修訂本訂明，有關資料的披露規定允許財務報表使用者了解倘實體將貸款安排產生的負債分類為非流動，而實體延期結算該等負債的權利視乎實體於報告期後十二個月內是否遵守契諾的情況下，則負債可於報告期後十二個月內償還的風險。

二零二二年修訂本亦將應用二零二零年修訂本的生效日期延至本集團二零二四年四月一日開始的年度報告期間。二零二二年修訂本連同二零二零年修訂本於本集團二零二四年四月一日開始的年度報告期間生效，並允許提早應用。倘實體在頒佈二零二二年修訂本後的早期應用二零二零年修訂本，該實體亦應在該期間應用二零二二年修訂本。

根據本集團於二零二三年三月三十一日之未償還負債，應用二零二零年修訂本及二零二二年修訂本將不會導致本集團之負債需重新分類。

香港會計準則第1號「財務報表的呈列」及香港財務報告準則實務聲明第2號「會計政策披露」修訂本

香港會計準則第1號經修訂以「重大會計政策資料」取代「主要會計政策」一詞的所有情況。倘連同實體財務報表內其他資料一併考慮，可以合理預期會計政策資料會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則會計政策資料屬重大。

該等修訂本亦澄清，即使涉及款項並不重大，但基於相關交易性質、其他事項或情況，會計政策資料仍可屬重大。然而，並非所有與重大交易、其他事項或情況有關的會計政策資料本身即屬重大。倘實體選擇披露非重大會計政策資料，有關資料不得掩蓋重大會計政策資料。

香港財務報告準則實務聲明第2號「作出重大性判斷」(「實務聲明」)亦經修訂，以說明實體如何將「四步法評估重大性流程」應用於會計政策披露及判斷有關會計政策的資料對其財務報表是否屬重大。實務聲明已增加指導意見及實例。

應用該等修訂本預期不會對本集團財務狀況或表現產生重大影響，但可能影響本集團主要會計政策之披露。有關應用的影響(如有)將於本集團日後的財務報表中予以披露。

香港會計準則第8號修訂本「會計估計之定義」

該等修訂本定義會計估計為「受不明朗計量因素影響的財務報表之貨幣金額」。會計政策可能規定對計量不明朗因素的財務報表的項目進行計量即會計政策可能規定將按貨幣金額計量的有關項目不可直接觀察而須予以估計。於此情況下，實體應編製會計估計以達到會計政策載列的目標。編製會計估計涉及根據最新可得可靠的資料作出的判斷或假設用途。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

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

Amendments to HKAS 8 "Definition of Accounting Estimates" (continued)

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group's consolidated financial statements.

Amendments to HKAS 12 "Deferred Tax related to Assets and Liabilities arising from a Single Transaction"

The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 "Income Taxes" so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

As disclosed in note 3 to the consolidated financial statements, for leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the relevant assets and liabilities as a whole. Temporary differences relating to relevant assets and liabilities are assessed on a net basis.

Upon the application of the amendments, the Group will recognise a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with the right-of-use assets and the lease liabilities.

The amendments are effective for the Group's annual reporting period beginning on 1 April 2023. As at 31 March 2023, the carrying amounts of right-of-use assets and lease liabilities which are subject to the amendments amounted to HK\$52,595,000 and HK\$61,637,000 respectively. The application of the amendments is not expected to have significant impact on the financial position or performance of the Group.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the HK Stock Exchange ("Listing Rules") and by the Hong Kong Companies Ordinance.

Basis of preparation

The consolidated financial statements have been prepared under the historical cost basis except for certain financial instruments and leasehold land and buildings, which are measured at fair values and revalued amounts, at the end of the reporting period, as explained in the accounting policies set out below.

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

2. 應用香港財務報告準則(「香港財務報告準則」)修訂本(續)

已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

香港會計準則第8號修訂本「會計估計之定義」(續)

此外，香港會計準則第8號中會計估計之變更的概念予以保留，惟有待進一步澄清。

應用該等修訂本預期不會對本集團的綜合財務報表產生重大影響。

香港會計準則第12號修訂本「與單一交易所產生的資產及負債有關的遞延稅項」

該等修訂本將香港會計準則第12號「所得稅」第15及24段對遞延稅項負債及遞延稅項資產之確認豁免範圍收窄，使其不再適用於在初步確認時產生相等應課稅及可扣減暫時差額之交易。

誠如綜合財務報表附註3所披露，就稅務扣減歸屬于租賃負債的租賃交易，本集團對相關資產及負債整體應用香港會計準則第12號的規定。與相關資產及負債有關的暫時差額按淨值基準評估。

於應用該等修訂本時，本集團將就與使用權資產及租賃負債相關之所有可扣減及應課稅暫時差額確認遞延稅項資產(按將會出現可利用暫時差額扣稅之應課稅溢利時提撥)及遞延稅項負債。

該等修訂本於二零二三年四月一日開始之本集團年度報告期間生效。於二零二三年三月三十一日，受修訂本影響之使用權資產及租賃負債之賬面值分別為52,595,000港元及61,637,000港元。應用該等修訂本預期不會對本集團財務狀況或表現產生重大影響。

3. 綜合財務報表編製基準及主要會計政策

3.1 綜合財務報表編製基準

合規聲明

綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。就編製綜合財務報表而言，倘有資料合理預期將影響主要使用者所作出的決定，則該資料可被視作重大。此外，綜合財務報表包括香港聯交所證券上市規則(「上市規則」)及香港公司條例規定之適用披露。

編製基準

除若干金融工具以及租賃土地及樓宇按下文所闡釋會計政策以報告期末的公平值及重估金額計量外，綜合財務報表按歷史成本基礎編製。

歷史成本一般根據為交換貨品及服務而付出代價之公平值計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.1 Basis of preparation of consolidated financial statements (continued)

Basis of preparation (continued)

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

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

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

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

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

3.2 Significant accounting policies

Basis of consolidation

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

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

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.1 綜合財務報表編製基準 (續)

編製基準 (續)

公平值是於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付之價格，而不論該價格是否可直接觀察或使用其他估值方法估計。於估計資產或負債之公平值時，本集團會考慮市場參與者於計量日期對資產或負債定價時所考慮的資產或負債特點。綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟於香港財務報告準則第2號「以股份為基礎付款」範圍內之以股份為基礎付款的交易、於香港財務報告準則第16號「租賃」範圍內之租賃交易及與公平值類似但並非公平值之計量（如香港會計準則第2號「存貨」之可變現淨值或香港會計準則第36號「資產減值」之使用價值）除外。

非金融資產的公平值計量考慮了市場參與者以其最高及最佳用途使用該資產或將該資產出售予將以其最高及最佳用途使用該資產的另一市場參與者而產生經濟效益的能力。

就按公平值交易的按重估金額計量的租賃土地及建築物及於隨後期間使用不可觀察輸入數據計量公平值的估值方法而言，估值方法應予校準，以使估值方法於初步確認時的結果相等於交易價格。

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量之輸入數據對其整體重要性分類為第一、第二或第三級，詳情如下：

- 第一級輸入數據為為實體於計量日期可以取得的相同資產或負債在活躍市場之報價（未經調整）；
- 第二級輸入數據為就資產或負債直接或間接可觀察之輸入數據（第一級內包括的報價除外）；及
- 第三級輸入數據為資產或負債的不可觀察輸入數據。

3.2 主要會計政策

綜合基準

綜合財務報表包括本公司及以及本公司及其附屬公司所控制的實體之財務報表。倘屬以下情況，則本公司獲得控制權：

- 對被投資方擁有權力；
- 通過對被投資方之參與面臨可變回報之風險或取得可變回報之權利；及
- 有能力行使其權力以影響其回報。

倘有事實及情況顯示上列三項控制權條件之其中一項或多項有變，本集團會重新評估其是否控制被投資方。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Basis of consolidation (continued)

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

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

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

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

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

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

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 owners of the Company.

Business combinations

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

綜合基準 (續)

當本集團取得附屬公司之控制權，便將該附屬公司綜合入賬；當本集團失去附屬公司之控制權，便停止將該附屬公司綜合入賬。具體而言，年內收購或出售之附屬公司之收入及開支會自本集團取得控制權當日起計入綜合損益及其他全面收益表，直至本集團對該附屬公司之控制權終止當日為止。

損益及其他全面收入之各項目歸屬於本公司擁有人及非控股權益。附屬公司的全面收入總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

如有需要，附屬公司之財務報表會作出調整，以使其會計政策符合本集團的會計政策。

所有有關本集團各成員公司間之交易的集團內部公司間資產及負債、權益、收入、開支及現金流量會於綜合賬目時全數抵銷。

附屬公司的非控股權益與本集團於其中的權益分開呈列，指賦予其持有人權利於附屬公司清盤時按比例分佔相關附屬公司資產淨值之現時所有權權益。

本集團於現有附屬公司權益之變動

倘本集團於附屬公司權益之變動並無導致本集團失去對該等附屬公司之控制權，則按權益交易入賬。本集團相關權益部分及非控股權益之賬面值將予調整，以反映其於該等附屬公司相關權益之變動，包括根據本集團與非控股權益之權益比例重新分配本集團與非控股權益之間之相關儲備。

就非控股權益金額所作調整與已支付或已收取代價之公平值之任何差額，直接於權益內確認並歸屬於本公司擁有人。

業務合併

業務是包括投入及實質性過程的一組綜合活動及資產，而共同對創造產出的能力有重大貢獻。倘收購過程對繼續生產產出的能力被認為是至關重要，包括具備執行相關過程所需的技能、知識或經驗的組織勞動力，或彼等對持續生產產出的能力有重大貢獻，則被認為屬獨特或稀缺，或在無重大成本、努力或持續生產產出能力出現延遲的情況下不可取代。

收購業務(共同控制下的業務合併除外)乃採用收購法入賬。於業務合併中轉讓的代價按公平值計量，而計算方法為本集團所轉讓的資產、本集團對被收購方前擁有人產生的負債及本集團為交換被收購方的控制權所發行的股權於收購日期的公平值之總和。收購相關成本一般於產生時於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Business combinations (continued)

For business combinations in which the acquisition date is on or after 1 April 2022, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the "Conceptual Framework for Financial Reporting 2018" issued in June 2018 (the "Conceptual Framework") except for transactions and events within the scope of HKAS 37 or HK(IFRIC)-Int 21, in which the Group applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

For business combinations in which the acquisition date is on or before 1 April 2022, except for certain recognition exemptions, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the "Framework for the Preparation and Presentation of Financial Statements (replaced by the Conceptual Framework for Financial Reporting issued in October 2010)".

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

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 and HKAS 19 "Employee Benefits" respectively; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

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

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

業務合併 (續)

就收購日期為二零二二年四月一日或之後的業務合併而言，已收購的可識別資產及已承擔負債必須符合於二零一八年六月頒佈的《二零一八年度財務報告的概念框架》(「概念框架」)中資產及負債的定義，不包括在香港會計準則第37號或香港(國際財務報告詮釋委員會) – 詮釋第21號範圍內的交易及事件，本集團對此應用香港會計準則第37號或香港(國際財務報告詮釋委員會) – 詮釋第21號而非概念框架以識別其於業務合併中承擔的負債，但並不確認或然資產。

就收購日期為二零二二年四月一日或之前的業務合併而言，除若干確認豁免外，已收購的可識別資產及已承擔負債必須符合《財務報表的編製及呈報框架(由二零一零年十月頒佈的財務報告概念框架取代)》中資產及負債的定義。

於收購日期，已收購可識別資產及已承擔負債按其公平值確認，惟下文所述者除外：

- 遞延稅項資產或負債及與僱員福利安排有關的資產或負債，乃分別根據香港會計準則第12號及香港會計準則第19號「僱員福利」確認及計量；及
- 租賃負債按剩餘租賃付款(定義見香港財務報告準則第16號)的現值確認及計量，猶如所收購租賃於收購日期為新租賃。使用權資產按與相關租賃負債相同的金額確認及計量，並經調整以反映與市場條款相比租賃的有利或不利條款。

商譽之計算為所轉讓的代價、於被收購方的任何非控股權益金額及收購方先前持有被收購方股權(如有)的公平值的總和超出所收購可識別資產及所承擔負債於收購日期的淨額的部分。倘(在重新評估過後)所收購可識別資產及所承擔負債的淨額超出所轉讓的代價、於被收購方的任何非控股權益金額及收購方先前持有被收購方權益(如有)的公平值的總和，則超出部分即時於損益內確認為議價購買收益。

屬現時擁有權權益及賦予其持有人權利於清盤時按比例分佔相關附屬公司資產淨值的非控股權益可初步按非控股權益分佔被收購方可識別資產淨值已確認金額的比例或按公平值計量。計量基準乃按個別交易基準選擇。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Revenue from contracts with customers

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

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

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

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

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

A contract asset represents the Group’s right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9 “Financial Instruments”. 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 goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

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

A point in time revenue recognition

The revenue of the Group is recognised at a point in time except for revenue from certain sales, which are recognised over time. Under the transfer-of-control approach in HKFRS 15 “Revenue from Contracts with Customers”, revenue from certain sales of goods to the Group’s customers in connection with the production of cable assembly, digital cable and server products are recognised when the goods are physically passed to the customers, which is the point in time when the customer has the ability to direct the use of the goods and obtain substantially all of the remaining benefits of the goods upon customer acceptance.

Over time revenue recognition

For certain sales of goods of the Group’s customers in connection with the production of cable assembly products, revenue is recognised overtime when the performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date based on contract terms.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

來自客戶合約的收益

本集團於完成履約責任之時(或就此)確認收益,即於特定履約責任相關貨品或服務的「控制權」移交客戶時。

履約責任指特定的貨品或服務(或一組貨品或服務)或一系列大致相同的特定貨品或服務。

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

- 本集團履約時,客戶同時取得並耗用本集團履約所提供的利益;
- 本集團的履約產生或提升一項資產,而該項資產於本集團履約時由客戶控制;或
- 本集團的履約並未產生令本集團有替代用途的資產,且本集團對迄今已完成履約具有可強制執行的收取款項權利。

否則,收益於客戶取得特定貨品或服務之控制權時確認。

合約資產指本集團就向客戶換取本集團已轉讓的貨品或服務收取代價的權利(尚未成為無條件)。其根據香港財務報告準則第9號「金融工具」評估減值。相反,應收款項指本集團收取代價的無條件權利,即只需待時間過去代價即須到期支付。

合約負債指本集團就已向客戶收取的代價(或代價到期的金額)而承擔向該客戶轉讓貨品或服務的責任。

有關同一合約之合約資產及合約負債按淨額基準入賬及呈列。

收益確認之時間點

本集團收益於某一時間點確認,惟自若干銷售產生的收益(隨時間確認)除外。根據香港財務報告準則第15號「來自客戶合約的收益」下的控制權轉移方法,來自向涉及生產電線組件產品、數字電線及服務器的本集團客戶作出的若干貨品銷售所帶來的收益於貨品實際轉讓予客戶時(當客戶驗收後有能力管理貨品的使用並獲得該貨品的絕大部分剩餘利益的某個時間點)確認。

隨時間確認收益

就涉及生產電線組件產品的本集團客戶的若干貨品銷售而言,根據合約條款當在履約過程中沒有設置對本集團而言有另類用途的資產,而本集團可強制執行其權利收回收計至今已完全履約部分之款項,收益隨時間確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Input method

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

Variable consideration

For contracts that contain variable consideration, the Group estimates the amount of consideration to which it will be entitled using the expected value method, which better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Principal versus agent

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

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

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

Foreign currencies

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

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

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

投入法

完全履行履約責任的進度乃根據投入法計量，即根據本集團為履行履約責任的付出或投入相比履行有關履約責任的總預期投入而計算得出的已確認收益，有關方法最能說明本集團於轉讓貨品或服務控制權的履約情況。

可變代價

就包含可變代價的合約而言，本集團採用預期價值法估計其將有權獲得的代價金額，其更能預測本集團將有權獲得的代價金額。

可變代價的估計金額僅計入交易價格中，當與可變代價相關的不確定性隨後得以解決時，計入其中很可能將不會導致未來的收益出現重大撥回。

於各報告期末，本集團更新預計交易價格 (包括更新對可變代價估計是否受到限制的評估)，以真實反映於報告期末的現行情況以及於報告期內的情況變化。

委託人對代理人

當涉及另一方向客戶提供貨品或服務時，本集團釐定其承諾的性質是否為其自身提供指定貨品或服務本身的履約責任 (即本集團為委託人) 或安排由另一方提供該等貨品或服務 (即本集團為代理人)。

倘本集團在向客戶轉讓貨品或服務之前控制指定貨物或服務，則本集團為委託人。

倘本集團的履約責任為安排另一方提供指定的貨品或服務，則本集團為代理人。在此情況下，在將貨品或服務轉讓予客戶之前，本集團並無控制另一方所提供的指定貨品或服務。當本集團作為代理人時，其就為換取另一方安排提供指定貨品或服務預期有權取得的任何收費或佣金的金額確認收入。

外幣

於編製各個別集團實體的財務報表時，以該實體功能貨幣以外的貨幣 (外幣) 進行的交易按交易日期現行的匯率以相關功能貨幣 (即該實體經營所在主要經濟環境的貨幣) 列賬。於報告期末，以外幣計值的貨幣項目，採用該日現行的匯率重新換算。以外幣按歷史成本計量的非貨幣項目則毋須重新換算。

於結算及重新換算貨幣項目所產生的匯兌差額，於其產生期間在損益確認。

為呈列綜合財務報表，本集團營運的資產及負債均以各報告期末的現行匯率換算為本集團的呈列貨幣 (即港元)，而收入及開支項目則以年度平均匯率進行換算。所產生的匯兌差額 (如有) 於其他全面收入確認並累計計入匯兌儲備項下的權益 (按適用情況歸屬於非控股權益)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Borrowing costs

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

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

Retirement benefits costs

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

Short-term employee benefits

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

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

Share-based payment arrangements

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the date of grant. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 29.

The fair value of the equity-settled share-based payments determined at the date of grant without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated profits.

Cancellation or settlement of share options

When the Group cancelled or settled share options, the cancellation or settlement of the share options is accounted for as an acceleration of vesting. The amount that would otherwise have been recognised for services received over the remainder of the vesting period is, therefore, recognised immediately. Any payment made to the employee on cancellation or settlement of vested share options exceeds the fair value of the share option granted at the payment date is recognised as an expense.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

借貸成本

收購、建造或生產合資格資產(指需要一段頗長時期籌備方能達致其擬定用途或出售)直接應佔的借貸成本計入該等資產的成本,直至該等資產已大致上可作其擬定用途或出售。

所有其他借貸成本於產生期間於損益確認。

退休福利成本

政府管理的退休福利計劃及強制性公積金計劃的付款乃於僱員已提供服務而有權享有該供款時確認為開支。

短期僱員福利

短期僱員福利於僱員提供服務時就預計將支付福利的未折現金額確認。所有短期僱員福利確認為開支,除非另一項香港財務報告準則要求或允許將有關福利納入資產成本,則作別論。

在扣除已經支付的任何金額後,對僱員應得的福利(例如工資及薪金)確認負債。

以股份為基礎付款的安排

按權益結算以股份為基礎付款的交易

授予僱員的購股權

向僱員及其他提供類似服務的人士作出的按權益結算以股份為基礎的付款乃於授出日期按權益工具的公平值計量。有關釐定按權益結算以股份為基礎付款的交易的公平值之詳情載列於附註29。

於授出日期釐定的按權益結算以股份為基礎的付款之公平值(不考慮所有非市場歸屬條件)乃根據本集團對最終歸屬權益工具的估計,於歸屬期內按直線法支銷,並在權益(購股權儲備)內計入相應增額。於各報告期末,本集團會根據所有相關非市場歸屬條件的評估修訂預期歸屬權益工具的估計數目。修訂原有估計的影響(如有)將於損益內確認,令累計開支反映經修訂的估計,並相應調整購股權儲備。

於行使購股權之時,之前於購股權儲備確認之金額將轉撥至股份溢價。當購股權於歸屬日後失效或於屆滿日期仍未獲行使,之前在購股權儲備確認之金額將被轉撥至累計溢利。

註銷或結算購股權

當本集團註銷或結算購股權時,註銷或結算購股權已列賬為歸屬加速。因此,原本將於餘下歸屬期內收到的服務確認的金額已即時確認。註銷或結算已歸屬購股權時向僱員支付的任何款項超過於支付日期授出的購股權公平值的部分均確認為開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Taxation

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

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

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

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

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

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

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

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

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

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

稅項

所得稅開支指當期應付稅項及遞延稅項之總和。

當期應付稅項乃根據年內的應課稅溢利計算。應課稅溢利與除稅前溢利不同，乃由於不包括其他年度的應課稅收入或可扣稅開支項目，且不包括毋須課稅或不可扣稅的項目。本集團當期稅項負債以報告期末前已實施或實質上已實施之稅率計算。

遞延稅項根據綜合財務報表中資產及負債的賬面值與其用於計量應課稅溢利的相應稅基之間的暫時差額而確認。遞延稅項負債通常會就所有應課稅暫時差額確認。倘於可能有應課稅溢利可動用抵銷該等可扣稅的暫時差額時，則一般就所有可扣稅的暫時差額確認遞延稅項資產。如暫時差額源自對應課稅溢利及會計溢利皆無影響交易中其他資產及負債的初始確認，該等資產及負債將不予確認。

遞延稅項負債乃按於附屬公司之投資相關之應課稅暫時差額而確認，惟當本集團可控制暫時差額之撥回及暫時差額可能不會在可預見將來撥回則除外。與該等投資有關可扣稅暫時差額產生之遞延稅項資產僅於可能將有足夠應課稅溢利可動用暫時差額之利益，且彼等預期於可預見將來撥回之情況方予以確認。

遞延稅項資產的賬面值於各報告期末進行審閱，並調減至不再可能具備足夠的應課稅溢利以收回該項資產的全部或任何部分為止。

遞延稅項資產及負債乃以報告期末前已實施或實質上已實施的稅率(及稅法)為基礎，根據於償還負債或變現資產期間預期適用的稅率計量。

遞延稅項負債及資產的計量反映倘按本集團預期於報告期末收回或結算其資產及負債賬面值計算的稅項後果。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就稅務扣減歸屬予租賃負債的租賃交易，本集團對租賃交易整體應用香港會計準則第12號的規定。與使用權資產及租賃負債有關的暫時差額按淨值基準評估。使用權資產折舊超出租賃負債本金部分的租賃款項導致可扣減暫時差額淨額。

倘有法定可強制執行權利將當期稅項資產與當期稅項負債互相抵銷且其與由同一稅務機關向同一課稅實體徵收之所得稅相關，則遞延稅項資產與負債互相抵銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Taxation (continued)

Current and deferred tax is recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Property, plant and equipment

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

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Buildings held for use in the production or supply of goods or services, or for administrative purpose, are stated in the consolidated statement of financial position at fair value at the date of the revaluation less subsequent accumulated depreciation and accumulated impairment losses, if any. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period.

Any revaluation increase arising from revaluation of property, plant and equipment is recognised in other comprehensive income and accumulated in property revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognise in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of property, plant and equipment is recognised in profit or loss to the extent that it exceeds the balance, if any, on the property revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to accumulated profits.

Depreciation is recognised so as to write off the cost or valuation of assets other than properties under construction less their residual values over their estimated useful lives, using the straight-line method or reducing balance method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

稅項 (續)

當期及遞延稅項於損益確認，惟在其與於其他全面收入或直接於權益內確認的項目有關的情況下，當期及遞延稅項亦會分別於其他全面收入或直接於權益內確認。

物業、廠房及設備

物業、廠房及設備為持作生產或供應貨品或服務或作行政用途（下述在建工程除外）的有形資產。物業、廠房及設備按成本或公平值減其後累計折舊及其後累計減值虧損（如有）於綜合財務狀況表列賬。

在建工程指正在建設的樓宇，按成本減任何減值虧損列賬且不予折舊。成本包括直接建設成本。在建工程在完成及可使用時重新歸類至適當類別的物業、廠房及設備。

本集團就於物業的擁有權權益（包括租賃土地及樓宇部分）付款時，全部代價於租賃土地及樓宇部分之間按初始確認時的相對公平值的比例分配。當相關付款能夠可靠分配時，租賃土地權益將於綜合財務狀況表中呈列為「使用權資產」。當代價不能在相關租賃土地的非租賃樓宇部分及未分割權益之間可靠分配時，整項物業將分類為物業、廠房及設備。

持作生產或供應貨品或服務或作行政用途的樓宇，按重估日期的公平值減其後累計折舊及累計減值虧損（如有）於綜合財務狀況表列賬。重估以足夠的定期性進行，致使賬面金額與報告期末使用公平值釐定的金額概無重大差異。

重估物業、廠房及設備產生之任何重估增值，均於其他全面收入中確認，並於物業重估儲備累計，惟撥回先前於損益中確認的同一資產的重估減值除外，在此情況下，增幅計入損益，惟以先前扣除的減幅為限。重估物業、廠房及設備產生的賬面淨值減少於損益確認，惟以超出過往重估該資產的物業重估儲備結餘（如有）為限。當重估資產其後出售或報廢，則將應佔重估盈餘轉入累計溢利。

折舊乃按直線法或餘額遞減法於其估計可使用年內確認，以撇銷該資產（在建物業除外）成本或估值減其剩餘價值。於各報告期末檢討估計可使用年期、剩餘價值及折舊方法，而任何估計變動的影響按預期基準入賬。

物業、廠房及設備項目會在出售或預期繼續使用資產不會帶來未來經濟利益時解除確認。物業、廠房及設備項目在出售或報廢時產生的任何收益或虧損，乃釐定為出售所得款項與有關資產賬面值的差額，並於損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Leases

Definition of a lease

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

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

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

Short-term leases

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

Right-of-use assets

The cost of right-of-use asset includes:

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

Right-of-use assets are measured at cost except for leasehold land which is measured under revaluation model as described below, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Any revaluation increase arising from revaluation of right-of-use asset is recognised in other comprehensive income and accumulated in property revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognise in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of right-of-use asset is recognised in profit or loss to the extent that it exceeds the balance, if any, on the property revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to accumulated profits.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

租賃

租賃的定義

倘合約賦予在一段時期內控制一項已識別資產的使用權以換取代價，則該合約屬一項租賃或包含一項租賃。

對於首次應用香港財務報告準則第16號日期或之後訂立或修訂或業務合併產生的合約，本集團根據香港財務報告準則第16號項下的定義，於開始日、修訂日或收購日(如適用)評估合約是否屬一項租賃或包含一項租賃。除非合約條款及條件在後續發生變更，否則不會對此類合約進行重新評估。

本集團作為承租人

對合約各組成部分的代價分配

對於包含租賃組成部分以及一個或多個額外租賃或非租賃組成部分的合約而言，本集團按租賃組成部分的相對獨立價格以及非租賃組成部分的獨立價格合計，將合約的代價分配至各租賃組成部分。非租賃組成部分與租賃組成部分分開，並採用其他適用準則入賬。

短期租賃

本集團對從租賃開始日租賃期為12個月或以下的租賃及不包含購買選擇權的員工宿舍租賃及辦公物業應用短期租賃確認豁免。短期租賃的租賃付款在租賃期內採用直線法確認為開支。

使用權資產

使用權資產的成本包括：

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

除如下述按重估模式計量的租賃土地外，使用權資產按成本計量，減任何累計折舊及減值虧損並就租賃負債的任何重新計量進行調整。

重估使用權資產產生之任何重估增值，均於其他全面收入中確認，並於物業重估儲備累計，惟撥回先前於損益中確認的同一資產的重估減值除外，在此情況下，增幅計入損益，惟以先前扣除的減幅為限。重估使用權資產產生的賬面淨值減少於損益確認，惟以超出過往重估該資產的物業重估儲備結餘(如有)為限。當重估資產其後出售或報廢，則將應佔重估盈餘轉入累計溢利。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Right-of-use assets (continued)

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

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

Refundable rental deposits

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

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

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

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever the lease term has changed in which case the related lease liability is remeasured by discounting the revised lease payments using a raised discount rate at the date of reassessment.

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

Lease modifications

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

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

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

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

使用權資產 (續)

使用權資產於其估計可使用年期與租賃期之間的較短者按直線法計提折舊。

本集團將使用權資產作為單獨項目於綜合財務狀況表中呈列。

可退回租賃按金

已支付的可退回租賃按金根據香港財務報告準則第9號入賬，並且按公平值進行初始計量。初始確認時的公平值調整視為額外租賃付款並計入使用權資產的成本。

租賃負債

在租賃期開始日，本集團按該日尚未支付的租賃付款額現值確認及計量租賃負債。在計算租賃付款額的現值時，本集團使用租賃期開始日的增量借款利率。

租賃付款包括固定付款（包括實質上的固定付款），減去任何應收租賃優惠。

於開始日期後，租賃負債透過增加利息及租賃付款作出調整。

當租期作出修改時，本集團將重新計量租賃負債（及相應調整相關使用權資產），於該情況下，相關租賃負債透過使用重新評估日期之經修訂貼現率貼現經修訂租賃付款而重新計量。

本集團在綜合財務狀況表中將租賃負債作為單獨項目呈列。

租賃修訂

倘出現以下情況，本集團會將租賃修訂列賬為個別租賃：

- 該項修訂透過增加使用一項或多項相關資產的權利擴大租賃的範圍；及
- 租賃代價增加，而增加的金額相當於範圍擴大對應的單獨價格，加上為反映特定合約的情況而對單獨價格進行的任何適當調整。

就並非入賬列作一項單獨租賃的租賃修訂而言，本集團透過使用修訂生效日期的經修訂折現率折現經修訂租賃付款的經修改租賃的租期，重新計量租賃負債，減去任何應收租賃優惠。

本集團透過對有關使用權資產作出相應調整，將租賃負債的重新計量入賬。倘經修訂合約包含租賃組成部分以及一個或多個額外租賃或非租賃組成部分，本集團按租賃組成部分的相對獨立價格以及非租賃組成部分的獨立價格合計，將經修訂合約的代價分配至各租賃組成部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Government grants

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

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

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

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

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

政府補助

與收入有關的政府補助直至可合理確保本集團將遵守補助所附帶的條件及收取補助時方予以確認。

與收入有關的政府補助乃作為已發生的開支或虧損補償的應收款項、或是以給予本集團即時財務援助為目的而發放，無未來相關成本，並在應收期間內於損益中確認。該等補助乃於「其他收入」下呈列。

研發開支

研究活動開支於其產生期間確認為開支。

開發活動(或內部項目開發階段)所產生之內部產生無形資產於及僅於展示以下各項後確認：

- 完成無形資產的技術可行性，使其將可供使用或出售；
- 完成並使用或出售無形資產之意向；
- 使用或出售無形資產之能力；
- 無形資產將產生可能之未來經濟利益之方式；
- 取得足夠技術、財務及其他資源以完成開發及使用或出售無形資產之可能性；及
- 可靠計量於無形資產開發期間其所應佔開支之能力。

內部產生無形資產初始確認之金額為自無形資產首次符合上述確認標準當日起所產生開支之總和。倘無內部產生無形資產可予確認，則開發開支於其產生期間於損益內確認。

於初始確認後，內部產生無形資產按與分開收購之無形資產所採用之相同基準，以成本減累計攤銷及累計減值虧損(如有)呈報。

物業、廠房及設備及使用權資產減值

於報告期末，本集團審閱物業、廠房及設備及使用權資產的賬面值，以釐定該等資產是否有存在任何減值虧損跡象。倘存在任何有關跡象，則估計相關資產的可收回金額，以釐定減值虧損的範圍(如有)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

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

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

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

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

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

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

物業、廠房及設備及使用權資產減值 (續)

單獨估計物業、廠房及設備及使用權資產的可收回金額。倘無法單獨估計可收回金額，本集團則估計該資產所屬現金產生單位的可收回金額。

在測試現金產生單位的減值時，倘能夠建立一個合理及一致的分配基礎，企業資產將分配予相關現金產生單位，否則將分配予能夠建立一個合理及一致分配基礎的最小現金產生單位組別。可收回金額乃就企業資產所屬的現金產生單位或現金產生單位組別而釐定，並與相關現金產生單位或現金產生單位組別的賬面值作比較。

可收回金額為公平值減出售成本與使用價值的較高者。評估使用價值時，估計未來現金流量按稅前折現率折現至其現值。該折現率反映現時市場對貨幣時間值及未調整未來現金流量估計的資產（或現金產生單位）特定風險的評估。

倘估計資產（或現金產生單位）的可收回金額低於其賬面值，則資產（或現金產生單位）賬面值扣減至其可收回金額。未能按合理一致基準分配至現金產生單位的企業資產或一部分企業資產而言，本集團會將現金產生單位組別的賬面值（包括分配至該現金產生單位組別的企業資產或一部分企業資產的賬面值）與該組現金產生單位的可收回金額作比較。於分配減值虧損時，首先分配減值虧損以減少任何商譽的賬面值（如適用），然後按比例根據該單位或現金產生單位組別各資產的賬面值分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本（如可計量）、其使用價值（如可釐定）及零之中的最高值。應另行分配至資產的減值虧損數額按比例分配至該單位或現金產生單位組別其他資產。減值虧損即時於損益確認，除非有關資產根據另一標準以重估金額入賬，在此情況下，減值虧損按該標準視為重估減值。

倘若減值虧損於其後撥回，資產（或現金產生單位或現金產生單位組別）之賬面值將調升至其經修訂之估計可收回金額，但增加後之賬面值不得超過倘若該資產（或現金產生單位或現金產生單位組別）在過往年度並無確認減值虧損時原應釐定之賬面值。減值虧損之撥回即時於損益內確認，除非有關資產根據另一標準以重估金額入賬，在此情況下，減值虧損撥回按該標準視為重估增值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method for cable assembly and digital cable segment and weighted average method for server segment. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Financial instruments

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

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

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

Financial assets

Classification and subsequent measurement of financial assets
Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

存貨

存貨乃按成本與可變現淨值兩者中的較低者列賬。電線組件及數字電線分部的成本乃採用先進先出法計算，而服務器分部乃採用加權平均法計算。可變現淨值指存貨的估計售價減所有估計完工成本及成功出售所需的成本。

成功出售所需的成本包括銷售直接應佔增量成本及本集團就成功出售必須產生的非增量成本。

金融工具

倘集團實體成為工具合約條文的訂約方，則金融資產及金融負債予以確認。所有以常規方式購入或出售的金融資產均按買賣日期基準確認及終止確認。正常買賣為須於法規或市場慣例制定的時限內交付資產的金融資產買賣。

金融資產及金融負債最初按公平值計量，惟初步根據香港財務報告準則第15號計量之來自客戶合約所產生之貿易應收款項除外。因收購或發行金融資產及金融負債（按公平值計入損益（「按公平值計入損益」）的金融資產或金融負債除外）而直接產生的交易成本於初始確認時於該項金融資產或金融負債的公平值中計入或扣除（如適用）。因收購按公平值計入損益的金融資產或金融負債而直接產生的匯兌成本即時於損益中確認。

實際利率法乃計算金融資產或金融負債的攤銷成本以及相關期間利息收入及利息開支分配的方法。實際利率乃於初始確認時按金融資產或金融負債的預計年期或適用的較短期間準確折現估計未來現金收入及付款（包括構成實際利率不可或缺部分的全部已付或已收費用、交易成本及其他溢價或折讓）至賬面淨值的利率。

金融資產

金融資產的分類及其後計量
符合下列條件的金融資產其後按攤銷成本計量：

- 於目標為收取合約現金流量的業務模式持有的金融資產；及
- 合約條款於指定日期產生現金流量，而純粹作為本金及尚未清償本金的利息的付款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

All other financial assets are subsequently measured at fair value through profit or loss ("FVTPL").

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

- (ii) Financial assets at FVTPL
Financial assets that do not meet the criteria for being measured at amortised cost are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any interest earned on the financial asset and is included in the "other gains and losses" line item.

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

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

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

The Group always recognises lifetime ECL for trade receivables, trade receivables from the then fellow subsidiaries, trade receivables from related companies and contract assets. The ECL on these assets is assessed individually.

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

所有其他金融資產於其後按公平值計入損益 (「按公平值計入損益」) 計量。

- (i) 攤銷成本及利息收入
其後按攤銷成本計量的金融資產的利息收入運用實際利率法確認。利息收入透過應用實際利率於金融資產的總賬面值計算，其後已信貸減值的金融資產除外。就其後已信貸減值的金融資產而言，利息收入自下一報告期間起透過應用實際利率於金融資產的攤銷成本確認。倘已信貸減值的金融工具的信貸風險有所改善，繼而令金融資產不再信貸減值，利息收入則自釐定該資產並無信貸減值後的報告期間初起透過應用實際利率於金融資產的總賬面值確認。

- (ii) 按公平值計入損益之金融資產
不符合按攤銷成本計量條件的金融資產乃按公平值計入損益。

按公平值計入損益的金融資產於各報告期末按公平值計量，任何公平值收益或虧損於損益中確認。於損益確認的淨收益或虧損包括金融資產所賺取的任何利息，並計入「其他收益及虧損」項目。

金融資產減值及須根據香港財務報告準則第9號進行減值評估的其他項目

本集團根據香港財務報告準則第9號就發生減值之金融資產(包括貿易及其他應收款項、租賃按金、已抵押銀行存款及銀行結餘)及須根據香港財務報告準則第9號予以減值評估的其他項目(合約資產)按預期信貸虧損模式進行減值評估。預期信貸虧損的金額於各報告日期更新，以反映自初始確認後信貸風險的變化。

存續期預期信貸虧損指將相關工具的預期使用期內所有可能的違約事件產生之預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指預期於報告日期後12個月內可能發生的違約事件導致之存續期預期信貸虧損部分。評估乃根據本集團的歷史信貸虧損經驗進行，並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況及對未來狀況預測的評估作出調整。

本集團始終就貿易應收款項、來自當時同系附屬公司的貿易應收款項、來自關連公司的貿易應收款項及合約資產確認存續期預期信貸虧損。該等資產的預期信貸虧損獲進行獨立評估。

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

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

(i) Significant increase in credit risk

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

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

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

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值及須根據香港財務報告準則第9號進行減值評估的其他項目 (續)

(i) 信貸風險大幅增加

於評估信貸風險自初始確認以來有否大幅增加時，本集團比較金融工具於報告日期出現違約的風險與該金融工具於初始確認日期出現違約的風險。作此評估時，本集團會考慮合理並有證據支持的定量及定性資料，包括過往經驗及毋須花費不必要成本或努力即可獲得的前瞻性資料。

尤其是，評估信貸風險有否大幅增加時會考慮下列資料：

- 金融工具外 (如有) 或內部信貸評級的實際或預期重大惡化；
- 信貸風險的外部市場指標的重大惡化，例如信貸息差大幅增加，債務人的信貸違約掉期價大幅上升；
- 業務、財務或經濟狀況的現有或預測不利變動，預期將導致債務人履行其債務責任的能力大幅下降；
- 債務人經營業績的實際或預期重大惡化；及
- 債務人監管、經濟或技術環境的實際或預期重大不利變動，導致債務人履行其債務責任的能力大幅下降。

不論上述評估結果，本集團假定，如合約付款逾期未付超過30天，則信貸風險自初始確認以來已大幅增加，惟本集團擁有合理並有證據支持的資料顯示情況並非如此，則作別論。

本集團定期監察用以確定信貸風險有否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前確定信貸風險顯著增加。

(ii) 違約的定義

就內部信貸風險管理而言，本集團認為，倘內部生成或自外部來源獲得的資料顯示債務人不太可能向其債權人 (包括本集團) 悉數付款，則發生違約事件。

儘管以上所述，本集團認為，倘金融資產逾期超過90天時則發生違約，除非本集團有合理可靠的資料證明較寬鬆的違約標準屬更合適，則作別論。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

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

(iii) Credit-impaired financial assets

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

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

(iv) Write-off policy

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

(v) Measurement and recognition of ECL

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

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

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

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值及須根據香港財務報告準則第9號進行減值評估的其他項目 (續)

(iii) 信貸減值的金融資產

當發生一項或多項對金融資產估計未來現金流量有不利影響的違約事件時，金融資產出現信貸減值。金融資產信貸減值的證據包括以下可觀察事件：

- (a) 發行人或借款人出現重大財政困難；
- (b) 違約，例如拖賬或逾期事項；
- (c) 借款人的放款人因與借款人出現財務困難有關之經濟或合約理由而給予借款人在其他情況下放款人不予考慮之優惠條件；或
- (d) 借款人有可能破產或進行其他財務重組。

(iv) 撇銷政策

倘有資料顯示交易對手方陷入嚴重財務困難且無實際可收回之期望（如交易對手方已進行清盤或進入破產程序，或如屬貿易應收款項，該款項已逾期超過一年）（以較早發生者為準），本集團則撇銷金融資產。經考慮法律意見（如適用）後，已撇銷之金融資產仍可能受制於本集團收回程序下之執法活動。撇銷構成取消確認事件。其後的任何收回均在損益確認。

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量依據為違約概率、違約損失率（即違約時的損失程度）及違約風險的函數。評估違約概率及違約損失率的依據是過往數據及前瞻性資料。預期信貸虧損的估計反映不偏不倚及概率加權金額，以各自發生違約的風險為權重釐定。

一般而言，預期信貸虧損為根據合約應付本集團的所有訂約現金流量與本集團預計收取的現金流量（按於初始確認時釐定的實際利率折現）之間的差額。

利息收入根據金融資產的總賬面值計算，惟金融資產為信貸減值的情況除外，於此情況下，利息收入根據金融資產的攤銷成本計算。

本集團透過調整所有金融工具的賬面值於損益確認其減值收益或虧損，惟貿易應收款項、來自當時同系附屬公司的貿易應收款項、來自關連公司的貿易應收款項及合約資產除外，其相應調整乃透過虧損撥備賬確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, bank borrowings, amounts due to related companies and loans from related companies are subsequently measured at amortised cost, using the effective interest method.

Interest expense is recognised on an effective interest basis.

Derecognition

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

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

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

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融負債及權益工具

分類為債務或權益

債務及權益工具乃根據合約安排的實際性質及金融負債與權益工具的定義而被分類為金融負債或權益。

權益工具

權益工具乃證明實體的資產於扣除所有負債後的剩餘權益的任何合約。本公司發行的權益工具於收到所得款項時予以確認(扣除直接發行成本)。

按攤銷成本計量的金融負債

包括貿易及其他應付款項、銀行借款、應付關連公司款項及來自關連公司的貸款在內的金融負債其後使用實際利率法按攤銷成本計量。

利息開支按實際利率法確認。

取消確認

本集團僅於資產收取現金流量的合約權利屆滿或轉移金融資產及其所有權的絕大部分風險及回報予其他實體時取消確認金融資產。

於取消確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價的總和間的差額，會於損益確認。

本集團只有在其責任獲免除、取消或屆滿時，方會取消確認金融負債。獲取取消確認的金融負債的賬面值與已付及應付代價間的差額於損益確認。

衍生金融工具

衍生工具於訂立衍生工具合約日期初步按公平值確認，其後於報告期末按公平值重新計量。所得收益或虧損於損益確認，惟衍生工具指定為有效對沖工具除外，在此情況下，損益確認的時間視乎對沖關係的性質。

抵銷金融資產及金融負債

當及僅當本集團目前有合法可執行權利抵銷已確認金額；及擬按淨額基準結算或同時變現資產及結算負債時，則金融資產及金融負債互相抵銷，淨額於綜合財務狀況表呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGEMENT

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

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

Critical judgement in applying accounting policies

The following is the critical judgement, apart from those involving estimations (see below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred tax in respect of temporary differences attributable to the undistributed profits of subsidiaries in the People's Republic of China (the "PRC")

During the years ended 31 March 2023 and 2022, no deferred tax has been provided for the undistributed profits in the PRC subsidiaries amounting to HK\$465,206,000 (2022: HK\$295,059,000) as the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

Principal versus agent consideration (agent)

The Group is considered as an agent for its contracts with customers relating to the reselling of certain server-related products as the Group, taking into consideration indicators such as the Group does not has the discretion in setting the price. When the Group satisfies the performance obligation, the Group recognises a commission revenue in the amount it expects to be entitled as specified in the contracts, which is fixed as a percentage of the gross amount of consideration as specified in the contracts.

During the year ended 31 March 2023, the Group recognised commission income from resales of the server-related components amounted to HK\$28,620,000 (2022: Nil).

Principal versus agent consideration (principal)

The Group engages in manufacturing and sales of server. The Group concluded that the Group acts as the principal for such transactions as it controls the specified good before it is transferred to the customer after taking into consideration indicators such as the Group is primarily responsible for fulfilling the promise to provide the goods and the Group has inventory risk. When the Group satisfies the performance obligation, the Group recognises trading revenue in the gross amount of consideration to which the Group expects to be entitled as specified in the contracts.

During the year ended 31 March 2023, the Group recognised revenue relating to manufacturing and sales of server amounted to HK\$2,499,162,000 (2022: Nil).

Key sources of estimation uncertainty

The key assumption 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, is described below.

4. 估計不明朗因素之主要來源及關鍵會計判斷

於應用本集團之會計政策(於附註3陳述)時,本公司董事需對未能透過其他來源直接確定的資產及負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃基於過往經驗及其他被視為相關之因素。實際結果可能有別於該等估計。

估計及相關假設乃按持續基準被審閱。如對會計估計之修訂僅影響進行修訂之期間,則於修訂估計的期間確認修訂,或如修訂同時影響目前及未來期間,則於修訂及未來期間確認。

應用會計政策的關鍵判斷

以下為董事於應用本集團會計政策過程中作出的關鍵判斷(涉及估計者(見下文)除外),該等判斷對綜合財務報表內確認的金額造成非常重大影響。

就中華人民共和國(「中國」)附屬公司未分派溢利應佔暫時差額的遞延稅項

截至二零二三年及二零二二年三月三十一日止年度內,並無就中國附屬公司為數465,206,000港元(二零二二年:295,059,000港元)的未分派溢利計提遞延稅項撥備,乃由於本集團可控制暫時差額的撥回時間,且該等差額可能無法於可預見將來撥回。

委託人對代理人之考量(代理人)

經考慮多項指標(例如本集團無權釐定價格)後,本集團被認為於其與客戶有關轉售若干服務器相關產品之合約中屬代理人。當本集團達成履約責任時,本集團以合約訂明其預期有權收取之金額確認佣金收入,該金額以合約訂明的代價總額之百分比釐定。

截至二零二三年三月三十一日止年度,本集團確認轉售服務器相關部件的佣金收入為28,620,000港元(二零二二年:無)。

委託人對代理人之考量(委託人)

本集團從事生產及銷售服務器。經考慮多項指標(例如本集團主要負責履行提供貨品之承諾,及本集團存在庫存風險)後,本集團認為本集團為該等交易的委託人,乃由於其將特定貨品轉移給客戶之前控制該貨品。當本集團達成履約責任時,本集團以合約訂明本集團預期有權收取之代價總額確認貿易收入。

截至二零二三年三月三十一日止年度,本集團確認製造及銷售服務器的相關收入為2,499,162,000港元(二零二二年:無)。

估計不明朗因素之主要來源

以下為有關未來之主要假設及於報告期末之估計不明朗因素之其他主要來源,而該等來源會造成在下一個財政年度內對資產及負債的賬面值作出重大調整的重大風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGEMENT (CONTINUED)

Key sources of estimation uncertainty (continued)

Valuation of right-of-use assets and property, plant and equipment measured at revaluation model

The Group's leasehold land included under right-of-use assets and buildings included under property, plant and equipment (the "Land and Buildings") are accounted for using revaluation model at the end of the reporting period.

The management of the Group works closely with the independent firm of qualified professional property valuer to establish and determine the appropriate valuation techniques and key inputs for fair value measurements. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the management of the Group. Information about the valuation techniques and key inputs used in determining the fair value of the Group's Land and Buildings is disclosed in note 15.

Impairment assessment of trade receivables

The management of the Group estimates the amount of lifetime ECL of trade receivables based on individual assessment, after considering the financial background and the historical settlement records, including the past due dates and default rates of each trade receivable. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information. At every reporting date, the default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables is disclosed in note 37.

As at 31 March 2023, the carrying amount of trade receivables is HK\$1,247,344,000 (2022: HK\$981,444,000), net of impairment losses under ECL of HK\$3,425,000 (2022: Nil). Details of trade receivables are set out in note 19.

Assessment of the net realisable value of inventories

Inventories are stated at the lower of cost and net realisable values. The management of the Group is required to exercise judgement in estimating the net realisable value with reference to the ageing analysis of inventories and recent or subsequent usages or sales of inventories. Where the expectation on net realisable value is lower than the cost for certain items, a write down of inventories may arise.

The carrying amount of inventories is HK\$2,050,559,000 (2022: HK\$653,649,000) as at 31 March 2023. During the year ended 31 March 2023, obsolete inventories of HK\$4,315,000 (2022: HK\$4,929,000) are written off.

Estimated useful lives of property, plant and equipment

The management of the Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment as disclosed in note 15. These estimates are based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions.

The management of the Group will increase the depreciation charge where useful lives are expected to be shorter than estimated, or it will write-off or write-down obsolete assets that have been abandoned or sold. Change in these estimations may have a material impact on the results of the Group.

4. 估計不明朗因素之主要來源及關鍵會計判斷 (續)

估計不明朗因素之主要來源 (續)

按重估模式估值使用權資產及物業、廠房及設備

本集團計入使用權資產項下的租賃土地及計入物業、廠房及設備項下的樓宇(「土地及樓宇」)於報告期末採用重估模式入賬。

本集團管理層與獨立合資格專業物業估值師行緊密合作，制訂及釐定公平值計量的合適估值技術及主要輸入數據。當資產的公平值出現重大變動時，造成變動的原因將會匯報予本集團管理層。有關釐定本集團土地及樓宇公平值所使用估值技術及主要輸入數據的資料於附註15內披露。

貿易應收款項的減值評估

本集團管理層經考慮財務背景及過往結算記錄包括各項貿易應收款項的逾期日期及違約率)後，根據個別評估估計貿易應收款項的存續期預期信貸虧損金額。估計虧損率乃根據債務人於預期年期的過往可觀察違約率估計，並按前瞻性資料調整。於各報告日期，已重新評估違約率及考慮前瞻性資料的變動。

預期信貸虧損撥備對估計的變動敏感。有關預期信貸虧損及本集團貿易應收款項的資料於附註37披露。

於二零二三年三月三十一日，貿易應收款項的賬面值為1,247,344,000港元(二零二二年：981,444,000港元)，扣除預期信貸虧損項下之減值虧損3,425,000港元(二零二二年：無)。貿易應收款項的詳情載於附註19。

存貨可變現淨值的評估

存貨以成本及可變現淨值的較低者列賬。經參考存貨賬齡分析及存貨近期或其後的使用或銷售，本集團管理層估計可變現淨值時須行使判斷。倘若預計可變現淨值低於若干項目的成本，可能出現存貨撇減。

於二零二三年三月三十一日，存貨的賬面值為2,050,559,000港元(二零二二年：653,649,000港元)。於截至二零二三年三月三十一日止年度，陳舊存貨撇銷為4,315,000港元(二零二二年：4,929,000港元)。

物業、廠房及設備估計可使用年期

本集團管理層釐定其物業、廠房及設備之估計可使用年期及相關折舊開支(於附註15披露)。此等估計乃根據性質及功能相近之物業、廠房及設備之實際可使用年期之過往經驗為基礎。

倘預期可使用年期少於先前估計之年期，本集團管理層將增加折舊開支；本集團管理層亦將已棄置或出售之陳舊資產予以撇銷或撇減。此等估計之變動可能對本集團之業績產生重大影響。

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綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

5. SEGMENT INFORMATION

HKFRS 8 "Operating Segments" ("HKFRS 8") requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by Chief Operating Decision Maker ("CODM") in order to allocate resources to segments and to assess their performance.

During the year ended 31 March 2023, the Group commenced the business engaging in server business and it is considered as a new operating and reportable segment by CODM.

Specifically, the Group's reportable segments under HKFRS 8 are as follows:

1. Cable assembly
2. Digital cable
3. Server

The accounting policies the Group used for segment reporting under HKFRS 8 are the same as those used in its HKFRS consolidated financial statements. Information reported to the Group's chief executive officer, being the CODM, for the purposes of resources allocation and assessment of segment performance focuses on types of goods delivered.

Principal activities of the Group's reportable segments are as follows:

Cable assembly	–	manufacturing and trading of cable assembly products
Digital cable	–	manufacturing and trading of networking cable and specialty cable products
Server	–	manufacturing and trading of server products

These divisions are the basis on which the Group reports its operating segment information.

Segment results represent the profit earned by each segment without allocation of results attributable to professional fees and costs relating to acquisition of business and business restructuring, finance costs, unallocated income and unallocated expenses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

The following is an analysis of the Group's revenue and results by operating and reportable segments for the year:

(a) Segment revenue and results

For the year ended 31 March 2023

		Cable assembly	Digital cable	Server	Total reportable segments	Eliminations	Total
		電線組件 HK\$'000 千港元	數字電線 HK\$'000 千港元	服務器 HK\$'000 千港元	可呈報 分部總計 HK\$'000 千港元	撇除 HK\$'000 千港元	總計 HK\$'000 千港元
Segment revenue	分部收益						
External sales	外部銷售	1,889,886	1,347,171	2,527,782	5,764,839	–	5,764,839
Inter-segment sales	分部間銷售	–	23,537	–	23,537	(23,537)	–
		1,889,886	1,370,708	2,527,782	5,788,376	(23,537)	5,764,839
Segment results	分部業績	171,777	70,903	73,914	316,594	–	316,594
Finance costs	融資成本						(55,821)
Unallocated income	未分配收入						11,907
Unallocated expenses	未分配開支						(16,440)
Profit before taxation	除稅前溢利						256,240

5. 分部資料

香港財務報告準則第8號「經營分部」(「香港財務報告準則第8號」)規定經營分部須按照主要營運決策人(「主要營運決策人」)為向分部分配資源及評估其表現而定期審閱有關本集團組成部分的內部報告識別。

截至二零二三年三月三十一日止年度，本集團開始從事服務器業務，而主要營運決策人將該業務視作新經營及可呈報分部。

具體而言，本集團根據香港財務報告準則第8號的可呈報分部如下：

1. 電線組件
2. 數字電線
3. 服務器

本集團根據香港財務報告準則第8號就分部呈報所使用的會計政策與其香港財務報告準則綜合財務報表所採用者相同。向本集團行政總裁(即主要營運決策人)呈報用作分配資源及評估分部表現的資料著重於所交付的商品的類別。

本集團可呈報分部的的主要業務如下：

電線組件	–	電線組件產品的製造及貿易
數字電線	–	網絡電線及特種線產品的製造及貿易
服務器	–	服務器產品的製造及貿易

本集團乃以該等類別為基準呈報其經營分部資料。

分部業績指各分部所賺取的溢利，惟不包括有關收購業務及業務重組的專業費用及成本、融資成本、未分配收入及未分配開支應佔的業績分配。此乃向主要營運決策人報告的計量方式，以供其作出資源分配及評估表現。

以下為本集團於年內按經營及可呈報分部劃分的收益及業績分析：

(a) 分部收益及業績

截至二零二三年三月三十一日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

5. SEGMENT INFORMATION (CONTINUED)

(a) Segment revenue and results (continued)

For the year ended 31 March 2022

		Cable assembly	Digital cable	Total reportable segments 可呈報 分部總計	Eliminations 撇除	Total 總計
		電線組件 HK\$'000 千港元	數字電線 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue	分部收益					
External sales	外部銷售	1,876,204	1,713,913	3,590,117	–	3,590,117
Inter-segment sales	分部間銷售	77	41,519	41,596	(41,596)	–
		1,876,281	1,755,432	3,631,713	(41,596)	3,590,117
Segment results	分部業績	199,605	97,615	297,220	–	297,220
Professional fees and costs relating to acquisition of business and business restructuring	有關收購業務及業務重組的專業費用及成本					(6,496)
Finance costs	融資成本					(38,043)
Unallocated income	未分配收入					776
Unallocated expenses	未分配開支					(20,602)
Profit before taxation	除稅前溢利					232,855

(b) Segment assets and liabilities

An analysis of the Group's segment assets and segment liabilities by reportable and operating segments is as follows:

At 31 March 2023 於二零二三年三月三十一日		Cable assembly 電線組件 HK\$'000 千港元	Digital cable 數字電線 HK\$'000 千港元	Server 服務器 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Assets	資產				
Reportable segment assets	可呈報分部資產	1,299,441	1,439,428	3,349,041	6,087,910
Unallocated assets	未分配資產				19,054
Consolidated total assets	綜合總資產				6,106,964
Liabilities	負債				
Reportable segment liabilities	可呈報分部負債	567,367	266,079	299,226	1,132,672
Unallocated liabilities	未分配負債				3,830,222
Consolidated total liabilities	綜合負債總額				4,962,894
At 31 March 2022 於二零二二年三月三十一日					
Assets	資產				
Reportable segment assets	可呈報分部資產		1,446,020	1,717,387	3,163,407
Unallocated assets	未分配資產				19,355
Consolidated total assets	綜合總資產				3,182,762
Liabilities	負債				
Reportable segment liabilities	可呈報分部負債		690,651	364,107	1,054,758
Unallocated liabilities	未分配負債				1,064,559
Consolidated total liabilities	綜合負債總額				2,119,317

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than certain other receivables, bank balances and cash and other unallocated assets; and
- all liabilities are allocated to operating segments other than certain bank borrowings, loans from related companies, amounts due to related companies, other payables and other unallocated liabilities.

5. 分部資料 (續)

(a) 分部收益及業績 (續)

截至二零二二年三月三十一日止年度

		Total reportable segments 可呈報 分部總計	Eliminations 撇除	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue	分部收益			
External sales	外部銷售	3,590,117	–	3,590,117
Inter-segment sales	分部間銷售	41,596	(41,596)	–
		3,631,713	(41,596)	3,590,117
Segment results	分部業績	297,220	–	297,220
Professional fees and costs relating to acquisition of business and business restructuring	有關收購業務及業務重組的專業費用及成本			(6,496)
Finance costs	融資成本			(38,043)
Unallocated income	未分配收入			776
Unallocated expenses	未分配開支			(20,602)
Profit before taxation	除稅前溢利			232,855

(b) 分部資產及負債

本集團按可呈報及經營分部劃分的分部資產及分部負債分析如下：

At 31 March 2023 於二零二三年三月三十一日		Cable assembly 電線組件 HK\$'000 千港元	Digital cable 數字電線 HK\$'000 千港元	Server 服務器 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Assets	資產				
Reportable segment assets	可呈報分部資產	1,299,441	1,439,428	3,349,041	6,087,910
Unallocated assets	未分配資產				19,054
Consolidated total assets	綜合總資產				6,106,964
Liabilities	負債				
Reportable segment liabilities	可呈報分部負債	567,367	266,079	299,226	1,132,672
Unallocated liabilities	未分配負債				3,830,222
Consolidated total liabilities	綜合負債總額				4,962,894
At 31 March 2022 於二零二二年三月三十一日					
Assets	資產				
Reportable segment assets	可呈報分部資產		1,446,020	1,717,387	3,163,407
Unallocated assets	未分配資產				19,355
Consolidated total assets	綜合總資產				3,182,762
Liabilities	負債				
Reportable segment liabilities	可呈報分部負債		690,651	364,107	1,054,758
Unallocated liabilities	未分配負債				1,064,559
Consolidated total liabilities	綜合負債總額				2,119,317

為監控分部表現並在分部之間分配資源：

- 除若干其他應收款項、銀行結餘及現金以及其他未分配資產外，所有資產均分配至經營分部；及
- 除若干銀行借款、來自關連公司的貸款、應付關連公司的款項、其他應付款項及其他未分配負債外，所有負債均分配至經營分部。

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綜合財務報表附註 (續)

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5. SEGMENT INFORMATION (CONTINUED)

(c) Other information

For the year ended 31 March 2023

Amounts included in the measure of segment profit or loss or segment assets.

		Cable assembly 電線組件 HK\$'000 千港元	Digital cable 數字電線 HK\$'000 千港元	Server 服務器 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Capital additions	資本增加	28,688	66,641	144,434	16,499	256,262
Depreciation of property, plant and equipment	物業、廠房及設備 折舊	28,329	31,732	8,333	301	68,695
Depreciation of right-of-use assets	使用權資產折舊	11,186	5,533	5,280	1,301	23,300
Loss on disposal and written off of property, plant and equipment	出售及撇銷物業、 廠房及設備的 虧損	2,028	5,709	-	-	7,737
Impairment losses under ECL on trade receivables	貿易應收款項於 預期信貸虧損 項下之減值虧損	78	64	3,283	-	3,425
Write-down of inventories	存貨撇減	13,511	2,968	10,499	-	26,978
Income tax	所得稅	19,790	3,035	17,529	-	40,354

For the year ended 31 March 2022

Amounts included in the measure of segment profit or loss or segment assets.

		Cable assembly 電線組件 HK\$'000 千港元	Digital cable 數字電線 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Capital additions	資本增加	83,104	10,619	-	93,723
Depreciation of property, plant and equipment	物業、廠房及設備折舊	21,687	34,210	-	55,897
Depreciation of right-of-use assets	使用權資產折舊	10,492	7,400	-	17,892
Loss (gain) on disposal and written off of property, plant and equipment	出售及撇銷物業、廠房及 設備的虧損(收益)	118	(1,051)	-	(933)
Write-down of inventories	存貨撇減	4,929	-	-	4,929
Income tax	所得稅	46,014	18,568	-	64,582

Information about the Group's revenue from external customers presented based on the geographical location of the customers is as follows:

5. 分部資料(續)

(c) 其他資料

截至二零二三年三月三十一日止年度

計入分部溢利或虧損或分部資產計量的金額。

截至二零二二年三月三十一日止年度

計入分部溢利或虧損或分部資產計量的金額。

有關本集團按照客戶的地理位置呈列來自外部客戶的收益資料如下：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
PRC	中國	4,033,900	1,664,349
The United States of America	美國	876,165	887,552
Singapore	新加坡	213,370	226,258
Netherlands	荷蘭	135,773	220,668
Hong Kong	香港	126,400	201,269
Mexico	墨西哥	124,473	99,583
United Kingdom	英國	38,672	47,771
Others	其他	216,086	242,667
		5,764,839	3,590,117

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

5. SEGMENT INFORMATION (CONTINUED)

(c) Other information (continued)

Information about the Group's non-current assets (excluding financial assets at FVTPL and rental deposits) is presented based on the geographical location of the assets:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
PRC	中國	1,208,622	1,162,776
Hong Kong	香港	22,959	11,356
		1,231,581	1,174,132

Information about major customers

Revenues from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Customer A (from cable assembly and server segment)	客戶A (來自電線組件及服務器分部)	1,220,539	N/A* 不適用*
Customer B (from server segment)	客戶B (來自服務器分部)	946,753	–
Customer C (from cable assembly segment)	客戶C (來自電線組件分部)	780,791	873,060
Customer D (from digital cable segment)	客戶D (來自數字電線分部)	N/A* 不適用*	550,169
Customer E (from cable assembly segment)	客戶E (來自電線組件分部)	N/A* 不適用*	434,203
Customer F (from digital cable segment)	客戶F (來自數字電線分部)	N/A* 不適用*	406,006

* The corresponding revenue did not contribute over 10% of the total revenue of the Group.

6. REVENUE

Revenue represents the fair value of amounts received and receivable by the Group in respect of the manufacturing and sales of (i) cable assembly products, (ii) digital cable and (iii) server, during the year ended 31 March 2023 (2022: (i) cable assembly products and (ii) digital cable).

The revenue of the Group derives from manufacturing and sales of cable assembly products, digital cable and server. The Group's revenue is fixed price and short-term contracts. The normal credit term is 30 to 120 days upon delivery.

The revenue of the Group is recognised at a point in time except for revenue from certain sales, which are recognised over time. Under the transfer-of-control approach in HKFRS 15, revenue from certain sales of goods to the Group's customers in connection with the production of cable assembly products, digital cable and server are recognised when the goods are physically passed to the customers, which is the point in time when the goods have been delivered or shipped to the customers' specific location (delivery) and the customer has the ability to direct the use of the goods and obtain substantially all of the remaining benefits of the goods upon customer acceptance. For the resales of server-related components that the Group acting as an agent, commission income is recognised at a point in time when the Group completes its performance obligation when the goods are physically passed to the customers. For certain sales of cable assembly, revenue is recognised over time when the performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

All sales contracts are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

5. 分部資料 (續)

(c) 其他資料 (續)

有關本集團的非流動資產 (不包括按公平值計入損益的金融資產及租賃按金) 的資料按資產的地理位置呈列:

	2023 HK\$'000 千港元	2022 HK\$'000 千港元
PRC	1,208,622	1,162,776
Hong Kong	22,959	11,356
	1,231,581	1,174,132

有關主要客戶的資料

於相應年度之收益貢獻佔本集團總收益10%以上的客戶如下:

	2023 HK\$'000 千港元	2022 HK\$'000 千港元
客戶A (來自電線組件及服務器分部)	1,220,539	N/A* 不適用*
客戶B (來自服務器分部)	946,753	–
客戶C (來自電線組件分部)	780,791	873,060
客戶D (來自數字電線分部)	N/A* 不適用*	550,169
客戶E (來自電線組件分部)	N/A* 不適用*	434,203
客戶F (來自數字電線分部)	N/A* 不適用*	406,006

* 相關收益佔本集團總收入不超過10%。

6. 收益

收益指本集團於截至二零二三年三月三十一日止年度內就(i)電線組件產品、(ii)數字電線及(iii)服務器(二零二二年:(i)電線組件產品及(ii)數字電線)的製造及銷售已收及應收款項的公平值。

本集團收益來自電線組件產品、數字電線及服務器的製造及銷售。本集團收益為固定價格及短期合約。一般信貸期為交付後30至120日。

本集團收益於某一時間點確認,惟自若干銷售產生的收益(隨時間確認)除外。根據香港財務報告準則第15號下的控制權轉移方法,來自向涉及生產電線組件產品、數字電線及服務器的本集團客戶作出的若干貨品銷售所帶來的收益於貨品實際轉讓予客戶時(當貨品已交付或運送至客戶指定地點(送貨)時及客戶驗收後有能力管理貨品的使用並獲得該貨品的絕大部分剩餘利益的某一時間點)確認。就本集團作為代理人轉售服務器相關部件而言,佣金收入已於本集團將貨品實際交付客戶以完成其履約責任時於某一時間點確認。就若干電線組件銷售而言,當在履約過程中沒有設置對本集團而言有另類用途的資產,而本集團可強制執行其權利收回累計至今已完履約部分之款項,收益隨時間確認。

所有銷售合約乃於一年或以下的期間進行。按照香港財務報告準則第15號所允許,並無披露分配至該等未達成合約的交易價格。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

6. REVENUE (CONTINUED)

Revenue from its major products

The following is an analysis of the Group's revenue from its major products:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Cable assembly	電線組件		
– Optical fibres	– 光纖	1,124,133	1,054,950
– Copper	– 銅	765,753	821,254
Digital cable	數字電線		
– Cat 6/6A cables	– Cat 6/6A電線	1,114,836	1,386,716
– Cat 5/5e cables	– Cat 5/5e電線	85,896	165,116
– Cat 7/7A cables	– Cat 7/7A電線	53,967	61,724
– Specialty cable	– 特種線	92,472	100,357
Server	服務器		
– Sales of server products	– 銷售服務器產品	2,499,162	–
– Commission income from resales of server related components	– 來自轉售服務器相關部件的佣金收入	28,620	–
		5,764,839	3,590,117
		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Over time	隨時間	780,791	873,060
Point in time	於某一時間點	4,984,048	2,717,057
		5,764,839	3,590,117

6. 收益(續)

主要產品所得收益

本集團自其主要產品所得收益的分析如下：

7. OTHER INCOME

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Government grants (note)	政府補助(附註)	4,619	1,790
Interest income	利息收入	11,907	776
Others	其他	5,203	3,307
		21,729	5,873

Note: During the year ended 31 March 2023, the Group recognised government grants of HK\$1,116,000 (2022: Nil) relating to Employment Support Scheme provided by the Hong Kong Government. The remaining government grants in both years were related to export and other incentive payments received by the Group from PRC authorities. There were no unfulfilled conditions attached to these grants.

附註：於截至二零二三年三月三十一日止年度，本集團確認香港政府所發放有關保就業計劃的政府補助1,116,000港元(二零二二年：無)。兩個年度餘下政府補助均與本集團從中國當局收取的出口及其他獎勵款項有關。該等補助並無附帶未達致條件。

8. OTHER GAINS AND LOSSES

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Net foreign exchange (loss) gain	外匯(虧損)收益淨額	(8,032)	565
(Loss) gain on disposal of property, plant and equipment	出售物業、廠房及設備的(虧損)收益	(7,737)	933
Gain on change in fair value of financial assets at FVTPL	按公平值計入損益的金融資產的公平值變動收益	229	218
Others	其他	(713)	–
		(16,253)	1,716

8. 其他收益及虧損

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

9. FINANCE COSTS

9. 融資成本

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Interest on bank borrowings	銀行借款利息	36,204	35,555
Interest on loans from related companies	來自關連公司貸款的利息	16,305	-
Interest on lease liabilities	租賃負債利息	3,312	2,905
Fair value gain reclassified from equity to profit or loss on interest rate swaps designated as cash flow hedges	指定為現金流量對沖之利率掉期之公平值收益由權益重新分類至損益	-	(417)
		55,821	38,043

10. PROFIT BEFORE TAXATION

10. 除稅前溢利

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Profit before taxation has been arrived at after charging:	除稅前溢利經扣除以下達致：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	68,695	55,897
Depreciation of right-of-use assets	使用權資產折舊	23,300	17,892
Less: capitalised in inventories	減：存貨資本化	(75,750)	(58,822)
		16,245	14,967
Directors' emoluments (note 11)	董事酬金(附註11)	12,377	13,330
Other staff costs	其他員工成本	425,100	389,516
Retirement benefits schemes contributions for other staff	其他員工的退休福利計劃供款	64,958	52,684
Equity-settled share-based payment for other staff	其他員工按權益結算以股份為基礎的款項	2,156	3,942
Total staff costs	員工成本總額	504,591	459,472
Less: capitalised in inventories	減：存貨資本化	(351,274)	(301,803)
		153,317	157,669
Auditor's remuneration	核數師酬金		
– Deloitte Touche Tohmatsu	– 德勤•關黃陳方會計師行	2,500	2,170
– Other auditors	– 其他核數師	2,876	766
		5,376	2,936
Cost of inventories recognised as expense (including the write-down of inventories amounting to HK\$26,978,000 (2022: HK\$4,929,000))	確認為開支的存貨成本(包括26,978,000港元(二零二二年：4,929,000港元)存貨撇減)	5,140,174	3,002,020
Impairment loss under ECL on trade receivables	貿易應收款項之預期信貸虧損項下之減值虧損	3,425	-

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綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

11. DIRECTORS', CHIEF EXECUTIVE OFFICER'S AND EMPLOYEES' EMOLUMENTS

(a) Directors' emoluments

The emoluments paid or payable to directors of the Company are as follows:

		Fees	Salaries and allowances	Performance related incentive payment	Equity-settled share-based payments	Retirement benefits contributions	Total
		袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	表現 相關獎金 HK\$'000 千港元	按權益結算 以股份為 基礎的款項 HK\$'000 千港元	退休福利 計劃供款 HK\$'000 千港元	總計 HK\$'000 千港元
For the year ended 31 March 2023	截至二零二三年三月三十一日止年度						
Executive directors:	執行董事:						
Mr. Cua Tin Yin Simon (note a)	柯天然先生(附註a)	-	3,120	3,572	-	144	6,836
Mr. Wong Chi Kuen	黃志權先生	-	2,470	1,786	-	114	4,370
Non-executive directors:	非執行董事:						
Mr. Paul Lo (note b)	羅仲煒先生(附註b)	20	-	-	-	-	20
Ms. Wang Laichun (note b)	王來春女士(附註b)	371	-	-	-	-	371
Independent non-executive directors:	獨立非執行董事:						
Mr. Ho Hin Shun	何顯信先生	260	-	-	-	-	260
Mr. Luk Wai Shing	陸偉成先生	260	-	-	-	-	260
Mr. Chan Chung Shun Eric	陳忠信先生	260	-	-	-	-	260
		1,171	5,590	5,358	-	258	12,377
For the year ended 31 March 2022	截至二零二二年三月三十一日止年度						
Executive directors:	執行董事:						
Mr. Cua Tin Yin Simon (note a)	柯天然先生(附註a)	-	3,120	3,746	152	144	7,162
Mr. Wong Chi Kuen	黃志權先生	-	2,470	2,173	137	114	4,894
Non-executive director:	非執行董事:						
Mr. Paul Lo (note b)	羅仲煒先生(附註b)	390	-	-	26	-	416
Independent non-executive directors:	獨立非執行董事:						
Mr. Ho Hin Shun	何顯信先生	260	-	-	26	-	286
Mr. Luk Wai Shing	陸偉成先生	260	-	-	26	-	286
Mr. Chan Chung Shun Eric	陳忠信先生	260	-	-	26	-	286
		1,170	5,590	5,919	393	258	13,330

Notes:

(a) Mr. Cua Tin Yin Simon is the chief executive officer of the Company and his emoluments disclosed above include those for services rendered by him as the chief executive.

(b) Mr. Paul Lo has resigned as a non-executive director on 19 April 2022 and Ms. Wang Laichun was appointed as a non-executive director on 19 April 2022.

The executive directors' emoluments shown above were for their services in connection with the management of affairs of the Group. The emoluments of non-executive directors and independent non-executive directors shown above were for their services as directors of the Company.

The performance related incentive payment is determined with reference to the operating results and individual performance.

11. 董事、行政總裁及僱員酬金

(a) 董事酬金

已付或應付本公司董事之酬金載列如下：

		Fees	Salaries and allowances	Performance related incentive payment	Equity-settled share-based payments	Retirement benefits contributions	Total
		袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	表現 相關獎金 HK\$'000 千港元	按權益結算 以股份為 基礎的款項 HK\$'000 千港元	退休福利 計劃供款 HK\$'000 千港元	總計 HK\$'000 千港元
For the year ended 31 March 2023	截至二零二三年三月三十一日止年度						
Executive directors:	執行董事:						
Mr. Cua Tin Yin Simon (note a)	柯天然先生(附註a)	-	3,120	3,572	-	144	6,836
Mr. Wong Chi Kuen	黃志權先生	-	2,470	1,786	-	114	4,370
Non-executive directors:	非執行董事:						
Mr. Paul Lo (note b)	羅仲煒先生(附註b)	20	-	-	-	-	20
Ms. Wang Laichun (note b)	王來春女士(附註b)	371	-	-	-	-	371
Independent non-executive directors:	獨立非執行董事:						
Mr. Ho Hin Shun	何顯信先生	260	-	-	-	-	260
Mr. Luk Wai Shing	陸偉成先生	260	-	-	-	-	260
Mr. Chan Chung Shun Eric	陳忠信先生	260	-	-	-	-	260
		1,171	5,590	5,358	-	258	12,377
For the year ended 31 March 2022	截至二零二二年三月三十一日止年度						
Executive directors:	執行董事:						
Mr. Cua Tin Yin Simon (note a)	柯天然先生(附註a)	-	3,120	3,746	152	144	7,162
Mr. Wong Chi Kuen	黃志權先生	-	2,470	2,173	137	114	4,894
Non-executive director:	非執行董事:						
Mr. Paul Lo (note b)	羅仲煒先生(附註b)	390	-	-	26	-	416
Independent non-executive directors:	獨立非執行董事:						
Mr. Ho Hin Shun	何顯信先生	260	-	-	26	-	286
Mr. Luk Wai Shing	陸偉成先生	260	-	-	26	-	286
Mr. Chan Chung Shun Eric	陳忠信先生	260	-	-	26	-	286
		1,170	5,590	5,919	393	258	13,330

附註：

(a) 柯天然先生為本公司的行政總裁，上文所披露其酬金包括彼作為最高行政人員提供服務的酬金。

(b) 羅仲煒先生已於二零二二年四月十九日辭任非執行董事，以及王來春女士已於二零二二年四月十九日獲委任為非執行董事。

上文所列執行董事酬金乃為其管理本集團事務有關之服務酬金。上文所列非執行董事及獨立非執行董事的酬金為彼等擔任本公司董事的服務酬金。

表現相關獎金參考經營業績及個人表現而釐定。

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11. DIRECTORS', CHIEF EXECUTIVE OFFICER'S AND EMPLOYEES' EMOLUMENTS (CONTINUED)

(b) Employees' emoluments

Of the five individuals with the highest emoluments in the Group, 2 (2022: 2) were directors and the chief executive officer of the Company whose emoluments are included in the disclosures above. The emoluments of the remaining 3 (2022: 3) individuals were as follows:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	4,960	5,000
Performance related incentive payment	表現相關獎金	1,896	1,647
Equity-settled share-based payments	按權益結算以股份為基礎的款項	219	414
Retirement benefits schemes contributions	退休福利計劃供款	118	119
		7,193	7,180

The performance related incentive payment is determined with reference to the operating results and individual performance.

The number of the five highest paid employees who are not the directors nor the chief executive officer of the Company whose emoluments fell within the following bands are as follows:

		Number of individuals 人數	
		2023	2022
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	2	2
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	1
		3	3

No emoluments were paid by the Group to the directors of the Company and the chief executive officer of the Group or the five highest paid individuals (including directors, chief executives and employees) as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors of the Company nor the chief executive officer of the Group waived any emoluments during both years.

12. TAXATION

(i) Hong Kong Profits Tax

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

11. 董事、行政總裁及僱員酬金 (續)

(b) 僱員酬金

本集團五名最高薪酬人士中，兩名(二零二二年：兩名)為本公司董事及行政總裁(彼等之酬金載於上述披露中)。其餘三名(二零二二年：三名)人士的酬金如下：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	4,960	5,000
Performance related incentive payment	表現相關獎金	1,896	1,647
Equity-settled share-based payments	按權益結算以股份為基礎的款項	219	414
Retirement benefits schemes contributions	退休福利計劃供款	118	119
		7,193	7,180

表現相關獎金參考經營業績及個人表現而釐定。

非本公司董事或行政總裁的五名最高薪酬僱員，其酬金介乎下列範圍內：

		Number of individuals 人數	
		2023	2022
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	2	2
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	1
		3	3

本集團並無向本公司董事及本集團行政總裁或五名最高薪人士(包括董事、最高行政人員及僱員)支付任何酬金作為加入本集團或在加入本集團時的獎勵或離職補償。於兩個年度，概無本公司董事或本集團行政總裁放棄任何薪酬。

12. 稅項

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Hong Kong Profits Tax	香港利得稅		
Current tax	即期稅項	10,770	22,113
Under-provision in respect of prior years	於過往年度撥備不足	70	1
		10,840	22,114
PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」)		
Current tax	即期稅項	27,914	14,574
(Over) under-provision in respect of prior years	於過往年度(超額撥備)撥備不足	(915)	385
Withholding tax in the PRC	中國預扣稅	-	20,382
		26,999	35,341
Deferred tax (note 27)	遞延稅項(附註27)	2,515	7,127
		40,354	64,582

(i) 香港利得稅

於兩個年度，香港利得稅按估計應課稅溢利的16.5%計算。

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12. TAXATION (CONTINUED)

(ii) PRC EIT

Under the Law of the PRC on EIT (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%. Pursuant to the relevant laws and regulations in the PRC, certain entities of the Group operating in the PRC were awarded the Advanced-Technology Enterprise Certificate for a period of 3 years till 2025 (2022: for a period of 3 years till 2022) and are eligible for tax concessionary rate of 15% for the years ended 31 March 2023 and 2022.

Certain entities operating in the PRC that have taxable income of not more than RMB3 million, the quarterly average of total assets does not exceed RMB50 million as well as the quarterly average number of employees does not exceed 300 are qualified as small and micro enterprises for the years ended 31 March 2023 and 2022. For the first RMB1 million taxable income, 25% of its first RMB1 million taxable income would be taxed at a reduced rate of 20%. With effect from 1 January to 31 December 2022, these entities were entitled to a further reduced EIT rate of 10% on 25% of its first RMB1 million taxable income. For the portion over first RMB1 million and up to RMB3 million, only 25% of the taxable income would be taxed at a reduced EIT rate of 20% from 1 January 2022 to 31 December 2024.

No withholding tax is recognised during the year ended 31 March 2023. The withholding tax of HK\$10,833,000 during the year ended 31 March 2022 mainly represented taxation recognised in respect of dividend income from PRC subsidiaries and was recognised at tax rates of 5% in accordance with the Implementation Regulation of the EIT Law of the PRC and HK\$9,549,000 represented taxation recognised in respect of shares transfer of subsidiaries in the PRC in relation to group restructuring with tax rate of 10% under EIT Law during the year ended 31 March 2022.

According to relevant laws and regulations promulgated by the State Tax Bureau of the PRC that was effective from 2021 onwards, enterprises engaging in research and development activities are entitled to claim an additional 100% of their research and development expense ("Super Deduction") so incurred as tax deductible expenses when determining their assessable profits for both years. The Group has made its best estimate for the Super Deduction to be claimed for the Group's entities in ascertaining their assessable profits for the year ended 31 March 2023 and 2022.

Taxation for the year can be reconciled to the profit before taxation as follows:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Profit before taxation	除稅前溢利	256,240	232,855
Tax charge of Hong Kong Profits Tax at 16.5% (2022: 16.5%)	按16.5%稅率計算的香港利得稅支出 (二零二二年: 16.5%)	42,280	38,421
Tax effect of expenses not deductible for tax purposes	就稅務目的不可扣稅開支的稅務影響	5,962	5,060
Tax effect of income not taxable for tax purposes	就稅務目的毋須課稅收入的稅務影響	(2,521)	(1,521)
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	880	3,183
Tax effect of utilisation of tax losses previously not recognised	動用先前未確認稅項虧損的稅務影響	(1,032)	-
Effect of income tax on concessionary rates for PRC subsidiaries	所得稅對中國附屬公司優惠稅率的影響	(17,915)	(2,358)
Effect of different tax rates of subsidiaries in jurisdictions other than Hong Kong	香港以外司法權區附屬公司之不同稅率的影響	18,240	6,791
(Over) under-provision in respect of prior years	於過往年度(超額撥備)撥備不足	(845)	386
Super Deduction for research and development expenses	研發開支的超額抵扣	(4,538)	(6,255)
Effect of withholding tax on dividend income from PRC subsidiaries	預扣稅對來自中國附屬公司的股息收入的影響	-	10,833
Effect of withholding tax on transfer of PRC subsidiaries	預扣稅對中國附屬公司轉讓的影響	-	9,549
Others	其他	(157)	493
Taxation for the year	年度稅項	40,354	64,582

12. 稅項 (續)

(ii) 中國企業所得稅

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例,中國附屬公司的稅率為25%。根據中國相關法律及法規,本集團於中國營運的若干實體獲頒高新技術企業證書,為期三年至二零二五年(二零二二年:為期三年至二零二二年)止並於截至二零二三年及二零二二年三月三十一日止年度符合資格享有15%的優惠稅率。

於中國營運且應課稅收入不超過人民幣3百萬元、季度平均總資產不超過人民幣50百萬元以及季度僱員平均數目不超過300人的若干實體於截至二零二三年及二零二二年三月三十一日止年度符合小微企業的資格。對於首筆人民幣1百萬元的應課稅收入,其首筆人民幣1百萬元應課稅收入的25%將按20%的減緩稅率繳稅。自二零二二年一月一日起至十二月三十一日,該等實體有權就其首筆人民幣1百萬元應課稅收入的25%進一步降低10%企業所得稅稅率。自二零二二年一月一日起至二零二四年十二月三十一日,對於首筆人民幣1百萬元以上至人民幣3百萬元以下的部分,僅25%的應課稅收入將按20%的減緩企業所得稅稅率繳稅。

截至二零二三年三月三十一日止年度,並無確認預扣稅。截至二零二二年三月三十一日止年度,預扣稅10,833,000港元主要指就來自中國附屬公司的股息收入確認的稅項,並根據中國企業所得稅法實施條例按5%的稅率確認,以及截至二零二二年三月三十一日止年度,9,549,000港元指就有關集團於中國重組而轉讓附屬公司股份確認的稅項,並根據企業所得稅法按10%的稅率確認。

根據中國國家稅務局所頒佈自二零二一年起生效的相關法律及法規,從事研發活動的企業於釐定兩個年度的應課稅溢利時,有權要求將其產生的研發開支的額外100%(「超額抵扣」)列作可扣稅開支。本集團已就本集團實體可要求的超額抵扣作出最佳估計,以確定截至二零二三年及二零二二年三月三十一日止年度的應課稅溢利。

年度稅項可與除稅前溢利對賬如下:

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13. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Earnings for the purposes of calculating basic and diluted earnings per share (profit for the year attributable to owners of the Company)	用以計算每股基本及攤薄盈利的盈利 (本公司擁有人應佔年內溢利)	215,140	168,223
		Number of shares 股數	
		2023 '000 千股	2022 '000 千股
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	用以計算每股基本盈利的普通股加權 平均股份數目	1,945,952	1,849,527
Effect of dilutive potential ordinary shares: – Share options	潛在攤薄普通股的影响: – 購股權	1,636	17,243
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	用以計算每股攤薄盈利的普通股加權 平均股份數目	1,947,588	1,866,770

13. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃按下列數據計算：

14. DIVIDENDS

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Dividends recognised as distribution during the year:	於年內確認為分派的股息：		
2022 final dividend – HK1 cent (2022: 2021 final dividend – HK1.5 cents) per ordinary share	二零二二年末期股息 – 每股普通股 1港仙(二零二二年：二零二一年 末期股息 – 每股普通股1.5港仙)	19,460	27,606
2023 interim dividend – HK0.5 cents (2022: 2022 interim dividend – HK1 cent) per ordinary share	二零二三年中期股息 – 每股普通股 0.5港仙(二零二二年：二零二二 年中期股息 – 每股普通股1港仙)	9,730	18,440
		29,190	46,046

14. 股息

On 28 June 2023, a final dividend of HK0.5 cents per ordinary share in respect of the year ended 31 March 2023, totalling HK\$9,730,000 has been proposed by the board of directors of the Company. The final dividend is subject to approval by the shareholders of the Company in the forthcoming annual general meeting.

於二零二三年六月二十八日，本公司董事會建議就截至二零二三年三月三十一日止年度派發末期股息每股普通股0.5港仙，總額為9,730,000港元。末期股息須待本公司股東於應屆股東週年大會上批准。

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Buildings	Leasehold improvements	Plant and machinery	Tools and moulds	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total
		樓宇	租賃物業裝修	廠房及機器	工具及模具	傢俬、裝置及設備	汽車	在建工程	總計
		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
COST OR VALUATION	成本或估值								
At 1 April 2021	於二零二一年四月一日	224,019	122,285	794,601	44,178	83,750	11,233	-	1,280,066
Currency realignment	貨幣調整	10,283	5,819	36,572	2,142	4,157	432	31	59,436
Acquired on acquisition of business	收購業務後獲取	-	-	8,958	2,105	549	122	-	11,734
Additions	添置	-	9,338	30,687	2,281	19,155	347	1,373	63,181
Disposals/written off	出售/撇銷	-	-	(220)	(855)	(1,189)	(353)	-	(2,617)
Gain on revaluation to profit or loss	計入損益的重估收益	-	-	-	-	-	-	-	-
Reclassification on revaluation to revaluation reserve	計入重估儲備的重估重新分類	361	-	-	-	-	-	-	361
		(4,846)	-	-	-	-	-	-	(4,846)
At 31 March 2022	於二零二二年三月三十一日	229,817	137,442	870,598	49,851	106,422	11,781	1,404	1,407,315
Currency realignment	貨幣調整	(17,804)	(10,827)	(68,221)	(4,298)	(8,229)	(844)	(111)	(110,334)
Additions	添置	-	10,202	106,813	10,642	47,673	64	47,420	222,814
Transfer from construction in progress	轉撥自在建工程	-	-	-	-	-	-	(46,746)	-
Disposals/written off	出售/撇銷	46,746	(1,601)	(25,078)	(2,058)	(1,735)	(564)	-	(31,628)
Gain on revaluation to profit or loss	計入損益的重估收益	-	-	-	-	-	-	-	-
Reclassification on revaluation to revaluation reserve	計入重估儲備的重估重新分類	583	-	-	-	-	-	-	583
		3,709	-	-	-	-	-	-	3,709
At 31 March 2023	於二零二三年三月三十一日	262,459	135,216	884,112	54,137	144,131	10,437	1,967	1,492,459
ACCUMULATED DEPRECIATION	累計折舊								
At 1 April 2021	於二零二一年四月一日	-	86,110	374,031	26,726	51,335	8,198	-	546,400
Currency realignment	貨幣調整	167	4,106	17,700	1,341	2,559	339	-	26,212
Provided for the year	年度撥備	6,251	6,921	30,167	2,837	8,753	968	-	55,897
Disposals/written off	出售/撇銷	-	-	(163)	(189)	(1,008)	(318)	-	(1,678)
Eliminated on revaluation	於重估時抵銷	(6,418)	-	-	-	-	-	-	(6,418)
At 31 March 2022	於二零二二年三月三十一日	-	97,137	421,735	30,715	61,639	9,187	-	620,413
Currency realignment	貨幣調整	(9)	(7,665)	(33,232)	(2,783)	(5,077)	(680)	-	(49,446)
Provided for the year	年度撥備	6,322	12,243	31,871	3,405	14,058	796	-	68,695
Disposals/written off	出售/撇銷	(272)	(894)	(16,730)	(1,789)	(1,157)	(507)	-	(21,349)
Eliminated on revaluation	於重估時抵銷	(6,041)	-	-	-	-	-	-	(6,041)
At 31 March 2023	於二零二三年三月三十一日	-	100,821	403,644	29,548	69,463	8,796	-	612,272
CARRYING VALUES	賬面值								
At 31 March 2023	於二零二三年三月三十一日								
- Cost	- 成本	-	34,395	480,468	24,589	74,668	1,641	1,967	617,728
- Valuation	- 估值	262,459	-	-	-	-	-	-	262,459
		262,459	34,395	480,468	24,589	74,668	1,641	1,967	880,187
At 31 March 2022	於二零二二年三月三十一日								
- Cost	- 成本	-	40,305	448,863	19,136	44,783	2,594	1,404	557,085
- Valuation	- 估值	229,817	-	-	-	-	-	-	229,817
		229,817	40,305	448,863	19,136	44,783	2,594	1,404	786,902

Depreciation is provided to write off the cost of items of property, plant and equipment (other than construction in progress), using straight-line method or reducing balance method over the following useful lives:

Straight-line method:

Buildings	Over the shorter of the remaining term of the related land lease or estimated useful lives
Leasehold improvements	Over the shorter of the term of the lease or 10 years
Tools and moulds	5 – 10 years
Furniture, fixtures and equipment	5 – 10 years
Motor vehicles	5 years

Reducing balance method:

Plant and machinery	10 – 15 years
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就物業、廠房及設備項目(在建工程除外)按照以下可使用年期以直線法或餘額遞減法撇銷其成本計提折舊:

直線法:

樓宇	相關土地租賃剩下租期或估計可使用年期(以較短者為準)
租賃物業裝修	租期或10年(以較短者為準)
工具及模具	5至10年
傢俬、裝置及設備	5至10年
汽車	5年

餘額遞減法:

廠房及機器	10至15年
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15. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Fair value measurement of the land and buildings

The Group's Land and Buildings were revalued on 31 March 2023 and 2022 by RHL Appraisal Limited, an independent qualified valuer not related to the Group. During the year ended 31 March 2023, the net revaluation gain of HK\$2,434,000 (2022: net revaluation loss of HK\$36,170,000), comprising the revaluation gain of HK\$9,750,000 (2022: revaluation gain of HK\$1,572,000) arising from property, plant and equipment, and revaluation loss of HK\$7,316,000 (2022: revaluation loss of HK\$37,742,000) arising from right-of-use assets, have been credited (2022: debited) to property revaluation reserve, and the corresponding total deferred tax of HK\$660,000 (2022: HK\$8,497,000), have been debited (2022: credited) to the property revaluation reserve. In addition, during the year ended 31 March 2023, the net revaluation loss of HK\$3,161,000, (2022: revaluation gain of HK\$361,000) comprising of revaluation gain of HK\$583,000 (2022: HK\$361,000) arising from property, plant and equipment and revaluation loss of HK\$3,744,000 (2022: Nil) arising from right-of-use assets, is debited to profit and loss (2022: credited to profit or loss) and the corresponding total deferred tax of HK\$878,000 (2022: Nil) have been credited (2022: Nil) to profit or loss. The valuations by the independent qualified valuer are arrived by direct comparison approach assuming sale of the Land and Buildings in their existing states with their highest and best use and by making reference to comparable sales transactions as available in the relevant market. The direct comparison approach is based on market observable recent transactions of similar properties in similar locations. There has been no change to the valuation technique during the year.

If the Land and Buildings of the Group had not been revalued, they would have been included in these consolidated financial statements at historical cost less accumulated depreciation and their carrying amounts would have been approximately HK\$195,788,000 (2022: HK\$166,825,000) as property, plant and equipment and approximately HK\$85,039,000 (2022: HK\$94,856,000) as right-of-use assets as at 31 March 2023.

The following table gives information about how the fair values of these Land and Buildings are determined (in particular, the valuation technique and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Level 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

Description 描述	Fair value at 於以下日期的公平值		Fair value hierarchy 公平值層級	Valuation techniques and key inputs 估值技術及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度
	31.3.2023 HK\$'000 千港元	31.3.2022 HK\$'000 千港元				
Buildings in the PRC	262,459	229,817	Level 3	Direct comparison method based on market observable transactions of similar properties adjusted timing of reference transactions and property-specific adjustments including nature, location and conditions of the property.	Price per square metre, using market direct comparable properties and taking into account location and other individual factors such as road frontage, size of property etc., which is ranged from RMB1,544 to RMB2,138 (2022: RMB1,409 to RMB2,106) per square meter.	A significant increase in the price per square meter used would result in a significant increase in the fair value measurement of the buildings, and vice versa.
位於中國的 樓宇	262,459	229,817	第三級	直接比較法，乃基於類似物業的市場可觀察交易，就參考交易的時間進行調整，並作出物業特定調整，包括物業的性質、位置及狀況。	每平方米價格，乃採用市場直接比較物業並經考慮位置以及臨街道路、物業大小等其他個別因素，每平方米介乎人民幣1,544元至人民幣2,138元（二零二二年：人民幣1,409元至人民幣2,106元）。	所使用每平方米價格大幅上升將導致樓宇公平值計量大為上升，反之亦然。
Leasehold land in the PRC	284,552	328,600	Level 3	Direct comparison method based on market observable transactions of similar properties adjusted timing of reference transactions and property-specific adjustments including nature, location and conditions of the property.	Price per square metre, using market direct comparable properties and taking into account location and other individual factors such as road frontage, size of property etc., which is ranged from RMB1,327 to RMB1,881 (2022: RMB1,403 to RMB2,165) per square meter.	A significant increase in the price per square meter used would result in a significant increase in the fair value measurement of the leasehold land and vice versa.
位於中國的租 賃土地	284,552	328,600	第三級	直接比較法，乃基於類似物業的市場可觀察交易，就參考交易的時間進行調整，並作出物業特定調整，包括物業的性質、位置及狀況。	每平方米價格，乃採用市場直接比較物業並經考慮位置以及臨街道路、物業大小等其他個別因素，每平方米介乎人民幣1,327元至人民幣1,881元（二零二二年：人民幣1,403元至人民幣2,165元）。	所使用每平方米價格大幅上升將導致租賃土地公平值計量大為上升，反之亦然。

There were no transfers into or out of Level 3 during the year ended.

15. 物業、廠房及設備 (續)

土地及樓宇之公平值計量

本集團的土地及樓宇由與本集團並無關連的獨立合資格估值師永利行評值顧問有限公司在二零二三年及二零二二年三月三十一日重估。截至二零二三年三月三十一日止年度，重估收益淨額2,434,000港元（二零二二年：重估虧損淨額36,170,000港元）（包括由物業、廠房及設備產生的重估收益9,750,000港元（二零二二年：重估收益1,572,000港元）及由使用權資產產生的重估虧損7,316,000港元（二零二二年：重估虧損37,742,000港元））已計入（二零二二年：扣除自）物業重估儲備，而相應遞延稅項總額660,000港元（二零二二年：8,497,000港元）已由物業重估儲備扣除（二零二二年：計入）。此外，截至二零二三年三月三十一日止年度，重估虧損淨額3,161,000港元（二零二二年：重估收益361,000港元）（包括由物業、廠房及設備產生的重估收益583,000港元（二零二二年：361,000港元）及由使用權資產產生的重估虧損3,744,000港元（二零二二年：無））已自損益扣除（二零二二年：計入損益），而相應遞延稅項總額878,000港元（二零二二年：無）已計入（二零二二年：無）損益中。獨立合資格估值師所得出的估值乃使用直接比較法而達致，當中假設土地及樓宇以其最高及最佳用途的現況出售，並參考相關市場上可得的可比較銷售交易資料。直接比較法乃基於類似地點的類似物業之市場可觀察近期交易。年內，估值技術並無轉變。

如本集團土地及樓宇並無重估，其將按歷史成本減累計折舊計入該等綜合財務報表內，而其於二零二三年三月三十一日列作物業、廠房及設備以及使用權資產的賬面值將分別為約195,788,000港元（二零二二年：166,825,000港元）及約85,039,000港元（二零二二年：94,856,000港元）。

下表列示如何釐定該等土地及樓宇的公平值的資料（尤其是所使用的估值技術及輸入數據），以及基於公平值計量輸入數據的可觀察程度所釐定公平值計量所屬的公平值層級（第一級至第三級）。

於本年度並無轉入或轉出第三級。

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綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

16. RIGHT-OF-USE ASSETS

At 31 March 2023	於二零二三年三月三十一日
Carrying amounts	賬面值
– Cost	– 成本
– Valuation	– 估值
At 31 March 2022	於二零二二年三月三十一日
Carrying amounts	賬面值
– Cost	– 成本
– Valuation	– 估值
For the year ended 31 March 2023	截至二零二三年三月三十一日止年度
Loss on revaluation for the year (note a)	年內重估虧損(附註a)
Depreciation for the year	年度折舊
For the year ended 31 March 2022	截至二零二二年三月三十一日止年度
Loss on revaluation for the year (note a)	年內重估虧損(附註a)
Depreciation for the year	年度折舊

16. 使用權資產

Leasehold land 租賃土地 HK\$'000 千港元 (note a) (附註a)	Leasehold properties 租賃物業 HK\$'000 千港元	Total 總計 HK\$'000 千港元	
–	59,098	59,098	
284,552	–	284,552	
284,552	59,098	343,650	
–	55,131	55,131	
328,600	–	328,600	
328,600	55,131	383,731	
11,060	–	11,060	
6,284	17,016	23,300	
37,742	–	37,742	
7,551	10,341	17,892	
	2023	2022	
	HK\$'000	HK\$'000	
	千港元	千港元	
Expense relating to short-term leases (note b)	有關短期租賃的開支(附註b)	3,596	3,479
Total cash outflow for leases	租賃現金流出總額	17,334	15,875
Additions to right-of-use assets	使用權資產添置	28,926	7,464
Acquired on acquisition of business	收購業務後獲取	–	14,688
Derecognition of right-of-use assets upon termination of lease	終止租賃後終止確認使用權資產	3,598	–

Notes:

- (a) The leasehold land held by the Group was accounted for as revaluation model with effect from 30 June 2020. Please refer to note 15 for details.
- (b) The Group regularly entered into short-term leases for office and staff quarters, of which the Group applies the short-term lease recognition exemption to leases of office and staff quarters. As at 31 March 2023 and 31 March 2022, the portfolio of short-term leases in which practical expedient was applied is similar to the portfolio of short-term leases to which the short-term leases expense disclosed above.

During the year ended 31 March 2023, the Group recognised additions of right-of-use assets amounting to HK\$28,926,000 (2022: HK\$7,464,000) and additions of lease liabilities amounting to HK\$28,926,000 (2022: HK\$7,464,000), which constitutes non-cash transactions.

During the year ended 31 March 2023, the Group has early terminated a lease which constitute a lease modification. As a result, the Group has derecognised right-of-use assets of HK\$3,598,000 (2022: Nil) and lease liabilities of HK\$3,653,000 (2022: Nil), and a gain on lease termination of HK\$55,000 is recognised in profit or loss.

附註：

- (a) 本集團所持有的租賃土地乃入賬列作重估模式，自二零二零年六月三十日起生效。詳情請參閱附註15。
- (b) 本集團定期就辦公室及員工宿舍訂立短期租賃，而本集團就辦公室及員工宿舍租賃應用短期租賃確認豁免。於二零二三年三月三十一日及二零二二年三月三十一日，已應用可行權宜方法的短期租賃組合與短期租賃開支於上文披露的短期租賃組合類似。

於截至二零二三年三月三十一日止年度，本集團確認使用權資產添置28,926,000港元(二零二二年：7,464,000港元)及租賃負債添置28,926,000港元(二零二二年：7,464,000港元)，其構成非現金交易。

截至二零二三年三月三十一日止年度，本集團已提前終止一項構成租賃修改的租賃。因此，本集團已終止確認使用權資產3,598,000港元(二零二二年：無)及租賃負債3,653,000港元(二零二二年：無)，並於損益中確認租賃終止收益55,000港元。

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FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

16. RIGHT-OF-USE ASSETS (CONTINUED)

For both years, the Group leases leasehold properties for its manufacturing operations. Lease contracts for leasehold properties are entered into for fixed term of 1 to 15 years (2022: 1 to 15 years) respectively, but may have termination options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group has a termination option in a lease for a production plant in the PRC. This is used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The termination option held is exercisable only by the Group and not by the lessor. No extension options are included in any of the lease agreements entered by the Group.

The Group reassesses whether it is reasonably certain not to exercise a termination option, upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the years ended 31 March 2023 and 2022, there is no such triggering event.

In addition, the Group owns several industrial buildings where its manufacturing facilities are primarily located and office buildings. The Group is the registered owner of these property interests, including the underlying leasehold land. Lump sum payments were made upfront to acquire these property interests. The land and building components of these owned properties are presented separately since the payments made can be allocated reliably. The land component of the Group is classified as right-of-use assets and the building component is classified as property, plant and equipment.

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

A wholly owned subsidiary of the Company entered into a policy with an insurance company to insure a director of the Group (the "Policy"). Under the Policy, the beneficiary and policy holder is a subsidiary of the Group and the total insured sum is USD2,000,000 (equivalent to HK\$15,500,000). At the inception of the policy, the Group paid an upfront payment of USD610,000 (equivalent to HK\$4,742,000) and a single premium charge of USD37,000 (equivalent to HK\$283,000). The Group will receive cash back based on the account value of the Policy at the date of withdrawal. The Group receives interests at interest rates guaranteed by the insurer.

Life insurance policy is classified as financial assets at FVTPL as these financial assets have contractual right to cash flows that do not represent contractual cash flows that are solely payments of principal and interest on the principal outstanding. The fair value gain of HK\$229,000 (2022: HK\$218,000) relating to fair value of the financial asset as at 31 March 2023 was recognised.

As at 31 March 2023, the directors of the Company expected that the Policy would be terminated at the 16th policy year in 2026 with no surrender charge in accordance with the Policy. Therefore, the Policy was classified as non-current as at 31 March 2023. Subsequently in April 2023, the management has initiated the termination on the Policy, which has been settled in cash in May 2023 with amount of USD821,000 (equivalent to HK\$6,445,000) after deducting the surrender charge of USD15,000 (equivalent to HK\$118,000) for early termination.

18. INVENTORIES

Raw materials	原材料
Work in progress	在製品
Finished goods	製成品

16. 使用權資產 (續)

於兩個年度，本集團為其生產營運租用租賃物業。有關租賃物業的租賃合約分別訂立1至15年(二零二二年：1至15年)的固定年期，但可行使下述終止權。租期乃按個別基準磋商，並包含各種不同的條款及條件。釐定租期及評估不可撤銷期的長度時，本集團應用合約定義，以及釐定可強制執行合約的期限。

本集團就中國一間生產廠房的租賃持有終止權。目的是在管理本集團營運所用資產時用作擴大營運靈活性。所持有的終止權只可由本集團而非出租人行使。本集團訂立的任何租賃協議並無載列續期選擇權。

在發生重大事件或情況發生重大變化而承租人可以控制的情況下，本集團會重新評估是否合理肯定不會行使終止權。於截至二零二三年及二零二二年三月三十一日止年度，並無發生該觸發事件。

此外，本集團擁有幾座工業樓宇及辦公大樓，而其製造設施主要位於該等樓宇。本集團為該等物業權益的註冊擁有人，包括相關租賃土地。本集團一筆過付款以收購該等物業權益。由於付款能可靠地分攤，該等自有物業的土地及樓宇部分分開呈列。本集團的土地部分分類為使用權資產，而樓宇部分則分類為物業、廠房及設備。

17. 按公平值計入損益的金融資產

本公司一間全資附屬公司與保險公司訂立保單，受保人為本集團一名董事(「保單」)。根據保單，受益人及投保人為本集團一間附屬公司，投保總額為2,000,000美元(相等於15,500,000港元)。於保單開始時，本集團支付前期款項610,000美元(相等於4,742,000港元)及單筆保費37,000美元(相等於283,000港元)。本集團於提款日期將按保單賬戶價值收取現金回報。本集團按保險公司保證的利率收取利息。

人壽保單分類為按公平值計入損益的金融資產，乃因該等金融資產附帶可收取現金流量的合約權利，而有關現金流量並非純粹作為本金及尚未清償本金的利息的付款的合約現金流量。於二零二三年三月三十一日，本公司已確認與金融資產公平值有關的公平值收益229,000港元(二零二二年：218,000港元)。

於二零二三年三月三十一日，本公司董事預期保單將於二零二六年第16個保單年度終止，根據保單毋須支付退保費用。因此，保單於二零二三年三月三十一日分類為非流動。其後於二零二三年四月，管理層已開始終止保單，並已於二零二三年五月以現金償付金額821,000美元(相等於6,445,000港元)，當中已扣除提早終止的退保費用15,000美元(相等於118,000港元)。

18. 存貨

		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Raw materials	原材料	1,549,255	275,651
Work in progress	在製品	71,510	80,703
Finished goods	製成品	429,794	297,295
		2,050,559	653,649

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19. TRADE AND OTHER RECEIVABLES

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Trade receivables	貿易應收款項	1,240,414	981,316
Trade receivables from the then fellow subsidiaries	來自當時同系附屬公司的貿易應收款項	-	128
Trade receivables from related companies	來自關連公司的貿易應收款項	10,355	-
Bills receivables	應收票據	19,200	17,366
		1,269,969	998,810
Less: Allowance for credit losses	減：信貸虧損撥備	(3,425)	-
		1,266,544	998,810
Value added tax receivables	應收增值稅	230,934	56,582
Other receivables	其他應收款項	13,563	8,480
Deposits and prepayments	按金及預付款項	30,224	26,302
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	274,721	91,364
Trade and other receivables	貿易及其他應收款項	1,541,265	1,090,174

As at 1 April 2021, trade and bills receivables amounted to HK\$752,619,000.

The Group allows credit period ranging from 30 days to 120 days to its trade customers. Before accepting any new customers, the Group will internally assess the credit quality of the potential customers and determine appropriate credit limits. The ageing analysis of trade and bills receivables net of allowance for credit losses as presented, based on the right to consideration became unconditional/invoice date at the end of the reporting period at the end of the reporting period is as follows:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
0 – 30 days	0至30日	736,447	488,962
31 – 60 days	31至60日	268,288	179,704
61 – 90 days	61至90日	150,357	206,860
91 – 180 days	91至180日	100,138	122,539
Over 180 days	超過180日	11,314	745
		1,266,544	998,810

At 31 March 2023, included in the Group's trade receivable balances are trade receivables of HK\$68,212,000 (2022: HK\$71,657,000) which are past due at the end of the reporting period. An amount of HK\$786,000 (2022: HK\$762,000) has been past due 90 days or more and is not considered as in default based on financial information available in the market, creditability and good repayment records of those customers. The Group does not hold any collateral over these balances.

Details of impairment assessment of trade and other receivables for the year ended 31 March 2023 are set out in note 37.

Included in trade and other receivables are the following amounts denominated in currency other than functional currencies of the respective group entities:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
USD	美元	7,199	253,903
HK\$	港元	1,350	3,550
Euro	歐元	2,484	2,801

19. 貿易及其他應收款項

於二零二一年四月一日，貿易應收款項及應收票據為752,619,000港元。

本集團給予其貿易客戶之信貸期介乎30日至120日。在接納任何新客戶之前，本集團將對潛在客戶之信貸質素作內部評估，並釐訂合適信貸限額。貿易應收款項及應收票據(扣除信貸虧損撥備)於報告期末按收取代價之權利成為無條件/發票日期呈列之賬齡分析如下：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
0 – 30 days	0至30日	736,447	488,962
31 – 60 days	31至60日	268,288	179,704
61 – 90 days	61至90日	150,357	206,860
91 – 180 days	91至180日	100,138	122,539
Over 180 days	超過180日	11,314	745
		1,266,544	998,810

於二零二三年三月三十一日，包含於本集團之貿易應收款項結餘的68,212,000港元(二零二二年：71,657,000港元)貿易應收款項於報告期末已逾期。為數786,000港元(二零二二年：762,000港元)的款項已逾期90天或以上，根據於市場上可得的財務資料、信譽及該等客戶的良好還款記錄，該款項不視為違約。本集團概無就該等結餘持有任何抵押品。

截至二零二三年三月三十一日止年度，貿易及其他應收款項的減值評估詳情載於附註37。

除有關集團實體之功能貨幣外，貿易及其他應收款項包括以下貨幣列值之金額：

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20. CONTRACT ASSETS

The contract assets from sales of cable assembly to a customer primarily relate to the Group's right to consideration for work completed and not billed because the rights are conditioned on the Group's future performance. The contract assets are transferred to trade receivables when the production of cable assembly products are completed, being when the rights become unconditional.

As at 1 April 2021, contract assets amounted to HK\$2,860,000.

The significant decrease as at 31 March 2023 is the result of the decrease in purchase orders from the customer at the end of the year. For the prior year ended 31 March 2022, the significant increase was the result of the increase in purchase orders from the customer as at 31 March 2022.

21. PLEDGED BANK DEPOSITS/BANK BALANCES AND CASH

Pledged bank deposits represent deposits placed in a banks to secure general banking facilities granted to the Group and carry fixed interest rates ranging from 0.30% to 7.25% (2022: 0.30% to 2.25%) per annum. Deposits amounting to HK\$974,649,000 (2022: HK\$5,769,000) have been pledged to secure short-term bank loans and bills payable and are therefore classified as current assets. The pledged bank deposits will be released upon the settlement of relevant bank borrowings and bills payable.

Bank balances and cash include demand deposits and short-term deposits for the purpose of meeting the Group's short-term cash commitments, which carry interest at prevailing market rates ranging from 0.001% to 4.64% (2022: 0.01% to 1.33%) per annum.

Details of impairment assessment of bank balances and pledged bank deposits are set out in note 37.

Included in bank balances and cash and pledged bank deposits are the following amounts denominated in currencies other than functional currencies of the respective group entities:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
USD	美元	635,323	22,659
HK\$	港元	22,834	23,056
Euro	歐元	3,144	5,005
Renminbi ("RMB")	人民幣("人民幣")	769	3,159

22. TRADE AND OTHER PAYABLES

Trade payables	貿易應付款項	664,008	748,461
Trade payables to related companies	關連公司的貿易應付款項	139,435	-
Bills payables	應付票據	63,893	46,659
Trade and bills payables	貿易應付款項及應付票據	867,336	795,120
Other payables	其他應付款項	23,839	7,225
Salaries and staff-related costs payables	薪金及員工相關成本應付款項	42,127	45,808
Accrued charges	應計費用	23,789	27,566
Other tax payables	其他應付稅項	12,695	9,853
Accruals and other payables	應計費用及其他應付款項	102,450	90,452
Trade and other payables	貿易及其他應付款項	969,786	885,572

The average credit period of trade payables ranges from 30 days to 120 days.

20. 合約資產

向客戶銷售電線組件的合約資產主要指本集團收取已竣工而尚未收款的工程代價的權利，原因是該等權利乃以本集團未來表現為條件。合約資產於電線組件產品生產完成時(即於該等權利成為無條件時)轉撥至貿易應收款項。

於二零二一年四月一日，合約資產金額為2,860,000港元。

於二零二三年三月三十一日之大幅減少乃因於本年度末客戶採購訂單減少所致。於截至二零二二年三月三十一日止上一年度，該大幅增加乃由於二零二二年三月三十一日客戶採購訂單增加所致。

21. 已抵押銀行存款／銀行結餘及現金

已抵押銀行存款指存放於銀行以獲取授予本集團之一般銀行信貸之存款，並按年息介乎0.30%至7.25%(二零二二年：0.30%至2.25%)之固定利率計息。金額為974,649,000港元(二零二二年：5,769,000港元)的存款已抵押以取得短期銀行貸款及應收票據，因此分類為流動資產。已抵押銀行存款將於結算相關銀行借款及應收票據後獲解除。

銀行結餘及現金包括活期存款及短期存款，旨在達至本集團的短期現金承擔，其按當前市場年利率0.001%至4.64%計息(二零二二年：0.01%至1.33%)。

銀行結餘的減值評估及已抵押銀行存款的詳情載於附註37。

除有關集團實體之功能貨幣外，銀行結餘及現金以及已抵押銀行存款包括以下貨幣列值之金額：

22. 貿易及其他應付款項

	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Trade payables	664,008	748,461
Trade payables to related companies	139,435	-
Bills payables	63,893	46,659
Trade and bills payables	867,336	795,120
Other payables	23,839	7,225
Salaries and staff-related costs payables	42,127	45,808
Accrued charges	23,789	27,566
Other tax payables	12,695	9,853
Accruals and other payables	102,450	90,452
Trade and other payables	969,786	885,572

貿易應付款項的平均信貸期介乎30日至120日。

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22. TRADE AND OTHER PAYABLES (CONTINUED)

The ageing analysis of trade and bills payables based on invoice date at the end of the reporting period is as follows:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
0 – 30 days	0至30日	385,129	448,782
31 – 60 days	31至60日	168,325	123,150
61 – 90 days	61至90日	57,242	93,947
91 – 180 days	91至180日	225,089	129,032
Over 180 days	超過180日	31,551	209
		867,336	795,120

Included in trade and other payables are the following amounts denominated in currencies other than functional currencies of the respective group entities:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
USD	美元	47,099	32,965
HK\$	港元	361	10,905
Euro	歐元	763	1,168
RMB	人民幣	–	4,947

23. CONTRACT LIABILITIES

The amounts represent deposits received from customers in relation to their purchase orders placed with the Group. At 31 March 2023, the deposits received from customers are contract liabilities and the Group does not expect to refund any of the deposits.

As at 1 April 2021, contract liabilities amounted to HK\$5,093,000.

The contract liabilities at 1 April 2022 and 1 April 2021 were fully recognised as revenue for the years ended 31 March 2023 and 2022, respectively. When the Group receives a deposit before commencement of the production activity, this will give rise to contract liabilities at the inception of a contract.

24. LEASE LIABILITIES

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Lease liabilities payable:	應付租賃負債：		
– within one year	– 一年內	19,159	10,584
– more than one year but not exceeding two years	– 一年以上但不超過兩年	22,604	10,493
– more than two years but not exceeding five years	– 兩年以上但不超過五年	24,733	29,602
– within a period of more than five years	– 超過五年	2,384	8,156
		68,880	58,835
Less: Amount due for settlement within 12 months shown under current liabilities	減：流動負債下所示於12個月內到期的金額	(19,159)	(10,584)
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債下所示於12個月後到期的金額	49,721	48,251

The weighted average incremental borrowing rates applied by the relevant group entities range from 3.80% to 5.64% (2022: 2.75% to 5.64%). These lease liabilities were measured at the present value of the lease payments that are not yet paid.

Lease obligations are denominated in currencies which are same as the functional currencies of the relevant group entities.

22. 貿易及其他應付款項 (續)

貿易應付款項及應付票據於報告期末按發票日期進行之賬齡分析如下：

	2023 HK\$'000 千港元	2022 HK\$'000 千港元
0 – 30 days	385,129	448,782
31 – 60 days	168,325	123,150
61 – 90 days	57,242	93,947
91 – 180 days	225,089	129,032
Over 180 days	31,551	209
	867,336	795,120

除有關集團實體之功能貨幣外，貿易及其他應付款項包括以下貨幣列值之金額：

	2023 HK\$'000 千港元	2022 HK\$'000 千港元
USD	47,099	32,965
HK\$	361	10,905
Euro	763	1,168
RMB	–	4,947

23. 合約負債

該金額指就客戶向本集團作出的採購訂單而言向客戶收取的按金。於二零二三年三月三十一日，已收客戶按金為合約負債且本集團預期不會退還任何該等按金。

於二零二一年四月一日，合約負債為5,093,000港元。

於二零二二年四月一日及二零二一年四月一日之合約負債已分別於截至二零二三年及二零二二年三月三十一日止各年度悉數確認為收益。倘本集團於生產活動開始前收到按金，將導致合約開始時產生合約負債。

24. 租賃負債

	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Lease liabilities payable:		
– within one year	19,159	10,584
– more than one year but not exceeding two years	22,604	10,493
– more than two years but not exceeding five years	24,733	29,602
– within a period of more than five years	2,384	8,156
	68,880	58,835
Less: Amount due for settlement within 12 months shown under current liabilities	(19,159)	(10,584)
Amount due for settlement after 12 months shown under non-current liabilities	49,721	48,251

有關集團實體所應用的加權平均遞增借貸利率介乎3.80%至5.64% (二零二二年：2.75%至5.64%)。該等租賃負債按尚未支付租賃付款的現值計量。

租賃承擔以與有關集團實體功能貨幣相同的貨幣列值。

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25. BANK BORROWINGS

25. 銀行借款

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Bank loans	銀行貸款	1,247,755	833,670
Import/export trade borrowings	進／出口貿易借款	100,315	228,493
		1,348,070	1,062,163
Secured (note)	已抵押 (附註)	957,960	–
Unsecured	無抵押	390,110	1,062,163
		1,348,070	1,062,163
Note: The bank loans are secured by pledged bank deposits, which are set out in note 21.			
附註：銀行貸款以載於附註21的已抵押銀行存款作為抵押。			
The carrying amounts of the above borrowing are repayable:	上述借款的賬面值須於下列期間償還：		
Within one year	一年內	1,245,650	610,840
Within a period of more than one year but not exceeding two years	一年以上但不超過兩年期間	52,812	197,213
Within a period of more than two years but not exceeding five years	兩年以上但不超過五年期間	–	76,803
		1,298,462	884,856
The carrying amounts of borrowing that contain a repayment on demand clause (shown under current liabilities) but repayable*:	載有按要求償還條款並在流動負債下列示的借款賬面值須於下列期間償還*：		
Within one year	一年內	49,608	177,307
Total borrowings	借款總額	1,348,070	1,062,163
Less: Amounts due within one year shown under current liabilities	減：流動負債下所示於一年內到期的金額	(1,295,258)	(788,147)
Amount shown under non-current liabilities	非流動負債下所示金額	52,812	274,016

* The amounts due are based on scheduled repayment dates set out in loan agreements.

* 到期金額乃基於貸款協議所載的預定還款日期列示。

The bank loans and import/export trade borrowings carry variable interest rates range from 1.55% – 2.5% over Hong Kong Inter-bank Offered Rate (“HIBOR”) (2022: 2% – 2.5% over HIBOR) per annum and at the PRC loan prime rate plus a fixed margin.

銀行貸款及進／出口貿易借款的浮動年利率介乎於香港銀行同業拆息(「香港銀行同業拆息」)加1.55%至2.5%(二零二二年：香港銀行同業拆息加2%至2.5%)以及中國貸款最優惠利率加固定點子。

The range of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings as at the end of the reporting period is as follows.

於報告期末，本集團的借款之實際利率(亦相當於合約利率)範圍如下：

		2023	2022
Effective interest rate:	實際利率：		
Fixed-rate borrowings	固定利率借款	2.37% to 5.89%	N/A 不適用
Variable-rate borrowings	浮動利率借款	3.00% to 5.64%	1.27% to 5.65%

Included in bank borrowings are the following amounts denominated in currencies other than functional currencies of the respective group entities:

除有關集團實體之功能貨幣外，銀行借款包括以下貨幣列值之金額：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
USD	美元	483,025	93,046
HK\$	港元	89,490	531,489
EUR	歐元	146,612	

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25. BANK BORROWINGS (CONTINUED)

While the Hong Kong Dollar Overnight Index Average ("HONIA") has been identified as an alternative to HIBOR, there is no plan to discontinue HIBOR. The multi-rate approach has been adopted in Hong Kong, whereby HIBOR and HONIA will co-exist. The Group's bank loan linked to HIBOR will continue till maturity and hence, not subject to transition and the exposure to interest rate benchmark reform is insignificant.

26. AMOUNTS DUE TO/LOANS FROM RELATED COMPANIES

As at 31 March 2023, the balances with related companies represents the balances with Luxshare and its subsidiaries excluding the Group ("Luxshare Group") and comprises:

- the loans amounting to RMB780,000,000 and USD72,900,000 (equivalent to approximately HK\$891,012,000 and HK\$572,242,000) are unsecured, interest bearing at 3% per annum and repayable in March 2024, and are included as current liabilities;
- the loan amounting HK\$498,998,000 is unsecured, interest bearing at 3% per annum and repayable in December 2025, and is included as non-current liabilities;
- the interest payables amounting to RMB667,000 and USD19,000 (equivalent to approximately HK\$762,000 and HK\$145,000) and HK\$1,025,000, and are included as current liabilities; and
- the remaining amounts due to the related companies of HK\$508,328,000 are unsecured, non-interest bearing and repayable on demand.

The carrying amounts of above loans are repayable:

		2023 HK\$'000 千港元
Within one year	於不超過一年的期間內	1,465,186
Within a period of more than one year but not exceeding two years	一年以上，但不超過兩年期間	-
Within a period of more than two years but not exceeding five years	兩年以上，但不超過五年期間	498,998
		1,964,184
Less: Amounts due within one year shown under current liabilities	減：於流動負債項下呈列於一年內到期的款項	(1,465,186)
Amount shown under non-current liabilities	於非流動負債項下呈列的款項	498,998

Included in loans from related companies are the following amounts denominated in currencies other than functional currencies of the respective group entities:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
USD	美元	572,387	-
HK\$	港元	500,023	-

27. DEFERRED TAX LIABILITIES

The followings are the major deferred tax liabilities (assets) recognised and movements thereon during the year:

		Revaluation surplus on Land and Buildings 土地及樓宇重估盈餘 HK\$'000 千港元	Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Tax loss 其他時間性差異 HK\$'000 千港元 (note) (附註)	Other timing difference 稅項虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2021	於二零二一年四月一日	81,068	11,113	-	(649)	91,532
Charge to profit or loss (note 12)	自損益扣除 (附註12)	-	6,362	-	765	7,127
Credit to other comprehensive income	計入其他全面收入	(8,497)	-	-	-	(8,497)
Exchange realignment	匯兌調整	3,627	(107)	-	(191)	3,329
At 31 March 2022	於二零二二年三月三十一日	76,198	17,368	-	(75)	93,491
(Credit) charge to profit or loss (note 12)	(計入損益) 自損益扣除 (附註12)	(878)	13,111	(3,830)	(5,888)	2,515
Debit to other comprehensive income	扣除自其他全面收入	660	-	-	-	660
Exchange realignment	匯兌調整	(6,663)	687	5	33	(5,938)
At 31 March 2023	於二零二三年三月三十一日	69,317	31,166	(3,825)	(5,930)	90,728

Note: The amount represents the tax effect of timing difference of revenue recognition and timing difference of right-of-use assets and lease liabilities.

25. 銀行借款 (續)

儘管港元隔夜平均指數(「港元隔夜平均指數」)已被確定替代香港銀行同業拆息，但並無終止香港銀行同業拆息的計劃。香港已採用多利率方式，據此，香港銀行同業拆息及港元隔夜平均指數將並存。本集團與香港銀行同業拆息掛鈎的銀行貸款將持續至到期，且不受過渡所限及利率基準改革風險並不重大。

26. 應付關連公司款項／來自關連公司的貸款

於二零二三年三月三十一日，關連公司結餘指立訊及其附屬公司(不包括本集團)(「立訊集團」)的結餘並包括：

- 人民幣780,000,000元及72,900,000美元(相當於約891,012,000港元及572,242,000港元)的貸款，為無抵押、按年利率3%計息並須於二零二四年三月償還，並已計入流動負債；
- 498,998,000港元的貸款，為無抵押、按年利率3%計息並須於二零二五年十二月償還，並已計入非流動負債；
- 人民幣667,000元及19,000美元(相當於約762,000港元及145,000港元)以及1,025,000港元的應付利息，已計入非流動負債；及
- 餘下應付關連公司的款項508,328,000港元為無抵押、不計息及按要求的償還。

上述貸款的賬面值須予償還：

	2023 HK\$'000 千港元
Within one year	1,465,186
Within a period of more than one year but not exceeding two years	-
Within a period of more than two years but not exceeding five years	498,998
	1,964,184
Less: Amounts due within one year shown under current liabilities	(1,465,186)
Amount shown under non-current liabilities	498,998

除有關集團實體之功能貨幣外，來自關連公司的貸款包括以下貨幣列值之金額：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
USD	美元	572,387	-
HK\$	港元	500,023	-

27. 遞延稅項負債

以下為於年內所確認的主要遞延稅項負債(資產)及其變動：

		Revaluation surplus on Land and Buildings 土地及樓宇重估盈餘 HK\$'000 千港元	Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Tax loss 其他時間性差異 HK\$'000 千港元 (note) (附註)	Other timing difference 稅項虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2021	於二零二一年四月一日	81,068	11,113	-	(649)	91,532
Charge to profit or loss (note 12)	自損益扣除 (附註12)	-	6,362	-	765	7,127
Credit to other comprehensive income	計入其他全面收入	(8,497)	-	-	-	(8,497)
Exchange realignment	匯兌調整	3,627	(107)	-	(191)	3,329
At 31 March 2022	於二零二二年三月三十一日	76,198	17,368	-	(75)	93,491
(Credit) charge to profit or loss (note 12)	(計入損益) 自損益扣除 (附註12)	(878)	13,111	(3,830)	(5,888)	2,515
Debit to other comprehensive income	扣除自其他全面收入	660	-	-	-	660
Exchange realignment	匯兌調整	(6,663)	687	5	33	(5,938)
At 31 March 2023	於二零二三年三月三十一日	69,317	31,166	(3,825)	(5,930)	90,728

附註：該金額指收益確認時間性差異與使用權資產及租賃負債時間性差異的稅務影響。

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27. DEFERRED TAX LIABILITIES (CONTINUED)

At the year ended 31 March 2023, the Group has unused tax losses of HK\$34,131,000 (2022: HK\$16,328,000) available for offset against future profits. A deferred tax assets has been recognised in respect of approximately HK\$17,585,000 (2022: Nil) of such loss. No deferred tax asset has been recognised in respect of the remaining losses approximately HK\$16,546,000 (2022: HK\$16,328,000) due to the unpredictability of future profit streams. Included in unused tax losses are losses of HK\$22,256,000 (2022: HK\$6,843,000) that will expire in five years. The remaining unused tax losses may be carried forward indefinitely.

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiary from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiary amounting to HK\$465,206,000 (2022: HK\$295,059,000) for the year ended 31 March 2023, as the Group is able to control the timing of reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

28. SHARE CAPITAL

The share capital as at 1 April 2021, 31 March 2022 and 31 March 2023 represents the share capital of the Company. The followings are the details of the share capital of the Company:

Ordinary shares of HK\$0.01 each	每股面值0.01港元普通股
Authorised:	法定：
At 1 April 2021, 31 March 2022, and 31 March 2023	於二零二一年四月一日、二零二二年三月三十一日及二零二三年三月三十一日
Issued and fully paid:	已發行及繳足股本：
At 1 April 2021	於二零二一年四月一日
Exercise of share options	行使購股權
At 31 March 2022 and 2023	於二零二二年及二零二三年三月三十一日

29. SHARE-BASED PAYMENT TRANSACTION

2018 Share Option Scheme

The Company's share option scheme was adopted pursuant to a resolution passed on 24 January 2018 (the "2018 Share Option Scheme"). The 2018 Share Option Scheme was terminated pursuant to a resolution passed on 21 March 2023.

The purpose of the 2018 Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to eligible participant(s) including employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group and to promote the success of the business of the Group.

The maximum entitlement of each eligible participant under the 2018 Share Option Scheme should be (1) not to exceed 1% of the shares in issue in any 12-month period unless approved by the shareholders of the Company; and (2) share options granted to substantial shareholder or independent non-executive directors or their respective associates in any one year exceeding 0.1% of the shares in issue and with a value in excess of HK\$5,000,000 must be approved by the shareholders of the Company.

Share options granted must be taken up within one month of the date of grant upon payment of HK\$1 on acceptance of the offer, which shall be paid within 7 days from the offer date. Share options may be exercised at any time during a period commencing on or after the date on which the option is accepted and granted and expiring on a date to be notified by the board of directors to each grantee which shall not be more than 10 years from the date on which the option is accepted and granted.

27. 遞延稅項負債 (續)

於截至二零二三年三月三十一日止年度，本集團可用作抵銷未來溢利之尚未動用稅項虧損為34,131,000港元(二零二二年：16,328,000港元)。已就該等虧損分別確認遞延稅項資產約17,585,000港元(二零二二年：無)。由於未來溢利來源的不可預計性，並無就餘下虧損約16,546,000港元(二零二二年：16,328,000港元)確認遞延稅項資產。計入未動用稅項虧損的虧損為22,256,000港元(二零二二年：6,843,000港元)，將於五年後屆滿。餘下未動用稅項虧損可無限期結轉。

根據中國企業所得稅法，就中國附屬公司於二零零八年一月一日之後所得溢利派發的股息須繳納預扣稅。就中國附屬公司於截至二零二三年三月三十一日止年度為465,206,000港元(二零二二年：295,059,000港元)之累計溢利應佔暫時差額，並無於綜合財務報表作出遞延稅項撥備，原因是本集團能夠控制暫時差額撥回的時間且該暫時差額可能於可預見將來不會撥回。

28. 股本

於二零二一年四月一日、二零二二年三月三十一日及二零二三年三月三十一日之股本指本公司之股本。以下為本公司之股本詳情：

	Number of shares 股數	Amount 金額	
		HK\$ 港元	HK\$'000 千港元
Authorised:			
At 1 April 2021, 31 March 2022, and 31 March 2023	3,000,000,000	30,000,000	30,000
Issued and fully paid:			
At 1 April 2021	1,840,432,000	18,404,320	18,404
Exercise of share options	105,520,000	1,055,200	1,056
At 31 March 2022 and 2023	1,945,952,000	19,459,520	19,460

29. 以股份付款的交易

二零一八年購股權計劃

本公司的購股權計劃已根據二零一八年一月二十四日通過的決議案獲採用(「二零一八年購股權計劃」)。二零一八年購股權計劃已根據二零二三年三月二十一日通過的決議案終止。

二零一八年購股權計劃旨在吸引及挽留最稱職人員、向合資格參與者，包括本集團僱員(全職及兼職)、董事、顧問、諮詢人、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創出佳績。

根據二零一八年購股權計劃，每名合資格參與者之配額上限須(1)於任何十二個月期間不超過已發行股份之1%，惟獲本公司股東批准則作別論；及(2)於任何一年內，授予主要股東或獨立非執行董事或彼等各自的聯繫人之購股權超過已發行股份之0.1%而價值超過5,000,000港元，須待本公司股東批准。

所授出購股權須於授出日期一個月內，於接納要約時支付1港元而予以接納，須於要約日期起計7日內支付。購股權可在購股權獲接納及授出當日或之後期間隨時行使，直至董事會通知各承授人的日期屆滿，該日期不得超過購股權獲接納及授出之日起計逾10年。

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29. SHARE-BASED PAYMENT TRANSACTION (CONTINUED)

2018 Share Option Scheme (continued)

The exercise price should be the higher of: (i) the closing price of the shares of the Company as quoted in the HK Stock Exchange on date of grant, which must be a business day; (ii) the average closing price of the shares of the Company as quoted on the HK Stock Exchange for the 5 business days immediately preceding the date of grant; and (iii) the nominal value of the shares of the Company on the date of grant.

On 24 August 2018, the directors of the Company announced that 88,992,000 share options (the "Old Options") to subscribe for ordinary shares of the Company of HK\$0.01 each were offered to be granted to 37 eligible persons, subject to acceptance of the eligible persons, pursuant to the Company's 2018 Share Option Scheme.

On 7 August 2020, the directors of the Company announced that 65,328,000 share options (the "New Options") to subscribe for ordinary shares of the Company of HK\$0.01 each were offered to be granted to 50 eligible persons, subject to acceptance of the eligible persons, pursuant to the Company's 2018 Share Option Scheme.

Details of 2018 Share Option Scheme were as follows.

(a) New Options

The New Options were granted on 7 August 2020 with an aggregate estimated fair value of HK\$7,187,000.

1/3 of the New Options can be exercised after 18 months of the date of grant (i.e. 7 February 2022), further 1/3 of the New Options can be exercised after 30 months of the date of grant (i.e. 7 February 2023), and the remaining of the New Options can be exercised after 42 months of the date of grant (i.e. 7 February 2024) and all of these New Options will be exercisable until 6 August 2030.

The closing price of the Company's shares immediately before 7 August 2020, the date of grant was HK\$0.320.

(b) Old Options

The Old Options were granted on 24 August 2018 with an aggregate estimated fair value of HK\$14,496,000.

1/3 of the options can be exercised after 18 months of the date of grant (i.e. 24 February 2020), further 1/3 of the options can be exercised after 30 months of the date of grant (i.e. 24 February 2021), and the remaining of the options can be exercised after 42 months of the date of grant (i.e. 24 February 2022) and all of these options will be exercisable until 23 August 2028.

The closing price of the Company's shares immediately before 24 August 2018, the date of grant was HK\$0.349.

At 31 March 2022, the number of shares in respect of which options had been granted and remained outstanding under the 2018 Share Option Scheme was, in aggregate, 45,296,000, representing 2.33% of the shares of the Company in issue at that date. At 31 March 2022, 1,984,000 share options are vested and exercisable.

29. 以股份付款的交易 (續)

二零一八年購股權計劃 (續)

行使價應為下列最高者：(i) 授出日期 (須為營業日) 香港聯交所報本公司股份的收市價；(ii) 緊接授出日期前5個營業日於香港聯交所報本公司股份的平均收市價；及(iii) 授出日期本公司股份的面值。

於二零一八年八月二十四日，本公司董事宣佈，根據本公司的二零一八年購股權計劃，向37名合資格人士提呈授予88,992,000份可認購每股面值0.01港元的本公司普通股的購股權 (「舊購股權」)，惟須待合資格人士接受方可作實。

於二零二零年八月七日，本公司董事宣佈，根據本公司的二零一八年購股權計劃，向50名合資格人士提呈授予65,328,000份可認購每股面值0.01港元的本公司普通股的購股權 (「新購股權」)，惟須待合資格人士接受方可作實。

二零一八年購股權計劃之詳情如下。

(a) 新購股權

新購股權已於二零二零年八月七日授出，估計公平值總額為7,187,000港元。

三分之一新購股權可於授出日期起計18個月 (即二零二二年二月七日) 後獲行使，另外三分之一新購股權可於授出日期起計30個月 (即二零二三年二月七日) 後獲行使，而餘下新購股權可於授出日期起計42個月 (即二零二四年二月七日) 後獲行使，而所有該等新購股權將可予行使至二零二零年八月六日。

緊接二零二零年八月七日 (授出日期) 前，本公司股份的收市價為0.320港元。

(b) 舊購股權

舊購股權於二零一八年八月二十四日獲授出，其估計公平值總額為14,496,000港元。

三分之一的購股權可於授出日期起計18個月 (即二零二零年二月二十四日) 後獲行使，另外三分之一的購股權可於授出日期起計30個月 (即二零二一年二月二十四日) 後獲行使，而餘下的購股權可於授出日期起計42個月 (即二零二二年二月二十四日) 後獲行使，而所有該等購股權可予行使至二零二八年八月二十三日。

緊接二零一八年八月二十四日 (授出日期) 前，本公司股份的收市價為0.349港元。

於二零二二年三月三十一日，根據二零一八年購股權計劃已授出及仍未行使的購股權涉及股份數目合共為45,296,000股，佔該日本公司已發行股份的2.33%。於二零二二年三月三十一日，1,984,000份購股權已獲歸屬及可予行使。

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29. SHARE-BASED PAYMENT TRANSACTION (CONTINUED)

2018 Share Option Scheme (continued)

(b) Old Options (continued)

During the year ended 31 March 2023, a total of 45,296,000 share options were cancelled on 19 April 2022 with a payment made by an intermediate holding company.

The Group recognised the share based payments of HK\$2,156,000 (2022: HK\$4,335,000) for the year ended 31 March 2023.

The following table discloses movements of the Company's share options held by directors of the Company and employees of the Group under 2018 Share Option Scheme during the periods:

31 March 2023

Date of grant	Exercise price per share	Exercisable period
授出日期	每股行使價	行使期
Employees	僱員	
24.8.2018	HK\$0.349港元	24.2.2020 – 23.8.2028
24.8.2018	HK\$0.349港元	24.2.2021 – 23.8.2028
24.8.2018	HK\$0.349港元	24.2.2022 – 23.8.2028
7.8.2020	HK\$0.320港元	7.2.2022 – 6.8.2030
7.8.2020	HK\$0.320港元	7.2.2023 – 6.8.2030
7.8.2020	HK\$0.320港元	7.2.2024 – 6.8.2030

31 March 2022

Date of grant	Exercise price per share	Exercisable period
授出日期	每股行使價	行使期
Executive directors	執行董事	
24.8.2018	HK\$0.349港元	24.2.2020 – 23.8.2028
24.8.2018	HK\$0.349港元	24.2.2021 – 23.8.2028
24.8.2018	HK\$0.349港元	24.2.2022 – 23.8.2028
Non-executive director	非執行董事	
24.8.2018	HK\$0.349港元	24.2.2020 – 23.8.2028
24.8.2018	HK\$0.349港元	24.2.2021 – 23.8.2028
24.8.2018	HK\$0.349港元	24.2.2022 – 23.8.2028
Independent non-executive directors	獨立非執行董事	
24.8.2018	HK\$0.349港元	24.2.2020 – 23.8.2028
24.8.2018	HK\$0.349港元	24.2.2021 – 23.8.2028
24.8.2018	HK\$0.349港元	24.2.2022 – 23.8.2028
Employees	僱員	
24.8.2018	HK\$0.349港元	24.2.2020 – 23.8.2028
24.8.2018	HK\$0.349港元	24.2.2021 – 23.8.2028
24.8.2018	HK\$0.349港元	24.2.2022 – 23.8.2028
7.8.2020	HK\$0.320港元	7.2.2022 – 6.8.2030
7.8.2020	HK\$0.320港元	7.2.2023 – 6.8.2030
7.8.2020	HK\$0.320港元	7.2.2024 – 6.8.2030

29. 以股份付款的交易 (續)

二零一八年購股權計劃 (續)

(b) 舊購股權 (續)

截至二零二三年三月三十一日止年度，合共45,296,000份購股權於二零二二年四月十九日獲註銷，並由一間中間控股公司付款。

本集團於截至二零二三年三月三十一日止年度確認以股份付款2,156,000港元(二零二二年：4,335,000港元)。

下表披露本公司董事及本集團僱員根據二零一八年購股權計劃持有本公司購股權於期內的變動：

二零二三年三月三十一日

Date of grant	Exercise price per share	Exercisable period	Number of share option		
			購股權數目	購股權數目	購股權數目
			Balance at 1.4.2022	Cancelled during the year	Balance at 31.3.2023
			於二零二二年四月一日的結餘	年內註銷	於二零二三年三月三十一日的結餘
Employees	僱員				
24.8.2018	HK\$0.349港元	24.2.2020 – 23.8.2028	168,000	(168,000)	-
24.8.2018	HK\$0.349港元	24.2.2021 – 23.8.2028	168,000	(168,000)	-
24.8.2018	HK\$0.349港元	24.2.2022 – 23.8.2028	168,000	(168,000)	-
7.8.2020	HK\$0.320港元	7.2.2022 – 6.8.2030	1,480,000	(1,480,000)	-
7.8.2020	HK\$0.320港元	7.2.2023 – 6.8.2030	21,656,000	(21,656,000)	-
7.8.2020	HK\$0.320港元	7.2.2024 – 6.8.2030	21,656,000	(21,656,000)	-
			45,296,000	(45,296,000)	-

二零二二年三月三十一日

Date of grant	Exercise price per share	Exercisable period	Number of share option		
			購股權數目	購股權數目	購股權數目
			Balance at 1.4.2021	Cancelled during the year	Balance at 31.3.2022
			於二零二一年四月一日的結餘	年內行使	於二零二二年三月三十一日的結餘
Executive directors	執行董事				
24.8.2018	HK\$0.349港元	24.2.2020 – 23.8.2028	6,672,000	(6,672,000)	-
24.8.2018	HK\$0.349港元	24.2.2021 – 23.8.2028	6,672,000	(6,672,000)	-
24.8.2018	HK\$0.349港元	24.2.2022 – 23.8.2028	6,672,000	(6,672,000)	-
Non-executive director	非執行董事				
24.8.2018	HK\$0.349港元	24.2.2020 – 23.8.2028	608,000	(608,000)	-
24.8.2018	HK\$0.349港元	24.2.2021 – 23.8.2028	608,000	(608,000)	-
24.8.2018	HK\$0.349港元	24.2.2022 – 23.8.2028	608,000	(608,000)	-
Independent non-executive directors	獨立非執行董事				
24.8.2018	HK\$0.349港元	24.2.2020 – 23.8.2028	1,824,000	(1,824,000)	-
24.8.2018	HK\$0.349港元	24.2.2021 – 23.8.2028	1,824,000	(1,824,000)	-
24.8.2018	HK\$0.349港元	24.2.2022 – 23.8.2028	1,824,000	(1,824,000)	-
Employees	僱員				
24.8.2018	HK\$0.349港元	24.2.2020 – 23.8.2028	19,224,000	(19,056,000)	168,000
24.8.2018	HK\$0.349港元	24.2.2021 – 23.8.2028	19,656,000	(19,488,000)	168,000
24.8.2018	HK\$0.349港元	24.2.2022 – 23.8.2028	19,656,000	(19,488,000)	168,000
7.8.2020	HK\$0.320港元	7.2.2022 – 6.8.2030	21,656,000	(20,176,000)	1,480,000
7.8.2020	HK\$0.320港元	7.2.2023 – 6.8.2030	21,656,000	-	21,656,000
7.8.2020	HK\$0.320港元	7.2.2024 – 6.8.2030	21,656,000	-	21,656,000
			150,816,000	(105,520,000)	45,296,000

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29. SHARE-BASED PAYMENT TRANSACTION (CONTINUED)

2023 Share Option Scheme

The company has adopted a new share option scheme pursuant to a resolution passed on 21 March 2023 (the "2023 Share Option Scheme").

The purpose of the 2023 Share Option Scheme is to recognise the contribution or future contribution of the Eligible Participants (as defined below) for their contribution to the Group by granting options to them as incentives or rewards and to attract, retain and motivate high-calibre Eligible Participants in line with the performance goals of the Group and the related entities of the Company.

The Eligible Participants of the 2023 Share Option Scheme include:

- (a) the directors, chief executive and employees of the Company or any of its subsidiaries (including persons who are granted options under the 2023 Share Option Scheme as an inducement to enter into employment contracts with the Company or any of its subsidiaries) ("Employee Participants");
- (b) any persons (whether a natural person, a corporate entity or otherwise) who provide services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are in the interest of the long-term growth of the Group, including (a) suppliers of services to any member of the Group; and (b) advisors (professional or otherwise) or consultants to any area of business or business development of any member of the Group ("Service Providers"); and
- (c) the directors, chief executives and employees of the holding companies, fellow subsidiaries or associated companies of the Company ("Related Entity Participants").

Employee Participants, Service Providers and Related Entity Participants, are collectively known as the "Eligible Participants".

The total number of shares which may be issued upon the exercise of all options to be granted under the 2023 Share Option Scheme and all options and awards to be granted under any other share option schemes and share award schemes of the Company shall not in aggregate exceed 194,595,200, representing 10% of shares in issue on the adoption date unless the Company obtains approval from the shareholders of the Company. The total number of shares which may be issued upon exercise of all options to be granted to Service Providers shall not exceed 19,459,520 shares, representing 1% of the total number of the shares in issue on the adoption date unless the Company obtains approval from the shareholders of the Company.

The total number of shares issued and to be issued and to be issued upon exercise of the options and awards granted to each Eligible Participant in any twelve-month period up to the date of grant shall not exceed 1% of the number of the total issued shares as at the date of grant. Where options are proposed to be granted to an independent non-executive director or a substantial shareholder, or any of their respective associates in any twelve-month period up to the date of grant shall not exceed 0.1% of the relevant class of shares in issue. Any further grant of share options and awards granted and to be granted to such person in excess of the above limit shall be subject to the issue of a circular by the Company and the approval of the shareholders of the Company in a general meeting.

Share options granted must be taken up within twenty-one business date of the date of grant upon payment of HK\$1 per option on acceptance of the offer.

An option must be held by the option holder for at least twelve months before the option can be exercised unless a shorter vesting period may be granted to the employees at the discretion of the board of directors. No options have been granted under 2023 Share Option Scheme since its adoption.

29. 以股份付款的交易 (續)

二零二三年購股權計劃

本公司已根據於二零二三年三月三十一日通過的決議案採納一項新購股權計劃("二零二三年購股權計劃")。

二零二三年購股權計劃旨在透過向合資格參與者(定義見下文)授出購股權,作為認可彼等對本集團所作貢獻或日後作出貢獻之激勵或回報,以及依據本集團及本公司關聯實體的績效目標吸引、挽留及激勵高質素合資格參與者。

二零二三年購股權計劃合資格參與者包括:

- (a) 本公司或其任何附屬公司的董事、主要行政人員及僱員(包括根據二零二三年購股權計劃獲授予購股權以促成其與本公司或其任何附屬公司訂立僱傭合約的人士)("僱員參與者");
- (b) 於本集團的日常及一般業務過程中向本集團持續及經常性地提供有利於本集團長期發展的服務的任何人士(不論自然人、公司實體或其他),包括(a)本集團任何成員公司的服務供應商;及(b)本集團任何成員公司的任何業務領域或業務發展的顧問(專業或其他)或諮詢人("服務提供者");及
- (c) 本公司的控股公司、同系附屬公司或聯營公司的董事、主要行政人員及僱員("關聯實體參與者")。

僱員參與者、服務提供者及關聯實體參與者統稱"合資格參與者"。

因行使根據二零二三年購股權計劃將予授出之所有購股權及行使根據本公司之任何其他購股權計劃及股份獎勵計劃將予授出之所有購股權及獎勵而可能發行之股份總數合共不得超過194,595,200股股份,相當於採納日期已發行股份總數之10%,除非本公司取得本公司股東批准。因行使將授予服務提供者的所有購股權而可能發行的股份總數不得超過19,459,520股股份,相當於採納日期已發行股份總數的1%,除非本公司取得本公司股東批准。

在截至授出日期止任何十二個月期間內,因行使已授予每名合資格參與者之購股權及獎勵而巳發行及將予發行之股份總數,不得超逾授出日期之已發行股份總數之1%。倘在截至授出日期止任何十二個月期間內向獨立非執行董事或主要股東或任何彼等各自之聯繫人士建議授出購股權,則不得超逾授出日期之已發行有關類別股份之0.1%。任何超過上述限額已授予或將授予有關人士之所有購股權及獎勵的進一步授予須待本公司刊發通函及本公司股東於股東大會上批准。

所授出購股權須於授出日期二十一個營業日內,於接納要約時支付每份購股權1港元而予以接納。

購股權持有人於行使購股權前必須持有購股權最少十二個月,惟董事會可能酌情授予僱員較短歸屬期除外。自採納二零二三年購股權計劃以來,概無據此授出任何購股權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

29. SHARE-BASED PAYMENT TRANSACTION (CONTINUED)

2023 Share Option Scheme (CONTINUED)

The exercise price shall be determined on the date of grant by the directors, which shall be at least the highest of: (i) the closing price of the shares of the Company as stated in the HK Stock Exchange on the date of grant, which must be a trading day; (ii) the average of the closing prices of the shares of the Company as stated in the HK Stock Exchange's daily quotations sheets for five trading days immediately preceding the date of grant; (iii) the nominal value of the shares of the Company on the date of grant.

Subject to early termination by the Company in a general meeting or otherwise in accordance with the terms of the 2023 Share Option Scheme, the 2023 Share Option Scheme shall be valid and effective for a period of 10 years commencing on the adoption date which is 21 March 2023.

At 31 March 2023, there is no outstanding options.

30. CAPITAL COMMITMENTS

Capital expenditure in respect of the acquisition of property, plant and equipment contracted but not provided for in the consolidated financial statements	有關收購已訂約但尚未於綜合財務報表作出撥備的物業、廠房及設備的資本開支
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31. RETIREMENT BENEFITS SCHEMES

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of the relevant payroll costs to the scheme, subject to a cap of monthly relevant income of HK\$30,000 of employees, which contribution is matched by the employees. The Group also makes voluntary contribution in addition to the mandatory contribution.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefits scheme operated by the government of the PRC. The subsidiary is required to contribute a specified percentage of payroll costs to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions.

The total expenses recognised in profit or loss of HK\$65,216,000 (2022: HK\$52,942,000) for the year ended 31 March 2023 represent contributions paid and payable to these plans by the Group at rates specified in the rules of the plans.

During the year ended 31 March 2023, forfeited contributions of HK\$64,000 (2022: Nil) under these retirement benefits schemes were used by the Group to reduce its existing level of contributions. As at 31 March 2023, the Group had no forfeited contributions available to reduce its contributions in future years (2022: Nil).

29. 以股份付款的交易 (續)

二零二三年購股權計劃 (續)

行使價須經股東於授出日期釐定，其應為以下各項中的最高者：(i)香港聯交所於授出日期(必須為交易日)載列的本公司股份收市價；(ii)緊接授出日期前五個交易日於香港聯交所的每日報價表中載列的本公司股份收市價的平均值；(iii)本公司股份於授出日期的面值。

二零二三年購股權計劃自採納日期(即二零二三年三月三十一日)開始十年內有效及生效，並可由本公司於股東大會或根據二零二三年購股權計劃的條款提早終止。

於二零二三年三月三十一日，概無購股權未獲行使。

30. 資本承擔

2023	2022
HK\$'000	HK\$'000
千港元	千港元

20,686	5,725
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31. 退休福利計劃

本集團為香港的所有合資格僱員參與強制性公積金計劃。有關計劃的資產乃與本集團的資產分開持有，並存置於受託人所控制的基金。本集團向該計劃支付相關入息的5%作為供款，而上限為僱員每月有關入息30,000港元，有關供款乃與僱員的供款一致。除強制性供款外，本集團亦作出自願供款。

本集團於中國附屬公司的僱員均為中國政府所營辦的國家管理退休福利計劃的成員。附屬公司須按工資成本的指定百分比向退休福利計劃供款以為有關福利撥資。本集團在退休福利計劃下的唯一責任為作出指定供款。

於截至二零二三年三月三十一日止年度，本集團按該等計劃的規定列明的比率向此等計劃作出已付及應付的供款於損益確認的開支總額為65,216,000港元(二零二二年：52,942,000港元)。

截至二零二三年三月三十一日止年度，本集團已使用該等退休福利計劃下的已失效供款64,000港元(二零二二年：無)，以降低現有供款水平。於二零二三年三月三十一日，本集團並無已失效供款可用於減少未來數年的供款(二零二二年：無)。

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FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

32. ACQUISITION OF BUSINESS

On 31 May 2021, a direct wholly-owned subsidiary of the Company, entered into a sales and purchase agreement with GP Industries Limited, who owns 38.13% Linkz Industries and is a connected party of the Company, to acquire 100% of the entire issued share capital of Time Interconnect Wire Technology Limited ("Time Wire Technology") at a cash consideration of HK\$69,000,000. Time Wire Technology and its subsidiary, Time Interconnect Wire Technology (Huizhou) Limited ("Time Wire Huizhou"), are principally engaged in the manufacturing and trading of automotive wire harness. The acquisition of business was completed on 31 August 2021 and accounted for using the acquisition method.

Acquisition-related costs amounting to HK\$1,388,000 had been excluded from the consideration transferred and had been recognised as an expense during the year ended 31 March 2022 and included in the "professional fees and costs relating to acquisition of business and business restructuring" line item in the consolidated statement of profit or loss and other comprehensive income. There was a gain on bargain purchase amounting to HK\$3,201,000 arising from the acquisition, which was a result of fair values of net assets acquired exceeded the fair value of the consideration paid.

Assets acquired and liabilities recognised at the date of acquisition:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	11,734
Right-of-use assets	使用權資產	14,688
Inventories	存貨	32,026
Trade and other receivables (note a)	貿易及其他應收款項 (附註a)	82,406
Bank balances and cash	銀行結餘及現金	13,177
Trade and other payables	貿易及其他應付款項	(44,363)
Amounts due to related companies (note b)	應付關連公司款項 (附註b)	(22,344)
Lease liabilities	租賃負債	(14,785)
Taxation payable	應付稅項	(338)
		<u>72,201</u>
Gain on bargain purchase	收購現金流出淨額	(3,201)
		<u>69,000</u>

Net cash outflow on acquisition:

		HK\$'000 千港元
Cash	現金	69,000
Less: Bank balances and cash acquired	減：所得銀行結餘及現金	(13,177)
		<u>55,823</u>

Notes:

- (a) The receivables acquired (which principally comprised trade receivables amounting to HK\$66,398,000) with a fair value of HK\$82,406,000 at the date of acquisition had gross contractual amounts of HK\$82,406,000. No contractual cash flow was expected not to be collected.
- (b) The amounts due to related companies were due to GP Industries Limited and its subsidiaries. The amounts were settled after the acquisition during the year ended 31 March 2022.

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2022 was HK\$3,986,000 attributable to the additional business generated by Time Wire Technology and Time Wire Huizhou. Revenue for the year ended 31 March 2022 includes HK\$88,270,000 generated from Time Wire Technology and Time Wire Huizhou.

32. 收購業務

於二零二一年五月三十一日，本公司的直接全資附屬公司與GP工業有限公司(擁有領先工業38.13%權益，並為本公司的關聯方)訂立買賣協議，以收購匯聚線束科技有限公司(「匯聚線束科技」)全部已發行股本的100%，現金代價為69,000,000港元。匯聚線束科技及其附屬公司匯聚線束科技(惠州)有限公司(「匯聚線束惠州」)主要從事汽車配線產品製造及貿易。收購業務於二零二一年八月三十一日完成並採用收購法入賬。

收購相關成本1,388,000港元並無計入轉讓代價，並已確認為截至二零二二年三月三十一日止年度開支及計入綜合損益及其他全面收益表「有關收購業務及業務重組的專業費用及成本」項目中。來自收購的議價購買收益為3,201,000港元，乃由於已收購資產淨值公平值超出已付代價公平值所致。

於收購日期收購的資產及確認的負債：

		HK\$'000 千港元
物業、廠房及設備		11,734
使用權資產		14,688
存貨		32,026
貿易及其他應收款項 (附註a)		82,406
銀行結餘及現金		13,177
貿易及其他應付款項		(44,363)
應付關連公司款項 (附註b)		(22,344)
租賃負債		(14,785)
應付稅項		(338)
		<u>72,201</u>
收購現金流出淨額		(3,201)
		<u>69,000</u>

已轉讓代價：

		HK\$'000 千港元
現金		69,000
減：所得銀行結餘及現金		(13,177)
		<u>55,823</u>

附註：

- (a) 於收購日期公平值為82,406,000港元的所得應收款項(主要包括貿易應收款項66,398,000港元)的合約總金額為82,406,000港元。預期將收取全部合約現金流量。
- (b) 應付關連公司款項為應付GP工業有限公司及其附屬公司的款項。該等款項已於截至二零二二年三月三十一日止年度收購後結清。

收購事項對本集團業績的影響

截至二零二二年三月三十一日止年度溢利包括匯聚線束科技及匯聚線束惠州所產生的額外業務佔3,986,000港元。截至二零二二年三月三十一日止年度收益包括匯聚線束科技及匯聚線束惠州所產生的88,270,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

32. ACQUISITION OF BUSINESS (CONTINUED)

Impact of acquisition on the results of the Group (continued)

Had the acquisition of Time Wire Technology and Time Wire Huizhou been completed on 1 April 2021, revenue for the year ended 31 March 2022 of the Group would have been HK\$3,674,265,000, and the profit for the year ended 31 March 2022 attributable to the owners would have been HK\$169,026,000. The pro-forma information was for illustrative purposes only and has not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2021, nor was it intended to be a projection of future results.

In determining the 'pro-forma' revenue and profit of the Group had Time Wire Technology and Time Wire Huizhou been acquired at the beginning of the year ended 31 March 2022, the directors of the Company calculated depreciation and amortisation of property, plant and equipment based on the recognised amounts of property, plant and equipment at the date of the acquisition.

33. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions and balances disclosed elsewhere in the consolidated financial statements, the Group entered into the following transactions with related parties or connected persons of the Group other than the Luxshare Group (as disclosed in note(b) below):

Relationships	關係	2023	2022
Nature of transactions	交易性質	HK\$'000	HK\$'000
		千港元	千港元
The then fellow subsidiary (note i)	當時的同系附屬公司(附註i)		
Sales	銷售	155	846
The then ultimate holding company (note ii)	當時的最終控股公司(附註ii)		
Service fee	服務費	9,142	11,014
Expenses relating to short-term lease	有關短期租賃的開支	2,438	3,236
The then related company (notes iii)	當時的關連公司(附註iii)		
Sales	銷售	949	54
Purchase	採購	1	5
Utility fee	水電費	3,124	1,774
Expenses relating to short-term lease	有關短期租賃的開支	-	243
Interest expenses on lease liabilities	租賃負債的利息開支	37	17
Repayment of lease liabilities	償還租賃負債	984	-
Sundry fee paid	已付雜項費用	25	-

Notes:

- (i) Sales to Lighthouse Technologies (Huizhou) Limited, which was a then fellow subsidiary before the completion of acquisition by Luxshare Precision Limited on 16 March 2022.
- (ii) Service fee and expense relating to short-term lease paid to Linkz Industries, which was the then ultimate holding company before the completion of acquisition by Luxshare Precision Limited on 16 March 2022.
- (iii) Mr. Paul Lo, a former non-executive director of the Company, is the controlling shareholder of the related company, Huizhou Light Engine Limited. The Group entered into new lease agreements for the use of leasehold properties with the related company for 1 to 3 years during the year ended 31 March 2022. The Group recognised an addition of right-of-use asset and lease liability of HK\$2,101,000 and HK\$2,101,000 respectively. Lease liability as at 31 March 2022 amounted to HK\$1,655,000.
- (iv) Mr. Paul Lo was resigned as a non-executive director on 19 April 2022 while Mr. Paul Lo is the controlling shareholder of the then fellow subsidiary, the then ultimate holding company and the then related company, which are no longer the related parties of the Group since 19 April 2022. Under Chapter 14A of Listing Rules, the associate of director in the past twelve months is connected person to the Company.

32. 收購業務(續)

收購事項對本集團業績的影響(續)

倘匯聚線束科技及匯聚線束惠州的收購事項乃於二零二一年四月一日完成，本集團截至二零二二年三月三十一日止年度的收益本應為3,674,265,000港元，而截至二零二二年三月三十一日止年度歸屬於公司擁有人的溢利則應為169,026,000港元。備考資料僅作說明用途，未必表示本集團在二零二一年四月一日完成收購事項的情況下實際本應實現的收益及經營業績，亦不擬作未來業績的預測。

釐定本集團在截至二零二二年三月三十一日止年度初收購匯聚線束科技及匯聚線束惠州的情況下的「備考」收益及溢利時，本公司董事根據收購日期已確認的物業、廠房及設備金額計算物業、廠房及設備的折舊及攤銷。

33. 關聯方交易

(a) 除於綜合財務報表其他部分披露的交易及結餘外，本集團與立訊集團以外的本集團關聯方或關連人士訂立的交易(誠如下文附註(b)所披露)如下：

附註：

- (i) 惠州市兆光光電科技有限公司作出的銷售，惠州市兆光光電科技有限公司於二零二二年三月十六日立訊精密有限公司收購完成前為當時的同系附屬公司。
- (ii) 向領先工業支付服務費及有關短期租賃的開支，領先工業於二零二二年三月十六日立訊精密有限公司收購完成前為當時的最終控股公司。
- (iii) 本公司前任非執行董事羅仲煒先生為關連公司惠州元暉光電股份有限公司之控股股東。於截至二零二二年三月三十一日止年度，本集團就租賃物業的使用與關連公司訂立新租賃協議，為期一至三年。本集團確認使用權資產添置及租賃負債分別為2,101,000港元及2,101,000港元。於二零二二年三月三十一日的租賃負債為1,655,000港元。
- (iv) 羅仲煒先生於二零二二年四月十九日辭任非執行董事，而羅仲煒先生為當時的同系附屬公司、當時最終控股公司及當時的關連公司(自二零二二年四月十九日起不再為本集團關聯方)之控股股東。根據上市規則第14A章，董事於過往十二個月之聯繫人為本公司之關連人士。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

33. RELATED PARTY TRANSACTIONS (CONTINUED)

- (b) Transactions and balances with Luxshare Group for the year ended 31 March 2023

In addition to the transactions and balances disclosed elsewhere in the consolidated financial statements, the Group entered into the following transactions with Luxshare Group. The majority of these transactions also constitute continuing connected transactions as defined under Chapter 14A of Listing Rules:

		2023 HK\$'000 千港元
Sales (note ii)	銷售 (附註ii)	19,642
Purchase (note ii)	採購 (附註ii)	2,410,945
Manufacturing cost paid	已付生產成本	1,998
Utility fee paid	已付水電費	6,903
Interest expenses on lease liabilities	租賃負債的利息開支	514
Repayment of lease liabilities (note ii)	償還租賃負債 (附註ii)	5,606
Interest expenses arising from loans from related companies	來自關連公司的貸款產生的利息開支	16,305
Sundry fee paid	已付雜項費用	6,374
Additions of property, plant and equipment (note ii)	添置物業、廠房及設備 (附註ii)	31,107
Proceeds from loans from related companies (note i)	來自關連公司貸款的所得款項 (附註i)	3,749,630
Repayment of loans from related companies	償還來自關連公司的貸款	1,785,613

The outstanding balances related to transactions with Luxshare Group are included in the following accounts captions summarised as follows:

		2023 HK\$'000 千港元
Trade receivables	貿易應收款項	10,355
Other receivables	其他應收款項	6
Deposits and prepayments	按金及預付款項	414
Trade payables	貿易應付款項	139,435
Lease liabilities	租賃負債	19,511
Amounts due to related companies (note 26)	應付關連公司的款項 (附註26)	508,328
Loans from related companies (note 26)	來自關連公司的貸款 (附註26)	1,964,184

Notes:

- (i) During the year ended 31 March 2023, the Group has signed several loan agreements with Luxshare Group for working capital of the Group at an aggregate amount of RMB1,800,000,000 (equivalent to HK\$2,058,660,000), USD151,400,000 (equivalent to HK\$1,191,972,000) and HK\$498,998,000. Interests were charged ranged from 0.1% per annum to 3.5% per annum for these borrowings.
- (ii) The Group has made sales of cable products to, purchases of inventories and acquisition of property, plant and equipment from, repayment of lease liabilities to Luxshare Group during the year ended 31 March 2023, which constitute continuing connected transactions to the Group.

33. 關聯方交易 (續)

- (b) 截至二零二三年三月三十一日止年度立訊集團的交易及款項

除於綜合財務報表其他部分披露的交易及結餘外，本集團與立訊集團訂立的交易如下。大部分該等交易亦構成持續關連交易 (定義見上市規則第14A章)：

與立訊集團的交易有關的尚未償還結餘計入以下賬目，說明概述如下：

		2023 HK\$'000 千港元
Trade receivables	貿易應收款項	10,355
Other receivables	其他應收款項	6
Deposits and prepayments	按金及預付款項	414
Trade payables	貿易應付款項	139,435
Lease liabilities	租賃負債	19,511
Amounts due to related companies (note 26)	應付關連公司的款項 (附註26)	508,328
Loans from related companies (note 26)	來自關連公司的貸款 (附註26)	1,964,184

附註：

- (i) 截至二零二三年三月三十一日止年度，本集團已與立訊集團就本集團合共人民幣1,800,000,000元 (相當於2,058,660,000港元)、151,400,000美元 (相當於1,191,972,000港元) 及498,998,000港元的營運資金訂立數項貸款協議。該等借款按年利率介乎0.1%至3.5%計息。
- (ii) 截至二零二三年三月三十一日止年度，本集團已向立訊集團銷售電纜產品、採購存貨以及收購物業、廠房及設備，並向立訊集團償還租賃負債，其構成本集團的持續關連交易。

- (c) Compensation of key management personnel

The remuneration of key management personnel was as follows:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	27,521	29,865
Equity-settled share-based payments	按權益結算以股份為基礎的款項	888	1,894
Retirement benefits schemes contributions	退休福利計劃供款	1,640	1,709
		30,049	33,468

The remuneration of key management personnel is determined by the remuneration committee and the executive directors, having regard to the performance of individuals and market trends.

- (c) 主要管理人員酬金

主要管理人員的酬金如下：

主要管理人員的酬金乃由薪酬委員會及執行董事按個人表現及市場趨勢而釐定。

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34. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

The statement of financial position of the Company is as follows:

34. 本公司財務狀況表

本公司的財務狀況表如下：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Non-current assets	非流動資產		
Investment in subsidiaries	於附屬公司的投資	805,436	805,436
Property, plant and equipment	物業、廠房及設備	8,394	-
Right of use assets	使用權資產	6,503	-
Rental deposits	租賃按金	771	-
Amounts due from subsidiaries	應收附屬公司款項	-	87,237
		821,104	892,673
Current assets	流動資產		
Other receivables	其他應收款項	1,046	1,095
Amounts due from subsidiaries	應收附屬公司款項	-	55,938
Bank balances and cash	銀行結餘及現金	2,340	18,259
		3,386	75,292
Current liabilities	流動負債		
Accruals	應計費用	2,399	2,395
Lease liabilities	租賃負債	2,785	-
Amount due to subsidiaries	應付附屬公司款項	409,725	137,248
Bank borrowings	銀行借款	9,917	181,474
		424,826	321,117
Net current liabilities	流動負債淨值	(421,440)	(245,825)
Total assets less current liabilities	總資產減流動負債	399,664	646,848
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	4,458	-
Bank borrowings	銀行借款	29,965	274,016
		34,423	274,016
Net assets	資產淨值	365,241	372,832
Capital and reserves	資本及儲備		
Share capital	股本	19,460	19,460
Reserves (note)	儲備 (附註)	345,781	353,372
Total equity	總權益	365,241	372,832

Note:

附註：

		Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元 (note a) (附註a)	Share options reserve 購股權儲備 HK\$'000 千港元	Accumulated profits 累計溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
On 1 April 2021	於二零二一年四月一日	272,137	7,324	14,644	18,784	312,889
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	47,008	47,008
Dividends paid	已付股息	-	-	-	(46,046)	(46,046)
Recognition of equity-settled share-based payments	按權益結算以股份為基礎的付款之確認	-	-	4,335	-	4,335
Exercise of share options	行使購股權	51,348	-	(16,162)	-	35,186
At 31 March 2022	於二零二二年三月三十一日	323,485	7,324	2,817	19,746	353,372
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	19,443	19,443
Dividends paid	已付股息	-	-	-	(29,190)	(29,190)
Recognition of equity-settled share-based payments	按權益結算以股份為基礎的付款之確認	-	-	2,156	-	2,156
Cancellation of share option	註銷購股權	-	-	(4,973)	4,973	-
At 31 March 2023	於二零二三年三月三十一日	323,485	7,324	-	14,972	345,781

Note a: The amounts represent capital contribution from Linkz Industries, the then ultimate holding company.

附註a：金額指來自當時的最終控股公司領先工業的注資。

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35. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's subsidiaries held by the Company as at 31 March 2023 and 2022 are as follows:

35. 主要附屬公司的詳情

本公司於二零二三年及二零二二年三月三十一日持有的附屬公司的詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Nominal value of issued share capital/ registered capital 已發行股本/ 註冊資本面值	Proportion of nominal value of issued share capital held by the Company 本公司持有已發行股本 面值之比例		Principal activities 主要業務
			2023	2022	
Directly held 直接持有					
Time Interconnect Investment Limited	BVI 英屬處女群島	USD10,000	100%	100%	Investment holding 投資控股
Linkz Cables Limited 華迅電纜有限公司	BVI 英屬處女群島	HK\$8,390,000	100%	100%	Investment holding 投資控股
Indirectly held 間接持有					
Time Interconnect Limited 匯聚工業有限公司	Hong Kong 香港	HK\$2,000,000	100%	100%	Trading of cable assembly products 買賣電線組件產品
Time Interconnect Technology (Huizhou) Limited (note a) 匯聚科技(惠州)有限公司(附註a)	PRC 中國	USD28,602,860	100%	100%	Manufacturing and trading of cable assembly products 生產及買賣電線組件產品
Hover (Kunshan) Electronic Material Company Limited (Note a) 豪和(昆山)電子材料有限公司(附註a)	PRC 中國	HK\$30,000,000	100%	100%	Manufacturing of digital cables products 生產數字電線產品
Hover Manufacturing Company Limited 豪和製造有限公司	Hong Kong 香港	HK\$8,000,000	100%	100%	Investment holding 投資控股
Linkz (HK) Limited 華迅香港有限公司	Hong Kong 香港	HK\$10,000,000	100%	100%	Investment holding 投資控股
Linkz Industries (Shanghai) Limited (Notes b and c) 領迅電線工業(上海)有限公司(附註b及c)	PRC 中國	USD15,000,000	95%	95%	Manufacturing and trading of digital cables products 生產及買賣數字電線產品
Linkz Industries (Suzhou) Limited (Note a) 華迅工業(蘇州)有限公司(附註a)	PRC 中國	USD30,000,000	100%	100%	Manufacturing and trading of digital cables products 生產及買賣數字電線產品
Linkz International Limited 領先工業國際有限公司	Hong Kong 香港	HK\$10,000	100%	100%	Trading of digital cables products 買賣數字電線產品
昆山市德勤機械有限公司 (Note d) 昆山市德勤機械有限公司(附註d)	PRC 中國	RMB10,000,000	100%	100%	Manufacturing of digital cables products 生產數字電線產品
Huizhou Chuangxiang Technology Limited (Note d) 惠州創享科技有限公司(附註d)	PRC 中國	RMB145,250,100	100%	100%	Manufacturing of cable assembly products 生產電線組件產品
Time Robotics Technology (Shanghai) Limited (Note d) 輝炬機器人科技(上海)有限公司(附註d)	PRC 中國	RMB4,056,550	100%	100%	Manufacturing and trading of robotic products 生產及買賣機械人產品
匯智軟件科技(惠州)有限公司 (Note d) 匯智軟件科技(惠州)有限公司(附註d)	PRC 中國	RMB683,890	100%	100%	Development and trading of computer softwares 開發及買賣電腦軟件
Time Interconnect (HK) Limited 匯聚工業(香港)有限公司	Hong Kong 香港	HK\$10,000	100%	100%	Trading of cable assembly products 買賣電線組件產品
Time Interconnect Wire Technology Limited 匯聚線束科技有限公司	Hong Kong 香港	HK\$68,935,878	100%	100%	Trading of automotive wire harness products 買賣汽車配線產品
Time Interconnect Wire Technology (Huizhou) Limited (Note d) 匯聚線束科技(惠州)有限公司(附註d)	PRC 中國	RMB29,975,300	100%	100%	Manufacturing and trading of automotive wire harness products 生產及買賣汽車配線產品
Time X-Ware Technology Limited ("Time X-Ware") 匯聚服務器科技有限公司("匯聚服務器科技")	Hong Kong 香港	HK\$10,000	100%	N/A	Trading of server products 買賣服務器產品
Da Chuang Precision Intelligent Manufacturing (Dongguan) Co., Limited (Notes a and e) 達創精密智造(東莞)有限公司(附註a及e)	PRC 中國	RMB200,000,000	100%	N/A	Trading of server products 買賣服務器產品
Da Chuang Precision Intelligent Manufacturing (Kunshan) Co., Limited (Notes d and e) 達創精密智造(昆山)有限公司(附註d及e)	PRC 中國	RMB200,000,000	100%	N/A	Manufacturing and trading of server products 生產及買賣服務器產品

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35. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONTINUED)

Notes:

- These companies were established in the PRC in the form of wholly foreign-owned enterprises.
- The company was established as sino-foreign joint venture registered under the PRC law.
- The non-wholly owned subsidiary has immaterial non-controlling interest and related financial information is not disclosed.
- These companies were established in the PRC in the form of wholly owned enterprises.
- On 11 May 2022, Time X-Ware entered into a sale and purchase agreement with an intermediate holding company at a cash consideration of HK\$1 to acquire 100% of the entire share capital of these subsidiaries which are accounted for as assets acquisitions. These subsidiaries held insignificant assets and liabilities at the date of acquisition.

None of the subsidiaries had issued any debt securities at the end of both years.

36. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balances. The Group's overall strategy remains unchanged throughout the year.

The capital structure of the Group consists of net debts, which includes lease liabilities, bank borrowings and amounts due to/loans from related companies in notes 24, 25 and 26 respectively, net of bank balances and cash and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with the capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, new share issues and raising or repayment of bank borrowings and amounts due to/loans from related companies.

37. FINANCIAL INSTRUMENTS

a. Categories of financial instruments

	金融資產		
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本計量的金融資產	2,544,861	1,235,654
Financial assets at FVTPL	按公平值計入損益之金融資產	6,542	6,284
		2,551,403	1,241,938
Financial liabilities	金融負債		
Amortised cost	攤銷成本	4,711,757	1,864,508

b. Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVTPL, trade and other receivables, pledged bank deposits, bank balances, trade and other payables, bank borrowings, amounts due to related companies, loans from related companies and lease liabilities. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure that appropriate measures are implemented on a timely and effective manner.

35. 附屬公司的詳情 (續)

附註：

- 該等公司乃於中國以外商獨資企業的形式成立。
- 該公司根據中國法律註冊成立為中外合資合營企業。
- 該非全資附屬公司擁有不重大非控股權益，且並無披露相關財務資料。
- 該等公司乃於中國以全資擁有企業的形式成立。
- 於二零二二年五月十一日，匯聚服務器科技與一間中間控股公司訂立買賣協議，以現金代價1港元收購該等附屬公司全部股本100%，其作為資產收購入賬。該等附屬公司於收購日期持有的資產及負債並不重大。

於兩個年度末，概無附屬公司發行任何債務證券。

36. 資本風險管理

為確保本集團的實體將可持續經營，本集團對其資本進行管理，並透過使債務及權益達致最佳平衡為持份者締造最大回報。本集團的整體策略於整個年度內維持不變。

本集團的資本架構包括債務淨額(分別包括附註24、25及26的租賃負債、銀行借款及應付關連公司款項/來自關連公司的貸款)，扣除銀行結餘及現金以及本公司擁有人應佔權益(包括已發行資本及儲備)。

本公司董事定期審閱資本架構。作為該審閱的一部分，本公司董事考慮資本成本及與資本相關的風險。根據本公司董事的建議，本集團將透過派付股息、發行新股份、籌措或償還銀行借款以及應付關連公司款項/來自關連公司的貸款平衡其整體資本架構。

37. 金融工具

a. 金融工具的分類

	2023	2022
	HK\$'000	HK\$'000
	千港元	千港元
Financial assets		
Financial assets at amortised cost	2,544,861	1,235,654
Financial assets at FVTPL	6,542	6,284
	2,551,403	1,241,938
Financial liabilities		
Amortised cost	4,711,757	1,864,508

b. 財務風險管理目標及政策

本集團的主要金融工具包括按公平值計入損益之金融資產、貿易及其他應收款項、已抵押銀行存款、銀行結餘、貿易及其他應付款項、銀行借款、應付關連公司款項、來自關連公司的貸款及租賃負債。該等金融工具詳情披露於有關附註。該等金融工具相關的風險及有關如何降低該等風險之政策載於下文。本集團管理層管理及監控該等風險，確保及時和有效地採取適當措施。

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37. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Market risk

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to the fixed-rate pledged bank deposits, lease liabilities, bank borrowings and loans from related companies. The Group is also exposed to cash flow interest rate risk in relation to variable rate bank balances and bank borrowings (see notes 21 and 25 for details of the balance). The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and HIBOR and PRC loan prime rate arising from the Group's borrowings. The Group currently does not have a policy on cash flow hedges of interest rate risk. However, the management of the Group monitors interest rate exposure and will consider hedging significant interest rate risk should the need arise.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate bank borrowings. The analysis is prepared assuming that variable rate bank borrowings outstanding at the end of the reporting period were outstanding for the whole year. 50 basis points (2022: 50 basis points) increase or decrease represents the assessment management of the Group of the reasonably possible change in interest rates of bank borrowings. No sensitivity analysis is presented for bank balances as the directors of the Company considered the Group's exposure to cash flow interest rate risk is not material.

If interest rate had been 50 basis points (2022: 50 basis points) higher or lower for variable rate bank borrowings and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2023 would decrease or increase by HK\$5,134,000 (2022: HK\$4,295,000).

In management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the exposure at the end of the reporting period does not reflect the exposure during the year.

Foreign currency risk

The carrying amounts of the Group's monetary assets (mainly including trade and other receivables, pledged bank deposits and bank balances) and monetary liabilities (mainly including trade and other payables bank borrowings and loans from related companies) denominated in currencies other than the respective group entities' functional currencies at the end of the reporting period are as follows:

		Assets 資產		Liabilities 負債	
		2023 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元
HK\$ against USD	港元兌美元	24,184	24,771	589,874	531,211
RMB against USD	人民幣兌美元	769	3,159	–	–
Euro against USD	歐元兌美元	5,628	7,806	147,375	1,168
USD against RMB	美元兌人民幣	642,405	10,520	1,102,511	122,584
USD against HK\$	美元兌港元	117	266,042	–	3,427

37. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

市場風險

利率風險

本集團承受與固定利率已抵押銀行存款、租賃負債、銀行借款及來自關連公司的貸款有關的公平值利率風險。本集團亦承受與浮動利率銀行結餘及銀行借款有關的現金流量利率風險(有關結餘詳情見附註21及25)。本集團現金流量利率風險主要集中於本集團借款產生的銀行結餘利率以及香港銀行同業拆息及中國貸款最優惠利率的波動。本集團目前並無有關利率風險的現金流量對沖政策。然而，本集團管理層會監察相關利率風險，並將於有需要時考慮對沖重大利率風險。

敏感度分析

以下敏感度分析乃根據浮動利率銀行借款的利率風險釐定。編製分析時乃假設於報告期末未償還的浮動利率銀行借款於整個年度未償還。上升或下降50個基點(二零二二年：50個基點)代表本集團管理層對銀行借款的利率的合理可能變動的評估。由於本公司董事認為本集團涉及的現金流量利率風險並不重大，故並無呈列銀行結餘的敏感度分析。

倘浮動利率銀行借款的利率上升或下降50個基點(二零二二年：50個基點)，而所有其他變數維持不變，本集團於截至二零二三年三月三十一日止年度的除稅後溢利將減少或增加5,134,000港元(二零二二年：4,295,000港元)。

管理層認為，敏感度分析不能代表內在利率風險，因為報告期末的風險無法反映於年內的風險。

外幣風險

於各報告期末本集團的貨幣資產(主要包括貿易及其他應收款項、已抵押銀行存款以及銀行結餘)及貨幣負債(主要包括貿易及其他應付款項、銀行借款及來自關連公司的貸款)的賬面值以有關集團實體的功能貨幣以外的貨幣計值，如下文所示：

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37. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Market risk (continued)

Foreign currency risk (continued)

Other than above, several subsidiaries of the Group have the following intra-group receivables (payables) denominated in HK\$ and USD, which are foreign currencies of the relevant group entities.

HK\$ against USD	港元兌美元
USD against HK\$	美元兌港元
USD against RMB	美元兌人民幣

The Group currently does not have a foreign currency hedging policy in respect of foreign currency exposure. However, management monitors the related foreign currency exposure closely and will consider hedging significant currency exposure should the need arise.

Sensitivity analysis

The Group is mainly exposed to the foreign currency risk of USD, HK\$, RMB and Euro. Under the pegged exchange rate system, the financial impact on exchange difference between HK\$ and USD will be immaterial as most HK\$ denominated monetary assets and liabilities are held by group entities having USD as their functional currency, and therefore no sensitivity analysis has been prepared.

The sensitivity analysis below details the Group's sensitivity to a 5% increase and decrease in USD against RMB and Euro. 5% is the sensitivity rate used which represents management's assessment of the reasonably possible change in foreign currency rate. The sensitivity analysis includes the Group's monetary assets, monetary liabilities and amounts due from/to group entities denominated in RMB, Euro and USD. A positive (negative) number indicates an increase (decrease) in post-tax profit when USD strengthens 5% against RMB and Euro. For a 5% weakening of USD against RMB and Euro, there would be an equal but opposite impact on the post-tax profit for the year.

RMB against USD	人民幣兌美元
Euro against USD	歐元兌美元
USD against RMB	美元兌人民幣

In the opinion of the management of the Group, the sensitivity analysis is unrepresentative of the inherent foreign currency risk as the year end exposures do not reflect the exposure during the year.

37. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

市場風險 (續)

外幣風險 (續)

除上述外，若干本集團附屬公司之以下集團內應收款項(應付款項)以港元及美元(為有關集團實體的外幣)計值。

Amounts due from (to) group entities

應收(應付)集團實體款項

2023	2022
HK\$'000	HK\$'000
千港元	千港元
(22,279)	(114,939)
173,433	(285,236)
58,499	160,794

本集團目前並無有關外幣風險的外幣對沖政策。然而，管理層會密切監察相關外幣風險，並於有需要時考慮對沖重大貨幣風險。

敏感度分析

本集團主要承受美元、港元、人民幣及歐元的外幣風險。在匯率掛鈎制度下，由於集團實體持有之大部分以港元計值的貨幣資產及負債以美元為其功能貨幣，港元兌美元匯率差別的財務影響將不重大，因此並無編製敏感度分析。

下文敏感度分析詳述本集團就美元兌人民幣及歐元上升及下降5%的敏感度。採用5%為敏感度比率代表管理層對匯率的合理可能變動的評估。敏感度分析包括本集團以人民幣、歐元及美元列值的貨幣資產、貨幣負債及應收/應付集團實體款項。正(負)數表示當美元兌人民幣及歐元升值5%時，除稅後溢利增加(減少)。美元兌人民幣及歐元貶值5%時，則會對年度的除稅後溢利產生等額但相反影響。

2023	2022
HK\$'000	HK\$'000
千港元	千港元
38	132
(7,087)	277
(20,080)	(1,827)

本集團管理層認為，敏感度分析不能代表內在外幣風險，因為於年末的風險無法反映於年內的風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

37. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk is primarily attributable to trade receivables, trade receivables from the then fellow subsidiaries, trade receivables from related companies, other receivables, contract assets, bills receivables, pledged bank deposits and bank balances. The Group does not hold any collateral to cover its credit risks associated with its financial assets but maintains credit insurance policies to insure trade receivables with details mentioned below to insure counterparty risks with customers.

Trade balances (including trade receivables, trade receivables from the then fellow subsidiaries, trade receivables from related companies, and contract assets)

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed twice a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade balances individually. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

At the end of the reporting period, the Group has concentration of credit risk as 16% (2022: 23%) and 65% (2022: 69%) of trade receivables were due from the Group's largest customer and five largest customers, respectively. As at 31 March 2023, the Group has the concentration risk from customer A, customer B, customer C and customer D amounted for a total of 54% (2022: 64%) of trade balances. They are international well-known companies engaging in telecommunications and global networking industries and/or with strong financial backgrounds. The Group also maintains the credit insurance policies to insure against counter-party risk with certain customers, with the gross carrying amount of HK\$692,273,000 (2022: HK\$883,184,000) would be covered by the insurance policies. The Group's concentration of credit risk by geographical location is mainly in the PRC which accounted for 53% (2022: 54%) of trade receivables as at 31 March 2023.

As part of the Group's credit risk management, the Group applies internal rating for its customers. The following table provides information about the exposure to credit risk for remaining trade receivables that are assessed individually as at 31 March 2023 and 2022 within lifetime ECL (not credit-impaired).

Gross carrying amount

Credit rating		2023				2022			
		Average loss rate	Trade receivables	Trade receivables from related subsidiaries 來自關連附屬公司的	Contract assets	Average loss rate	Trade receivables	Trade receivable from the then fellow subsidiaries 來自當時同系附屬公司的	Contract assets
信貸評級		平均虧損率 %	貿易應收款項 HK\$'000 千港元	貿易應收款項 HK\$'000 千港元	合約資產 HK\$'000 千港元	平均虧損率 %	貿易應收款項 HK\$'000 千港元	貿易應收款項 HK\$'000 千港元	合約資產 HK\$'000 千港元
Strong	穩健	0.05	62,257	10,355	4,583	0.05	78,770	128	29,708
Good	良好	0.25	426,065	-	-	0.25	16,249	-	-
Satisfactory	滿意	3.90	59,815	-	-	3.90	3,091	-	-
Watch list	監察	13.00	4	-	-	13.00	22	-	-
			548,141	10,355	4,583		98,132	128	29,708

37. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估

信貸風險指本集團交易對手在履行合約責任方面出現違約，致使本集團蒙受財務虧損的風險。本集團的信貸風險主要來自貿易應收款項、來自當時同系附屬公司的貿易應收款項、來自關連公司的貿易應收款項、其他應收款項、合約資產、應收票據、已抵押銀行存款及銀行結餘。本集團並無持有任何抵押品，以涵蓋金融資產涉及的信貸風險，但維持信貸保險政策，為貿易應收款項投保。下文所述詳情為就客戶的對手方風險投保。

貿易結餘 (包括貿易應收款項、來自當時同系附屬公司的貿易應收款項、來自關連公司的貿易應收款項及合約資產)

為盡量減低信貸風險，本集團管理層已指派團隊負責釐定信貸限額及信貸審批。於接納任何新客戶前，本集團使用內部信貸評分系統評估潛在客戶的信貸質素，並按客戶界定信貸限額。客戶的限額及評分每年審核兩次。已設立的其他監控程序用來確保採取跟進措施收回逾期債務。此外，本集團就貿易結餘根據預期信貸虧損模式進行個別減值評估。就此而言，本公司董事認為本集團的信貸風險已大幅降低。

於報告期末，本集團承受集中信貸風險，乃因貿易應收款項的16% (二零二二年：23%) 及65% (二零二二年：69%) 分別來自本集團最大客戶及五大客戶。於二零二三年三月三十一日，本集團面臨客戶A、客戶B、客戶C及客戶D的集中風險，其合共佔貿易結餘的54% (二零二二年：64%)。該等客戶為從事電訊及全球網絡行業及/或財務實力雄厚的國際知名公司。本集團亦維持信貸保險政策以就與若干客戶的對手方風險投保，其總賬面值為692,273,000港元 (二零二二年：883,184,000港元) 獲保單涵蓋。於二零二三年三月三十一日，本集團按地理位置劃分的集中信貸風險主要為中國，佔貿易應收款項的53% (二零二二年：54%)。

作為本集團信貸風險管理的一部分，本集團對其客戶採用內部信貸評級。下表提供於二零二三年及二零二二年三月三十一日於全期預期信貸虧損 (並無信貸減值) 內個別評估的餘下貿易應收款項的信貸風險的資料。

總賬面值

Credit rating		2023				2022			
		Average loss rate	Trade receivables	Trade receivables from related subsidiaries 來自關連附屬公司的	Contract assets	Average loss rate	Trade receivables	Trade receivable from the then fellow subsidiaries 來自當時同系附屬公司的	Contract assets
信貸評級		平均虧損率 %	貿易應收款項 HK\$'000 千港元	貿易應收款項 HK\$'000 千港元	合約資產 HK\$'000 千港元	平均虧損率 %	貿易應收款項 HK\$'000 千港元	貿易應收款項 HK\$'000 千港元	合約資產 HK\$'000 千港元
Strong	穩健	0.05	62,257	10,355	4,583	0.05	78,770	128	29,708
Good	良好	0.25	426,065	-	-	0.25	16,249	-	-
Satisfactory	滿意	3.90	59,815	-	-	3.90	3,091	-	-
Watch list	監察	13.00	4	-	-	13.00	22	-	-
			548,141	10,355	4,583		98,132	128	29,708

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

37. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Trade balances (including trade receivables, trade receivables from the then fellow subsidiaries, trade receivables from related companies, and contract assets) (continued)

Gross carrying amount (continued)

Quality classification definitions:

- “Strong” : The counterparty has very low risk of default and a prompt payment pattern. They are international well-known companies with strong financial background.
- “Good” : The counterparty has low default risk and has strong financial background.
- “Satisfactory” : The counterparty has moderate default risk and occasionally repays after due dates, but with fair financial background.
- “Watch list” : The counterparty has moderate default risk and frequently repays after due dates, but with fair financial background. They require special attention from the management of the Group.

During the years ended 31 March 2023 and 2022, trade receivables, trade receivables from the then fellow subsidiaries, trade receivables from related companies and contract assets were assessed individually with considering the financial background and the historical settlement records, including the past due dates and default rates of each trade balance and forward-looking information is reasonable, supportable and available without undue costs or effort. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information. During the year ended 31 March 2023, those trade balances are assessed under lifetime ECL (not credit-impaired) and the Group provided allowance for credit losses of HK\$3,425,000 (2022: no impairment allowance was recognised as amounts involved were insignificant). As at 31 March 2023, the allowance for credit losses is HK\$3,425,000 (2022: Nil).

Other receivables and rental deposits

Other receivables and rental deposits amounted to HK\$10,050,000 (2022: HK\$10,170,000) were assessed individually for ECL. The Group has considered the consistently low historical default rate in connection with payments and concluded that credit risk inherent in the Group's other receivables and rental deposits are insignificant and no loss allowance was recognised.

Pledged bank deposits, bank balances and bills receivables

For pledged bank deposits, bank balances and bills receivables, the directors of the Company considered the probability of default is negligible on the basis of high-credit-rating issuers as such amounts were receivable from or placed in banks with high external credit rating of A or above, no loss allowance was recognised as amounts involved were considered as insignificant.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of bank balances and cash deemed adequate by the management of the Group to finance the Group's operations. The management of the Group also monitors the utilisation of borrowings and ensures compliance with loan covenants.

37. 金融工具(續)

b. 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

貿易結餘(包括貿易應收款項、來自當時同系附屬公司的貿易應收款項、來自關連公司的貿易應收款項及合約資產)(續)

總賬面值(續)

質素分類定義:

- 「穩健」 : 對手方違約風險非常低，並具迅速付款的習性。彼等為國際知名的公司，財務實力雄厚。
- 「良好」 : 對手方違約風險低，財務實力雄厚。
- 「滿意」 : 對手方違約風險輕微，偶爾在到期日後償付，但財務實力不俗。
- 「監察」 : 對手方違約風險輕微，經常在到期日後償付，但財務實力不俗。本集團管理層須多加留意。

截至二零二三年及二零二二年三月三十一日止年度，貿易應收款項、來自當時同系附屬公司的貿易應收款項、來自關連公司的貿易應收款項及合約資產個別進行評估，並會考慮財務背景及過往還款紀錄，包括各項貿易結餘的逾期日期及違約率以及毋須花費不必要成本或努力即可獲得的合理並有證據支持的前瞻性資料。估計虧損率乃根據債務人於預期年期的過往可觀察違約率估計，並按前瞻性資料調整。截至二零二三年三月三十一日止年度，該等貿易結餘按存續期預期信貸虧損評估(無信貸減值)，而本集團計提信貸虧損撥備3,425,000港元(二零二二年：由於所涉金額並不重大，故並未確認減值撥備)。於二零二三年三月三十一日，信貸虧損撥備為3,425,000港元(二零二二年：無)。

其他應收款項及租賃按金

其他應收款項及租賃按金10,050,000港元(二零二二年：10,170,000港元)乃就預期信貸虧損個別進行評估。本集團考慮到有關付款的歷史違約率一貫較低，故認為本集團其他應收款項及租賃按金的固有信貸風險並不重大，因而並未確認虧損撥備。

已抵押銀行存款、銀行結餘及應收票據

就已抵押銀行存款、銀行結餘及應收票據而言，由於該等款項乃應收自或存置於外部信貸評級較高為A級或以上的銀行，故本公司董事認為基於發行人的高信貸評級，違約的可能性甚微。由於所涉金額並不重大，故並未確認虧損撥備。

流動資金風險

為管理流動資金風險，本集團監察及維持本集團管理層視為適當的銀行結餘及現金水平，為本集團營運撥資。本集團管理層亦監察借款的使用並確保遵守貸款契約。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

37. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (continued)

Liquidity risk (continued)

The following table details the Group's remaining contractual maturity for their non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity date for other non-derivative financial liabilities is based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from current interest rate at the end of the reporting period.

Liquidity risk tables

		Weighted average effective interest rate 加權平均實際利率 %	On demand or less than 3 months 按要求或少於三個月 HK\$'000 千港元	3 months to 1 year 三個月至一年 HK\$'000 千港元	1 to 2 years 一至兩年 HK\$'000 千港元	2 to 5 years 兩至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	Total undiscounted cash flows 未折現現金流量總額 HK\$'000 千港元	Carrying amounts 賬面值 HK\$'000 千港元
31 March 2023	二零二三年三月三十一日								
Non-derivative financial liabilities	非衍生金融負債								
Trade and other payables	貿易及其他應付款項	N/A 不適用	855,417	35,758	-	-	-	891,175	891,175
Lease liabilities	租賃負債	5.24	8,000	14,145	24,742	27,230	2,450	76,567	68,880
Bank borrowings (note)	銀行借款(附註)	3.15	226,101	1,076,867	53,193	-	-	1,356,161	1,348,070
Amounts due to related companies	應付關連公司款項								
		N/A 不適用	508,328	-	-	-	-	508,328	508,328
Loans from related companies	來自關連公司的貸款	3.00	5,674	1,518,379	14,970	510,225	-	2,049,248	1,964,184
			1,603,520	2,645,149	92,905	537,455	2,450	4,881,479	4,780,637
31 March 2022	二零二二年三月三十一日								
Non-derivative financial liabilities	非衍生金融負債								
Trade and other payables	貿易及其他應付款項	N/A 不適用	673,104	129,241	-	-	-	802,345	820,345
Lease liabilities	租賃負債	5.58	3,506	10,018	12,909	33,833	8,584	68,850	58,835
Bank borrowings (note)	銀行借款(附註)	3.08	405,809	399,419	204,569	77,889	-	1,087,686	1,062,163
			1,082,419	538,678	217,478	111,722	8,584	1,958,881	1,923,343

Bank borrowings with a repayment on demand clause are included in the "on demand or less than 3 months" time band in the above maturity analysis. As at 31 March 2023, the aggregate carrying amounts of these bank borrowings amounted to HK\$49,608,000 (2022: HK\$177,307,000). Taking into account the Group's financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank borrowings will be repaid within 1 year (2022: within 1 year) after the end of the reporting period in accordance with the scheduled repayment dates set out in the loan agreements and the aggregate principal and interest cash outflows according to the scheduled repayment dates are set out as follows:

		Weighted average effective interest rate 加權平均實際利率 %	On demand or less than 3 months 按要求或少於三個月 HK\$'000 千港元	3 months to 1 year 三個月至一年 HK\$'000 千港元	1 to 2 years 一至兩年 HK\$'000 千港元	2 to 5 years 兩至五年 HK\$'000 千港元	Total undiscounted cash flows 未折現現金流量總額 HK\$'000 千港元	Carrying amounts 賬面值 HK\$'000 千港元
Bank borrowings	銀行借款							
At 31 March 2023	於二零二三年三月三十一日	4.92	49,865	-	-	-	49,865	49,608
At 31 March 2022	於二零二二年三月三十一日	2.62	149,761	27,764	-	-	177,525	177,307

37. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

流動資金風險 (續)

下表詳述本集團就非衍生金融負債的餘下合約到期日。該表根據本集團可能須付款之最早日期之金融負債未折現現金流量而編製。其他非衍生金融負債的到期日根據協定償還日期釐定。

該表包括利息及本金現金流量。倘利息流量為浮動利率，未折現金額乃源自報告期末的即期利率。

流動資金風險表

附有按要求償還條款的銀行借款於上述到期日分析計入「按要求或少於三個月」的時間範圍。於二零二三年三月三十一日，該等銀行借款的賬面總額為49,608,000港元(二零二二年：177,307,000港元)。計及本集團的財務狀況，本公司董事相信，銀行不大可能行使其酌情權以要求立即還款。本公司董事相信，根據貸款協議所載既定還款日期，有關銀行借款將於報告期末後一年內(二零二二年：一年內)償還，而根據既定還款日期作出的本金總額及利息現金流出如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

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37. FINANCIAL INSTRUMENTS (CONTINUED)

c. Fair value measured of financial instruments

Fair value of financial assets that are measured at fair value on a recurring basis

Some financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

Financial assets 金融資產	Fair value at 於以下日期的公平值		Fair value hierarchy 公平值層級	Valuation techniques and key inputs 估值技術及主要輸入數據
	31.3.2023 HK\$'000 千港元	31.3.2022 HK\$'000 千港元		
Financial assets at FVTPL – Life insurance policy 按公平值計入損益之金融資產 – 人壽保險保單	6,542	6,284	Level 2 第二級	Quoted asset value provided by financial institution (note) 金融機構提供的資產價值報價 (附註)

Note: Quoted prices provided by bank represent the fair value based on the quoted prices on the underlying investments.

Fair value of financial assets and liabilities that are not measured at fair value on a recurring basis.

The directors of the Company consider that the carrying amounts of other financial assets and financial liabilities recorded at amortised cost approximate to their fair values.

d. Financial assets and financial liabilities subject to offsetting

The disclosures set out in the table below include financial assets and financial liabilities that are offset in the Group's consolidated statement of financial position.

The Group currently has a legally enforceable right to set off certain pledged bank deposits with bank borrowings at the same bank and the Group intends to settle these balances on a net basis.

		31 March 2023 二零二三年三月三十一日		
Financial assets/liabilities subject to offsetting	可予抵銷的金融資產/負債	Gross amounts of recognised (liabilities) assets set off in the consolidated statement of financial position 於綜合財務狀況表抵銷的已確認(負債)資產總額 HK\$'000 千港元	Gross amounts of recognised (liabilities) liabilities set off in the consolidated statement of financial position 於綜合財務狀況表抵銷的已確認(負債)負債總額 HK\$'000 千港元	Net amounts of financial assets presented in consolidated statement of financial position 呈列於綜合財務狀況表的金融資產淨額 HK\$'000 千港元
Pledged bank deposits	已抵押銀行存款	1,142,322	(1,142,322)	-
Bill payables	應付票據	(1,142,322)	1,142,322	-

During the year, the bank borrowings under the offsetting arrangement represent the payments to the supplier by the relevant bank directly, which constitute non-cash transaction.

37. 金融工具 (續)

c. 按公平值計量金融工具

按公平值經常性計量的金融資產的公平值

於各報告期末，部分金融資產乃按公平值計量。下表列示如何釐定該等金融資產的公平值的資料(尤其是所使用的估值技巧及輸入數據)，以及公平值計量所屬的公平值等級架構級別(第一級至三級)(基於公平值計量輸入數據的可觀察程度分類)。

Valuation techniques and key inputs
估值技術及主要輸入數據

附註：銀行提供的報價指基於相關投資報價的公平值。

並非按公平值經常性計量的金融資產及負債的公平值。

本公司董事認為，按攤銷成本列賬的其他金融資產及金融負債之賬面值與其公平值相若。

d. 可予抵銷的金融資產及金融負債

下表所載披露資料包括於本集團綜合財務狀況報表抵銷的金融資產及金融負債。

本集團目前擁有合法可強制執行的權力，以同一銀行的銀行借款抵銷若干已抵押銀行存款，且本集團擬按淨額基準結算該等結餘。

年內，抵銷安排項下的銀行借款為相關銀行直接向供應商作出的付款，構成非現金交易。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

綜合財務報表附註 (續)

FOR THE YEAR ENDED 31 MARCH 2023 截至二零二三年三月三十一日止年度

38. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

		Loans from related companies	Amounts due to related companies	Derivative financial liabilities	Bank borrowings	Dividend payable	Lease liabilities	Total
		來自關連公司的貸款	應付關連公司款項	衍生金融負債	銀行借款	應付股息	租賃負債	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2021	於二零二一年四月一日	-	-	-	1,012,141	-	44,256	1,056,397
Financing cash flows	融資現金流量	-	(22,344)	417	(1,071)	(46,046)	(12,396)	(81,440)
Finance costs recognised	確認融資成本	-	-	(417)	35,555	-	2,905	38,043
Dividends declared	已宣派股息	-	-	-	-	46,046	-	46,046
Acquisition of business (note 32)	收購業務(附註32)	-	22,344	-	-	-	14,785	37,129
New lease entered	已訂立的新租賃	-	-	-	-	-	7,464	7,464
Exchange realignment	匯兌調整	-	-	-	15,538	-	1,821	17,359
At 31 March 2022	於二零二二年三月三十一日	-	-	-	1,062,163	-	58,835	1,120,998
Financing cash flows	融資現金流量	1,949,644	508,942	-	1,418,697	(29,190)	(13,738)	3,834,355
Finance costs recognised	確認融資成本	16,305	-	-	36,204	-	3,312	55,821
Dividends declared	已宣派股息	-	-	-	-	29,190	-	29,190
Lease termination	終止租賃	-	-	-	-	-	(3,653)	(3,653)
New lease entered	已訂立的新租賃	-	-	-	-	-	28,926	28,926
Offsetting (note)	抵銷(附註)	-	-	-	(1,142,322)	-	-	(1,142,322)
Exchange realignment	匯兌調整	(1,765)	(614)	-	(26,672)	-	(4,802)	(33,853)
At 31 March 2023	於二零二三年三月三十一日	1,964,184	508,328	-	1,348,070	-	68,880	3,889,462

Note: During the year ended 31 March 2023, the Group has bank borrowings under the offsetting arrangement that the Group currently has a legally enforceable right to offset against the pledged bank deposits and the Group intends to settle the balances on a net basis as disclosed in note 37.

38. 融資活動所產生負債之對賬

下表詳列本集團融資活動(包括現金及非現金變動)所產生之負債。融資活動所產生負債指現金流量曾經或未來現金流量將在本集團綜合現金流量表內分類為融資活動現金流量之負債。

附註：截至二零二三年三月三十一日止年度，本集團於抵銷安排項下擁有銀行借款，且本集團目前有法定可執行權利抵銷已抵押銀行存款，而本集團擬按淨額償付結餘，詳情披露於附註37。

FINANCIAL SUMMARY

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For the year ended 31 March

截至三月三十一日止年度

		2019	2020	2021	2022	2023
		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
		(restated)	(restated)			
		(經重列)	(經重列)			
Revenue	收益	2,971,501	2,780,150	3,008,019	3,590,117	5,764,839
Profit before taxation	除稅前溢利	202,937	188,852	268,111	232,855	256,240
Taxation	稅項	(36,050)	(34,368)	(41,480)	(64,582)	(40,354)
Profit for the year	年內溢利	166,887	154,484	226,631	168,273	215,886

ASSETS AND LIABILITIES

資產及負債

At 31 March

於三月三十一日

		2019	2020	2021	2022	2023
		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
		(restated)	(restated)			
		(經重列)	(經重列)			
Total assets	總資產	3,142,733	3,187,431	2,598,964	3,182,762	6,106,964
Total liabilities	總負債	(2,045,691)	(2,021,536)	(1,734,563)	(2,119,317)	(4,962,894)
Net assets	資產淨值	1,097,042	1,165,895	864,401	1,063,445	1,144,070



匯聚科技有限公司
TIME Interconnect Technology Limited

